

Company Number : 5182924

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share
Capital
Articles of Association of
The Hydrographic Society UK

(Adopted by Special Resolution on 5 August 2004)

Interpretation.

1. In these Articles:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association of the Society;

"the Chairman" means the chairman of the Management Committee from time to time;

"clear days" in relation to the period of a notice means the 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;

"communication" is as defined in the Electronic Communications Act 2000;

"electronic communication" is as defined in the Electronic Communications Act 2000;

"executed" includes any mode of execution;

"the Executive Sub-Committee" means a sub-committee of the Management Committee comprising the Chairman, the Honorary Treasurer and the Honorary Secretary of the Society from time to time;

"the Honorary Secretary" means the honorary secretary of the Management Committee from time to time;

"the Honorary Treasurer" means the honorary treasurer of the Management Committee from time to time;

"the Management Committee" means the board of directors of the Society from time to time;

"the Manager" means the person appointed by the Society to such position from time to time;

"the Memorandum" means the memorandum of association of the Society;

“the office” means the registered office of the Society;

“the Representatives” means the directors of the Society (and “Representative” has a corresponding meaning);

“the seal” means the common seal of the Society if it has one;

“the Society” means the company intended to be regulated by these Articles;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

References to the execution or the signing of an electronic communication include references to its being executed by such means as the Management Committee may from time to time approve (including for the purpose of establishing the authenticity or integrity of the communication). Except insofar as these Articles expressly require a communication to be in writing, any electronic communication purporting to contain a copy of a document need not be in writing provided that it faithfully and intelligibly reproduces all the relevant information given in writing in the document. Without prejudice to Articles 80 to 83, references to anything given, sent or received by, or contained in, an electronic communication include references to its being published on a web site and such publication being notified (by electronic communication or otherwise) to the relevant person in such manner that, where relevant, that person would be deemed to have notice of it, and access on that web site to it, for at least the duration of any relevant period of notice or availability prescribed by these Articles or by the Act.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act. Headings to these Articles are inserted for convenience only and shall not affect their construction.

Members.

2. The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with these Articles shall be members of the Society. No person shall be admitted as a member of the Society unless his application for membership is approved by the Manager on behalf of the Management Committee.
3. (1) Every person who wishes to become a member of the Society shall deliver to the Manager, at such address as the Society may from time to time require, an application for membership in such form containing such particulars and recommendations as the Manager, on behalf of the Management Committee, may from time to time require executed by him and accompanied by the relevant fee (as

appropriate). An application for membership may be approved or rejected by the Manager on behalf of the Management Committee.

(2) Notwithstanding Article 3(1), in respect of those persons who were formerly members of the *The Hydrographic Society (Company Number 01638304)*, the Management Committee may admit any such persons to membership of the Society without the need for an application form to be completed under Article 3(1) above.

4. If a person is admitted to membership of the Society then such person's name shall be entered in the register of members maintained by the Society in accordance with the provisions of the Act. The register of members shall be divided into individual members, corporate members, associate corporate members, emeritus members, retired members, honorary members and student members.
5. The Manager, on behalf of and in consultation with the Management Committee, shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard by the Executive Sub-Committee before a final decision is made;
6. The Management Committee may in its absolute discretion:
 - (1) elect any person or organisation as an honorary member and may, at any time, terminate such honorary membership. An honorary member shall be entitled only to such rights as the Management Committee chooses to grant to such member but shall not otherwise be treated as a member of the Society within the meaning of these Articles;
 - (2) elect any person as an emeritus member and may, at any time, terminate such emeritus membership. An emeritus member shall be a member of the Society within the meaning of these Articles.
7. Each member shall, by virtue of his membership of the Society, also be a member of one of the regions or chapters of the Society. Members are required to nominate the region or chapter to which they wish to belong on their membership application form and thereafter on their subscription renewal forms and may only belong to one such region or chapter. If a member fails to nominate a region or chapter to which they wish to belong or nominates a region or chapter which the Manager reasonably believes to be inappropriate then the Manager, on behalf of and in consultation with the Management Committee, may allocate such member to the region or chapter which the Manager reasonably believes to be the most appropriate and shall notify such member accordingly as soon as reasonably practicable thereafter.

