

Registered Number 5182924

The Companies Act 2006

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE HYDROGRAPHIC SOCIETY UK

COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL AND HAVING CHARITABLE STATUS



THE COMPANIES ACT 2006

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MEMORANDUM OF ASSOCIATION

OF

THE HYDROGRAPHIC SOCIETY UK

1. The Company's name is The Hydrographic Society UK (and in this document it is called "the Society").
2. The Society's registered office is to be situated in England and Wales.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL AND
HAVING CHARITABLE STATUS

ARTICLES OF ASSOCIATION

OF

THE HYDROGRAPHIC SOCIETY UK

as adopted by special resolution dated 19th November 2020

1. INTERPRETATION

1.1. In these Articles:

“the Act”	means the Companies Act 2006
“the Articles”	means these Articles of Association of the Society
“AGM”	means the annual general meeting of the Society
“the Board”	means the Board of Directors of the Society and (where appropriate) includes a Committee and the Directors acting by written resolution
“Board Meeting”	means a meeting of the Board
“Business Day”	means any day other than a Saturday, Sunday or a bank holiday
“Chairman”	means (subject to the context) either the person elected as chairman of the Society under Article 24 or where the chairman of the Society is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time
“Charity Commission”	means the Charity Commission for England and Wales

“Clear Days”	in relation to a period of 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
“Committee”	means a Committee of the Board exercising powers delegated to it by the Board
“Companies House”	means the office of the Registrar of Companies
"connected person"	<p>means (1) a child, parent, grandchild, grandparent, brother or sister of the Director;</p> <p>(2) the spouse or civil partner of the Director or of any person falling within sub-clause (1) above;</p> <p>(3) a person carrying on business in partnership with the Director or with any person falling within sub-clause (1) or (2) above;</p> <p>(4) an institution which is controlled:- – (a) by the Director or any connected person falling within sub-clause (1), (2), or (3) above; or (b) by two or more persons falling within sub-clause 4(a), when taken together;</p> <p>(5) a body corporate in which:- – (a) the Director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest. (c) Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article.</p>
“Custodian”	means a person or body who undertakes safe custody of assets or documents or records relating to them
“Director”	means any individual who is appointed as a Director of the Society in accordance with Article 16
“Elected Director”	means an individual appointed as a Director in accordance with Article 16.9
“Emeritus Member”	means a person admitted as a Member in accordance with Article 5.4.2

“Financial Expert”	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
“General Meeting”	means a meeting of the Members and includes an AGM
“Honorary Director”	means either the Honorary Secretary or the Honorary Finance Director and “Honorary Directors” means both the Honorary Secretary and the Honorary Finance Director
“Honorary Member”	means a person who is not a Member but who is given the title “honorary member” in accordance with Article 5.4.1
“Honorary Secretary”	means the individual appointed as the Honorary Secretary in accordance with Article 16.13
“Honorary Finance Director”	means the individual appointed as the Honorary Finance Director in accordance with Article 16.13
“including”	means “including without limitation” and “include” and “includes” are to be construed accordingly
“Member”	means a company member for the time being of the Society who is admitted under Article 5 and does not include an Honorary Member
“the Memorandum”	means the Memorandum of Association of the Society
“Nominee Company”	means a corporate body registered or having an established place of business in England and Wales which holds title to property for another
“the Objects”	means the objects of the Society as set out in Article 2
“Observers”	means those persons (other than the Directors) present under Article 26 at a Board Meeting
“Region”	means the geographical areas to which Members belong as defined by the Board from time to time
“Regional Director”	means any individual appointed as a Director in accordance with Article 16.4
“Registered Office”	means the registered office of the Society

“Secretary”	means the company secretary of the Society (if any) including a joint, assistant or deputy secretary
“the Society”	means the company intended to be regulated by these Articles;
“Statutory Registers”	means the registers kept at the Registered Office which the Society is required to maintain under the Act
“Student and New Graduate Chapter”	means the body of Members who are studying a course recognised by the Board as relevant to the work of the Society as an undergraduate or post-graduate or who have graduated from such a course in the last 3 years
“Student and New Graduate Director”	means the individual appointed as a Director by the Members in accordance with Article 16.17
“Taxable Trading”	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
“United Kingdom”	means Great Britain and Northern Ireland
“Working Party”	means a body established by the Board to make recommendations to the Board but without decision-making powers
“Year”	means a period of 12 consecutive months starting with January and ending with December

1.2.

