



THE OR SOCIETY

**OPERATIONAL
RESEARCH
SOCIETY**

CONSTITUTION

As approved at the AGM on 08/07/2015

MEMORANDUM OF ASSOCIATION

The Companies Act, 2006
Company limited by guarantee and not having a share capital

Registration

1. The name of the Company (hereinafter called "the SOCIETY") is "THE OPERATIONAL RESEARCH SOCIETY".
2. The registered office of the Society will be situated in England.

Objects

3. The objects for which the Society is established are:
 - i. the advancement of knowledge and interest in Operational Research;
 - ii. the advancement of education in Operational Research.

Powers

4. In addition to any other powers it may have, in pursuing these objects (but not for any other purpose), the Society is empowered to do any or all of the following:
 - i. to publish and disseminate appropriate materials in whatever medium or format; to hold conferences, meetings, seminars, workshops and discussions; to provide courses relevant to Operational Researchers and to advise on the content of courses provided by others; to set standards in Operational Research and conduct examinations, peer review and other forms of assessment; to promote excellence in Operational Research through the award of medals, certificates and other appropriate forms of recognition; to establish, maintain and support Operational Research libraries, archives and exhibitions; to provide scholarships and bursaries; to liaise with research councils, universities, government departments and other bodies in matters relating to Operational Research; to support projects intended to further knowledge in and of Operational Research; and otherwise to further the Society's Objects by all lawful and charitable means;
 - ii. to raise funds. In doing so, the Society must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - iii. to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges for the purposes of the Society and to construct, maintain and alter any building or erections necessary for the work of the Society;
 - iv. to establish, maintain, control and manage branches and special interest groups of the Society in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches and special interest groups, and when thought fit, to dissolve and modify the same;
 - v. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- vi. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- vii. to borrow or raise any money that may be required by the Society upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Society or by mortgage or charge of all or any part of the property of the Society, provided that in mortgaging land the Society must comply with Sections 124-126 of the Charities Act 2011;
- viii. to sell, let, manage, lease, dispose of, or turn to account all or any of the property or assets of the Society doing so in accordance with Sections 117-123 of the Charities Act 2011;
- ix. to deposit or invest funds; employ a professional fund manager; and arrange for investments or other property belonging to the Society to be held in the name of a nominee, doing so in the same manner and subject to the same conditions as apply to the trustees of a trust under the Trustee Act 2000;
- x. to employ and remunerate such staff as are necessary for carrying on the work of the Society. The Society may employ or remunerate a Director only to the extent that it is permitted to do so by Clause 5 of this Memorandum, and provided it complies with the conditions in that clause;
- xi. to provide, subject to the exclusions set out below, indemnity insurance for any Director or the Secretary in relation to any of the following liabilities: any liability that by virtue of any rule of law would otherwise attach to a Director or Secretary of a company in respect of any negligence, default, breach of trust or breach of duty of which he or she may be guilty in relation to the Society; or the liability to make a contribution to the Society's assets as specified in Section 214 of the Insolvency Act (wrongful trading). The following liabilities are excluded: fines; costs of unsuccessfully defending criminal prosecutions arising out of the fraud, dishonesty, or wilful or reckless misconduct of the Director or Secretary; liabilities to the Society resulting from conduct that the Director or Secretary knew, or must be assumed to have known, was not in the best interests of the Society, or about which the person concerned did not care whether it was in the best interests of the Society or not;
- xii. to do all lawful and charitable things in furtherance of the Objects.

Restrictions on payments to members of the Society and of the Board

5. The income and property of the Society shall be applied solely towards the promotion of the Objects of the Society and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society, and no member of the Board shall be appointed to any office of the Society remunerated by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society. Provided that nothing in this Memorandum shall prevent any payment in good faith by the Society:

- i. of reasonable and proper remuneration for any services rendered to the Society by any member, Officer or servant of the Society who is not a member of the Board;
- ii. of interest on money lent by any member of the Society or of the Board at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Board;

- iii. of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board may also be a member holding not more than 1/100th part of the issued share capital of that company;
- iv. of reasonable and proper rent for property demised or let by any member of the Society or of the Board;
- v. to any member of the Board of reasonable out of pocket expenses;
- vi. to any member of the Board who possesses specialist skills or knowledge required by the Society for its proper administration, of reasonable charges for work of that nature done by her or him or his or her firm, when instructed by the Society to act on its behalf. Provided that:
 - i. at no time shall a majority of the members of the Board benefit under this provision; and
 - ii. a member of the Board shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of her or his firm, is being discussed;
- vii. of any premium in respect of any indemnity insurance to cover the liability of the Board which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society. Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Board knew, or must be assumed to have known, was not in the best interests of the Society, or where the Board did not care whether such conduct was in the best interests of the Society or not, and provided that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Board.

