

THE COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

SOCIETY FOR EDITORS AND PROOFREADERS LIMITED

1. The Company's name is the Society for Editors and Proofreaders Limited (hereinafter called "the Society").
2. The Society's registered office is to be situated in England and Wales.
3. The objectives of the Society shall be:
 - to acquire the property assets and undertaking of the unincorporated Society and parts of the constitution known as the Society for Editors and Proofreaders;
 - to encourage high standards of editing and proofreading, and with that objective to establish and maintain or assist in establishing and maintaining courses and meetings, either independently of or in connection with any college, university or other relevant body, leading where appropriate to accreditation or registration by the Society or to other recognised qualifications;
 - to uphold the professional status of editors and proofreaders; to promote honourable practice; to discourage malpractice; to debate and clarify disputed points of practice and questions of professional usage or courtesy;
 - to provide and supply information and advice to Members, Associates and others concerning the interests of the Society by means of books, periodicals, magazines, journals, leaflets, advertisements or any other appropriate methods;
 - to consider general questions affecting the interests of the profession at large; to petition Parliament in favour of or against any measure affecting editors and proofreaders or proposing to make changes in law or practice, and to appear in support of any such petition;
 - to promote professional and social relationships and contact, mutual support and exchange of information between Members and Associates; to co-operate with associated and subscribing organisations and those with related objectives.

In furtherance of the above objects but not further or otherwise the Society shall have the following powers:

4. The Society shall have, without prejudice to the generality of the foregoing, power to do all such lawful things as will further the foregoing objectives and in particular:
- (a) to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Society may think necessary or convenient for the promotion of its objectives
 - (b) to obtain, collect and receive money and funds by way of contributions, subscriptions, fees, donations, legacies, awards, grants, covenants or by organising functions or events or by any other lawful method and to accept and receive gifts of property of any description (whether subject to any special trust or not)
 - (c) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought necessary for the promotion of its objects
 - (d) to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit
 - (e) to invest the monies of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
 - (f) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, bonds, stocks and securities of any company or corporation wheresoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed
 - (g) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Society is authorised to carry on or any business or transaction which the directors consider capable of being conducted so as directly or indirectly to benefit the Society
 - (h) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Society is authorised to carry on or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Society

- (i) to lend money or give credit with or without security on such terms as the directors may decide and to receive money on deposit or loan from and give guarantees or act as surety for any person, firm or company
- (j) to remunerate any employee or other person, firm or company rendering services to the Society whether by cash payment or otherwise and to pay all or any of the formation and promotion expenses of the Society and of any company formed or promoted by the Society or associated with it, and to pay for any rights, interest or other property, real or personal, acquired by the Society by any means or in any manner whatsoever
- (k) to establish, support or aid whether financially or otherwise in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Society or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character
- (l) to take stock or shares in, or the debentures, mortgage debentures or other securities of any other company or any other property, services, rights or interest in payment or part payment for any services rendered or for any sale made to or debt owing from any such company and to hold or otherwise to deal in any manner with any such property, rights or interests
- (m) to sell, exchange, lease, dispose of or otherwise deal with the whole or any part of the assets or undertaking of the Society for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company
- (n) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and any other transferable, negotiable or mercantile instruments
- (o) to provide indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: provided that any such insurance shall not extend to any claim arising from any act or omission which the directors (or any of them) knew to be a breach of trust or breach of duty which

was committed by the directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not

- (p) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise
- (q) to do all such other things as are incidental or conducive to the attainment of the Society's objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

5. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this memorandum of association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members of the Society. Provided that nothing herein shall prevent any payment in good faith of reasonable and proper remuneration to any Member, officer or employee of the Society for any services actually rendered to the Society, any out of pocket expenses necessarily incurred in carrying out the duties of any Member, officer or employee of the Society or of interest at a reasonable rate on money lent by a Member or director of the Society, or of reasonable and proper rent for premises demised or let by any Member of the Society or any director.
6. The liability of the Members is limited.
7. Every Member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member towards the payment of the Society's debts and liabilities contracted before he ceases to be a Member, of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
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 or distributed among the Members of the Society, but shall be given or transferred to some other organisation having objects the same or similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as imposed on the Society under or by virtue of clause 5 hereof, such organisation or organisations to be determined by the Members of the Society at or before the time of dissolution,

and if and so far as effect cannot be given to this last provision, then to some other organisation with objects as near as may be to those of the Society.

