

Articles of Association

Of

The Heraldry Society

1. The company's name is The Heraldry Society and in this document is called the Society.

2. Definitions

In these Articles the words standing in the first column of the Table below shall bear the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context -

Words	Meanings
The Act	The Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Society.
Address	A postal address or for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the Society.
The Anniversary Date	The 1 st of January in each year.
Articles	The Society's Articles of Association.
Clear days	A period excluding the day when the notice is given or deemed to be given and excluding the day for which it is given or on which it is to take effect.
The Council	The Council of Management for the time being of the Society, the individual members of which are Companies Act directors and Charities Act trustees of the Society.
Document	includes unless otherwise specified any document sent or supplied in electronic form.
Electronic Form	has the meaning given in section 1168 of the Companies Act 2006.
Honorary Member	A person who is invited to become a member of the Society by the Council under article 10 of these Articles.
Honorary Officer	The President and, unless in either case he or she is in receipt of a salary or remuneration, the Secretary and the Treasurer.
Life Member	A member who pays to the Society such sum as the Council shall from time to time decide to be an appropriate payment to obtain Life Membership of the Society.

Meeting	Any Annual General Meeting, Extraordinary General Meeting, Council Meeting or any other meeting of the members of the Society whether in committee or otherwise.
The Office	The registered office of the Society.
Ordinary Member	A member who on application and within three months (or at the discretion of the Council six months) of their last Anniversary Date pays to the Society such sum as the Council shall from time to time decide to be an appropriate annual subscription for Ordinary Members.
The Seal	The Common Seal of the Society.
The Secretary	Any person appointed to perform the duties of the Secretary of the Society.
The Society	The above-named Society.
The United Kingdom	The United Kingdom of Great Britain and Northern Ireland.

3. 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 the articles have the same meaning as in the Companies Act 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.

The Interpretation Act 1978 shall apply to the construction of these Articles as it applies to the construction of an Act of Parliament.

4. Liability of Members

The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for: (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member; (2) payment of the costs, charges and expenses of winding up; and (3) adjustment of the rights of the contributories among themselves.

5. Objects

The Society's objects ('Objects') are specifically restricted to the following

- (a) To promote and encourage the study and knowledge of and to foster and extend interest in the art and science of heraldry, armory, chivalry, precedence, ceremonial, genealogy, family history and all kindred subjects (hereinafter collectively referred to as "the prescribed subjects") and for the purposes of the prescribed subjects to promote and organise meetings, lectures, instructions and discussions, to assist research, to arrange expeditions and to give information advice and assistance in connection with the prescribed subjects.
- (b) To establish and maintain a reference library and centre of information and to furnish the same with books, manuscripts, reviews, magazines and other publications or matters of interest in connection with the prescribed subjects.
- (c) To publish and sell books and periodicals of interest in connection with the prescribed subjects.
- (d) Subject to the provision of Section 14 of the Companies Act 1948 to accept gifts of any real or personal property for the general purposes of the Society or for any particular purposes thereof.
- (e) Generally (but subject as aforesaid) to purchase, take on lease, or in exchange, hire or otherwise acquire, and to grant leases for building or other purposes of any real or personal

property, and to obtain by purchase gift or otherwise any rights or privileges in any property and to acquire and deal with any property of any kind which the Society may think necessary or convenient for the purposes of the Society.

- (f) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Society and either or the Society's freehold or leasehold lands or elsewhere.
- (g) To invest and deal with the moneys of the Society not immediately required upon such securities and in such manner as may from time to time be determined but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being, be prescribed by law.
- (h) To borrow, raise or secure the payment of money for the purposes of the Society in such manner as the Society may think fit, and in particular by the issue of Debentures or Debenture Stock perpetual or otherwise, and as security for any such money to mortgage pledge or charge the whole or any part of the property, assets or revenue of the Society present or future.
- (i) For the furtherance of the Society's objects but not otherwise, to lend money either with or without security to any person or company and to guarantee the performance of contracts or the payment of debts or liabilities by any person or company.
- (j) To draw, make, accept, endorse, execute, and issue Promissory Notes, Bills of Exchange and other negotiable instruments.
- (k) To sell or dispose of the assets of the Society or any part thereof with a view to the promotion of its objects.
- (l) To amalgamate affiliate or co-operate with and subscribe to any association, society or corporation whose objects shall be both charitable and educational and to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any such association society or corporation PROVIDED that the Society shall not amalgamate affiliate with or subscribe to any association society or corporation which shall not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Society under or by virtue of clause 4 hereof.
- (m) To subscribe money for such charitable objects as in the opinion of the Council may tend to facilitate and promote the carrying out of the work of the Society and to support or aid hospitals, infirmaries, convalescent homes and other institutions for the benefit of the employees or ex-employees of the Society or the dependents or connections of such persons or for other purposes directly or indirectly advantageous to the Society and (subject to the provisions of clause 4 hereof) to grant pensions and allowances to and to make payments towards insurance in respect of such persons.
- (n) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED ALWAYS AND IT IS HEREBY DECLARED that the Society exists only for charitable purposes and notwithstanding anything hereinbefore contained nothing shall be an object of the Society which is not a charitable object.