Members' liability

6. The liability of the members is limited.

7. Every member of the Society undertakes to contribute to the assets of the Society, in the event of its being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Society contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound.

Dissolution

8. If upon the winding-up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions, having educational objects and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and in so far as effect cannot be given to the aforesaid provision then to some charitable object, as directed by the court or by the Charity Commission.

ARTICLES OF ASSOCIATION

1. INTERPRETATION

A. In these Articles the words in the first column of the following table shall bear the meanings in the second column, in so far as they are not inconsistent with the subject or context.

Words	Meanings
The Act	The Companies Act, 2006.
The Society	The above named Society.
The Board	The Board of Directors for the time being of the Society. The Directors are charity trustees as defined by Section 177 of the Charities Act 2011
The General Council	The General Council for the time being of the Society.
The office	The registered office of the Society.
The seal	The common seal of the Society.
The Officers	The President, two Vice Presidents and the Hon Treasurer, together with either the President Elect or the Immediate Past President
Secretary	The Society's Secretary or any other person appointed to perform the duties of Secretary, including a joint, assistant or deputy Secretary
The Commission	The Charity Commissioners for England & Wales
The Memorandum	The Society's Memorandum of Association
These Articles	The Articles of Association of the Society
Address	A postal address, fax number, email address, text message number or other data supplied to the Society for the purpose of enabling the Society to contact a person to whom a communication is to be sent
Clear days	(in relation to a period of notice) A period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
In writing / written	Words in a visible form, whether displayed on paper or in some electronic or other medium.
Signed	Authenticated by signature or by such other evidence of identity as the law in any instance permits and the Board may from time to time approve.
Member	Any person belonging to the Society of any category of membership unless otherwise stipulated
The United Kingdom	Great Britain and Northern Ireland.

Unless the context otherwise requires, words importing the singular shall include the plural, and vice versa; and words importing one gender shall include all genders.

B. Words or expressions in these Articles have the same meaning as in the Act but excluding any modification not in force at 1 January 2007. Apart from the reference to the Companies Act in Article **1A**, a reference to any Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. MEMBERSHIP

Eligibility, non-transferability & register

A.

1. Membership of the Society is open to any individual approved by the Board who is or has been in a profession or activity directly connected with the Society's aims.
2. Membership is not transferable from one person to another.
3. The Board must keep a register of members' names and addresses.

Refusal of membership

B. The Board may only refuse an application for membership if, acting reasonably and properly, they consider refusal to be in the Society's best interests. The Board must inform the applicant in writing of the reasons for their refusal within twenty-one days of the decision, and must consider any written representations the applicant may make about the refusal. The Board's decision following consideration of any written representation must be notified to the applicant in writing, and shall be final.

Honorary membership

C. The Board may from time to time elect any persons, who shall provide a signed written consent to their election, to be honorary members for life or for such other period as the Board may determine and as such honorary members agree. An honorary member shall not be entitled to receive notices of, or attend or vote at, any General meeting, and shall not be entitled to any of the privileges or rights or be subject to any liabilities of a member of the Society.

Membership categories

D. The categories of membership shall be as follows, provided that such categories may be varied by the Society in general meeting:

- a. Individual members
- b. Student members
- c. Retired members
- d. Reciprocal members, being members of other Societies which offer membership at reduced rates to members of the Society.

Members in any of the categories (a) to (d) may apply for admission to any of the following additional categories:

- i. Candidate Associate
- ii. Associate
- iii. Associate Fellow
- iv. Fellow.

Admission to the additional categories of Candidate Associate, Associate, Associate Fellow and Fellow will be subject to procedures determined from time to time by the Board.

Subscriptions

E.