THE COMPANIES ACTS 1985 & 1989

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

SOCIETY FOR EDITORS AND PROOFREADERS LIMITED

Interpretation

1. In these Articles:

”the Act” means the Companies Act 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

”address” means, in relation to electronic communications, any number or address used for the purposes of such communications

”Admission Regulations” means the regulations from time to time in force governing admission to Membership and Associateship of the Society

”Associates” means individuals interested in supporting and furthering the purposes and objectives of the Society who are granted Associate status by the Society in accordance with these Articles

”Corporate Subscriber” means a corporate entity or other body that has established a formal relationship with the Society with the aim of supporting and furthering its purposes and objectives

”By-laws, rules and regulations” means the by-laws, rules and regulations that the Society is empowered to make in accordance with these Articles

”the Council” means the Council of the Society comprised of such persons as are from time to time appointed as directors of the Society

”General Regulations” means the regulations from time to time in force setting out the general rules of the Society

”Honorary Members” means those individuals who, nominated by the Council, and subject to the by-laws, rules and regulations, are elected by the Members to become Honorary Members one of whom shall be invited by the Society at a general meeting to become Honorary President but none of whom shall by virtue of their election as Honorary Members be entitled to vote although they may be invited to attend meetings of the Council and general meetings of the Society

”Members” means individually any person and collectively any persons whose applications for a class of Membership of the Society have been accepted and whose

subscriptions have been paid in accordance with these Articles and any by-laws, rules and regulations that are from time to time in force in relation to the Membership of the Society

“the Society” means this company known as the Society for Editors and Proofreaders Limited

“the United Kingdom” means Great Britain and Northern Ireland

“the Unincorporated Society” means the Society for Editors and Proofreaders whose Members have resolved under their constitution to incorporate the Society.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

When used in these Articles the neuter singular gender shall include all genders.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

2. The Society is established for the objects expressed in the Memorandum of Association.

Members and Associates

3. The Membership shall consist of those existing Members of the Unincorporated Society whose applications for Membership have been received and approved by the Council and such other persons as the Council shall admit to Membership in accordance with these Articles.
4. Membership in the appropriate class is open to any person whose present or previous employment, trade, profession or other activities are directly connected with editing or proofreading provided that they fulfil the criteria for that class of Membership described in the General Regulations. The eligibility of an applicant for a particular class of Membership shall be decided in accordance with the criteria and procedures set out in the General Regulations and Admission Regulations.
5. The directors may create other classes of Membership and may attach to such classes whatever regulations (including amounts of annual or other subscription) as they think fit. The directors may vary or alter the classes and any regulations pertaining thereto (including amounts of annual or other subscription) from time to time.

6. All applications for associateship shall be made online via the Society's website or in exceptional cases on a paper form issued by the Society's office. Applications by associates for ordinary and advanced membership shall be made by completing the appropriate application form as governed by the General Regulations. The application for membership shall, where appropriate, be signed by the person responsible for the guarantee as defined in the Memorandum of Association. By completing the online form for membership (or, if joining via a paper form, by signing that form), the new associate agrees to be bound by the by-laws, rules and regulations and the Codes of Practice of the Society (including the General Regulations and Admission Regulations) and in particular the disciplinary rules contained in the General Regulations. Further the said Member agrees to accept the policies, rules and conditions in relation to admission to Membership and the payment of the fees and subscriptions and generally the whole terms of these Articles and any by-laws, rules and regulations made in consequence of the powers granted herein.
7. Every Member of the Society shall either sign a written consent to become a Member in the form determined by the directors or sign the Register of Members on becoming a member.
8. Each Member shall be entitled to one vote on every resolution considered by the Society in general meeting and to the other benefits of Membership in the appropriate class as defined in the General Regulations.
9. All applicants for associateship shall be required to complete an online application process and be bound by these Articles, the Memorandum of Association, the by-laws, rules and regulations and Codes of Practice of the Society (including the General Regulations and Admission Regulations) pertaining to their associate status.
10. Associates shall be entitled to receive notice of and attend general meetings but may not vote and shall not be considered Members of the Society for the purposes of company law.
11. The rights of each Member and Associate shall be personal and not capable of transfer or transmission.
12. Subscriptions, joining fees and admission fees for the various classes of Membership and Associateship shall be fixed at the Annual General Meeting of the Society and paid in accordance with the General Regulations and Admission Regulations.
13. Notice of retirement or resignation from Membership or Associateship of the Society is to be intimated in writing to the Secretary. Membership and Associateship fees for the full year in which the Member or Associate retires or resigns will be payable.