In the Articles:

- 1.2.1. terms defined in the Act are to have the same meaning;
- 1.2.2. references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
- 1.2.3. references to “organisations” or “persons” include corporate bodies, public bodies, unincorporated associations and partnerships;
- 1.2.4. references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- 1.2.5. headings are not to affect the interpretation of the Memorandum and Articles; and

1.2.6. terms defined in the Articles have the same meaning in the Memorandum and vice versa.

2. OBJECTS

The Society's Objects are:-

- 2.1 to promote the science of surveying at sea and related sciences and technologies;
- 2.2 to provide a centre for meetings and a channel for correspondence and the exchange of information between technologists and other engaged or interested in hydrography and related sciences;
- 2.3 to promote and co-ordinate the study and practice of such sciences and technologies in all or any of their aspects;
- 2.4 to accumulate, extend and disseminate amongst the members of the Society and others information, knowledge and expertise relating thereto in any part of the world; and
- 2.5 to advance the education and training of persons engaged in or intending to engage in the study of hydrography and related sciences.

Nothing in the Articles shall authorise an application of the property of the Society for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

3. POWERS

The Society may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Memorandum or Articles in order to further the Objects (but not otherwise) and in particular it has powers:-

Staff and Volunteers

- 3.1. to employ staff or engage consultants and advisers on such terms as the Board think fit and to provide pensions to staff, their relatives and dependants;
- 3.2. to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses;

Property

- 3.3. to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interest);
- 3.4. to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;

- 3.5. to sell, lease, licence, exchange, dispose of or otherwise deal with property (subject to the restrictions in the Charities Act 2011);
- 3.6. to provide accommodation for any other charitable organisation on such terms as the Board decides (subject to the restrictions in the Charities Act 2011);

Borrowing

- 3.7. to borrow and give security for loans;

Grants and Loans

- 3.8. to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act 2011);

Fund Raising

- 3.9. to raise funds (but not by means of Taxable Trading), to invite and receive contributions;

Trading

- 3.10. to purchase or form trading companies alone or jointly with others;
- 3.11. to trade in the course of carrying out the Objects and to charge for services;

Publicity

- 3.12. to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Society and other organisations operating in similar fields;
- 3.13. to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 3.14. to promote or carry out research and disseminate and exchange the results of it;

Contracts

- 3.15. to co-operate with and enter into contracts with any person;

Bank or building society accounts

- 3.16. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Society;

Investments

- 3.17. to:-

- 3.17.1. deposit or invest funds;
- 3.17.2. employ a professional fund-manager; and
- 3.17.3. arrange for the investments or other property of the Society to be held in the name of a nominee in the same manner and subject to the same conditions as Directors of a trust are permitted to do by the Trustee Act 2000;

Insurance

- 3.18. to insure the assets of the Society to such amount and on such terms as the Directors decide, to pay premiums out of income or capital and to use any insurance proceeds as the Directors decide (without necessarily having to restore the asset);
- 3.19. to insure and to indemnify the Society's employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- 3.20. to take out insurance to protect the Society and those who use the premises owned by or let or hired to the Society;
- 3.21. to provide indemnity insurance to cover the liability of the Directors and officers of the Society who are not Directors:-
 - 3.21.1. which by virtue of any rule of law would otherwise attach to them in respect of negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society; and
 - 3.21.2. to make contributions to the assets of the Society in accordance with the provisions of Section 214 of the Insolvency Act 1986.

Provided that any such instances in the case of Article 3.21.1 shall not extend to:-

- any liability resulting from conduct which the Directors or officers knew, or must have known, was not in the best interests of the Society or which the Directors or officers did not care whether it was in the best interests of the Society or not;
- any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors or officers; and
- any liability to pay a fine

and further provided that any such insurance in the case of Article 3.21.2 shall not extend to any liability to make such a contribution where the basis of the Director's or officer's liability is his knowledge prior to the insolvent liquidation of the Society (or reckless failure to acquire that knowledge) that there was no

reasonable prospect that the Society would avoid going into insolvent liquidation;

Other Organisations

- 3.22. to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include the Objects or to carry on any other relevant charitable purposes;
- 3.23. to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;
- 3.24. to amalgamate with any charity which has objects similar to the Objects;
- 3.25. to undertake and execute any charitable trusts;
- 3.26. to affiliate, register, subscribe to or join any organisation;
- 3.27. to act as agent or trustee for any organisation;

Reserves

- 3.28. to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure; and

General

- 3.29. to do anything else within the law which promotes or helps to promote the Objects.