1. The Board may from time to time propose to the Society in general meeting that entrance fees or rates of subscription be fixed or varied for the various categories of members. At each member's discretion subscriptions may be paid annually, or monthly by direct debit or other approved automatic payment method. In the case of members paying annually, the annual subscription, which shall be not less than twelve times the monthly subscription, shall be payable in advance on the first day of January for those who joined the Society before 1st January 2001 and on the first day of the month in which they became members for those who joined on or after that date. In the case of members paying monthly the subscription shall be due in advance on the first day of each month.
2. Every member shall be bound to pay such subscriptions and other payments as may be due to the Society.

Termination of membership

F. If a monthly subscription is cancelled by the member, membership shall be terminated forthwith. If an annual subscription remains unpaid two months after payment was due, the Society shall notify the member in writing that membership may be terminated if the subscription is not paid within three months of the due date. Should the subscription still be outstanding three months after it was due, then, in the absence of mitigating circumstances, the membership shall be terminated forthwith.

G.

1. Membership is terminated if:
 - i. the member dies, or resigns by written notice to the Society;
 - ii. termination occurs in accordance with Article 2F;
 - iii. any sum the member is due to pay to the Society is not paid in full within 3 months of it falling due, though at the Board's sole discretion this period may be extended if the member can show to the Board's satisfaction that the failure to pay is occasioned by financial hardship;
 - iv. the member is removed from membership by a resolution of the Board to the effect that it is in the Society's best interests to terminate the membership. Such a resolution may only be passed if the member has been given at least 21 clear days' written notice of the Board meeting at which the resolution is to be put and the reasons why it is to be proposed; and if the member (or, at the member's discretion, his or her representative) has been allowed to make representations to the meeting.
2. Termination of membership shall not entitle the member to the refund of any portion of any entrance fee or subscription paid in advance.

3. BRANCHES AND SPECIAL INTEREST GROUPS

The Board may establish or dissolve regional branches and special interest groups upon such terms and conditions as it may think fit.

4. GENERAL MEETINGS

Annual and extraordinary general meetings

A.

1. The Society shall in each year hold an annual general meeting, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between successive annual general meetings. The annual general meeting shall be held at such time and place as the Board shall appoint.
2. All general meetings other than annual general meetings shall be called extraordinary general meetings.
3. The Board may at any time convene an extraordinary general meeting and extraordinary general meetings shall also be convened on the requisition of members, in accordance with the Act.

Notices

B. All general meetings shall be called by at least twenty-one clear days' notice in writing. The notice shall specify the date, time and place of meeting, and the general nature of the business of the meeting and shall be given to such persons as are, under these Articles or under the Act, entitled to receive such notices from the Society.

A general meeting of the Society called by shorter notice than specified in this article shall be deemed to have been duly called if it is so agreed:

- i. in the case of the annual general meeting, by all the members who are entitled to attend and vote thereat; and
- ii. in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of all the members entitled to vote at that meeting.

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

Proceedings

C.

1. All business shall be deemed special that is transacted at an extraordinary 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 income and expenditure account and balance sheet and the reports of the Board and of the Auditors, and the appointment of and the fixing of the remuneration of the Auditors.
2. Except as provided in Articles 4C(3) and 4C(5) no business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Except where otherwise provided ten fully paid-up members personally present shall be a quorum.
3. In the case of a general meeting convened on the requisition of members, if the meeting is not quorate within half an hour of the time appointed for it to begin, the meeting shall be dissolved. In any other case, if a general meeting is not quorate within half an hour of the time appointed for it to begin, the meeting may proceed as if it were quorate provided that the aggregate of postal ballots and members present shall equal or exceed ten. Failing that, the meeting shall be adjourned for at least twenty-eight days to a time and place appointed by the chair. Notice of the adjourned meeting shall be given in the same manner as notice of the original meeting and the deadline for submission of postal ballots shall be extended

accordingly. If the adjourned meeting is not quorate within half an hour of the time appointed for it to begin, the meeting shall nonetheless proceed as if it were quorate.

4. The President shall take the chair at every general meeting but if he or she is not present, or is not expected to be present, within fifteen minutes after the time appointed for holding the same, or is unwilling to preside, the Directors present shall choose another member of the Board, or if no member of the Board is present, or if all the members of the Board present decline to take the chair, the members present shall choose one of their number to preside.
5. With the consent of any quorate meeting or meeting proceeding as if it were quorate in accordance with Article 4C(3) the chair may (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. If any such adjourned meeting is not quorate within half an hour of the time appointed for it to begin, the meeting may proceed as if it were quorate. Whenever a meeting is adjourned for twenty-eight days or more, notice of the adjourned meeting shall be given in the same manner as notice of the original meeting. When a meeting is adjourned for less than twenty-eight days, the members shall not be entitled to any notice of the adjournment or of the business to be transacted at the adjourned meeting.

