

THE COMPANIES ACTS 1985 AND 2006
A COMPANY LIMITED BY GUARANTEE AND WITHOUT SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF THE
ROYAL SOCIETY OF SCULPTORS
COMPANY NUMBER 83239

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Interpretation

1. In these Articles:

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

“auditors” means the auditors of the Society;

“Board of Trustees” means the charity trustees as defined by Section 97 of the Charities Act 1993 and those persons as elected or appointed in accordance with these Articles;

“clear days” in relation to the period of a notice means a period excluding:

- (1) the day when the notice is given or deemed to be given; and
- (2) the day for which it is given or on which it is to take effect;

“Commission” means the Charity Commissioners for England and Wales;

“Committee” means any sub-committee elected and convened in accordance with these Articles as may from time to time be appointed;

“Director” means the Director of the Society as further described in Article 65 and who may also perform the duties of the Secretary of the Society;

“Fellow” means a Member of the Society who is elected in accordance with Article 7;

“General Meeting” means any meeting of Members as called by the Board of Trustees or as required by these Articles or by law;

“Honorary Fellow” means a person who is appointed as such pursuant to Articles 11(1) and 12;

“Member” means a person who has engaged in the profession of or practice as a Sculptor and is elected and entered into the register of Members in accordance with these Articles;

“Membership Committee” means a committee designated by the Board of Trustees which may, as the Board of Trustees shall decide, consider eligibility to become a Member or a Fellow of the Society;

“Memorandum” means the memorandum of association of the Society;

“Officers” means the Director, the Treasurer, the Secretary (if other than the Director), the President and the Vice-President as further described in Article 65;

“Patron” means the patron of the Society pursuant to Article 14 and who shall generally be the reigning monarch of the United Kingdom;

“President” means the President of the Society as further described in Article 65;

“Sculptor” means any artist, person or collaborative group who conceives or executes or has executed works of Sculpture;

“Sculpture” means the art of making with creative intent three-dimensional works and/or concepts, including by carving, modeling, casting, assembling, constructing and/or other means;

“Secretary” means the Secretary of the Society as further described in Article 65 (who may or may not be the Director);

“Society” means the Royal Society of Sculptors;

“Treasurer” means the Treasurer of the Society as further described in Article 65;

“Trustee” means a member of the Board of Trustees;

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

“Vice-Patron” means a person who is appointed as such pursuant to Articles 11(2) and 12; and

“Vice-President” means the Vice-President of the Society as further described in Article 65.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Act 1985 or the Companies Act 2006 but excluding any statutory modification not in force when this constitution becomes binding on the Society.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Classes of membership

2. There are two classes of members of the Society:

- (1) Fellows; and
- (2) all other Members (who are not Fellows).

Unless the context otherwise requires, references to a Member shall also include references to a Fellow.

3. The Board of Trustees may from time to time propose additional classes of membership to the General Meeting and shall record any additional classes of membership and any new rights and obligations approved by the Members in the register of Members.

- (1) The Board of Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership. The rights attached to an existing class of membership may only be varied if:

- (a) three-quarters of the Members of that class consent in writing to the variation; or
 - (b) a special resolution is passed by a separate vote of the Members of that class agreeing to the variation.
- (2) Subject to Article 5(1) above, 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.

Members

4. A person shall only be eligible to be elected as a Member if such person is or has been engaged in the profession of or practice as a Sculptor and meets the requirements of membership as determined by the Board of Trustees from time to time.
5. The Board of Trustees shall keep a register of names and addresses of the Members.
- (1) The Board of Trustees may from time to time register an increase of Members.
 - (2) Membership of the Society is not transferable.

Election of Members

6. (1) A candidate for election as a Member shall submit a signed application form to the Board of Trustees. The application form shall be in the form approved by the Board of Trustees from time to time.
- (2) All application forms, when completed, shall be placed before the Membership Committee, which shall be comprised of only Trustees that are Members, and, at the discretion of the Board of Trustees, may include other Members that are not Trustees.
- (3) The Membership Committee shall consider any application to become a Member and may take into account such factors as the curriculum vitae of the candidate, images of the candidate's work and any personal statement written by the candidate. The Membership Committee, acting reasonably and properly and in the best interests of the Society, will refer applications of a candidate considered eligible to become a Member to the Board of Trustees. If the Membership Committee acting reasonably and properly and in the best interests of the Society decides to refuse an application or if the Membership Committee considers a candidate ineligible to become a Member, they will not refer the candidate to the Board of Trustees.
- (4) An application obtaining approval by a simple majority of the Membership Committee shall be referred to the Board of Trustees for entry into the register of Members. The candidate shall become a Member from the date of entry into the register of Members.
- (5) The Board of Trustees shall, where the Board of Trustees considers it to be in the best interests of the Society, have the power to approve any Sculptor they may

think fit or refuse any application to become a Member and dispense with any or all the formalities required to be observed on an application for membership.