4. BENEFITS TO MEMBERS AND DIRECTORS

- 4.1. The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members, and no Director or connected person shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society without the prior written consent of the Charity Commission: Provided that nothing in this document shall prevent any payment in good faith by the Society:

- 4.1.1. of the usual professional charges for business done by any Director or connected person who is a solicitor, accountant or other person engaged in a profession, when instructed by the Society to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her

appointment or remuneration, or the appointment or remuneration of a person to whom he or she is connected, is under discussion;

- 4.1.2. of reasonable and proper remuneration for any services rendered to the Society by any Member, officer or servant of the Society who is not a Director;
- 4.1.3. of interest on money lent by any Member or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board;
- 4.1.4. of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
- 4.1.5. of reasonable and proper rent for premises demised or let by any Member or a Director;
- 4.1.6. to any Director of reasonable out-of-pocket expenses;
- 4.1.7. of any premium in respect of any indemnity insurance to cover the liability of the Director (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society.

4.2. In this Article 4, 'connected person' means any person within the definition in Article 1.

5. MEMBERS

- 5.1. At the date of adoption of these Articles the Members are those listed as such in the Statutory Registers.
- 5.2. Membership of the Society is open to any person interested in promoting the Objects who:-
 - 5.2.1. applies to the Society in the form required by the Directors;
 - 5.2.2. pays the subscription fee as requested by the Directors;
 - 5.2.3. is approved by the Directors. (The Directors shall not be obliged to give reasons for any refusal to admit a Member); and
 - 5.2.4. signs the Statutory Registers or consents in writing to become a Member.
- 5.3. The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the Statutory Registers.

- 5.4. The Directors may in their absolute discretion:-
- 5.4.1. admit any individual 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 Directors choose to grant to such a person or organisation but shall not otherwise be treated as a Member of the Society; and
 - 5.4.2. admit any individual or organisation as an Emeritus Member and may, at any time, terminate such emeritus membership. An Emeritus Member shall be a Member of the Society.
- 5.5. The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 5.6. The rights attached to a class of membership may only be varied if:
- 5.6.1. three-quarters of the Members of that class consent in writing to the variation; or
 - 5.6.2. a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.
- 5.7. The provisions in these Articles about General Meetings shall apply to any meeting relating to the variation of the rights of any class of Members.
- 5.8. Each Member shall, by virtue of his membership of the Society, also be a member of one of the Society's Regions. Each Member must nominate the Region to which he wishes to belong on his membership application form and thereafter on his subscription renewal form and may only belong to one Region at any one time. If a Member fails to nominate a Region or nominates a Region which the Board reasonably believes to be inappropriate then the Board may allocate such Member to the Region which the Board reasonably believes to be the most appropriate and shall notify such Member accordingly as soon as reasonably practicable thereafter.
- 5.9. Each Member who is studying a course recognised by the Board as relevant to the work of the Society as an undergraduate or post-graduate or has graduated from such a course in the last 3 years shall, by virtue of their membership of the Society, also be a member of the Student and New Graduate Chapter.
- 5.10. Membership is terminated if the Member concerned:-
- 5.10.1. gives 7 Clear Days written notice of resignation to the Society provided that after such resignation the number of Members is not less than two;
 - 5.10.2. dies, in which case termination of membership takes effect as soon as the notice of death is received by the Society;

5.10.3. is six months in arrears in paying the relevant subscription (if any) or any other moneys payable by him to the Society unless the Board resolves otherwise;

5.10.4. is an Emeritus Member and his membership is terminated in accordance with Article 5.4.2; or

5.10.5. is removed from membership by the Directors on the ground that, in their reasonable opinion, the Member's continued membership is harmful to the Society (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 21 Clear Days after receiving notice).

5.11. Membership of the Society is personal and not transferable

6. GENERAL MEETINGS

6.1. The Society must hold an AGM in each Year and no more than 15 months shall elapse between the date of one AGM and that of the next.

6.2. The Board may call General Meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a General Meeting. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director may call a General Meeting.

7. NOTICE OF GENERAL MEETINGS

7.1. Subject to Articles 7.2 and 10.4 General Meetings must be called on at least 14 Clear Days' written notice.

7.2. A General Meeting may be called by shorter notice if this is agreed by at least 90% of the Members entitled to attend and vote at that meeting.

7.3. The notice must specify:-

7.3.1. the time, date and place of the General Meeting; and

7.3.2. the general nature of the business to be transacted.

7.4. Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting.

7.5. Notice of the General Meeting must be given to all of the Members, the Directors, the Secretary (if any) and the Society's auditors (if any).