Voting

D.

1. All resolutions on the agenda of an annual general meeting or an extraordinary general meeting or any adjournment thereof shall be decided by ballot. Any vote on the election of a chair or on any question of adjournment shall be decided on a show of hands.
2. Every fully paid-up member shall have one vote.
3. No person other than a fully paid-up member shall be entitled to be present at any general meeting or to participate in any ballot.
4. A ballot shall be sent to every fully paid-up member with the notice of the meeting. The ballot shall be in such a form as may from time to time be approved by the Board. Every member to whom a ballot was sent shall be deemed to have received a ballot. A member wishing to cast a vote upon a resolution must submit the ballot by post, or in person at the meeting. A ballot shall be disregarded if the member has not signed it or it does not bear the member's name. A postal ballot shall be disregarded unless it is received at the Society's office at least twenty-four hours before the time at which the meeting is appointed to begin.
5. The Board may from time to time prescribe other means by which a member may submit a ballot either in substitution to or in addition to a postal ballot and the provisions of these Articles relating to ballots submitted by post shall apply equally to ballots submitted by other means so prescribed.
6. The result of a ballot shall be declared at such place, at such time within fourteen days of the meeting, and in such manner as the chair of the meeting shall direct and shall be deemed to be the resolution of the meeting.
7. In the case of an equality of votes, whether on a show of hands or on a ballot, the chair of the meeting shall be entitled to a second or casting vote.

5. OFFICERS

The Officers of the Society shall be the President; the Immediate Past President or the President Elect; two Vice Presidents; and an Honorary Treasurer.

6. THE GENERAL COUNCIL

Membership

A. The General Council of the Society shall consist of a maximum of 36 members, as follows: the Officers of the Society as specified in Article 5; one member elected by members of the Society within each active regional branch; one member elected from among their own number by those chairs and secretaries of the Society's special interest groups as are fully paid-up members of the Society; and national members, elected by the members of the Society as a whole.

Retirement and removal

B.

1. Directors shall be members of the General Council for so long as they remain Directors under the provisions of Article 10. All other members of the General Council shall serve for three calendar years, at the end of which they shall be eligible to serve for one further consecutive period of three calendar years. At least one calendar year must then elapse before the member may serve again on the General Council.
2. A member of the General Council shall cease to hold the said membership if he or she:
 - i. ceases to be a member of the Society;
 - ii. resigns by notice in writing to the Society; or
 - iii. is dismissed by special resolution at a general meeting.

Meetings

C. The General Council shall meet at least once a year. The General Council's agenda shall include, but shall not be confined to, the following:

- i. to receive from the Board the Annual Report and Accounts for the preceding financial year;
- ii. to receive from the Board a report on the budget and business plan for the forthcoming period;
- iii. to receive from each committee its annual report;
- iv. to appoint members or members-elect of the General Council to fill vacancies on the Board of Directors arising from the retirement in accordance with Article 10A, of Directors other than Officers provided that, where a member-elect is appointed, he or she shall not take office as a Director at a date earlier than that on which he or she takes up membership of the General Council;
- v. to appoint members as necessary to fill casual vacancies on the General Council. Members so appointed shall serve until the end of the calendar year in which the appointment was made. This period of service

shall be neglected in determining, in accordance with B above, the member's entitlement to further service on the General Council.

D. Every member or member-elect of the General Council shall have the opportunity to offer himself or herself for appointment to the Board under articles 6C(iv) and 6C(v). The General Council shall agree and record the arrangements by which candidates for such appointments are sought and voted upon.

E. Additional meetings of the General Council may be held as agreed by the General Council, or called by the Board or by the Secretary, who must call a meeting of the General Council if one-quarter or more of the members of the General Council ask the Secretary in writing to do so.

F. General Council meetings shall be chaired by the President, except that if the President is not present, or is not expected to be present, fifteen minutes after the meeting was due to start, or is unable or unwilling to chair the meeting, the General Council shall choose another of their number to take the chair.

G. The quorum at meetings of the General Council shall be one-quarter the number of members of the General Council (rounded up to the nearest integer if necessary), and in any case not less than five. No decisions may be made when a quorum is not present. A member of the General Council shall not be counted in the quorum when any decision is made about a matter upon which he or she is not entitled to vote.