8. The Society shall ensure that a separate register of members of each region and each chapter is kept. At the date of incorporation of the Society, the regions of the Society are as follows: Scottish; East Anglia; Southern; South West; North West; Ireland and Middle East. At the date of incorporation of the Society the chapters of the Society are as follows: Student and International. The Management Committee may alter the number of regions and chapters from time to time as it thinks fit and their decision shall be final.
9. Unless the Management Committee or the Society in general meeting shall make other provision under Article 85, the Management Committee, acting through the Manger, may in its absolute discretion permit any member of the Society to retire, provided that after such retirement the number of members is not less than two.
10. The annual subscription fees for each member shall be due and payable on 1 April in each year and shall be at such rates as the Management Committee may from time to time determine. The Management Committee may provide special subscription rates for members who have retired from active practice or employment or who are students actively following a recognised course of education or training in surveying at sea or related sciences and to companies whose parent or associated companies are full corporate members. The Management Committee may also vary or waive the annual subscription fees for one or more members where it in its absolute discretion thinks fit to do so. Emeritus members shall not be required to pay an annual subscription fee, unless the Management Committee determines otherwise, and shall be treated as fully paid up members of the Society within the meaning of these Articles. Honorary members shall not be required to pay an annual subscription fee.
11. Any member who fails to pay his annual subscription fees or any other moneys payable by him to the Society for a period of 12 months from the date when such payments were due shall automatically cease to be a member on the expiry of such period.
12. Subject to Article 9, any member wishing to resign his membership shall give notice to the Manager of his intention to resign and shall pay the annual subscription fees for the year in which he gives such notice.
13. Membership shall not be transferable and shall cease on death.

General meetings.

14. The Society shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next: Provided that so long as the Society holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such

times and places as the Management Committee shall appoint and may be held outside the United Kingdom when the Management Committee has good reason to believe that more members will be able to attend at such location than if it were held in the UK. All general meetings other than annual general meetings shall be called extraordinary general meetings.

15. The Management Committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Representatives to call a general meeting, any Representative or any member of the Society may call a general meeting.

Notice of general meetings.

16. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Representative shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Representatives and auditors.

17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings.

18. All business at an extraordinary general meeting shall be deemed to be special business. All business at an annual general meeting shall also be deemed to be special business save in relation to the requirement to lay the annual accounts of the Society and the directors' report thereon before its members in annual general meeting, the election of the Honorary Treasurer and the Honorary

Secretary to the Management Committee in place of those retiring and the appointment and fixing of the remuneration of the auditors to the Society.

19. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, shall constitute a quorum.
20. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 Representatives may determine.
21. The Chairman, if any, of the Management Committee shall preside as chairman of the meeting, but if the Chairman is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Representatives present shall elect one of their number to be chairman and, if there is only one Representative present and willing to act, he shall be chairman.
22. If no Representative is willing to act as chairman, or if no Representative 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 chairman.
23. A Representative shall be entitled to attend and speak at any general meeting in his capacity as a Representative in addition to his rights as a member.
24. The chairman 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 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. Otherwise it shall not be necessary to give any such notice.
25. 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:
 - (1) by the chairman; or
 - (2) by at least two members having the right to vote at the meeting; or

- (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
26. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the 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.
27. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
28. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
29. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
30. A poll demanded on the election of a chairman 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 chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
31. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members.

32. Subject to Articles 6 and 29, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by its duly authorised representative shall have one vote and on a poll every member who (being an individual) is present in person or by proxy or (being a corporation) is present by its duly authorised representative or by proxy shall have one vote (which, in the case of a

duly authorised representative, shall be in addition to any other vote he may have as a member).

33. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Society have been paid.
34. 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 chairman whose decision shall be final and conclusive.
35. Any organisation which is a member of the Society may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Society.

Proxies

36. If the appointment of a proxy is:
 - (1) an instrument not contained in an electronic communication, it shall be executed under the hand of the appointor or his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign it;
 - (2) contained in an electronic communication, it shall be executed by or on behalf of the appointor.
37. The Management Committee may (but need not) allow proxies to be appointed by means of electronic communication, and if it does it may make such appointments subject to such stipulations, conditions or restrictions, and require such evidence of valid execution, as the Management Committee thinks fit.
38. The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority certified notarially or in some other way approved by the Management Committee, shall:
 - (1) in the case of an instrument not contained in an electronic communication, be deposited at the registered office of the Society (or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting or in the instrument) not less than 48 hours before the time of the holding of the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