7.6. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

8. QUORUM

- 8.1. No business may be transacted at a General Meeting unless a quorum is present.
- 8.2. The quorum for General Meetings is ten of the Members for the time being. A Member may be present in person or by proxy or by authorised representative. Where a number of Members have appointed a single person to act as their proxy in relation to a particular resolution in accordance with Article 13 all the Members making such appointment shall count individually towards the quorum in relation to that particular resolution.
- 8.3. A Member may be part of the quorum at a General Meeting if he can understand, comment and vote on the proceedings through the telephone, video conferencing or other communications equipment.
- 8.4. If a quorum is not present within 15 minutes from the time of the General Meeting, or a quorum ceases to be present during a General Meeting, it must be adjourned to such time and place as the Board decide.
- 8.5. If at the adjourned meeting there are again insufficient Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Members who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 8.6. Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Members.

9. CHAIRMAN AT GENERAL MEETINGS

- 9.1. The Chairman is to chair General Meetings.
- 9.2. If the Chairman is not present within 15 minutes from the time of the General Meeting or is unable or unwilling to act, then the Members present must choose one of their number to chair the General Meeting.

10. ADJOURNMENT OF GENERAL MEETINGS

- 10.1. The Chairman may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 10.2. The Chairman may also adjourn a General Meeting if it appears to the Chairman that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 10.3. The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.

- 10.4. It is not necessary to give notice of a General Meeting which is adjourned under Article 10.1 or 10.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given.
- 10.5. Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

11. VOTING AT GENERAL MEETINGS

- 11.1. Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 11.2. Each Member present in person or by proxy or by authorised representative has one vote both on a show of hands and a ballot. On a show of hands the Chairman is to investigate and declare the number of proxy votes to be included in the count.
- 11.3. A Member which is an organisation may, by resolution of its governing body (or a committee or officer of that organisation acting under powers delegated by its governing body), authorise such individual as it thinks fit to act as its authorised representative at General Meetings provided that the Secretary has received written confirmation of the identity of this individual from the Member concerned.
- 11.4. An individual authorised under Article 11.3 may exercise the same powers on behalf of the organisation as the organisation could exercise if it were an individual Member.
- 11.5. If there is an equality of votes on a show of hands or a ballot the Chairman is entitled to a second or casting vote.
- 11.6. An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chairman whose decision is final.
- 11.7. A declaration by the Chairman that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

12. BALLOTS

- 12.1. A ballot may be demanded by the Chairman, or by a requisition of the Members in accordance with the Act, before or on the declaration of the result of a show of hands.
- 12.2. A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.

- 12.3. A demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 12.4. A ballot is to be taken as the Chairman Directs. The Chairman may appoint scrutineers (who need not be Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 12.5. A ballot on the election of a Chairman or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chairman directs.
- 12.6. At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

13. PROXIES

- 13.1. A Member may appoint a proxy in writing. A proxy need not be a Member. The Directors may from time to time prescribe a form to appoint a proxy by standing orders made under Article 37. A proxy may not appoint another proxy.
- 13.2. The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 13.3. A proxy will only be valid if the document appointing the proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Society's Registered Office, or such other address as has been communicated by the Society to the Members, at least 48 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 13.4. No document appointing a proxy will be valid for more than 12 months.
- 13.5. A vote given or ballot demanded by proxy is to be valid despite:-
 - 13.5.1. the revocation of the proxy; or
 - 13.5.2. the death or mental incapacity of the principal,unless written notice of the death, mental incapacity or revocation is received at the Society's Registered Office, or such other address as has been communicated by the Society to the Members, before the start of the General Meeting or adjourned General Meeting at which the proxy is used.
- 13.6. A proxy form will not be valid for any part of a General Meeting at which the Member who appointed the proxy is present.

14. MEMBERS' WRITTEN RESOLUTIONS

- 14.1. Subject to the Act, a written resolution signed by the proportion of Members who would be required to vote in favour of the resolution if proposed at a General Meeting is as valid as if it had been passed at a General Meeting.
- 14.2. A resolution under Article 14.1 may consist of several documents in similar form each signed by one or more Members.

15. LIABILITY OF MEMBERS AND DISSOLUTION

- 15.1. The liability of the Members is limited.
- 15.2. Every Member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Society's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 15.3. If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Society by Article 15.2 above, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.

16. APPOINTMENT OF DIRECTORS

- 16.1. At the date of adoption of these Articles the Directors are those listed as such in the Statutory Registers.
- 16.2. Following the adoption of these Articles, and subject to Article 16.3, further individuals may be appointed as Directors in accordance with Articles 16.4, 16.9, 16.13, 0, 16.17 or Article 16.21.
- 16.3. An individual may not become a Director:-
 - 16.3.1. unless he is aged 18 or over;
 - 16.3.2. unless he is a Member (unless the Board decides otherwise);
 - 16.3.3. until he has signed a declaration of willingness to act as a Director of the Society in such form as the Board requires;
 - 16.3.4. if he would immediately cease to hold office under Article 17; or
 - 16.3.5. for a period determined by the Board having ceased to be a Director by reason of his being removed under Article 17.1.6 or Article 17.1.8.