Minutes

H. Minutes shall be kept, in accordance with the provisions of Article **8G**, of all meetings of the General Council. The minutes of all General Council, Board and committee meetings shall be circulated to all members of the General Council.

Resolutions put outside meetings

I. If a resolution is circulated in writing to all members of the General Council, and a number of members of the General Council (being not less than a quorum) return the resolution to the Secretary having signed it and having signified in writing that they vote for, or against, the resolution, or abstain, then such votes shall count as if they had been cast at a meeting of the General Council and the resolution shall fail or be carried accordingly. The text of any resolution voted on in this manner, the number of votes for and against it, and (where appropriate) the reasons for the decision, shall be entered in the minutes of the General Council, as if the resolution had been put to a General Council meeting.

Reimbursement of expenses

J. Members of the General Council shall be entitled to be paid out of the funds of the Society reasonable expenses properly incurred by them on Society business, including attending General Council and committee meetings.

7. THE BOARD OF DIRECTORS

Powers

A. The affairs of the Society shall be managed by the Board, who may exercise all the powers of the Society, except those powers required by the Act, these Articles, the Memorandum or any special resolution to be exercised by the Society in general meeting. No amendment of these Articles or of the Memorandum, or special resolution, shall have retrospective effect to invalidate any prior act of the Board.

Membership

B.

1. The Board shall consist of the Officers of the Society, elected by the members of the Society in accordance with Article 11, and a maximum of six members of the General Council, appointed by the General Council.
2. No-one under the age of 18, and no-one disqualified from serving by virtue of Article 10B, may be appointed or elected to the Board.
3. No Director may appoint anyone else to attend Board meetings, or perform any other functions of a Director, on his or her behalf.

C. The General Council may from time to time appoint any of their number to fill a casual vacancy on the Board (including a casual vacancy in the Officers of the Society). Any member of the Board so appointed shall remain in office only until the end of the calendar year in which the appointment was made. This period of service shall be neglected in determining, in accordance with Article **10A**, the member's entitlement to further service on the Board.

Reimbursement of expenses

D. Whilst members of the Board shall not be paid any remuneration, they shall be entitled to be paid out of the funds of the Society reasonable expenses properly incurred on Society business, including expenses in travelling to and from meetings of the Board, General Council or committees, or general meetings.

8. PROCEEDINGS OF THE BOARD

Regulation of proceedings

A. The Board may regulate its proceedings as it thinks fit, subject to the provisions of these Articles.

Meetings

B. The Secretary must call a Board meeting if asked in writing to do so by not less than one-third of the Directors.

C. Board meetings shall be chaired by the President, except that if the President is not present, or is not expected to be present, fifteen minutes after the meeting was due to start, or is unable or unwilling to chair the meeting, the Board shall choose another of their number to take the chair.

D. A member of the Board who is in any way directly or indirectly interested (this includes, but is not limited to, a personal financial interest) in any matter to be discussed by the Board, such that a conflict could arise between this personal interest and the duty to act solely in the interests of the Society, shall leave the meeting whilst the matter is discussed and decided.

E. Questions arising at Board meetings shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

F. The quorum at Board meetings shall be one-third the number of Directors (rounded up to the nearest integer if necessary), and in any case not less than two. No decisions, other than a decision to call a general meeting, may be made when a quorum is not present. A Director shall not be counted in the quorum when any decision is made about a matter upon which that Director is not entitled to vote.

Minutes

G. Minutes shall be kept of all Board meetings, showing the names of those present; the text of all resolutions and the votes for and against them; all matters discussed or decided by the Board; and (where appropriate) the reasons for decisions made. The minutes shall normally be circulated to all members of the Board and the General Council within 14 days of the meeting. The minutes of any meeting shall be reviewed by the Board at its next meeting and, any necessary corrections having been made, shall be signed by the chair as a true and fair record of the Board's proceedings.

Resolutions put outside meetings

H. If a resolution is circulated in writing to all the Directors, and a number of Directors (being not less than a quorum) return the resolution to the Secretary having signed it and having signified in writing that they vote for, or against, the resolution, or abstain, then such votes shall count as if they had been cast at a Board meeting and the resolution shall fail or be carried accordingly. The text of any resolution voted on in this manner, the number of votes for and against it, and (where appropriate) the reasons for the decision, shall be entered in the minutes of the Board, as if the resolution had been put to a Board meeting.