Election of Fellows

7. Fellows shall be elected in accordance with the following:
 - (1) The election of Members as Fellows shall be determined by the Membership Committee, provided that a majority of the participants of the Membership Committee making such determination shall be existing Fellows. The Board of Trustees may recommend any suitable Members for consideration as Fellows to the Membership Committee.
 - (2) The number of Fellows shall not be more than 60% of the total number of Members, and in addition the number of Fellows elected at any meeting of Fellows shall not exceed the number determined by the Board of Trustees as the maximum to be elected at that meeting.
 - (3) There shall normally be no more than one meeting of Fellows per year. This meeting shall be for such purposes as the Board of Trustees sees fit. Not less than fourteen clear days' notice of every such meeting shall be given to every Fellow.
 - (4) The President shall preside as the chair of the Fellows. If the President is neither present nor willing to preside, the Vice-President shall preside as the chair of the Fellows. If the Vice-President is neither present nor willing to preside, the Fellows present shall choose one of their number to preside. The quorum for such meetings shall comprise twelve Fellows.
 - (5) If not already a Fellow of the Society, upon election the President shall automatically become a Fellow of the Society, and the Vice-President shall automatically become a Fellow of the Society for the duration of such Vice-President's term of office.

Subscriptions of Members

8.
 - (1) Each Member shall pay an application fee and an annual subscription to the Society which shall be collected either annually or in instalments at such intervals as the Board of Trustees sees fit. The amount of the application fee and the annual subscription shall be determined by, and may be varied from time to time by, the Members in a General Meeting, upon the recommendation of the Board of Trustees.
 - (2) No Member shall be entitled to vote at any meeting of the Society if at such time such Member's current subscription is in arrears, and the Board of Trustees shall determine, in their sole discretion, whether such Member shall continue to receive benefits and exercise other rights of a Member of the Society.
 - (3) The name of any Member whose annual subscription is in arrears for six months may, after at least one month's notice given in writing by the Board of Trustees

on behalf of the Society, be struck off the register of Members of the Society, but shall remain liable for the amount due.

- (4) If the name of any Member has been struck off the register of Members of the Society in consequence of non-payment of such Member's subscription, the Board of Trustees shall have the power to reinstate such Member in the Member's former membership upon such Member making payment of such penalties or other sums, if any, as the Board of Trustees in their sole discretion shall consider appropriate. The Board of Trustees or the Membership Committee may determine any additional criteria for the reinstatement of any such Member, including any time limits, schedules for the repayment of penalties, or administrative fees.
- (5) The Board of Trustees shall have the power to waive the payment of the annual subscription of any Member on account of old age or ill health, or on other grounds which the Board of Trustees may consider sufficient from time to time if approved by not less than two-thirds of the Board of Trustees.

Supporters and Benefactors

9. There are currently two classes of supporters and benefactors of the Society:
 - (1) Honorary Fellows; and
 - (2) Vice-Patrons.
10. Supporters, Honorary Fellows and Vice-Patrons and benefactors are not Members of the Society within the meaning of the Charities Act 1993 and shall not be entitled to vote at any General Meeting.
11. A person shall only be eligible:
 - (1) to be an Honorary Fellow if such person is, in the opinion of the Board of Trustees, worthy of election as an Honorary Fellow due to such person's distinguished achievements in or promoting the field of Sculpture or relating to the Society or the advancement of any of the objects of the Society as set out in the Memorandum or such person's service to the Society or for any other reason in the sole judgment of the Board of Trustees; and
 - (2) to be a Vice-Patron if such person is, in the opinion of the Board of Trustees, interested in promoting the art of sculpture or for any other reason in the sole judgment of the Board of Trustees.
12. Vice-Patrons and Honorary Fellows shall be appointed by the Board of Trustees or a Committee designated by the Board of Trustees. Honorary Fellows and Vice-Patrons may hold such title for a period of three years, unless otherwise extended or reappointed by the Board of Trustees or a Committee designated by the Board of Trustees.
13. The Board of Trustees may from time to time create additional classes of supporters and benefactors and may directly or indirectly alter the rights or obligations of supporters and benefactors without the consent of that class or of the Members, provided that the Board

of Trustees may not take any action pursuant to which any person who is not or has not been engaged in the profession of or practice as a Sculptor shall become a Member of the Society without the approval of the Members in a General Meeting.

