

The Companies Act 2006

ARTICLES OF ASSOCIATION

OF

THE ROYAL ENGINEERS OFFICERS' WIDOWS SOCIETY

(Adopted by Special Resolution passed on 15th October 2020)

INTERPRETATION

1 1.1 In these Articles the following words and phrases shall bear the following meanings unless inconsistent with the subject or context.

'Act' the Companies Act 2006.

'Auditors' the auditors of the Society from time to time.

'Benefits Table' the table published by the Council setting out the annuity and/or lump sum payments payable in respect of Units of Membership, which shall be determined by the Council and as may be amended from time to time by the Council (on actuarial advice).

'Beneficiary' such classes of persons and such individuals in each case connected with any deceased Member as the Council may from time to time determine shall receive a lump sum, annuity or other payment from the Fund in accordance with Article 56.

'Corps' the Corps of Royal Engineers.

'Society' The Royal Engineers Officers' Widows Society.

'Council'	the Council of Management for the time being of the Society.
'Journal'	the Supplement to the "Royal Engineers Journal".
'Office'	the registered office of the Society.
'Officer'	A commissioned officer of the Corps of Royal Engineers.
'Rules'	the rules of the Society as adopted or amended by the Council from time to time.
'Seal'	the common seal of the Society.
'Subscriptions'	the annual subscriptions payable for Units of Membership.
'Subscription Table'	the table setting out the amount of Subscriptions payable by Members for Units of Membership which shall be determined by the Council and as may be amended from time to time by the Council (on actuarial advice).
'United Kingdom'	the United Kingdom of Great Britain and Northern Ireland.
'Units of Membership'	Units allocated to Members which entitle Members to annuity and/or lump sum payments as set out in the Benefits Table.
'Month'	a calendar month.
'Website'	The website of the Society with domain name www.reows.co.uk or such other domain name as the Council shall determine from time to time

1.2 In these Articles:

1.2.1 words importing the singular number only shall include the plural number and vice versa;

1.2.2 a reference to one gender shall include a reference to the other genders. Words importing persons shall include firms, corporations and other legal entities;

1.2.3 except as set out in Article 1.1, any words or expressions defined in the Act or any statutory modification of it in force from time to time shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS, POWERS, RULES AND LIMITATION OF LIABILITY

- 2 The objects of the Society are to establish, maintain and administer a fund for the better support and maintenance of the spouses and dependants of Officers of the Corps of Royal Engineers and such other persons related to or otherwise connected with such Officers as the Council may from time to time approve through the provision of annuity, lump sum and other payments.
- 3 To further its objects the Society may do all such lawful things as may further the Society's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.
- 4 The Council shall determine and adopt such policies and regulations in respect of the operation and business of the Society as it shall deem fit, subject to these Articles of Association, and which shall be set out in the Rules. The Council may amend or substitute the Rules from time to time by resolution at meetings of the Council, and shall keep an up-to-date version of the Rules available for inspection on the Website.
- 5 All income and property of the Society will be applied solely towards the promotion of the objects of the Society as set out in these Articles of Association and, no portion of it shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of the Society. Nothing in this paragraph will prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Society or to any Member of the Society in return for any services actually rendered to the Society nor prevent the payment of interest at a commercial rate on money lent to the Society or reasonable and proper rent for

premises demised or let by any Member of the Society, provided that (with the exception of the Secretary of the Society) no Member of the Council of the Society shall be appointed to any salaried office of the Society, and that (with the exception of the Secretary of the Society) no remuneration or other benefit in money or moneys worth shall be given by the Society to any Member of the Council except repayment of out-of-pocket expenses, interest as set out above on money lent to the Society or reasonable and proper rent for premises demised or let to the Society by a Council member.

- 6 The liability of the Members of the Society is unlimited.

MEMBERS

- 7 The Society shall consist of all those persons who shall from time to time become and continue to be Members in accordance with these Articles.