Validity of Board's acts

I. All acts done by the Board, or a committee, shall be valid notwithstanding the participation in any vote of a Director who was disqualified from holding office, who was ineligible to be a Director under the terms of these Articles, or who was not entitled to vote on the matter, whether by virtue of a conflict of interest or otherwise.

Directors not to benefit from non-compliance

J. No Director may keep any benefit conferred by resolution of the Board or a committee of which he or she is a member if the Director in question had failed to comply with **D** above, or if the resolution would have been void but for **I** above.

9. DELEGATION

Board's powers of delegation; terms of delegation

A. The Board may, by resolution duly passed, delegate any of its powers or functions to a committee appointed by the Board and comprised of members of the Board or the General Council, together with any others whose knowledge or expertise may be required; or to an individual possessing relevant expertise, who shall be a member, or an honorary member, of the Society. The resolution shall state:

- i. what powers or functions are delegated;
- ii. that the relevant powers are to be exercised exclusively by those to whom they are delegated, who shall be held responsible and accountable for their actions, provided that nobody may be held accountable for matters outside their control;
- iii. that no expenditure may be incurred except in accordance with a budget approved in advance by the Board;
- iv. the requirements for reporting back, including the requirement to keep minutes of all committee meetings in accordance with the requirements for Board minutes set out in Article 8G;

- v. in the case of delegation to a committee, the number, being not less than two, of members of the General Council personally present who shall constitute a quorum at meetings of the committee.

Voting on committees

B. A member of a committee who is not a member of the General Council shall not enjoy voting rights.

Revocation

C. The Board may alter or revoke a delegation, or dismiss any of the members of a committee, at any time.

10. RETIREMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

Retirement

A.

1. The President Elect shall serve for one calendar year, followed immediately by two calendar years' service as President and one further year as Immediate Past President.
2. All other members of the Board shall serve for three calendar years, at the end of which they shall be eligible to serve for one further consecutive period of three calendar years. Except as provided in (3) below, at least one calendar year must then elapse before the member may serve again on the Board.
3. If a member of the Board is elected an Officer of the Society for a term to commence during, or immediately after, a term as a Director but not as an Officer, then the provisions of (1) or (2) above shall apply as if he or she had not served on the Board prior to becoming an Officer.

Disqualification & removal

B. A Director shall cease to hold office if he or she:

- i. ceases to be a Director by any provision in the Act or is prohibited by law from being a Director;
- ii. is disqualified from acting as a trustee by virtue of Sections 178-184 of the Charities Act 2011, or any statutory re-enactment or modification of that provision;
- iii. ceases to be a member of the Society;
- iv. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- v. resigns as Director by notice in writing to the Society, except that no such resignation shall take effect if it would result in fewer than two Directors remaining in office;
- vi. is absent without the permission of the Board from all their meetings held within a period of six consecutive months and the Board resolves that his or her office be vacated;
- vii. being an Officer, is dismissed by special resolution at a general meeting; or if not an Officer, is dismissed by a resolution of the General Council supported by at least 75% of the General Council members voting, except that no dismissal shall take effect if it would result in fewer than two Directors remaining in office.

11. ELECTION OF OFFICERS AND OTHER MEMBERS OF THE GENERAL COUNCIL

Nominations

A. The Secretary shall no later than 30th September in any year, invite members to submit nominations for such vacancies as shall arise for offices or places on the General Council to be filled from 1st January following and shall state the date (being not less than 28 clear days from the date of such invitation) by which such nominations shall be submitted. Nominations shall be in writing, signed by six members of the Society and by the member nominated, except that a nomination for President Elect shall be signed by ten members and by the member nominated. In the case of nominations for a regionally elected member of the General Council or the member elected by the special interest group officers, the nominee and those who have signed the nomination shall all be persons eligible to vote for the member in question, as specified in Article **6A**. If no more nominations are received for any such office or vacant place than there are such offices or vacant places the members nominated shall hold office from 1st January immediately following the year in which they were nominated.