14. The acceptance of Members and Associates and Corporate Subscribers is at the absolute discretion of the Council.

General Meetings

15. The Society shall in each 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. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next. Provided that so long as the Society holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation, or in the following year. The Annual General Meeting shall be held at such time and place as the directors shall appoint.
16. The business of the Annual General Meeting shall include consideration of a report by the Council on the activities of the Society and the accounts for the previous year shall be considered and adopted if approved. The rates of subscription, joining fees (if any) and admission fees shall be agreed. Auditors (if required by the Act) shall be appointed for the next year and Members of the Council for the following year shall be elected, and such other business shall be transacted as the Council considers appropriate.
17. Any Member or Members may bring a resolution for discussion or vote to an Annual General Meeting of the Society. Such resolutions shall be notified in writing to the Secretary at least 21 days before the meeting and shall be included in full on the Agenda sent to the Members. The Notice sent to the Secretary shall be signed by a proposer and a seconder, at least one of whom (or a representative appointed by the proposer) shall be present at the meeting. The Council may bring such resolutions as it thinks fit.
18. Any amendment to the Society's Memorandum of Association and these Articles including the Society's dissolution shall be made only at a general meeting. The Council may recommend such amendments as it thinks fit. Other proposals for amendment shall be submitted to the Secretary in writing, signed by the proposer and seconder and 10 other Members, at any time but, if for consideration at an Annual General Meeting, not later than 21 days before the date of such meeting. The adoption of any such amendments shall require a 75% majority of Members voting in person or by proxy at the meeting.
19. All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. The Council may convene an Extraordinary General Meeting whenever it thinks fit.

20. The Council shall convene an Extraordinary General Meeting on a requisition made in writing either by at least 10 Members or by Members representing not less than one-tenth of the total voting rights of all Members at the date of the requisition.
21. Any such requisition shall express the objective of the meeting proposed to be called and it should be addressed to the Secretary.
22. On receipt of such requisition, the Council shall proceed to convene an Extraordinary General Meeting. If the Council does not issue notice of the date of the meeting within 21 days after the date of receipt of the requisition, the requisitionists or at least 10 Members or Members representing no less than one-tenth of the voting rights of all Members at the date of the requisition may themselves convene such meeting.
23. At least 21 clear days' notice of an Extraordinary General Meeting shall be given. The notice shall specify the place, the day and the hour of the meeting, the wording of any resolutions and information about the nature of the business to be discussed.
24. An Annual General Meeting and any meeting called for the passing of a Special Resolution shall be called by 28 days' notice at the least. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business. The Notice shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society: provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:
 - (a) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
 - (b) 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% of the total voting rights at that meeting of all the Members.
25. 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.
26. Any notice given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the Secretary.

27. The Society may give notice to a Member either personally or by sending it by post in a pre-paid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Secretary by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Secretary an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Society.
28. A Member present, either in person or by proxy, at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
29. Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted, or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.
30. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
 - (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them;
 - (b) every person being a trustee in bankruptcy of a Member where the Member but for his bankruptcy would be entitled to receive notice of the meeting;
 - (c) the Auditors for the time being of the Society.No other person shall be entitled to receive notices of general meetings.
31. General meetings shall be chaired by the Chair, or in his absence the Vice-Chair, or in both their absences shall be chaired in accordance with Articles 49 and 50.
32. A report of the proceedings of all general meetings shall be sent to each Member; Minutes of the last Annual General Meeting and any Extraordinary General Meetings held in the previous year shall be made available to each Member attending an Annual General Meeting.
33. No business shall be transacted at any general meeting unless a quorum is present. Thirty Members (unless the number of Members of the Society is less than thirty in

which case that number shall be the quorum) or 5% of the Members including proxy votes, whichever is the larger, shall form a quorum. If within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such other time and place as the Council shall determine.