- (2) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications: in the notice convening the meeting; or in an instrument of proxy sent out by the Society in relation to the meeting; or in any invitation contained in an electronic communication to appoint a proxy in relation to the meeting, be received at such address (or, where the thing in question is not contained in an electronic communication, at the registered office of the Society or at such other address as may be specified for the purpose) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- (3) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;
- (4) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to any Representative,

but notwithstanding this an appointment of a proxy may be accepted by the Representatives at any time prior to the meeting at which the person named in the appointment proposes to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll). Otherwise, an appointment of a proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

39. The appointment of a proxy shall be in any usual form or any other form which the Management Committee may approve and may relate to more than one meeting. The Management Committee may, if it thinks fit but subject to the Act, include with the notice of any meeting forms of appointment of a proxy for use at the meeting. The appointment of a proxy shall be deemed to include the right to demand or join in demanding a poll and (except to the extent that the appointment comprises instructions to vote in a particular way) to vote or abstain as the proxy thinks fit on any business properly dealt with at the meeting or on any motion to adjourn. The appointment shall, unless the contrary is stated in it, be valid for any adjournment of the meeting as for the meeting to which it relates. A proxy may not speak at any meeting except with the permission of the chairman of the meeting.
40. A vote given or poll demanded by a proxy or by the duly authorised representative of a corporation shall be valid, notwithstanding the previous determination of the authority of the person voting or demanding the poll unless notice of such determination was received by the Society at its registered office (or at such other place at which

the appointment of a proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which the appointment was duly received) not later than the last time at which an appointment of a proxy should have been deposited, delivered or received in order to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll demanded.

Number of Representatives.

41. The Representatives shall be the directors of the Society for the purposes of the Act and the Management Committee shall be the board of directors of the Society for the purposes of the Act.
42. The number of Representatives shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. A Representative must also be a member of the Society.
43. The first Representatives shall be those persons named in Article 51 below. Future Representatives shall be appointed as provided subsequently in the Articles.

Alternate Representatives

44. Any Representative (other than an alternate Representative) may by notice in writing appoint any other Representative, or any other member of the Society approved by the Management Committee and willing to act, to be his alternate and may remove from office an alternate so appointed by him.
45. An alternate Representative shall be entitled to attend and vote at all meetings of the Management Committee and all meetings of committees of Representatives of which his appointor is a member and at which the Representative appointing him is not personally present and generally to perform all the functions of his appointor as a Representative in his absence but shall not be entitled to receive any remuneration from the Society for his services as an alternate. It shall be the responsibility of the appointor to provide the alternate with notice of all meetings which the alternate is so entitled to attend. An alternate Representative shall cease to be an alternate Representative if his appointor ceases to be a Representative.
46. When an alternate Representative is also a Representative or acts as an alternate for more than one Representative, such alternate shall have one vote for every Representative who has so appointed him who is not present (in addition to his own vote if he himself is a Representative) and shall be counted in the quorum as a corresponding number of Representatives provided that at least one other Representative (or alternate) is participating.

47. Save as otherwise provided in these Articles, an alternate Representative shall be deemed for all purposes to be a Representative and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Representative appointing him.

Powers of the Management Committee.

48. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Society shall be managed by the Management Committee who may exercise all the powers of the Society. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Management Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Management Committee by the Articles and a meeting of the Management Committee at which a quorum is present may exercise all the powers exercisable by the Management Committee.
49. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Management Committee shall have the following powers, namely:
- (1) to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
 - (2) to enter into contracts on behalf of the Society.

Appointment and retirement of Representatives.

50. Each region and each chapter shall elect one Representative to the Management Committee of the Society. Only those persons who are listed on the relevant register of members of the region or chapter may nominate candidates for and vote upon the election of the Representative for such region or chapter, including for this purpose an honorary member or in the case of an honorary member which is an organisation, its nominated representative. No member who is an honorary member shall be elected as the Representative of a region or a chapter. Each region and each chapter shall notify the Manager of the Society of the Representative so elected no later than the 30 November of the year preceding the year in which the annual general meeting is to be held. Each Representative so elected shall hold office from the conclusion of the annual general meeting in respect of which

notification of their election is given to the conclusion of the following annual general meeting.