- 8 Subject to Article 9, every Officer holding at the time of application for membership of the Society a commission in the Corps whether Regular or from the Army Reserve shall be eligible to become a Member of the Society provided that he shall enter into an agreement with the Society:

8.1 in a form approved by the Council from time to time and which complies with the regulations of the Society;

8.2 by which he agrees to comply with the Rules; and

8.3 by which he agrees to pay Subscriptions for Units of Membership at the applicable rates set out in the Subscription Table (as amended from time to time).

- 9 The Council may from time to time prescribe in the Rules such additional criteria for Membership of the Society as the Council shall determine.

- 10 Subscription rates for new and existing Members will be as set out in the Subscription Table.

- 11 Any Member may increase his Subscriptions, subject to the provisions of Article 8, in return for additional Units of Membership which shall be at the rate set out in the Subscription Table, PROVIDED THAT:
- 11.1 no Member may at any time subscribe for more than 10 Units of Membership; and
- 11.2 no Member shall be entitled to subscribe for any new or additional Units of Membership (including any original subscription in the case of Officers who are not existing Members of the Society) otherwise than within three months of satisfying such medical examination as the Council shall from time to time specify in the Rules.
- 12 All Subscriptions shall be payable to the Society by equal half yearly instalments on 1 June and 1 December in each year or by such other instalments and/or on such other dates as the Secretary may from time to time determine and notify the Members (or any of them) in writing and/or specify in the Rules. All changes in subscription rates specified in the Subscription Table which are contingent upon the Member attaining any specified age shall take effect on the first date on which any instalment is due arising after the Member has attained the specified age.
- 13 Any Member of the Society who is transferred to any other branch of Her Majesty's Forces (Regular or Reserve) or who shall have resigned his commission, shall continue to be a Member of the Society and be bound by the terms of these Articles of Association unless he shall resign as a Member or his membership shall be terminated, in each case in accordance with the provisions of these Articles of Association.
- 14 A Member of the Society may resign his membership on giving notice in writing to the Society PROVIDED THAT he has held Units of Membership for such minimum period as the Council shall determine from time to time and specify in the Rules.
- 15 No person who for any reason ceases to be a Member of the Society (a "**Former Member**") shall have any claim against the funds of the Society or the Members of the Society for the return of any subscriptions paid by him or otherwise during the period of his Membership. Any monies paid to the Society in error in respect of Subscriptions by a Former Member at any time after he ceases to be a Member shall be held by the Society separately from the Society's assets and on trust for the Former Member (at the Former Member's cost) but without any obligation or liability to pay to such Former Member any amount in respect of interest or any other sums.

- 16 A Member who has resigned his membership may be re-admitted as a Member by the Council on such terms and conditions as the Secretary shall think fit.
- 17 The Council shall determine the terms upon which it may, by giving written notice, terminate the membership of any Member as a consequence of his failure to pay, when due, any part of his Subscriptions (such terms being set out in the Rules from time to time).
- 18 In addition to the discretion afforded to the Council under Article 17, the Council may terminate the membership of any Member without his consent by giving the Member written notice if, in the reasonable opinion of the Council, the Member:
- 18.1 is guilty of conduct which has or is likely to have a serious adverse effect on the Society or bring the Society or any or all of the Members and members of the Council into disrepute; or
 - 18.2 has acted or has threatened to act in a manner which is contrary to the interests of the Society as a whole; or
 - 18.3 has failed to observe the terms of these Articles and the Rules.
- 19 Following termination pursuant to Articles 14, 17 or 18, the Member shall be removed from the Register of Members by the Secretary.
- 20 In order to notify any Member of his removal or to give written notice to any Member under Articles 17 or 18, the Secretary shall be authorised to publish the name of such person on the Website and/or in the Journal in the event that the Secretary does not have a current residential address or a current email address for such person or in the event that such person fails to correspond with the Secretary.
- 21 The notice to the Member under Articles 17 or 18 must give the Member the opportunity to be heard by the Council in writing or in person as to why his membership should not be terminated. The Council must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the Council to terminate the Membership of a Member.

