Company No: 2877400

Charity No: 1030623

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

BRITISH PHARMACOLOGICAL SOCIETY

Adopted with effect from 30 November 2021

BRITISH PHARMACOLOGICAL SOCIETY

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PART 1 - PRELIMINARY

1 NAME AND STATUS

1.1 The name of the Society regulated by these Articles is “British Pharmacological Society”, and in these Articles, it is called the Society.

1.2 The Society is registered under the Companies Act as a company limited by guarantee in England and Wales.

2 DISAPPLICATION OF MODEL ARTICLES

2.1 The Articles alone shall constitute the regulations of the Society. The regulations contained in The Model Articles for Private Companies Limited by Guarantee (contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Society.

3 DEFINITIONS AND INTERPRETATION

3.1 In these Articles, the following expressions have the following meanings and interpretations unless the context indicates another meaning:

AGM	an annual General Meeting of the Society
the Articles	the Society's Articles of Association, and Article refers to a particular Article
the Charities Acts	the Charities Acts 1992 to 2011
Charity Trustee	has the meaning prescribed by the Charities Acts
Clear Day	does not include the day on which notice is served or deemed to be served or the day for which it is given or on which it is due to take effect
the Commission	the Charity Commission for England and Wales or any body which replaces it
the Companies Act	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
Conflicted Trustee	a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Society, or has some separate interest or duty in a matter to be decided by the Society, or in relation to information which is confidential to the Society which could, or could be seen to, prevent

	the Trustee from acting in the best interests of the Society
Connected Person	in relation to a Trustee, a person with whom the Trustee shares a common interest such that the Trustee may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights or share capital
Council	the Trustees acting as a body
Custodian	a person or body who undertakes safe custody of assets or of documents or records relating to them
Electronic Means	refers to communications addressed to the Society or to specified individuals by telephone, fax, email or other electronic means, and in relation to meetings, by telephone, visual conference call or other electronic means by which all participants can hear all other participants
Financial Expert	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
Financial Year	the Society's financial year
Firm	includes a limited liability partnership
General Meeting	a meeting of the members of the Society, acting in that capacity
Honorary Treasurer	the treasurer of the Society, elected by the Voting Members in accordance with Article 15.1.1
Indemnity Insurance	insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
Material Benefit	a benefit, direct or indirect, which may not be financial but has a monetary value
Member/Membership	refers to a person or body corporate that is admitted to membership of the Society in accordance with these Articles

Non-voting Member	any person or body corporate that is admitted to a category of Membership of the Society that carries no voting rights in relation to decisions of the Society
Nominee Company	a corporate body registered or having an established place of business in England and Wales which holds title to property for another
Ordinary Resolution	a resolution agreed by a simple majority of the Voting Members present and eligible to vote at a General Meeting or in the case of a Written Resolution by Voting Members who together hold a simple majority of the voting power
the Object	the Object of the Society as defined in Article 4
Officers	the President, President-Elect and Honorary Treasurer, who shall each be Trustees (and “Office” shall mean any one of these roles)
President	the current president of the Society, as elected by the Voting Members in accordance with Article 15.1.1
President-Elect	the president-elect of the Society, elected by the Voting Members in accordance with Article 15.1.1
Rules	the rules of the Society made by the Council under Article 18.1.3
Special Resolution	a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Voting Members present and eligible to vote at a General Meeting or in the case of a Written Resolution by Voting Members who together hold 75% of the voting power
Subsidiary Company	any company in which the Society has an interest that consists of more than 50% of the share capital of the company or controls more than 50% of the voting rights at a general meeting of the company, or in respect of which the Society has the right to appoint one or more directors
Trustee	director of the Society and 'Trustees' means the directors
Voting Member	a person or body corporate that is admitted to a category of Membership that carries voting rights in relation to decisions of the Society

Written or in Writing	refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper
Written Resolution	refers to an Ordinary or a Special Resolution which is in Writing

3.2 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

3.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

PART 2 – OBJECTS AND POWERS OF THE SOCIETY

4 OBJECTS

4.1 The Object of the Society is to promote and advance pharmacology (including without limitation clinical pharmacology).