PROVIDED ALSO that the Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation restriction or condition which if an object of the Society would make it a Trade Union.

PROVIDED ALSO that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable, for their own acts, receipts neglect and defaults and for the due administration of such property in the same manner and to the same extent as they would have been as such Council of Management if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as allowed by law, having regard to such trusts.

The income and property of the Society, whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth above and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, division or a bonus in money or otherwise howsoever by way of profit, to or between any of the members of the Society.

PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant 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 rate per annum not exceeding 5 per cent on money lent or reasonable and proper rent for premises demised or let by any member to the Society but so that no member of the Council of Management of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

POWERS

6. The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Society has power:

(1) to raise funds. In doing so, the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.

(2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.

(3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 122 of the Charities Act 2011.

(4) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Society must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land.

(5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.

(6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.

(7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity.

(8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.

(9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The Society may employ or remunerate a member of Council only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article.

(10) to: (a) deposit or invest funds; (b) employ a professional fund-manager; and (c) arrange for the investments or other property of the charity to be held in the name of a nominee; in the same manner

and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

(11) to provide indemnity insurance for the members of Council in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

7. Application of income and property

(1) The income and property of the Society shall be applied solely towards the promotion of the Objects.

(2) (a) A member of Council is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.

(b) A member of Council may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(c) A member of Council may receive an indemnity from the Society in the circumstances specified in article 66.

(d) A member of Council may not receive any other benefit or payment unless it is authorised by article 42.

Subject to article 42, none of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a member of Council receiving:

(a) a benefit from the Society in the capacity of a beneficiary of the Society (b) reasonable and proper remuneration for any goods or services supplied to the Society.

Administration

8. A person shall be qualified to become a Member of the Society who applies to the Society by whatever means for admission and pays the appropriate subscription for a Life Member or Ordinary Member as the case may be.

9. The number of members of the Society shall be unlimited. Any person qualified under Article 8 may nonetheless be denied admission to membership at the absolute discretion of the Council.

10 The Council may in its absolute discretion invite any person to become an Honorary member of the Society and any such person shall upon acceptance of the invitation thereupon become an Honorary member of the Society.

11 Unless the Society shall otherwise resolve, a member of the Society shall cease to be a member

(a) if notice in writing is given to the Society by the member of a desire to resign membership,

(b) if an Ordinary Member shall have failed after the expiration of three months (or at the discretion of the Council six months) from a first Anniversary Date for the time being to pay the sum laid down by the Council from time to time as the appropriate annual subscription for Ordinary Members,

(c) if the Council gives notice in writing to the member terminating membership provided that such notice shall not be given unless the member concerned shall first have been given a reasonable opportunity to attend and make representations at the meeting of the Council convened to consider their case. Membership of the Society shall not be transferable and shall cease on the death or mental incapacity of a member.

MEETINGS

12. Any Meeting may be held

(a) physically,

(b) online as a virtual meeting or utilising some other facility enabling all those participating in the Meeting to communicate interactively and simultaneously with each other,

(c) by telephone conference or

(d) as a hybrid meeting combining attendance in person and online or by telephone conference as the circumstances allow.

General Meetings

13 The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as the Council may determine. The Society shall specify the meeting as such in the notices calling it, provided that every General Meeting shall be held not more than fifteen months after the holding of the preceding meeting.

14 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

15. The Council may whenever it thinks fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.

16 Twenty one days' notice at the least shall be given of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at least shall be given of every other 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) The notice shall specify the means by which the meeting will be held, the place (if appropriate), day and time of the meeting, and in the case of special business the general nature of that business as specified below.

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

Proceedings at General Meetings

18 Ordinary business transacted at an Annual General Meeting shall be the consideration and laying before the Members of the income and expenditure account and balance sheet, the reports of the Council and the reporting accountants, the election and re-appointment of members of the Council and the appointment and fixing of the remuneration of the reporting accountants. All other business transacted at any General Meeting shall be special.

19 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business except as otherwise provided three members attending in whatever form shall constitute a quorum.

20 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 the same day in the next week, at the same time and place (if appropriate) or means, or at such other place or by such other means as the Council may determine, 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 constitute a quorum.