22 A Member whose Membership is terminated under Article 14, 17 or 18 shall not be entitled to any refund of any subscription or Membership fee nor shall the Society be obliged or liable to make any payment to any person in respect of such a Member and no person shall have any claim against the funds of the Society in respect thereof.

GENERAL MEETINGS OF THE SOCIETY

23 The Society may, at the discretion of the Council, in any year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.

24 Any general meeting may be held partly or wholly by means of electronic facility or facilities, as may be determined by the Council.

25 The Council may, whenever it thinks fit, and shall on requisition in accordance with the provisions of the Act, proceed to convene a general meeting.

26 The Council may, subject to the requirements of the Act, make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any general meeting.

27 The Council shall, subject to the requirements of the Act, determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so:

(a) by means of electronic facility or facilities pursuant to Article 34 (and for the avoidance of doubt, the Council shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances); and/or

(b) by simultaneous attendance and participation at a satellite meeting place or places pursuant to Article 35 (and for the avoidance of doubt, the Council shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances).

28 Unless otherwise specified in the notice of meeting or determined by the chair of the meeting, a general meeting is deemed to take place at the place where the chair of the meeting is at the time of the meeting.

- 29 A person is able to participate in a meeting, and two or more persons who may not be in the same place as each other attend a general meeting, if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 30 In determining whether persons are attending or participating in a meeting, other than at a physical place or places, it is immaterial where any of them are or how they are able to communicate with each other.
- 31 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 32 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting (or, in the case of a poll, within the time period specified by the chair of the meeting) on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 33 If, at any general meeting at which members are entitled to participate by means of electronic facility or facilities determined by the Council pursuant to Article 34, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Society shall ensure that it is available in electronic form on the Website to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.
- 34 The Council may resolve to enable persons entitled to attend and participate in a general meeting to do so partly or wholly by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Council) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:

- (a) participate in the business for which the meeting has been convened;
- (b) hear all persons who speak at the meeting; and
- (c) be heard by all other persons attending and participating in the meeting.

35 The Council may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to:

- (a) participate in the business for which the meeting has been convened;
- (b) hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and
- (c) be heard by all other persons so present in the same way.

NOTICE OF GENERAL MEETINGS

36 Subject to Article 38, at least 14 days' notice of every general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the time of the meeting, shall be given to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notice from the Society. The Society may give such notice by any means or combination of means permitted by the Act, by publication on the Website and/or by publication in the Journal.

37 If pursuant to Article 34 or Article 35 the Council determines that a general meeting shall be held (partly or wholly) by means of electronic facility or facilities or by way of a satellite meeting, the notice shall:

- (a) include a statement to that effect;
- (b) specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements determined by the Council; and

(c) state how it is proposed that persons attending or participating in the meeting electronically or by satellite meeting should communicate with each other during the meeting.

38 With the consent of all Members entitled to receive notices of general meetings, or of such proportion of them as is prescribed by the Act, a meeting may be convened by such period of notice as those Members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice of it shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

39 All business shall be deemed special that is transacted at a general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the accounts and the ordinary reports of the Council and of the Auditors, the election of Members of the Council and other officers in the place of those retiring by rotation and the appointment of and the fixing of the remuneration of the Auditors. All business that is deemed special must be notified in the notice covering the meeting.

40 No business may be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Three persons entitled to vote upon the business to be transacted, each being a Member or the duly appointed attorney of a Member or proxy for a Member are a quorum.

41 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such time and place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

42 The Chairman (if any) of the Council shall preside as Chairman at every general meeting, but if there is no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some Member of the Council, or if no such Member is present, or if all the Members of the Council present decline to take the chair, they shall choose some Member of the Society present to preside.