Votes of Members

34. Save for Honorary Members and Associates, every Member shall have one vote.
35. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy.
36. No Member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Society have been paid.
37. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands (as required by the Act) unless before or on the declaration of the result of the show of hands a secret ballot is demanded:
 - (a) by the Chair; or
 - (b) by at least 10 Members present in person or by proxy; or
 - (c) by a Member or Members representing no less than 5% of the total voting rights of all the Members.

Unless a secret ballot is duly demanded, a declaration by the Chair that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, together with an entry to that effect in the Minutes of the meeting, shall be conclusive evidence for the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

38. The demand for a secret ballot may, before the ballot is taken, be withdrawn but only with the consent of the Chair. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
39. A secret ballot shall be taken as the Chair directs. The Chair shall appoint scrutineers who shall give the result of the ballot (including exact figures) to the Chair at such time and place as the Chair shall determine. The Chair shall announce the result and the exact figures, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
40. In the case of an equality of votes, whether on a show of hands or on a poll or on a secret ballot, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

Votes by Proxy

41. Votes by proxy shall be as follows:
 - (a) Any Member of the Society entitled to attend and vote at a general meeting shall be entitled to appoint another person as his proxy to attend and vote

46. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
47. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

The Chair

48. The directors shall elect one of the directors as the Chair of the Society and another director as the Vice-Chair of the Society and these appointments shall be ratified by the Members at the Annual General Meeting.
49. The Chair of the Society shall preside as Chair at every general meeting of the Society and at every Council meeting and in his absence the Vice-Chair shall preside, or in both of their absences or if neither are present within 15 minutes after the time appointed for holding the meeting, the directors present shall elect one of their number to be the Chair.
50. If at any general meeting no director is willing to act as Chair or if no director is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chair of the meeting.
51. The Chair may, with the consent of any meeting at which a quorum is present (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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
52. At a general meeting as at every meeting of the directors, the Chair shall have a second or casting vote.
53. The Chair shall retire from his office as a director and as the Chair in accordance with the retirement provisions governing the directors.

The Directors

54. The Society, at the Annual General Meeting, shall elect the directors of the Society. No person who is not a Member of the Society shall be eligible to be appointed as a director.

55. The maximum number of directors shall be 12 and the minimum number of directors shall be 5.
56. A director shall hold office until the day after the second Annual General Meeting after his election when he shall retire but he shall be eligible for re-election provided that his re-election will not result in him holding office for more than eight consecutive years.
57. The Society at the meeting at which a director retires may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.
58. No person other than a director retiring at a general meeting shall be eligible for election to the office of director at any general meeting unless either recommended by the directors or, not less than three nor more than 21 days before the date appointed for the meeting, there shall have been left at the registered office of the Society notice in writing signed by two Members, duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
59. The Society may from time to time by ordinary resolution increase or reduce the number of directors.
60. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed any maximum number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
61. The Society may by ordinary resolution, of which special notice has been given in accordance with the provisions of the Act, remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such director.
62. The Society may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under Article 60 the Society in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

Proceedings of the Directors

63. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of the directors to any directors for the time being absent from the United Kingdom.
64. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be seven or two-thirds of the number of directors for the time being whichever shall be the lesser number.
65. The continuing director(s) may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Society as the necessary quorum of directors, the continuing director(s) may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Society, but for no other purpose.
66. The directors shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the directors of the Society or general meetings of the Society or in connection with the business of the Society.
67. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
68. All acts done by any meeting of the directors or by any person acting as director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director 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 and was qualified to be a director.

Honorary Members

69. The directors may nominate any person whom they think fit to be elected by the Members to Honorary Membership of the Society on whatever terms they think fit. Such persons may, at the invitation of the directors, attend general meetings of the Society and meetings of the directors but shall not, by virtue of holding such position, be entitled to vote or be directors of the Society.