The Patron

14. The Patron of the Society shall be as invited by the Board of Trustees and shall generally be the reigning Monarch of the British Isles, if the invitation is accepted.
15. The Patron is not a Member of the Society within the meaning of the Charities Act 1993 and shall not be entitled to vote at any General Meeting.

Termination of Membership

16. Membership is terminated if:
 - (1) the Member dies;
 - (2) the Member resigns by giving one month's written notice to the Society subject to Article 19;
 - (3) any subscription or other fee due from the Member to the Society is not paid in full within six months of it falling due, unless waived by the Board of Trustees;
 - (4) the Member is expelled from membership by a special resolution of the Members that it is in the best interests of the Society that such Member's membership be terminated; or
 - (5) the Member is expelled from membership by a resolution of the Board of Trustees that it is in the best interests of the Society that such Member's membership be terminated. A resolution of the Board of Trustees to expel a Member from membership may only be passed if:
 - (a) the Member has been given at least twenty-one days' notice in writing of the meeting of the Board of Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Society) has been allowed to make representations to the Board of Trustees; and
 - (c) the Board of Trustees has considered the merit of these representations and voted to expel the Member.
17. All liability for future subscriptions shall cease on termination of membership provided that subscriptions due up to and for the current year at the expiry date have been paid.
18. If a Member resigns due to old age or ill-health such Member shall be entitled to be entered into the Society's records as a "Retired Member" and shall not be required to contribute future subscriptions or other perform other obligations of membership. Such Retired Member shall not be eligible to vote at any meeting of the Society unless

otherwise agreed by the Board of Trustees, but may continue to use post-nominal initials to denote membership of the Society.

19. Any Member who has resigned may be reinstated into such Member's previous class of membership by written application to the Board of Trustees, upon the decision of the Board of Trustees at their discretion.
20. The right of Members to use post-nominal initials or any other abbreviation from time to time applied to denote membership of the Society shall cease on termination of membership (other than retirement as set forth in Article 18).

General Meetings

21. The Society must hold its annual General Meeting in every calendar year at a time and place determined by the Board of Trustees.
22. The Board of Trustees may determine any such details of place, time and method of communication used to conduct a General Meeting. The Board of Trustees may determine that Members entitled to attend and participate in a General Meeting do so by simultaneous attendance and participation through an electronic facility, including by video conference, teleconference or such other means of communication that the Board of Trustees may consider appropriate.
23. Not more than fifteen months may elapse between successive annual General Meetings.
24. The Board of Trustees may call an extraordinary General Meeting at any time, and an extraordinary General Meeting may also be convened by Members under Section 305 of the Companies Act 2006.

Notice of General Meetings

25.
 - (1) The minimum period of notice required to hold a General Meeting of the Society is fourteen clear days.
 - (2) A General Meeting (including an annual General Meeting) may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.
 - (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the General Meeting is to be convened through an electronic facility pursuant to Article 22, the notice must specify how Members can join and participate in the General Meeting and how members will be able to vote. If the meeting is to be an annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under Section 324 of the Companies Act 2006 and Article 44 of these Articles.
 - (4) The notice must be given to all the Members and to the Officers and auditors.

26. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

Proceedings at General Meetings

27. (1) No business shall be transacted at any General Meeting unless a quorum is present.
- (2) A quorum is twenty-five (25) Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
28. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Board of Trustees shall determine.
- (2) In this event the Board of Trustees must reconvene the General Meeting and must give at least seven clear days' notice of the reconvened General Meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened General Meeting within fifteen minutes of the time specified for the start of the meeting, the Members present in person or by proxy at that time shall constitute the quorum for that meeting.
29. (1) General Meetings shall be chaired by the President and in the President's absence the Vice-President.
- (2) If the President or, in the President's absence the Vice President, is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees present shall chair the General Meeting.
- (3) If there is only one Trustee present and willing to act, such Trustee shall chair the General Meeting.
- (4) If no Trustee is present and willing to chair the General Meeting within fifteen minutes of the time appointed for holding it, the Members present in person or by proxy and entitled to vote must choose one of their number to chair the General Meeting.
30. (1) The Members present in person or by proxy at a General Meeting may resolve by ordinary resolution that the General Meeting shall be adjourned.
- (2) In this event the person who is chairing the General Meeting must decide the date time and place at which such meeting is to be reconvened unless those details are specified in the resolution.