4.2 This Article 4 may be amended by Special Resolution but only with the prior written consent of the Commission.

5 POWERS

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

5.1 Assist, promote, sponsor, commission and encourage research into and to provide a forum for the presentation and discussion of pharmacology and pharmacological topics;

5.2 Promote and encourage the education and training of pharmacologists;

5.3 Prepare, edit, print, publish, issue, acquire and distribute information in any media format (or commission other bodies or individuals to do so);

5.4 Promote, arrange, organise and hold exhibitions, meetings, lectures, classes, conferences, seminars and courses, either alone or with others;

5.5 Raise funds, provided that the Society must not undertake any permanent taxable trading activity and must comply with any relevant statutory regulations;

5.6 Make any kind of donation, grant or loan, and provide scholarships, bursaries and sponsorship or otherwise support projects or initiatives;

5.7 Invite and receive subscriptions, donations, legacies, grants, property and other gifts, whether or not subject to special trusts, save that the Society shall be free to disclaim any gift, legacy or bequest in whole or part in such circumstances as the Society may think fit, subject to such consents as may be required by law;

5.8 Promote, sponsor, commission or carry out research;

5.9 Co-operate with other bodies in any way, including the exchange of information and advice, entering partnerships, joint working arrangements and joint ventures;

5.10 Support, administer or set up other charities, associations or institutions;

5.11 Draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society;

5.12 Give guarantees;

5.13 Give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Acts);

5.14 Buy, take on lease or in exchange, hire or otherwise acquire real, personal or intangible property or assets and rights or privileges and to maintain and equip it for use;

5.15 Pay outgoings and expenses and execute documents and do all things required in connection with the use, maintenance, upkeep, expansion, alteration or improvement of any such property as is described in Article 5.14;

5.16 Sell, lease or otherwise dispose of all or any part of the property belonging to the Society, in accordance with the restrictions set out in sections 117-122 of the Charities Act 2011;

5.17 Charge the whole or any part of the property belonging to the Society as security for repayment of any loan, in accordance with the restrictions set out in sections 124-126 of the Charities Act 2011 (insofar as applicable);

5.18 Borrow funds;

5.19 Set aside funds for special purposes or as reserves against future expenditure;

5.20 Deposit or invest funds in any manner;

5.21 Delegate the management of investments to a Financial Expert, on such written terms as the Trustees consider fit and subject to review at least annually;

5.22 Arrange for investments or other property of the Society to be held in the name of a nominee company acting under the written direction of the Trustees or controlled by a Financial Expert acting under their instructions, and pay any reasonable fee required;

5.23 Deposit documents and physical assets with any company registered or having a place of business in England or Wales as Custodian, and pay any reasonable fee required;

5.24 Effect and pay for insurance of the Society and its property against any risk and take out other insurance policies to protect the Society and its Trustees, staff, voluntary workers and Members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;

5.25 Subject to Article 6, employ paid or unpaid agents, staff or advisers and to make all reasonable and necessary provisions towards the payment of pensions and superannuation to staff;

5.26 Appoint and remunerate a Company Secretary in accordance with the Companies Act;

5.27 Enter into contracts to provide services to or on behalf of other bodies;

5.28 Establish, promote or acquire other companies, whether owned wholly or partially by the Society;

5.29 Amalgamate with any other organisation which is charitable at law and has objects the same as or similar to the Object of the Society and which prohibits the payment of any dividend or profit to, and the distribution of its assets amongst, its members at least to the same extent as such is prohibited by these Articles;

5.30 Provide indemnity insurance to cover the liability of any Member or Trustee, in accordance with these Articles; and

5.31 Do anything else within the law which promotes or helps to promote the Object of the Society.

6 APPLICATION OF INCOME AND PROPERTY

6.1 The Trustees must apply the income and, at their discretion, all or part of the capital of the Society (subject to any trusts on which it is held) in furthering the Object.

6.2 Except as provided below or otherwise by law, no Member, Trustee or Connected Person may sell goods, services or any interest in land to the Society; be employed by, or receive any remuneration from, the Society, or receive any other financial benefit from the Society, and 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.