Powers and Duties of the Directors

70. The business of the Society shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by these Articles, required to be

exercised by the Society in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in general meeting; but no regulation made by the Society in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

71. The directors shall cause Minutes to be kept for the purpose of the recording:
- (a) of all appointments of directors made by the directors;
 - (b) of the names of the directors present at each meeting of the directors;
 - (c) of all resolutions and proceedings at all meetings of the Society, and of the directors.

Disqualification of Directors

72. The office of director shall be vacated if the Member:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a director under the provisions of the Act or any other statute or otherwise becomes prohibited by law from being a director; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (d) resigns his office by notice in writing to the Society; or
 - (e) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in the manner required by any provision of the Act.
73. A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

Borrowing Powers

74. The directors may in furtherance of the objects of the Society but not otherwise exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society subject to such consents as may be required by law.

Committees appointed by the Directors and Delegation of Powers

75. The directors may appoint such committees as they think fit. A committee shall comprise such Members of the Society and such other persons as the directors may from time to time determine. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors and shall fully and promptly report all acts and proceedings to the directors as soon as is reasonably practicable. Any such committee shall not incur any expenditure

on behalf of the Society which exceeds the budget or budgetary limitation set by the directors in respect of that committee. The directors shall have complete discretion to set budgets and budgetary limitations for any such committee and to vary those from time to time. 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 directors so far as applicable and so far as the same shall not be superseded by any regulations made by the directors as aforesaid except that the quorum for any such committee shall be determined by the directors.

76. A committee may elect a chair of its meetings, who need not be a director of the Society; if no such chair is elected, or if at any meeting the chair is not present within 15 minutes after the time appointed for holding the same, the Members present may choose one of their number to be chair of the meeting.
77. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the persons present, and in the case of an equality of votes the chair shall have a second or casting vote.

Secretary

78. Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term as the directors may think fit and the Secretary shall be responsible for keeping minutes of all business meetings of the Society.

The Seal

79. If the Society has a seal the directors shall provide for its safe custody and it shall only be used by the authority of the directors or of a committee authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the directors for the purpose.

Accounts

80. The directors shall cause accounting records to be kept in accordance with the provisions of the Act.
81. The accounting records shall be kept at the registered office of the Society or, subject to the provisions of the Act, at such other place or places as the directors think fit, and shall always be open to inspection by the directors of the Society.
82. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members not being directors, and no Member (not being a director) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the directors or by the Society in general meeting.

83. The directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Society in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
84. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in general meeting, together with a copy of the auditor's report (if required by the Act) and the directors' report, shall not less than 21 days before the date of the meeting be sent to every Member of the Society and every person entitled to receive notice of general meetings of the Society.

Audit

85. Auditors shall be appointed (if required by the Act) and their duties regulated in accordance with the provisions of the Act.

Dissolution

86. Clauses 7 and 8 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

By-laws, Rules and Regulations

87. (a) The directors may from time to time make such by-laws, rules and regulations as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of Membership and Associateship, and in particular but without prejudice to the generality of the foregoing they may by such rules or by-laws regulate:
- (i) The admission and classification of Members and Associates of the Society, the rights and privileges of such Members and Associates, the conditions of Membership and Associateship and the terms on which Members and Associates may resign or have their Membership and Associateship terminated and the entrance fees, subscriptions and other fees or payments to be made by Members and Associates.
 - (ii) The terms and conditions regulating the relationship of Corporate Subscribers with the Society
 - (iii) The conduct of Members and Associates of the Society in relation to one another, and to the Society's employees.
 - (iv) The setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes.

- (v) The procedure at general meetings, meetings of the directors and committees in so far as such procedure is not regulated by these presents.
 - (vi) And, generally, all such matters as are commonly the subject matter of company rules.
- (b) The Society in general meeting shall have power to alter or repeal the rules or by-laws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of Members and Associates of the Society all such rules or by-laws, which, so long as they shall be in force, shall be binding on all Members and Associates of the Society. Provided, nevertheless, that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Society.

Indemnity

88. (a) Every director or other officer or auditor of the Society shall 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 the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the Court, and no director 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 thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.
- (b) The directors shall have power to purchase and maintain for any director such insurance as is permitted by the Society's Memorandum of Association.