Regional Directors

- 16.4. Subject to Article 16.3 each Region is entitled to appoint one individual as a Regional Director. Such an appointment is to be made on the authority of the Region's committee and is to take effect at the conclusion of the next AGM which follows receipt of notice of the appointment by the Secretary in accordance with Article 16.8.
- 16.5. Subject to Articles 16.6 and 17, a Regional Director is to hold office as such until the conclusion of the AGM in the year following his appointment but may be re-appointed.
- 16.6. A Region may remove at any time a Regional Director in the same way as it appointed him.
- 16.7. A Region may appoint an individual as a Regional Director to fill a vacancy which arises because a Regional Director:
- 16.7.1. comes to the end of his period of office;
 - 16.7.2. has been removed under Article 16.6; or
 - 16.7.3. ceases to be a Member or Director under the Articles.
- 16.8. The appointment or the removal of a Regional Director by that Region's committee under Article 16.4 or Article 16.6 is to be made by written notice of appointment or removal addressed to the Secretary and delivered to:-
- 16.8.1. the Registered office;
 - 16.8.2. a Board Meeting; or
 - 16.8.3. the Secretary in person or by email.

Elected Directors

- 16.9. Subject to Articles 16.3 and 16.10 the Members shall be entitled to appoint at alternate AGMs, up to four individuals who are willing to act as Elected Directors.
- 16.10. No individual other than a Director retiring in accordance with Article 16.12 may be appointed an Elected Director at any General Meeting unless:
- 16.10.1. he is recommended for re-election by the Directors; or
 - 16.10.2. not less than twenty-one Clear Days before the date of the General Meeting, the Society is given notice that:-
 - 16.10.2.1. is received from a Member entitled to vote at the General Meeting;

- 16.10.2.2. states that Member's intention to propose the appointment of another person as an Elected Director;
 - 16.10.2.3. contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and
 - 16.10.2.4. includes confirmation that the individual who is to be proposed is willing to be appointed.
- 16.11. All Members who are entitled to receive notice of a General Meeting must be given not less than fourteen Clear Days' notice of any resolution to be put to the General Meeting to appoint an Elected Director other than an Elected Director who is to retire in accordance with Article 16.12.
- 16.12. Subject to Article 17 an individual appointed as an Elected Director in accordance with Article 16.9 shall hold office as such until the conclusion of the second AGM held following his appointment.

Honorary Directors

- 16.13. Following the adoption of these Articles, and subject to Articles 16.3 and 16.14, the Members shall be entitled to appoint at an AGM an individual as the Honorary Secretary and an individual as the Honorary Finance Director such as is required to ensure that, as far as possible, there is always an Honorary Secretary and an Honorary Finance Director in post at any one time.
- 16.14. No individual other than a Director retiring in accordance with Article 16.16 may be appointed as an Honorary Director at any General Meeting unless:
 - 16.14.1. he is recommended for re-election by the Directors; or
 - 16.14.2. not less than twenty-one Clear Days before the date of the General Meeting, the Society is given notice that:-
 - 16.14.2.1. is received from a Member entitled to vote at the General Meeting;
 - 16.14.2.2. states that Member's intention to propose the appointment of another person as an Honorary Director;
 - 16.14.2.3. contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and
 - 16.14.2.4. includes confirmation that the individual who is to be proposed is willing to be appointed.

16.15. All Members who are entitled to receive notice of a General Meeting must be given not less than fourteen Clear Days' notice of any resolution to be put to the General Meeting to appoint a Director other than an Honorary Director who is to retire in accordance with Article 17.

16.16. Subject to Article 17 an individual appointed as an Honorary Director in accordance with Article 16.13 shall hold office as such until the conclusion of the second AGM held following his appointment.

Student and New Graduate Director

16.17. Subject to Articles 16.3 and 16.18 the Members shall be entitled to appoint at each AGM, one individual who is a member of the Student and New Graduate Chapter to act as the Student and New Graduate Director.

16.18. No individual other than a Director retiring in accordance with Article 16.20 may be appointed as the Student and New Graduate Director at any General Meeting unless:

16.18.1. he is recommended for re-election by the Directors; or

16.18.2. not less than twenty-one Clear Days before the date of the General Meeting, the Society is given notice that:-

16.18.2.1. is received from a Member entitled to vote at the General Meeting;

16.18.2.2. states that Member's intention to propose the appointment of another person as the Student and New Graduate Director;

16.18.2.3. contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and

16.18.2.4. includes confirmation that the individual who is to be proposed is willing to be appointed.