6.3 A Member who is not also a Trustee or Connected Person may:

6.3.1 Receive a benefit from the Society in the capacity of a beneficiary of the Society;

6.3.2 Be paid reasonable and proper remuneration for any goods or services supplied to the Society;

6.3.3 Receive a proper and reasonable amount in rent for premises let by the Member to the Society;

6.3.4 Receive interest on money lent to the Society at a reasonable and proper rate which must not be more than 2% below the base lending rate prescribed for the time being by a clearing bank selected by the Council or 3% whichever is the greater; and

6.3.5 Be reimbursed out of the property of the Society or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Society.

6.4 A Trustee may:

6.4.1 Be reimbursed out of the property of the Society or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Society; and

6.4.2 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.

6.5 A Trustee or Connected Person may, subject to Article 20 below:

6.5.1 Receive a benefit from the Society in the capacity of a beneficiary;

6.5.2 Receive interest on money lent to the Society at a reasonable and proper rate which must not be more than 2% below the base lending rate prescribed for the time being by a clearing bank selected by the Council or 3% whichever is the greater;

6.5.3 Receive a proper and reasonable amount in rent for premises let by the Trustee or Connected Person to the Society;

6.5.4 Enter into a contract for the supply of services, or of goods that are supplied in connection with those services, to the Society, in accordance with the conditions set out in section 185 Charities Act 2011 and such services may include (but shall not be limited to):

6.5.4.1 writing or editing articles for any publications of the Society;

6.5.4.2 speaking or lecturing at meetings of the Society or at meetings organised by the Society on behalf of third parties,

provided that the relevant Trustee has, in the opinion of the Council (or any person or committee to whom Council has delegated such responsibility) the relevant expertise and scientific knowledge to provide such services.

6.5.5 Supply the Society with goods where the supply is not connected with the provision of services to the Society, on condition that:

6.5.5.1 The amount or maximum amount of the payment for the

goods is set out in an agreement in writing between the Society and the Trustee or Connected Person ("supplier");

6.5.5.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;

6.5.5.3 The other Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than another person, balancing the advantages of contracting with the supplier against the disadvantages of doing so; and

6.5.5.4 A majority of the Trustees then in office are not in receipt of remuneration or payment under Articles 6.5.4 and 6.5.5.

6.5.6 In this Article 6.5, "Society" shall include any Subsidiary Company.

7 AMENDMENT

7.1 These Articles may be amended by Special Resolution or otherwise in accordance with the Companies Act, save that any amendment to Articles 4.1, 6 or 8 shall require the prior written consent of the Commission.

8 WINDING UP OR DISSOLUTION

8.1 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, but shall be given or transferred to some other charitable body or bodies having objects 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 is imposed on the Society under or by virtue of Article 6 hereof, such body or bodies to be determined by the Voting Members of the Society at or before the time of dissolution in accordance with any specific provisions set out in the Rules, and if and in so far as effect cannot be given to such provision, then to some other charitable body.

PART 3 – MEMBERS

9 MEMBERSHIP

9.1 The Society must maintain a register of Members.

9.2 The form and procedure for applying for Membership is as prescribed in the Rules, and the Council may, at the Trustees' absolute discretion and acting in the best interests of the Society, refuse to admit any person as a Member, provided the applicant has been given reasonable opportunity (in writing or in person, at the Trustees' discretion) to state the grounds on which their application for Membership should be accepted.

9.3 Membership is not transferable.

9.4 Members will only be entitled to receive such benefits as are made available to Members in accordance with the Rules if they have paid any fees or subscriptions which are specified in the Rules as a condition of Membership.