- 43 The Chairman of a general meeting, with the consent of any meeting at which a quorum is present, may (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall take place in the same manner as of an original meeting. Except as stated in this article, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- 44 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy and entitled to vote. Unless a poll is so demanded a declaration by the Chairman of the meeting that a resolution has been carried (carried unanimously or by a particular majority) or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 45 Subject to the provisions of Article 44, if a poll is demanded in the manner aforesaid and is not withdrawn it shall be taken at such time and place, and in such manner (including, without limitation, by digital means), as the Chairman of the meeting shall direct.
- 46 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 47 In the case of an equality of votes, either on a show of hands or at a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 48 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 49 Every Member shall have one vote.

- 50 If any Member shall at any time be of unsound mind or a patient for the purposes of any statute relating to mental health, he may vote, whether on a show of hands or at a poll, by his committee, receiver, curator bonis or other legal attorney, and such persons may give their votes by proxy on a poll.
- 51 Except as expressly stated in these Articles, no person other than a Member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as proxy for another Member at any general meeting.
- 52 Votes may be given on a poll or on a show of hands either personally or by proxy. No person shall act as a proxy who is not entitled to be present and vote in his own right.
- 53 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.
- 54 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of it shall be deposited at the Office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 55 Any instrument appointing a proxy shall be in the following form, or as near to it as circumstances will admit:

"THE ROYAL ENGINEERS OFFICERS' WIDOWS SOCIETY.

Form of Proxy

I[FULL NAME[S] IN BLOCK CAPITALS]

being a member of the Society appoint the chair of the meeting or [FULL NAME OF MEMBER NOMINATED AS PROXY] as my proxy to attend, speak and vote on my behalf at the General Meeting of the Society to be held on [insert date] at [insert time] [am/pm] and at any adjournment of the meeting.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'.

Resolutions	For	Against	Vote withheld
Ordinary Resolutions			
[]			
SPECIAL RESOLUTIONS			
[]			

Signature of Member..... Date.....”

PAYMENTS TO BENEFICIARIES

56 The funds of the Society shall be applied in the payment to Beneficiaries of annuity and/or lump sum payments at the applicable rates in respect of Units of Membership as are set out in the Benefit Table. For the avoidance of doubt the Benefit Table shall be determined by the Council and may be amended from time to time by the Council (on actuarial advice).

57 In addition to the annuity and lump sum benefits set out from time to time in the Benefit Table the Council shall make such further payments by way of annuity or lump sum payments to any individual Beneficiary or class of Beneficiaries as they may think fit.

58 All annuity and lump sum payments payable in accordance with Article 56 shall be paid quarterly on or after the last day of each quarter in every year on receipt of a completed form of annual declaration from the relevant Beneficiary in the form

prescribed by the Council from time to time. Payments made in accordance with Article 57 shall be made at such time as the Council may think fit.

- 59 Annuity and lump sum payments payable in accordance with Article 56 shall be paid to Beneficiaries during such period and in such manner as may be specified in the Benefit Table from time to time.
- 60 All Members shall give the earliest possible notice of any change of their relationship situation or in the number of their dependants to the Secretary in writing.

THE COUNCIL

- 61 The Council shall at all times consist of:
- (a) no fewer than five executive members (which for the purposes of these Articles of Association shall mean individuals who are elected to the Council by Members of the Society); and
 - (b) such number of non-executive members (which for the purpose of these Articles of Association shall mean individuals who are not elected to the Council by the Members) who are appointed to the Council from time to time by the executive members and who shall be such persons as the Council shall in their reasonable opinion consider representative of the views and interests of the Members generally. The executive members of the Council shall have the right to remove any non-executive member so appointed under this Article 61(b).
- 62 The Council may from time to time appoint another Member of the Society as a Member of the Council either as an additional Council member or to fill a casual vacancy, other than in the office of an non-executive member, provided that the total number of the Members of the Council shall not at any time exceed ten without the consent of the Society in a general meeting. Any Member appointed as an additional member of the Council or to fill a casual vacancy shall hold office only until the next general meeting of the Society when he shall retire but shall be eligible for re-election.
- 63 The Society in a general meeting may increase or reduce the number of members of the Council and may make any appointments or removals necessary for carrying into effect any such increase or decrease (as the case may be).