16.19. All Members who are entitled to receive notice of a General Meeting must be given not less than fourteen Clear Days' notice of any resolution to be put to the General Meeting to appoint the Student and New Graduate Director other than a Student and New Graduate Director who is to retire in accordance with Article 16.20.

16.20. Subject to Article 17 an individual appointed as the Student and New Graduate Director in accordance with Article 16.17 shall hold office as such until the conclusion of the next AGM held following his appointment.

Co-options and Casual Vacancies

- 16.21. Subject to Article 16.3 the Board may appoint an individual who is willing to act as a Director either:-
- 16.21.1. because the skills and / or experience of the individual are such that, in the reasonable opinion of the Board, he could make a valuable contribution to the Board; or
 - 16.21.2. to fill a vacancy which has arisen because a Director has ceased to hold office in accordance with Article 17.
- 16.22. An individual appointed by the Board in accordance with Article 16.21 shall only hold office as a Director until the next AGM unless the Board resolves otherwise at the time of making the appointment.

17. RETIREMENT AND REMOVAL OF DIRECTORS

- 17.1. A Director will cease to hold office if he:-
- 17.1.1. dies;
 - 17.1.2. ceases to be a company director under the Act or is prohibited by law from being a company director or is disqualified from acting as a charity trustee under the Charities Act 2011;
 - 17.1.3. becomes incapable of managing and administering his own affairs because of mental disorder, illness or injury;
 - 17.1.4. is declared bankrupt or makes any arrangement or composition with his creditors;
 - 17.1.5. comes to the end of his term of office in accordance with Articles 16.1, 16.5, 16.6, 16.12, 16.16, 16.20 or 16.22;
 - 17.1.6. is in the opinion of the Board guilty of conduct detrimental to the interests of the Society and the Board resolves by a 75% majority of the Directors present and voting that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;
 - 17.1.7. resigns by written notice to the Society provided that, following his resignation, the Society would still have at least 4 Directors;
 - 17.1.8. is absent without, in the opinion of the Board, good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 75% majority of the Directors present and voting) that he should cease to be a Director;

- 17.1.9. ceases to be a Member, unless the Board decides otherwise; or
- 17.1.10. is removed by a resolution passed by a majority of the Members present and voting at a General Meeting after the views of the Director concerned have been invited and considered.

18. CONFLICT OF DIRECTORS' INTERESTS

- 18.1. A Director must avoid a situation in which his interests or those interests he represents may potentially conflict with the interests of the Society ('a conflict situation'); and for the purposes of Articles 18.1 to 18.5, a conflict situation shall include a conflict of interest and duty and a conflict of duties.
- 18.2. A Director who finds himself in a conflict situation must declare the nature and extent of his interest before the matter is discussed by the Board and, if the Director may be directly affected by the decision of the Board in relation to that conflict situation, or if the Board requires it, the Director must also:-
 - 18.2.1. withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 18.2.2. not be counted in the quorum for that part of the meeting; and
 - 18.2.3. withdraw during the vote and have no vote on the matter.
- 18.3. Every Director must ensure that the Secretary has a list of:
 - 18.3.1. any other body of which he is a company director or officer;
 - 18.3.2. any firm in which he is a partner;
 - 18.3.3. any public body of which he is an official or elected member;
 - 18.3.4. any company whose shares are publicly quoted in which he owns or controls more than 2% of the shares;
 - 18.3.5. any company whose shares are not publicly quoted in which he owns or controls more than 10% of the shares; or
 - 18.3.6. any other interest which is significant or material.
- 18.4. If the conflict situation is not authorised by virtue of any other provisions in the Articles and is a conflict situation arising for a Director because of a duty of loyalty owed to another organisation or person, the Directors may authorise the conflict situation and the continuing acts of a Director in that conflict situation, and impose conditions on authorisation as appropriate, provided that:-
 - 18.4.1. to do so is in the best interests of the Society;

- 18.4.2. the conflict situation does not involve the receipt of any payment or material benefit (direct or indirect) to the Director concerned or to a connected person;
 - 18.4.3. the Director concerned is absent from the Board Meeting when authorisation of the conflict situation is discussed;
 - 18.4.4. the Director concerned does not count towards the quorum for the Board Meeting when authorisation of the conflict situation is discussed; and
 - 18.4.5. the Director concerned does not vote on the authorisation of the conflict situation.
- 18.5. If a Director finds himself in a conflict situation, which has not been authorised, he must cease to act in relation to matters to which the conflict situation relates, save to notify the Directors of the conflict situation or to safeguard the interests of the Society.
- 18.6. In this Article 18, 'connected person' means any person within the definition in Article 1.