9.5 Membership is terminated if the Member concerned:

9.5.1 Gives written notice of resignation provided that, on their resignation, at least three Members remain;

9.5.2 Fails to pay any such fees or subscriptions which are specified in the Rules as a condition of Membership, and the Rules specify that Membership should be terminated on those grounds;

9.5.3 Is guilty of any conduct that prejudices, or which may prejudice, the ability of the Society to further the Object, or which may cause any other damage to the Society, its property or any of its Members, is in contravention of any of the Society's codes of conduct regarding Membership in force from time to time, or which otherwise undermines or risks undermining the goodwill and reputation of the Society, and the Council decides that Membership should be terminated, provided the Member concerned has been given a reasonable opportunity to present (in writing or in person, at the Council's discretion) any information that the Member regards as relevant to the decision; or

9.5.4 Dies or, in the case of a corporate body, ceases to exist.

9.6 A Member who resigns is not entitled to receive a refund of all or any part of any fees or subscriptions.

9.7 A Member who is admitted as a Non-voting Member shall not be regarded as a statutory company member in accordance with the Companies Act, and thereby waives any rights they may have under the Companies Act to exercise a vote in relation to decisions made by the Society.

10 LIABILITY OF MEMBERS

10.1 The liability of Members is limited.

10.2 Every Voting Member promises, if the Society is dissolved while they remain a Voting Member or within one year after they cease to be a Voting Member, to pay up to £1 towards:

10.2.1 Payment of those debts and liabilities of the Society incurred before they cease to be a Voting Member;

10.2.2 Payment of the costs, charges and expenses of winding up; and

10.2.3 The adjustment of rights of contributors among themselves.

11 MEETINGS OF MEMBERS

11.1 The Society may hold an AGM in each calendar year.

11.2 Whether or not the Society holds an AGM, Members are entitled to:

11.2.1 Receive the accounts of the Society for each financial year;

11.2.2 Receive an annual written report on the Society's activities; and

11.2.3 Appoint reporting accountants or auditors for the Society (unless such accountants or auditors are automatically deemed reappointed under the Companies Act).

11.3 The Council shall call a General Meeting if required to do so by the Members in accordance with section 303 of the Companies Act.

12 NOTICE OF AND PROCEEDINGS AT MEETINGS OF MEMBERS

12.1 Members are entitled to attend General Meetings in person or (in the case of Voting Members) by proxy (but only if the appointment of a proxy is in Writing and notified to the Society no later than 48 hours before the

commencement of the General Meeting, excluding any part of a day that is not a working day).

12.2 General Meetings are called on at least 14 Clear Days' written notice, unless the Voting Members consent to a shorter period of notice in accordance with the Companies Act, and subject to any specific provisions of the Companies Act in relation to a requirement for longer periods of notice.

12.3 A notice of a General Meeting shall set out the business to be discussed and the right of a Voting Member to appoint a proxy, in accordance with the requirements of the Companies Act.

12.4 A General Meeting may be held either in person or by suitable Electronic Means in which all participants may communicate with all the other participants.

12.5 The Council may make such arrangements to ensure the proper conduct of a General Meeting as it reasonably decides, including (but not limited to) refusal to allow Members to use any recording equipment during the meeting or to bring into the meeting any item which may be used to disrupt proceedings.

12.6 There is a quorum at a General Meeting if the number of Voting Members present in person or by proxy is at least fifteen Voting Members.

12.7 The President shall chair General Meetings, except that if the President is unwilling or unable to chair for all or part of a meeting:

12.7.1 The President-Elect shall chair; and

12.7.2 If the President-Elect is unwilling or unable to chair, the Honorary Treasurer shall do so; and

12.7.3 If none of the Officers are willing or able to chair any person nominated by the Voting Members present at the General Meeting may act as chairperson.

12.8 The person chairing the General Meeting may, with the consent of a 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 the adjourned meeting other than

business that might properly have been transacted at the meeting had the adjournment not taken place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless a meeting is adjourned for fourteen days or more, in which case at least seven days' notice of the adjourned meeting shall be given.

12.9 Except where otherwise provided by the Articles or the Companies Act, every matter proposed at a General Meeting is decided by Ordinary Resolution.

12.10 Every Voting Member present in person or by proxy has one vote on each matter.

12.11 Except where otherwise provided by the Articles or the Companies Act, a Written Resolution (whether an Ordinary or a Special Resolution) is as valid as an equivalent resolution passed at a General Meeting. For this purpose, the Written Resolution may be set out in more than one document.