- (3) No business shall be conducted at a reconvened General Meeting unless it could properly have been conducted at the General Meeting had the adjournment not taken place.
 - (4) If a General Meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened General Meeting stating the date time and place of the meeting.
31. (1) Subject to Article 33, any vote at a General Meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the General Meeting; or
 - (b) by at least two Members present in person or by proxy and having the right to vote at the General Meeting; or
 - (c) by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the General Meeting.
- (2) (a) The declaration by the person who is chairing the General Meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the General Meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the General Meeting.
- 32. If there is an equality of votes, whether on a show of hands, on a poll or otherwise, the person who is chairing the meeting shall have a casting vote in addition to any other vote such person may have.
- 33. For the purposes of a General Meeting held through an electronic facility in accordance with Article 22, a vote may be decided by a virtual show of hands over videoconference, or in such other manner as the Chair or Board of Trustees may direct from time to time, which may include the use of online voting systems, email or participation in online chat forums within the application hosting the General Meeting.

Written resolutions of Members

- 34. A written resolution of the Members shall have effect as if passed by the Members in a General Meeting. A written resolution is passed:
 - (1) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
 - (2) as a special resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution shall not be passed as a special resolution unless it states that it was proposed as a special resolution.
- 35. A copy of the written resolution must be sent to every Member at the same time (so far as is reasonably practicable) together with a statement informing the Member how to signify such Member's agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 36. A Member signifies such Member's agreement to a proposed written resolution when the Society receives from such Member (or from someone acting on such Member's behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
 - (1) if the document is sent to the Society in hard copy form, it is authenticated if it bears the signature of the person sending it;
 - (2) if the document is sent to the Society in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Society or, where no such manner has been specified by the Society, if it is accompanied by a statement of the identity of the sender and the Society has no reason to doubt the truth of that statement.
- 37. A written resolution is passed when the required majority of eligible Members have signified their agreement to it. Eligible Members are Members who would have been entitled to vote on the resolution on the date on which copies of the resolution were sent or submitted to Members pursuant to Article 35.

38. A proposed written resolution shall lapse if it is not passed within 28 days beginning with the circulation date.

Special resolutions

39. A special resolution passed at a meeting on a show of hands (or in such other manner in accordance with Article 33) is considered passed by a majority of not less than 75% of the Members if it is passed by not less than 75% of the Members who:
- (1) being entitled to do so, vote in person on the resolution, and
 - (2) the persons who vote on the resolution as duly appointed proxies of Members entitled to vote on it.
40. Such a majority shall only be required in the circumstances as set out in the Companies Act 1985, the Companies Act 2006, the Charities Act 1993 and these Articles which for the avoidance of doubt, include:
- (1) amendment of the Memorandum or Articles;
 - (2) variation of class rights;
 - (3) change of the name of the Society;
 - (4) expulsion of a Member as set forth in Article 16; and
 - (5) re-registration as a different form of company.

Votes of Members

41. Every Member shall have one vote, provided that no Member may vote on a resolution to revoke such Member's membership.
42. The Director and Trustees who are not Members of the Society shall be entitled to receive notice of and attend any General Meeting but shall not be entitled to vote.
43. Any objection to the qualification of any voting Member must be raised at the General Meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Proxies' appointment and voting

44. Any Member is entitled to appoint any other person, who may or may not be a Member or the President of the Society, as a proxy to exercise all or any of the Member's rights to attend and to speak and vote (either on a show of hands or in accordance with Article 33 or on a poll) at a General Meeting of the Society.
45. Proxies may only be validly appointed by a notice in writing (which may be sent to the Society by post to its registered office or by electronic means to an email address as set out in the notice of a General Meeting) which:
- (1) states the name and address of the Member appointing the proxy;

- (2) identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
 - (3) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such a manner as the Board of Trustees may determine; and
 - (4) is delivered to the Society before the time appointed for holding the meeting or adjourned meeting at which the right to vote is exercised (or such earlier time as may be specified in the notice of the meeting) and in accordance with any instructions contained in the notice of the General Meeting (or adjourned meeting) to which they relate.
46. A proxy notice which is not delivered in such manner shall be invalid, unless the Board of Trustees, in their discretion, accepts the notice at any time before the meeting.
47. The Board of Trustees may require the proxy notice to be delivered in a particular form, and may specify different forms for different purposes.
48. Proxy notices may specify how the proxy appointed is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
49. Unless a proxy notice indicates otherwise, it must be treated as:
- (1) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the General Meeting; and
 - (2) appointing that person as proxy in relation to any adjournment of the General Meeting to which it relates, as well as the meeting itself.
50. A person who is entitled to attend, speak or vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.
51. An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
52. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