21 The Chairman of the Council shall take the chair at every General Meeting. If the Chairman is not present the Deputy Chairman shall preside. If the Deputy Chairman is not present the members present shall choose one of their number to preside.

22 The Chairman of a meeting may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn a meeting from time to time, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Subject to that, members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

23 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other indication electronic or otherwise, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the Meeting or by at least three members present in person or by at least three members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll is properly demanded, a declaration by the Chairman of the meeting that a resolution has been carried

unanimously or by a particular majority, or lost or not carried by 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. The demand for a poll may be withdrawn.

24 If a poll is properly demanded it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct. The result of the poll shall be the resolution of the Meeting at which the poll was demanded.

25 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

26 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

27 At every General Meeting every member of the Society (other than an Honorary Member) attending shall have one vote on a show of hands or other indication electronic or otherwise. Upon a poll every Member (other than an Honorary Member) voting in person or by proxy shall have one vote.

28 The instrument appointing a proxy shall be in such form as the Council may from time to time approve. A proxy need not be a Member of the Society.

29 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 that power of attorney, shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

30 The instrument appointing a proxy confers authority to demand or join in demanding a poll.

31 A vote given by virtue of an instrument of proxy shall be treated as valid if it is made in good faith on behalf of someone who in the meantime has died or become of unsound mind without the knowledge of the person appointed as proxy.

32 Any corporation which is a Member of the Society may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Society.

The President and the Patron

33 The Society shall have a President and may have a Patron. The Council shall have power from time to time to appoint the President and the Patron and to remove either of them from office. If he is an ordinary Member of the Society, the President shall be ex officio a member of the Council.

The Vice Presidents

34 The Society shall have not more than twenty Vice Presidents. The Council shall have power from time to time to appoint Vice Presidents and to remove them from office.

The Council

35 Until otherwise determined by a General Meeting, the number of the members of the Council excluding the ex officio Members shall be not less than four nor more than twelve but the number of

members of the Council who are not ex officio members shall always be greater than the number of ex officio members of the Council.

36 No person who is in receipt of a salary, fees, remuneration or other benefit in money or money's worth from the Society (other than any money as permitted by the Objects section above) shall be eligible for membership of the Council.

37 No Member of the Council shall vacate or be required to vacate office as a Member of the Council on or by reason of attaining or having attained the age of 70, and any such Member retiring or liable to retire under the provisions of these presents and any person proposed to be appointed Member of the Council shall be capable of being reappointed or appointed, as the case may be, as a Member of the Council notwithstanding that at the time of such reappointment or appointment he or she has attained the age of 70, and no special notice need be given of any resolution for or approving the reappointment or appointment as a Member of the Council of a person who shall have attained the age of 70, and it shall not be necessary to give the Members notice of the age of any Member of the Council or person proposed to be re-appointed or appointed as a Member of the Council.

Powers of the Council

38 The business of the Society shall be managed by the Council. The Council 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 required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these Articles, and to such regulations being not inconsistent with such provisions as may be prescribed by the Society in General Meeting. No regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

39 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council other than the Honorary Officers shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for the Council to act for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

40 The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed, shall in the execution of the powers so delegated 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 as aforesaid.

Disqualification of members of the Council

41 The office of a member of the Council shall be vacated

- (a) if a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors,
- (b) if he or she ceases to be a member of the Society,
- (c) if by notice in writing to the Society he or she resigns office,
- (d) if he or she ceases to hold office by reason of any order made under the provisions of the Act.

42 (1) A member of the Council must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Council member must absent himself or herself from any discussions of the Council members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

(2) If a conflict of interests arises for a Council member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Council members may authorise such a conflict of interests where the following

conditions apply: (a) the conflicted Council member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person (b) the conflicted Council member does not vote on any such matter and is not to be counted when considering whether a quorum of Council members is present at the meeting; and (c) the unconflicted Council members consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.

(3) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Council member or to a connected person.

Proceedings of the Council

43 The Council may meet together by whatever means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three 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 of the meeting shall have a second or casting vote.

44 A member of the Council may, and on the request of a member of the Council the Secretary shall at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

45 The Council shall from time to time elect a Chairman and a Deputy Chairman and shall determine the period for which each of them is to hold office provided that in the case of the Chairman such period of office shall not exceed six years served consecutively and any such person having served such a period shall not return to that office before the expiry of at least 12 months outside that office. The Chairman shall be entitled to preside at all meetings of the Council at which he or she shall be present. If the Chairman is not present within five minutes after the time appointed for holding the meeting, or has previously intimated either to the Deputy Chairman or the Secretary that he or she will not attend the meeting or is unwilling to preside, the Deputy Chairman shall preside. If both the Chairman and Deputy Chairman are not present or unwilling to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.