12.12 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a General Meeting or a Written Resolution.

PART 4 – TRUSTEES

13 THE TRUSTEES

13.1 Subject to the provisions of the Companies Act, these Articles and to any directions given by Special Resolution of the Voting Members, the business of the Society shall be overseen by the Trustees. However, no resolution passed by the Society in a General Meeting shall invalidate any prior act of the Trustees which would have been valid if that resolution had not been passed.

14 NUMBER OF TRUSTEES

14.1 The minimum number of Trustees shall be nine and the maximum number shall be twelve.

15 APPOINTMENT AND RETIREMENT OF TRUSTEES

15.1 Subject to Articles 15.1.2, 15.2 and 15.4, Trustees shall be appointed:

15.1.1 By election of the Voting Members, such elections to be held in accordance with the Rules (and the Officers shall always be elected

by the Voting Members, subject to Article 15.1.2.3); or

15.1.2 By appointment of the Council, provided that:

15.1.2.1 the total number of Trustees does not exceed the maximum specified in Article 14;

15.1.2.2 the number of Trustees appointed by Council shall not exceed one third of the total number of Trustees who will hold office after such an appointment is made, or more than four Trustees in total;

15.1.2.3 shall not include appointment of the Officers, except to fill a temporary vacancy until an election by the Voting Members can be held (in which case such appointment shall not come within the limit on Trustees appointed by Council as specified in Article 15.1.2.2 above);

15.1.2.4 any such appointment shall be for such period as Council determines, subject to a maximum of three years, save that such a Trustee may be reappointed in accordance with Article 15.1.2 for a further period of up to three years, up to a maximum of six years in total, during or after which any person so appointed shall be eligible for election as a Trustee (including as an Officer) by the Voting Members in accordance with Article 15.4 below, but shall not be re-appointed by the Council until a period of at least three years has elapsed after expiry of their term of office; and

15.1.2.5 the maximum term of office of any appointed Trustee may also be extended in exceptional circumstances by up to not more than one additional year, by a majority decision of the Trustees.

15.2 No one shall be appointed as a Trustee if:

15.2.1 They are under 16 years of age; or

15.2.2 They would be disqualified from office under the provisions of Article 16;

15.2.3 They have not indicated in Writing to the Society that they are willing to be appointed.

15.3 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Trustees.

15.4 Subject to any provision of these Articles regarding the termination of their period of office, Trustees who are elected by the Voting Members in accordance with Article 15.1.1 shall hold office for three years, save that:

15.4.1 The President shall hold office for two years from the date on which they take office as President (such period to commence automatically on the expiry of the person's term of office as President-Elect);

15.4.2 The President-Elect shall hold office for two years from the date on which they take office as President-Elect;

15.4.3 The Honorary Treasurer shall hold office for three years from the date on which they take office as Honorary Treasurer;

15.4.4 Subject to article 15.4.5 below, a Trustee who is elected by the Voting Members shall hold office until the third anniversary of the date on which they take office (excluding the Officers, whose terms of office are as set out above);

15.4.5 The term of office of any elected Trustee (including Officers) may be extended in exceptional circumstances by up to a year, by a majority decision of the Trustees; and

15.4.6 No elected Trustee shall be eligible for re-election for a period of at least one year after their term of office has expired, or they have otherwise ceased to hold office, save that any Trustee shall be eligible to stand for election as an Officer in relation to any Office which they have not previously held.

16 DISQUALIFICATION AND REMOVAL OF TRUSTEES

16.1 A Trustee shall cease to hold office if they:

16.1.1 Are disqualified under the Charities Acts from acting as a charity trustee;

16.1.2 Are disqualified under the Companies Act from acting as a director of the Society;

16.1.3 Are incapable, whether mentally or physically, of managing their own affairs;

16.1.4 Are absent without notice from two consecutive Council meetings or, having given notice (for any or all of the meetings), from three consecutive Council meetings, and are removed from office by a majority decision of the other Trustees;