Trustees

53. The Board of Trustees shall consist of: the President, the Vice-President, the Treasurer, six Members and three other persons who may but are not required to be Members unless otherwise determined by ordinary resolution. The Director and the Secretary, if other than the Director, shall be entitled to attend all meetings of the Board of Trustees but shall not be entitled to vote at such meetings or be considered a Trustee and is not a charity trustee as defined by Section 97 of the Charities Act 1993.
54. At its discretion, the Board of Trustees may nominate two further persons to join the Board of Trustees as Trustees who may but are not required to be Members. The Board

of Trustees, or a Committee designated by the Board of Trustees, shall be responsible for drawing up a final shortlist, interviewing candidates for these roles, and making a recommendation for each such position to the Members at a General Meeting in which any such additional Trustees may be elected.

55. The number of Trustees at any meeting of the Board of Trustees shall be not less than three and (unless otherwise determined by ordinary resolution) shall not be more than fourteen.
56. A Trustee may not appoint an alternate Trustee or anyone to act on such Trustee's behalf at meetings of the Board of Trustees.
57. The appointment of a Trustee, whether by the Society in General Meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.
58. For the avoidance of doubt, there shall be no less than two charity trustees as defined by Section 97 of the Charities Act 1993 on the Board of Trustees at any time.

Powers of the Board of Trustees

59. The Board of Trustees shall act in furtherance of the Society's objectives and may exercise all the powers of the Society subject to the Companies Act 1985, the Companies Act 2006, the Memorandum, these Articles, or any special resolution.
60. No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board of Trustees or Officers.
61. Any Board of Trustees meeting at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board of Trustees.
62. The Board of Trustees shall determine the strategic direction of the Society, in accordance with the Society's objectives, and may delegate the exercise of its powers in furtherance of the Society's objectives in accordance with Article 59 to the Director or any employee of the Society from time to time as the Board of Trustees sees fit.

Officers

63. An Officer must be aged eighteen years or older. No one may be appointed an Officer if such Officer would be disqualified from acting under the provisions of Article 77.
64. The President and Vice President shall each be entitled to hold office for a three-year term, until the conclusion of the third annual general meeting following the President and Vice President's respective elections. A retiring President or Vice President shall be eligible for re-election as such for a second term of three years. Following the expiry of such a second term the retiring President or Vice President shall not be eligible for re-election to such position for one year. The Treasurer shall be entitled to hold office for a three-year term, until the conclusion of the third annual general meeting following the Treasurer's election. A retiring Treasurer shall be eligible for re-election as such for a second or a third term of three years. Following the expiry of such a third term the Treasurer shall not be eligible for re-election to such position for one year. Any two

Members may nominate another Member for consideration as President, Vice President or Treasurer in accordance with the procedure set out by the Board of Trustees from time to time. The Board of Trustees, or a Committee designated by the Board of Trustees, shall be responsible for drawing up a final shortlist, interviewing candidates for these roles, and making a recommendation for each such position to the Members at a General Meeting in which any such Officer shall be elected or re-elected.

65. The Officers of the Society shall be:

- (1) a President who must be a Member and shall be elected at an annual General Meeting of the Society on the recommendation of the Board of Trustees. The President is the principal elected officer and representative of the Society and shall preside over meetings of Board of Trustees and General Meetings. The President shall generally be responsible for guiding the Board of Trustees as to the overall strategic direction of the Society in pursuit of its aims and objectives. If not already a Fellow of the Society, upon election the President shall become a Fellow;
- (2) a Vice-President who must be a Member and shall be elected at an annual General Meeting of the Society on the recommendation of the Board of Trustees. The Vice President will be a senior representative of the Society and generally support and assist the President in the President's role and deputise for the President. If not already a Fellow of the Society, upon election the Vice-President shall become a Fellow for the duration of such Vice-President's term of office;
- (3) a Treasurer who may be but is not required to be a Member and who regardless of such Treasurer's class of membership or otherwise shall by virtue of the office of Treasurer be entitled to a vote at Board of Trustees meetings. The Treasurer's principal responsibility is to take an overview of the financial affairs of the Society and advise Board of Trustees accordingly;
- (4) a Secretary who may be but is not required to be a Member of the Society, who shall be appointed by the Board of Trustees in accordance with Section 12 of the Companies Act 2006 and who may be the Director. The Secretary shall be generally responsible for the maintenance of the register of Members and the non-financial books and records of the Society. The Secretary shall perform duties as may be required by the Board of Trustees or any of the Officers and any other duties as may be prescribed by these Articles and any written contract the Society may have entered into with the Secretary. At least six Trustees may vote for a Secretary to be appointed or dismissed. The provisions of Sections 270(3), 271, 274 and 280 of the Companies Act 2006 shall apply and be observed; and
- (5) a Director who shall be an employee of the Society and who shall not be a Member and who shall not be eligible to vote at any Board of Trustees meeting or at any General Meeting. The Director shall be responsible for recommending the strategy to deliver the Society's objectives, leading the staff and managing the Society in furtherance of the Society's objectives. The Director shall be selected by the Board of Trustees or a designated Committee.