46 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 for the time being vested in the Council generally.

47 All acts bona fide 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 it be afterwards discovered that there was some defect in the appointment of continuance in office of such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

48 The Council shall cause proper minutes to be made of all proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

49 A resolution in writing approved by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee 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.

Rotation of members of the Council

50 At every Annual General Meeting of the Society one-third or the number nearest to one-third of the members of the Council (other than the Honorary Officers) shall retire from office. Members of the Council retiring at a meeting shall retain office until the close of that meeting.

51 The members of the Council to retire in every year shall be those who have been longest in office since their last appointment but as between persons who become members of the Council on the same day those to retire shall (unless otherwise agreed between themselves) be determined by lot. The members of the Council so retiring shall be eligible for re-appointment at the Annual General Meeting at which they retire provided that they have immediately prior to their retirement held office for less than nine consecutive years.

52 The Society at the meeting at which a member of the Council retires may fill up the vacated office by appointing a Member of the Society to that office, and in default the retiring member of the Council unless ineligible shall be deemed to have been re-appointed, unless it is expressly resolved at such meeting not to fill up such vacated office or unless a resolution for such re-appointment shall have been put to the meeting and lost.

53 No person other than a member of the Council retiring at the meeting shall be eligible for appointment as a member of the Council at any General Meeting unless recommended by the Council, or unless there shall have been delivered to the Secretary not less than six weeks before the date appointed for the meeting, notice in writing, approved by a member duly qualified to attend and vote at the meeting, of his intention to propose such person for appointment and also notice in writing approved by that person of his or her willingness to be appointed.

54 The Council shall have power from time to time and at any time to appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing Council, but so that the total number of members of the Council (other than Honorary Officers) shall not at any time exceed the maximum number permitted by these Articles any Member of the Council so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-appointment, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting. On re-appointment at an Annual General Meeting any person appointed to fill a casual vacancy shall be subject to retirement at the same time as if he or she had become a member of the Council on the day on which such member in whose place he or she is appointed was last appointed a member of the Council.

55 The Society may by Extraordinary Resolution or pursuant and subject to the provisions of the Act, by Ordinary Resolution remove any member of the Council before the expiration of his or her period of office and may by Ordinary Resolution appoint another person in his or her stead. Any person so appointed shall be subject to retirement at the same time as if he or she had become a member of the Council on the day on which such member in whose place he or she is appointed was last appointed a member of the Council.

Fellows and Honorary Fellows

56 The Society shall have a Faculty of Fellows. The number of Fellows shall not be more than 50. The number of Honorary Fellows shall be at the discretion of the Council.

57 Members of the Society shall be eligible for election to the Faculty of Fellows and for election as Honorary Fellows. Persons who are not members of the Society shall also be eligible for election as Honorary Fellows.

58 The Rules for the election of Fellows and Honorary Fellows shall be at the discretion of the Council and shall be made available to all Members of the Society.

Secretary and Treasurer

59 The Secretary and the Treasurer shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary and any Treasurer so appointed may be removed by them. 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. Any Secretary or any Treasurer not in receipt of any salary or remuneration shall if a member of the Society be an ex-officio member of the Council.

The Seal

60. If the Society has a seal it must only be used by the authority of the Council members. The Council members may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council member and by the Secretary or by a second Council member.

Accounts

61. The Society through must prepare for each financial year accounts as required by the Companies Acts. 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. The Society must keep accounting records as required by the Companies Act.

Notices

62 A notice may be served by the Society upon any member either personally or by sending it by e-mail, or through the post in a prepaid letter, addressed to such member at his registered address as appearing in the Society's records.

63 Any member described in the Society's records with an address not within the United Kingdom may nonetheless give to the Society an address within the United Kingdom at which notices may be served upon that person in such circumstances they shall be entitled to have notices served on them at that United Kingdom address but not otherwise.

64 Any notice served by post shall be deemed to have been served on the second day following that of despatch, and in proving such service it shall be sufficient to prove that the item was properly addressed and put into the post as a prepaid letter Any notice served by e-mail shall be deemed to have been served if sent to an e-mail address provided by a member for that purpose and not returned as undelivered within 48 hours of despatch.

Dissolution

65 Clause 9 of the Memorandum of Association of the Society shall have effect as if the provisions thereof were repeated in these Articles.

Indemnity

66 The members of the Council, the Secretary and the Treasurer and other officers of the Society shall be indemnified out of the assets against all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the provisions of the Act in which relief is granted to them by the Court.