19. VALIDITY OF DIRECTORS' DECISIONS

- 19.1. Subject to Article 19.2 all acts done by a Board Meeting, or by a Committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:-
- 19.1.1. who was disqualified from holding office;
 - 19.1.2. who had previously retired or who had been obliged by the Articles to vacate office;
 - 19.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without;
- 19.1.4. the vote of that Director; and
 - 19.1.5. that Director being counted in the quorum;
- the decision has been made by a majority of the Directors at a quorate meeting.
- 19.2. Article 19.1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him by a resolution of the Directors or of a Committee if, but for Article 19.1, the resolution would have been void, or if the Director has not complied with Article 18.

20. FUNCTIONS OF THE BOARD

- 20.1. The Board must direct the Society's affairs in such a way as to promote the Objects. Its functions include:
- 20.1.1. defining and ensuring compliance with the values and objectives of the Society;
 - 20.1.2. establishing policies and plans to achieve those objectives;
 - 20.1.3. approving each year's budget and accounts before publication;
 - 20.1.4. establishing and overseeing a framework of delegation of its powers to Committees and employees under Article 28 with proper systems of control;
 - 20.1.5. monitoring the Society's performance in relation to its plans budget controls and decisions;
 - 20.1.6. satisfying itself that the Society's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - 20.1.7. ensuring that appropriate advice is taken on the items listed in Articles 20.1.1 to 20.1.6 and in particular on matters of legal compliance and financial viability.

21. POWERS OF THE BOARD

- 21.1. Subject to the Act and the Articles, the business of the Society is to be managed by the Board who may exercise all of the powers of the Society.
- 21.2. An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.

22. BOARD MEETINGS

- 22.1. Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 22.2. Board Meetings may be called by any Director or the Secretary (if any).
- 22.3. The Secretary (or such person appointed by the Board) must give notice of Board Meetings reciting the business to be discussed to each of the Directors. Notice must be given to Directors whether or not they will be in the United Kingdom when the notice is served or when the Board Meeting will be held.
- 22.4. Matters arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 22.5, each Director is to have one vote.
- 22.5. If there is an equality of votes the Chairman is entitled to a second or casting vote.

- 22.6. A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

23. QUORUM FOR BOARD MEETINGS

- 23.1. The quorum for Board Meetings is two Directors or one third of the total member Directors whichever is the greater.
- 23.2. A Director may be part of the quorum at a Board Meeting if he can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 23.3. The Board may act despite vacancies in its numbers but if the number of Directors is less than two then the Board may act only to call a General Meeting or to appoint further Directors in accordance with Article 16.17.
- 23.4. At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Director present may act only to:
- 23.4.1. adjourn it to such other time and place as they decide; or
 - 23.4.2. call a General Meeting.
- 23.5. If at the adjourned meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned Board Meeting to constitute a quorum then those Directors who are present shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

24. CHAIRMAN

- 24.1. The Society must have a Chairman who, subject to Article 24.6 is to be elected by the Board from amongst their number and, subject to Article 24.3, is to hold office as such until his term of office as a Director ceases in accordance with Article 17..
- 24.2. The Chairman may resign from his position at any time (without necessarily resigning as a Director at the same time).
- 24.3. The Chairman may only be removed at a Board Meeting called for the purpose at which a resolution with a majority in favour is passed. The Chairman must be given an opportunity to say why he should not be removed.
- 24.4. The Chairman is to chair all Board Meetings and General Meetings at which he is present unless he does not wish, or is not able, to do so.
- 24.5. If the Chairman is not present within 15 minutes after the starting time of a Board Meeting, or is unwilling or unable to chair a Board Meeting, the Board must elect one of the Directors to chair the Board Meeting.

- 24.6. An individual is eligible for re-election as the Chairman in accordance with Article 24.1 unless his appointment would mean that, in total, he would serve as the Chairman for longer than four consecutive years.