Election of Trustees who are Members (other than the Officers)

66. Any two Members of the Society may nominate any other Member for election at the annual General Meeting as one of the Trustees (other than the Officers) who are required to be Members.
67. The Society may in a General Meeting by ordinary resolution elect Members to be Trustees (other than the Officers) for a three-year term. At least two such vacancies will normally occur each year due to the retirement of Trustees who have completed their terms.
68. No person may be elected a Trustee at any General Meeting unless:
 - (1) not less than fourteen clear days before the date of the meeting, the Society is given a notice stating the intention to propose the appointment of a person as a Trustee that:
 - (a) is signed by two Members entitled to vote at the meeting;
 - (b) contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and
 - (c) is signed by the person who is to be proposed to show such person's willingness to be appointed.
69. If the number of nominations exceeds the vacancies, a secret ballot will be held at the Annual General Meeting.

Election of Trustees who are not Members (other than the Officers)

70. Any two Members of the Society may nominate any other Member or any other person who is not a Member for election as a Trustee at the annual General Meeting.
71. The Board of Trustees, or a committee designated by the Board of Trustees, shall be responsible for drawing up a shortlist, interviewing candidates for these roles and making a recommendation for election to any of the three Board of Trustees positions that may be filled by persons who are not Members, if and when such positions become vacant, to the Members at a General Meeting in which any such Trustee shall be elected or re-elected.
72. Such Trustees may be elected for a three-year term. Normally at least one such vacancy will occur each year due to the retirement of a Trustee who has completed the term.
73. The candidate may be elected a Trustee at any General Meeting provided not less than fourteen clear days before the date of the meeting, the Society is given a notice stating the intention of the Board of Trustees to propose the appointment of a person as a Trustee that
 - (1) contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and

- (2) is signed by the person who is to be proposed to show such person's willingness to be appointed.

Retirement of Trustees (other than the Officers)

74. Any Trustee (other than the Officers) who has completed such Trustee's three-year term must retire, unless:
 - (1) the Board of Trustees considers it would be in the best interests of the Society for a particular Trustee to continue to serve beyond the three-year term. If so, such Trustee shall be proposed by the Board of Trustees for re-election at an annual General Meeting for a further three-year term. Following the expiry of such second term the Trustee shall not be eligible for re-election to such position for one year; or
 - (2) the Board of Trustees recommends the extension of such Trustee's term for one or two years in order to either balance the composition of the Board of Trustees in accordance with Article 53, or to stagger the timing of elections of new Trustees. Such extension of a Trustee's term is subject to approval by the Members at a General Meeting.
75. If a Trustee is required to retire at an annual General Meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the General Meeting.

Remuneration of Officers and Trustees

76. None of the Officers and Trustees (other than the Director and the Secretary) shall be paid any remuneration unless it is authorised by clause 4 of the Memorandum.

Disqualification and removal of Officers and Trustees

77. A Trustee or Officer shall cease to hold office if such Trustee or Officer:
 - (1) ceases to be a Trustee or Officer by virtue of any provision in the Companies Act 1985 or the Companies Act 2006 or is removed from office by a resolution duly passed and pursuant to Section 168 of the Companies Act 2006;
 - (2) ceases to be a Trustee or Officer by virtue of any provision in the Directors Disqualification Act 1986 (as amended) or is prohibited by law from being a director;
 - (3) is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (4) ceases to be a Member of the Society if such Trustee or Officer is currently a Member and such position as Officer or as Trustee requires the Officer or Trustee to be a Member;
 - (5) becomes incapable by reason of death, mental disorder, illness or injury of managing and administering such Officer or Trustee's own affairs;