51. The first Representatives shall be William Heaps, Julian Grant and Christopher Mott and shall hold office until the conclusion of the annual general meeting in the year 2005. From the conclusion of the annual general meeting in 2005 such persons shall be replaced by the Representatives elected by the regions and chapters in accordance with these Articles. At the conclusion of every subsequent annual general meeting the Representatives elected by the regions and chapters then holding office shall be deemed to have retired and been replaced accordingly. Any person vacating the office of Representative shall be eligible for re-election.
52. The first Chairman of the Management Committee shall be Christopher Mott and, unless otherwise removed in accordance with these Articles, he shall hold office until the annual general meeting in the year 2005. Thereafter the Chairman shall be elected by and from the Representatives comprising the Management Committee at the first meeting of the Management Committee following such annual general meeting and, subject as aforesaid, shall hold office until the Management Committee meeting following the next annual general meeting.
53. Subject to him agreeing to accept office the first Honorary Treasurer of the Management Committee shall be Peter Kelly and, unless otherwise removed in accordance with these Articles, shall hold office until the conclusion of the annual general meeting in the year 2006. At the annual general meeting in 2006 such person shall retire from office and thereafter the person holding such office shall, subject as aforesaid, retire every two years at the annual general meeting in such year. Subject to him agreeing to accept office the first Honorary Secretary of the Management Committee shall be Michael Sebbage and, unless otherwise removed in accordance with these Articles, shall hold office until the conclusion of the annual general meeting in the year 2005. At the annual general meeting in 2005 such person shall retire from office and thereafter the person holding such office shall, subject as aforesaid, retire every two years at the annual general meeting in such year.
54. If the Society at the annual general meeting at which a the Honorary Treasurer and the Honorary Secretary retires, does not fill the vacancy the retiring Honorary Treasurer or Honorary Secretary (as the case may be) shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the relevant Honorary Treasurer or Honorary Secretary is put to the meeting and lost. In any such case, the Management Committee may appoint a person to act as Honorary Treasurer or Honorary Secretary (as the case may be).

55. No person other than the retiring Honorary Treasurer or Honorary Secretary (as the case may be) shall be appointed or reappointed at any general meeting unless:
- (1) he is recommended by the Management Committee; or
 - (2) no later than the 31 October of the year preceding the year in which the relevant annual general meeting is to be held, notice executed by two members qualified to vote at the meeting (at the time the notice is given) has been given to the Manager of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Society's register of Representatives together with a notice executed by that person of his willingness to be appointed or reappointed.
56. No person may be appointed as a Representative:
- (1) if they are under the age of 18 years unless the charity is a registered company; or
 - (2) in circumstances such that, had he already been a Representative, he would have been disqualified from acting under the provisions of Article 61.
57. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than the retiring Honorary Treasurer or Honorary Secretary (as the case may be)) who is recommended by the Management Committee for appointment as the Honorary Treasurer or Honorary Secretary at the meeting or in respect of whom notice has been duly given to the Manager of the intention to propose him at the meeting for appointment as the Honorary Treasurer or the Honorary Secretary (as the case may be). The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the Society's register of Representatives.
58. Subject as aforesaid, the Society may by ordinary resolution appoint a person who is willing to act to be a Representative either to fill a vacancy or as an additional Representative and may also determine the rotation (if any) in which any additional Representatives are to retire.
59. The Management Committee may appoint a person who is willing to act to be a Representative either to fill a vacancy or as an additional Representative provided that the appointment does not cause the number of Representatives to exceed any number fixed by or in accordance with the Articles as the maximum number of

Representatives. A Representative so appointed shall hold office only until the conclusion of the next following annual general meeting.

60. There shall be no age limit for Representatives of the Society.

Disqualification and removal of Representatives.

61. A Representative shall cease to hold office if he
- (1) ceases to be a Representative by virtue of any provision in the Act or is disqualified from acting as a Representative by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Society (but only if at least two Representatives will remain in office when the notice of resignation is to take effect); or
 - (4) is absent without the permission of the Management Committee from two consecutive meetings of the Management Committee unless the Management Committee otherwise agrees.

Representatives' expenses.

62. The Representatives may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Representatives or committees of Representatives or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Executive appointments.

63. Subject to the provisions of the Act and to Clause 5 of the Memorandum, the Representatives may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Society. Any such appointment may be made upon such terms as the Representatives determine. Any appointment of a Representative to an executive office shall terminate if he ceases to be a Representative.
64. Except to the extent permitted by clause 5 of the Memorandum, no Representative shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a Representative in any other contract to which the Society is a party.

Proceedings of the Management Committee.