25. COMMITTEES AND WORKING PARTIES

- 25.1. The Board may:
- 25.1.1. establish Committees consisting of those persons whom the Board decide subject to the requirement that a Committee consists of at least 1 Director unless the Board resolves that there is good reason why this should not be the case;
 - 25.1.2. delegate to a Committee any of its powers; and
 - 25.1.3. revoke a delegation at any time.
- 25.2. The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 25.3. The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chair of each Committee or Working Party.
- 25.4. Each member of a Committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party.
- 25.5. The Board must determine the quorum for each Committee and Working Party it establishes.
- 25.6. The Board must set the limits of any financial expenditure by each Committee. A Working Party can have no authority to incur expenditure.
- 25.7. Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

26. OBSERVERS

- 26.1. Subject to Article 26.4, the Board may allow individuals who are not Directors to attend Board Meetings as Observers on whatever terms the Board decides.
- 26.2. Observers may not vote but may take part in discussions with the prior consent of the Chair.
- 26.3. The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.

- 26.4. The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

27. DIRECTORS' WRITTEN RESOLUTIONS

- 27.1. A resolution in writing or in electronic form agreed by a simple majority of the Directors entitled to receive notice of a Board Meeting and to vote upon the resolution shall be as valid as if it had been passed at a Board Meeting provided that:-
- 27.1.1. a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - 27.1.2. a simple majority of the Directors have signified their agreement to the resolution in an authenticated document or documents which are received at the Registered Office within the period of 28 days from the date the resolution was first circulated.
- 27.2. A resolution under Article 27.1 may consist of several documents in similar form to each of which one or more of the Directors has signified their agreement.

28. THE SECRETARY

- 28.1. A Secretary may be appointed by the Board for such a term as the Board decides.
- 28.2. A Secretary may be removed by the Board at any time.

29. INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 29.1. The Society may indemnify any officer or employee (other than a Director) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 29.2. Subject to the Act the Society may indemnify any relevant Director of the Society against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Act.
- 29.3. In this article a "relevant Director" means any Director or former Director of the Society.

30. BANK AND BUILDING SOCIETY ACCOUNTS

- 30.1. All bank and building society accounts must be controlled by the Board and must include the name of the Society.
- 30.2. A cheque or order for the payment of money must be signed in accordance with the instructions of the Board.

31. EXECUTION OF DOCUMENTS

- 31.1. Unless the Directors decide otherwise, documents which are executed as deeds must be signed by:
- 31.1.1. two Directors; or
 - 31.1.2. one Director and the Secretary (if any).

32. NOTICES

- 32.1. Notices under the Articles must be in writing.
- 32.2. A Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 32.3. The Society may give a notice to a Member, Director, Secretary (if any) or auditor either:
- 32.3.1. personally;
 - 32.3.2. by sending it by post in a prepaid envelope;
 - 32.3.3. by facsimile transmission;
 - 32.3.4. by leaving it at his address;
 - 32.3.5. by email; or
 - 32.3.6. by means of a website.
- 32.4. Notices under Article 32.3.2 to 32.3.5 may be sent:
- 32.4.1. to an address in the United Kingdom which that person has given to the Society;
 - 32.4.2. to the last known home or business address of the person to be served; or
 - 32.4.3. to that person's address in the Statutory Registers.
- 32.5. Proof that an envelope containing a notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 32.6. Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 32.7. A notice may be served on the Society by delivering it or sending it the Society's Registered Office or by handing it to the Secretary (if any).

33. MINUTES

- 33.1. The Directors must keep minutes of all:
 - 33.1.1. appointments of officers made by the Directors;
 - 33.1.2. proceedings at General Meetings;
 - 33.1.3. Board Meetings and meetings of Committees including:
 - 33.1.3.1. the names of the those present at the meeting;
 - 33.1.3.2. the decisions made at the meetings; and
 - 33.1.3.3. where appropriate the reasons for the decisions.

34. ACCOUNTS

- 34.1. In the preparation of the Society's accounts, the accounts must comply with the provisions of the Act and the Directors must comply with their obligations as Society Directors under the Charities Act 2011.
- 34.2. The accounting records shall be kept at the Registered Office or at such other place as the Directors think fit, and shall always be open to inspection by the officers of the Society.

35. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 35.1. The Directors must comply with the requirements of the Charities Act 2011 with regard to the:-
 - 35.1.1. transmission of the statements of account to the Charity Commission;
 - 35.1.2. preparation of an annual report and its transmission to the Charity Commission;
 - 35.1.3. preparation of an annual return and its transmission to the Charity Commission.
- 35.2. The Directors must notify the Charity Commission promptly of any changes to the Society's entry on the register of charities.

36. AUDIT

- 36.1. The Directors must appoint auditors whose duties shall be regulated by the Act.

37. STANDING ORDERS

- 37.1. Subject to Article 37.3 the Board may from time to time make standing orders for the proper conduct and management of the Society.

- 37.2. Standing orders are binding on all Members and Directors.
- 37.3. No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.