ROTATION OF MEMBERS OF THE COUNCIL

- 64 One member of the Council (other than non-executive members) shall retire from office at each annual general meeting (in the event that such a meeting is held in any year) but shall be eligible for re-election. If at any such meeting no Member of the Society is elected to the Council in place of a retiring Council member the retiring Council member shall be deemed to have been re-elected unless at such meeting it shall be determined to reduce the number of members of the Council. The Council member to retire shall be the Council member who has been longest in office since his last election. In the case of Council members who have been in office an equal length of time, the Council member to retire shall be determined by lot.

TERMINATION OF COUNCIL MEMBER'S APPOINTMENT

- 65 The office of a member of the Council shall be vacated immediately:
- (a) that person ceases to be able to act as a director by virtue of any provision of the Act or is prohibited from being a director by law;
 - (b) If he becomes bankrupt or makes any arrangement or composition with his creditors;
 - (c) If the Council reasonably believes that he is of unsound mind or a patient for the purpose of any statute relating to mental health and resolves that he be removed from office;
 - (d) If, being an executive member of the Council he ceases to be a Member of the Society;
 - (e) If, being a non-executive member of the Council, he is removed by a resolution of the executive members of the Council;
 - (f) If by notice in writing to the Society he resigns his office;
 - (g) If he is removed from office by a resolution passed by more than two thirds of the members of the Council from time to time;
 - (h) If he is for any reason disqualified from holding such office;
 - (i) If he is removed from office by a resolution of the Members duly passed pursuant to the provisions of the Act.

POWERS OF THE COUNCIL

- 66 The business of the Society shall be managed by the Council who may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these Articles required to be exercised or done by the Society in a general meeting. The management by the Council of the Society's business shall be subject to (a) the

provisions of these Articles, (b) to the provisions of any and all statutes for the time being in force and affecting the Society, (c) to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in a general meeting provided that no regulation made by the Society in a general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made, and (d) the Rules, being not inconsistent with the aforesaid regulations or provisions..

- 67 The members for the time being of the Council may act notwithstanding any vacancy in their body provided that in the event that the Council shall at any time comprise less than five members, it shall be lawful for such Council to act for the purposes of admitting persons to membership of the Society, filling up vacancies in the Council, or of summoning a general meeting, but not for any other purpose.
- 68 The Council may employ or engage such persons to act as solicitors, actuaries, accountants, agents, consultants, auditors, investment managers, or employees of the Society as they may deem necessary on such terms as to remuneration and otherwise as they may think fit, and may, from time to time, remove any person so employed or engaged and employ or engage another in his place, and may pay out of the funds of the Society any travelling or other expenses properly incurred by members of the Council in or about the business or affairs of the Society including expenses of travelling to or from meetings of the Council.

SECRETARY

- 69 The Council shall appoint a Secretary of the Society for such time, at such remuneration and upon such terms as they may think fit (including by way of engagement with and payment to a personal services company). The Secretary shall be empowered to receive and give a discharge for the Members' subscriptions and all donations, bequests and other money contributed to the funds of the Society and the dividends, interest and income arising from the Society's property, investments and securities and whose duty it shall be to pay all outgoings, salaries and expenses of the Society and all benefits payable under the provisions of these Articles. The Secretary shall keep proper books of account in which he shall make proper entries of all assets and liabilities of the Society and of all receipts and expenditure of the Society and also a book of the minutes of the transactions of the Society and copies of all letters and other papers relative to the business of the Society. Any Secretary so appointed may be removed by the Council.