65. Subject to the provisions of the Articles, the Representatives comprising the Management Committee may regulate their proceedings as they think fit. The Manager shall be entitled to attend and speak but not vote at all meetings of the Management Committee in such capacity notwithstanding that such person is not a Representative. A Representative may, and the Manager at the request of a Representative shall, call a meeting of the Management Committee. It shall not be necessary to give notice of a meeting to a Representative who is absent from the United Kingdom. Questions arising at a 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.
66. The quorum for the transaction of the business of the Management Committee may be fixed by the Management Committee but shall not be less than one third of their number or two Representatives, whichever is the greater.
67. The Representatives may act notwithstanding any vacancies in their number, but, if the number of Representatives is less than the number fixed as the quorum, the continuing Representatives or Representative may act only for the purpose of filling vacancies or of calling a general meeting.
68. The Representatives shall appoint one of their number to be the Chairman and may at any time remove such person from that office. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Management Committee at which he is present. But if there is no Representative holding such office, or if the Representative holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Representatives present may appoint one of their number to be chairman of the meeting.
69. The Management Committee may appoint one or more sub-committees consisting of three or more Representatives for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Management Committee. The Executive Sub-Committee consisting of the Chairman, the Honorary Treasurer and the Honorary Secretary shall be one such committee. The members of each committee may, with the approval of the Management Committee, appoint such persons, not being Representatives, as they think fit to be members of that committee: Provided that at least two thirds of the members of any committee at any one time shall be Representatives.
70. All acts done by a meeting of Representatives, or of a committee of Representatives, shall, notwithstanding that it be afterwards discovered

that there was a defect in the appointment of any Representative or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Representative and had been entitled to vote.

71. A resolution in writing, signed by all the Representatives entitled to receive notice of a meeting of Representatives or of a committee of Representatives, shall be as valid and effective as if it had been passed at a meeting of Representatives or (as the case may be) a committee of Representatives duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Representatives.
72. Any Representative (including an alternate) or other person may participate in a meeting of the Management Committee or a committee of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the Management Committee or a committee in accordance with these Articles can accordingly be so made or taken even if no persons so participating are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is. In determining whether the quorum requirements fixed by or in accordance with these Articles are fulfilled, all Representatives participating in the meeting in accordance with this Article shall be counted in the quorum.
73. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Representatives and shall indicate the name of the Society. All cheques and orders for the payment of money from such account shall be signed by at least two Representatives or by such persons as the Management Committee shall otherwise determine.

Secretary.

74. Subject to the provisions of the Act, the Manager shall perform all the functions required by the Act to be performed by a company secretary, unless the Management Committee shall otherwise determine.

Minutes.

75. The Representatives shall keep minutes in books kept for the purpose:
 - (1) of all appointments of officers made by the Representatives;
and

- (2) of all proceedings at meetings of the Society and of the Representatives and of committees of Representatives including the names of the Representatives present at each such meeting.

The Seal.

76. The seal shall only be used by the authority of the Representatives or of a committee of Representatives authorised by the Representatives. The Representatives may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Representative and by the company secretary or by a second Representative.

Accounts.

77. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report.

78. The Representatives shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return.

79. The Representatives shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices.

80. Any notice to be given to or by any person pursuant to the Articles shall be in writing (or in an electronic communication) except that a notice calling a meeting of the Representatives need not be in writing.
81. The Society may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address, or by giving it using electronic communications to an address for the time being notified to the Society by the member. A member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address, unless such member has indicated he is willing to be given notice using electronic communications to an address for the time being notified to the Society by the member. In these Articles, "address", in relation to electronic communications, includes any number or address for the purposes of such communications. Where the consent of the member

has been obtained, the Society may give notice to such member by placing the notice on the web site of the Society, and in relation to those members who have consented to accept service in this manner without further notification, such service shall be effective service in relation to such members.

82. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
83. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted, or in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent, or, where a member has elected to receive notice by the notice being posted on the Society's website, at the expiration of 48 hours after the time the notice was posted on the website.

Indemnity.

84. Subject to the provisions of the Act every Representative or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

Rules.

85. (1) The Representatives may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
 - (i) the admission and classification of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees,

subscriptions and other fees or payments to be made by members;

- (ii) the conduct of members of the Society in relation to one another, and to the Society's servants;
 - (iii) 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;
 - (iv) the procedure at general meetings and meetings of the Representatives and committees of the Representatives in so far as such procedure is not regulated by the Articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2). The Society in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Representatives shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or bye laws, which shall be binding on all members of the Society. Provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.