- (6) resigns as a Trustee or Officer by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- (7) is absent without the permission of the Board of Trustees from all their meetings held within a period of six consecutive months and the Board of Trustees resolve that such Officer or Trustee's office be vacated; or
- (8) is removed from office by a resolution of the Board of Trustees that it is in the best interests of the Society that such Trustee or Officer's office be vacated passed at a meeting at which at least half of the Trustees are present. Such a resolution must not be passed unless:
 - (a) such Trustee or Officer has been given at least 14 clear days' notice in writing of the meeting of the Board of Trustees at which the resolution will be proposed and the reason why it will be proposed; and
 - (b) such Trustee or Officer has been given reasonable opportunity to make representations to the meeting either in person or in writing. The Board of Trustees must consider any representations made by such Trustee or Officer (or by such Trustee or Officer's representative) and inform such Trustee or Officer of their decision following such consideration. There shall be no right of appeal from a decision of the Board of Trustees to terminate the office of a Trustee or Officer.

Appointment of Officers or Trustees

- 78. If a Trustee or Officer ceases to hold office in accordance with Article 77, or there is a vacancy on the Board of Trustees which results in the composition of the Board of Trustees not meeting the requirements in Article 53, the Board of Trustees may appoint any person to fulfil the role vacated and to carry out such Officer or Trustee's duties. Such person shall act as an interim Trustee or Officer (but shall not be eligible to vote at any meeting of the Board of Trustees) until the next General Meeting. At the General Meeting, such person may choose to stand for election to the position such person had been filling in the interim. The time period between the person taking on the role vacated by such Trustee and such person's election to the role at the General Meeting shall not count towards the three-year term granted to a person once elected as a Trustee or Officer at the General Meeting.

Interests of Trustees

- 79. A Trustee must declare the nature and extent of any interest, direct or indirect, in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has previously been declared. A Trustee must absent himself from any discussions of the Board of Trustees in which it is possible that a conflict will arise between such Trustee's duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

Proceedings of the Board of Trustees

80. The Board of Trustees may regulate their proceedings as they think fit, subject to the provisions of these Articles; and
- (1) Any two Trustees may call a meeting of the Trustees and the Board of Trustees shall normally meet four times in a year.
 - (2) The Secretary must call a meeting of the Board of Trustees if requested to do so by two Trustees and may call a meeting by notice at any time.
 - (3) Questions arising at a meeting shall be decided by a majority of votes.
 - (4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
81. The quorum shall be four or the number nearest to one third of total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Board of Trustees and;
- (1) No decision may be made by a meeting of the Board of Trustees unless a quorum is present at the time the decision is purported to be made;
 - (2) the Director is entitled to attend all meetings of the Board of Trustees, but shall not be counted in the quorum present;
 - (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
82. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
83. The President shall chair the meetings of the Board of Trustees provided that:
- (1) if the President is not present at a meeting, the Vice-President shall chair the meeting, and if neither the President nor the Vice-President is present at a meeting, the Trustees in attendance shall appoint a Trustee to chair such meeting;
 - (2) if no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting; and
 - (3) the person appointed to chair meetings of the Board of Trustees shall have no functions or powers except those conferred by these Articles or delegated to such a person by the Board of Trustees.

Written resolutions of Trustees

84. A written resolution of the Board of Trustees shall have effect as if passed by the Trustees at a meeting of the Board of Trustees. A written resolution is passed if agreement is indicated by a simple majority of the eligible Trustees.
85. A copy of the written resolution must be sent to every Trustee eligible to vote together with a statement informing the Trustee how to signify such Trustee's agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
86. A Trustee signifies such Trustee's agreement to a proposed written resolution when the Board of Trustees receives from such Trustee an authenticated document identifying the resolution to which it relates and indicating the Trustee's agreement to the resolution. A Trustee's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- (1) if the document is sent to the Board of Trustees in hard copy form, it is authenticated if it bears the signature of the person sending it; and
 - (2) if the document is sent to the Board of Trustees in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Board of Trustees or, where no such manner has been specified by the Board of Trustees, if it is accompanied by a statement of the identity of the sender and the Board of Trustees has no reason to doubt the truth of that statement.
87. A proposed written resolution shall lapse if it is not passed within 28 days beginning with the circulation date.

Committees

88. The Board of Trustees may from time to time delegate specific powers or functions to Committees which shall be convened in the manner set out below:
- (1) all terms of any delegation must be recorded in the minute book;
 - (2) The Board of Trustees may impose conditions on each Committee when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the Committee to whom they are delegated;
 - (b) no expenditure may be incurred on behalf of the Society by any Committee except in accordance with a budget previously agreed with the Director;
 - (3) The Board of Trustees may revoke or alter a delegation to a Committee at any time.
89. Committees shall be normally chaired by a Trustee or Officer, who shall serve as chairman for a term of one year and may be re-elected at the expiry of that year. Employees of the Society may, as appropriate, serve on Committees.