- 70 The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

PROCEEDINGS OF THE COUNCIL

- 71 The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three executive members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
- 72 On the request of a Council member the Secretary shall, at any time, summon a meeting of the Council by notice served upon all Council members in accordance with these Articles.
- 73 Meetings of the Council must be called by at least seven Clear Days' notice unless either:
- (a) all the members of the Council agree; or
 - (b) urgent circumstances require shorter notice.
- 74 Notice of meetings of the Council may be sent by electronic means to an email address provided by the Council member for the purpose.
- 75 Subject to these Articles, Council members may participate in a Council meeting, or part of a Council meeting, when:
- (a) the meeting has been called and takes place in accordance with these Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 76 In determining whether Council members are participating in a Directors' meeting, it is irrelevant where any Council member is or how they communicate with each other.
- 77 If all the Council members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

- 78 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
- 79 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society and the Rules for the time being vested in the Council generally.
- 80 The Council may delegate any of their powers to committees consisting of such past or present member or members of the Council as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council in the Rules.
- 81 All acts done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
- 82 Any resolution passed by the Council which the Council requires to be ratified and confirmed by the Members shall be so ratified and confirmed if approved by special resolution (in the case of any matter requiring a special resolution under the Act) or ordinary resolution (in any other case) of Members in a general meeting, and if so ratified shall be as valid and effective as a resolution of the Society duly passed at a general meeting.
- 83 A resolution in writing signed by all the members of the Council or of any committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted. Any such resolution may consist of several documents in the same form each signed by or approved by writing, telex, cable, email or fax by one or more of the members of the Council

DONATIONS AND BEQUESTS

- 84 The Council may in their discretion accept on behalf of the Society any donations, bequests or other contributions of money or property to the funds and property of the Society, and may, if willing, apply them in furtherance of the general objects of the Society in such manner as may be prescribed by the donors. In the absence of or subject to any specific appropriations by a donor of which the Council shall approve, any such donation, bequest or other contribution shall be added to and form part of the general funds and property of the Society and be applied accordingly.

ACCOUNTS

- 85 The books of account shall be kept at the Office, or subject to the Act at such place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
- 86 Every such balance sheet shall be accompanied by the proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached to them or to accompany the same shall be published on the Website.

AUDIT

- 87 Once at least in every calendar year the accounts of the Society shall be examined and the correctness of the income and expenditure statement and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 88 Auditors shall be appointed and their duties regulated in accordance with the Act. For the purposes of the Act the members of the Council shall be treated as the directors mentioned in such sections.

NOTICES

- 89 Subject to the foregoing provisions of these Articles, a notice may be served by the Society upon any Member, either personally or by sending it through the post in a pre-paid letter addressed to such Member at his registered address as appearing from time to time in the Register of Members or by sending by electronic mail to an email address supplied by the Member.

- 90 Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address save as to such exception otherwise and as provided by the Act, only those Members who are described in the Register of Members by a postal address within the United Kingdom shall be entitled to receive notices from the Society.
- 91 The Council, whenever they think fit, in lieu of serving a notice upon the Members or any of them, whether of a general meeting or of any other matter under these Articles or the Rules may publish the same in the Journal and/or on the Website, and a notice so published shall be deemed to have been served on all the Members on the first day on which it is so published.
- 92 Any summons, notice, order or other document required to be sent to or served upon the Society or upon any officer of the Society may be sent or served by leaving the same or sending it through the post in a prepaid letter addressed to the Society or to such officer at the office.
- 93 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice served by electronic mail shall be deemed to have been served at the time it is sent.

INDEMNITY

- 94 Every Member of the Council or other officer of the Society shall be entitled to be indemnified out of the assets of the Society against all losses or liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation to them, and no member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Society in the execution of the duties of his office or in relation to them.

DETERMINATION OF QUESTIONS

- 95 If any dispute, difference or question shall at any time arise touching the management or conduct of the affairs of the Society or the administration of the funds of the Society or these Articles the same shall be determined by the Council, subject nevertheless to any regulation or decision of the society in a general meeting. But no prior act or

proceeding of the Council which would have been valid apart from any such regulation or decision shall be invalidated.