Conduct of elections

B. If there is more than one nomination for any office or the number of nominations received for vacant places on the General Council exceeds the number of such vacant places then, no later than 31st October the Secretary shall send to every fully paid up member a ballot containing a list of the names of the persons nominated for each office and vacant place and the offices and vacant places shall be filled by ballot in accordance with the following provisions:

- i. each member shall indicate for whom he or she intends to vote by placing a cross or other approved mark against the relevant names on the ballot;
- ii. a ballot shall be disregarded if it does not bear the member's name or has not been signed by the member, though no candidate or candidate's representative shall be allowed to discover who has cast any ballot;
- iii. ballots when completed shall be sent by post or otherwise delivered to the Office by such means as may from time to time be approved by the Board, addressed to the Secretary, to arrive by a date stipulated by the Secretary, which shall be not less than 21 clear days from the date of dispatch of the ballots;
- iv. any ballot containing votes for more than one candidate for any office, or for more than the number of candidates for which there are vacant places on the General Council, shall be invalid;
- v. the candidate for each office receiving the greatest number of votes and the candidates for the vacant places on the General Council (up to the number of vacant places) receiving the greatest number of votes shall be declared elected and shall hold office from the 1st January immediately following their election;
- vi. if two candidates receive the same number of votes, lots shall be drawn if necessary to decide which of them shall be elected;
- vii. the results of elections shall be notified to the members by means of a declaration in the Society's newsletter or by other appropriate means;
- viii. the accidental omission to send a ballot or the non-receipt of a ballot by any person entitled to receive one shall not invalidate the election.

12. SEAL

The seal may only be used by the authority of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless they determine otherwise it shall be signed by a Director, and by the Secretary or a second Director.

13. ACCOUNTS

A. The Board must keep accounting records as required by sections 386-389 of the Act.

B. The Board must prepare for each financial year accounts as required by sections 393-396 of the Act. The accounts must 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.

14. AUDIT

Auditors shall be appointed and their duties regulated in accordance with the Act.

15. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

A. The Board must comply with the requirements of the Act and of the Charities Act 2011 with regard to:

- i. the transmission of the Society's accounts;
- ii. the preparation of an Annual Report and its transmission to the Commission and to Companies House;
- iii. the preparation of annual returns and their transmission to the Commission and to Companies House.

B. The Board must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

16. NOTICES

A. A notice may be served by the Society upon any member whether personally; by sending it through the post in a prepaid letter, addressed to the member at his or her address; by sending it by email to the member's address; or by sending it by such other means as may from time to time be approved by the Board.

B. Any member who has not registered an address with the Society, or who has only registered a postal address outside the United Kingdom, shall not be entitled to receive notices from the Society.

C. Any notice shall be deemed to have been served on the day following that on which it was sent. If sent by post, proof that the letter containing the notice was properly addressed and put into the post as a prepaid letter shall be conclusive evidence that the notice was given. If sent by other means, proof that the notice was sent in

accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

D. Notice of every general meeting shall be given in any of the ways set out above to every member entitled to receive notices from the Society; and to the Auditor for the time being of the Society.

17. INDEMNITY

Every Director, or servant of the Society and every person who shall act as auditor of the Society shall be indemnified out of the funds of the Society against all liability incurred in that capacity in defending any proceedings, civil or criminal, in which judgment is given in his or her favour, or in which he or she is acquitted, or in connection with any application in which relief is granted by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the Society's affairs.

18. RULES

Board's powers to make rules

A. The Board may from time to time make such reasonable and proper rules or bye-laws as they deem necessary or expedient for the proper conduct and management of the Society, provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Matters covered by rules

B. The rules or bye-laws may relate to the following matters but are not restricted to them:

- i. the establishment, dissolution, conduct and status of the Society's regional branches or special interest groups;
- ii. rules of employment for staff, and staff disciplinary and grievance procedures;
- iii. measures to protect the health and safety of persons on the Society's premises or attending the Society's events;
- iv. financial controls and the payment of expenses;
- v. conditions of booking for the Society's events or courses;
- vi. rules of the Society's accreditation scheme and for the conduct of appeals against the outcomes of applications for accreditation;
- vii. procedure at general meetings and meetings of the Board and General Council and committees, in so far as such procedure is not regulated by the Act or by these Articles;
- viii. generally, all such matters as are commonly the subject of company rules.

Board to make rules known

C. The Board shall take such measures as it deems sufficient to bring the rules and bye-laws to the attention of those affected.

Rules binding on members and staff

D. The rules or bye-laws shall be binding on all members of the Society and its staff.

19. DISSOLUTION

Clause **8** of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.