90. Committees shall normally meet four times in a year.
91. The President and Vice-President shall be ex-officio members of all Committees and as such may attend any Committee meeting as and when they wish.
92. All acts and proceedings of any Committee must be fully and promptly reported to the Board of Trustees by the chair of the Committee.
93. Except as otherwise provided in these Articles, any Committee may include a number of persons amongst its Committee members who are not Members of the Society but who have been appointed by the Board of Trustees to this Committee in order to further the objects of the Society, including any employee of the Society.
94. The Membership Committee shall consist of Members and Fellows only. When considering Members for election as Fellows, the Membership Committee shall consist of a majority of existing Fellows.

Minutes

95. The Board of Trustees must keep minutes of all:
 - (1) appointments of Officers made by the Board of Trustees;
 - (2) proceedings at meetings of the Society;
 - (3) meetings of the Board of Trustees and Committees including:
 - (a) the names of persons present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

96. The Board of Trustees must keep accounting records and prepare accounts for each financial year as required by the Companies Act 2006. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
97. Subject to any reasonable conditions the Board of Trustees may from time to time impose as to the time and manner of inspection, the accounts and books of the Society shall be open to the inspection of the Members at all reasonable times during business hours.
98. Once a year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors, appointed in accordance with Section 25 of the Companies Act 1989 (as amended from time to time) and Section 495 of the Companies Act 2006.
99. The Board of Trustees shall lay a proper income and expenditure account for the period since the preceding account together with a proper balance sheet before the Society at

each annual General Meeting made up to a date up to six months before such General Meeting. Every such balance sheet shall be accompanied by reports of the Board of Trustees and auditors and copies of such accounts, balance sheet and reports and any other documents required by law to be attached thereto shall, no less than twenty-one clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notice of General Meetings. The auditors' report shall be open to inspection and read before the meeting as required by Section 495 of the Companies Act 2006.

Reports to Registrar of Companies and Charity Commission

100. The Board of Trustees shall comply with the requirements of the Companies Act 2006 and the Charities Act 1993 as to maintaining the register of Members, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- (1) annual reports;
 - (2) annual returns;
 - (3) annual statements of account; and
 - (4) confirmation statements.
101. The Board of Trustees must notify the Charity Commission promptly of any changes to the Society's entry on the Charity Register.

Communications

102. The Society may deliver a notice or other document to a Member:
- (1) by delivering it personally to the Member;
 - (2) by sending it by post or other paid delivery service in a prepaid envelope to an address recorded for the Member in the register of Members;
 - (3) by delivering it by hand to the address recorded for the Member in the register of Members;
 - (4) by posting it on the Society's website and notifying the Members of such posting, the address of which shall be notified to the Members in writing; or
 - (5) by electronic mail to the Member's address.
103. A Member who does not register an email address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.
104. A Member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called and:

- (1) proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (2) a 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.
105. A notice shall be deemed to be delivered:
- (1) if by post or other delivery service, forty-eight hours after the envelope containing it was posted;
 - (2) if by electronic mail, forty-eight hours after it was sent;
 - (3) if via the Society's website, when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact the material was available on the website; or
 - (4) if by hand, it is treated as being delivered at the time it is handed to, or left for the Member.

For the purposes of this Article, no account shall be taken of any part of a day that is not a working day.

Irregularities

106. The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of any qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

Indemnity

107. The Society shall indemnify any Officer, Trustee, auditor or other officer of the Society against any liability incurred in that capacity to the extent permitted by Sections 232 to 234 of the Companies Act 2006.

Rules

108. The Board of Trustees may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the Society. The rules may regulate the following matters but are not restricted to them:
- (1) the responsibilities and membership of various Committees to be established by the Board of Trustees;
 - (2) the conduct of Members of the Society in relation to one another, and to the Society's employees and volunteers;
 - (3) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

- (4) the procedure at General Meetings and meetings of the Board of Trustees in so far as such procedure is not regulated by the Companies Act 2006, any other regulation from time to time in force or by these Articles; and
 - (5) all such matters as are commonly the subject matter of company rules.
109. The Society in General Meeting has the power to alter, add to or repeal the rules.
110. The Board of Trustees must adopt such means as they think sufficient to bring the rules to the attention of Members of the Society.
111. The rules shall be binding on all Members of the Society. No rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or these Articles.

Dissolution

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