16.1.5 Has a bankruptcy order made against them;

16.1.6 Are removed by the Voting Members at a General Meeting under the Companies Act;

16.1.7 Are guilty of conduct which jeopardises the Society's ability to promote the Object, is in contravention of any of the Society's codes of conduct in force from time to time, or otherwise risks undermining the goodwill or reputation of the Society or causing it harm, and the remaining Trustees resolve by majority that they should be removed, save that the Trustee in question shall be given reasonable opportunity to make representations (in person or in writing, at the discretion of the remaining Trustees) in their defence;

16.1.8 Notifies the Trustees in writing that they wish to resign (but only if there are sufficient remaining Trustees for any meeting of the Trustees to be quorate); or

16.1.9 In relation to any Officers or category of Trustees which the Rules specify must also be either a Voting or Non-Voting Member, if such a Trustee or Officer ceases to be such a Member.

17 TRUSTEES' PROCEEDINGS

17.1 Except as otherwise provided in the Companies Act, the Charities Acts or these Articles, the Trustees may regulate their proceedings as they see fit.

17.2 The Trustees must hold at least three Council meetings each year.

17.3 Council meetings may be called by the President or by a third of the Trustees.

17.4 A quorum at a Council meeting is half the number of Trustees currently in office, rounded up if necessary, plus one.

17.5 A Council meeting may be held either in person or by suitable Electronic Means agreed in advance by a majority of the Trustees in which all participants may communicate with all the other participants.

17.6 The President or (if the President is unable or unwilling to do so) some other Trustee chosen by the Trustees present shall chair each Council meeting.

17.7 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in Writing agreed by a majority of the Trustees (excluding from the total any Conflicted Trustee who is not eligible and has not been authorised to vote on the matter) is as valid as a resolution passed at a meeting, provided the number of votes cast (whether for or against the resolution) is at least equivalent to the quorum for a Council meeting. For this purpose, the resolution may be contained in more than one document.

17.8 Every Trustee has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.

17.9 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

17.10 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.

17.11 The Trustees may invite any other person to attend a Council meeting as an observer or adviser, provided that the observer or adviser shall take no part in any vote or decision taken by the Trustees.

17.12 Any person appointed as a Vice-President (as that term is defined in the Rules) and/or as chair of a committee in accordance with Article 19.3.1 shall be required to attend Council meetings or to send a nominated representative, in order to advise Council on the matters on which the Vice President has particular expertise and to report to Council in relation to

matters which have been delegated to the Vice-President by Council in accordance with Article 19 below.

18 TRUSTEES' POWERS

18.1 The Trustees may exercise all the powers of the Society. In particular, but without limitation, the Trustees may:

18.1.1 Delegate their powers in accordance with Article 19;

18.1.2 Appoint Trustees in accordance with Article 15.1.2

18.1.3 Make Rules consistent with the Articles and the Companies Act to govern proceedings at General Meetings, meetings of the Trustees, the existence and proceedings of committees, and to regulate the conduct of the Society in relation to:

18.1.3.1 categories of Members, including whether or not Members are to be treated as Voting or Non-voting Members;

18.1.3.2 the rights and privileges of Members;

18.1.3.3 the conditions of Membership and the terms on which Membership may be terminated; and

18.1.3.4 the fees, subscriptions or other payments (if any) to be made by Members;

18.1.4 Confer on any individual (with their consent) an honorary title; and

18.1.5 Establish procedures to assist the resolution of disputes or differences within the Society.

19 DELEGATION OF TRUSTEES' POWERS

19.1 The Trustees may delegate the day-to-day management of the Society to any other person, as they see fit (subject to any conditions the Trustees may impose).

19.2 In addition to their statutory powers, the Trustees may delegate any of their powers or functions to:

19.2.1 Any person who is employed or engaged by the Trustees in connection with the operations and management of the Society, on

such terms as the Trustees see fit and subject to the proper oversight of the Trustees and

19.2.2 Any committee, subject to the provisions of Articles 19.3 and 19.4 below

19.3 The Trustees shall have power to delegate any of their functions to committees, provided that:

19.3.1 Each committee is chaired by a person appointed to the role by Council or elected by the Voting Members, in either case in accordance with the Rules, and a meeting of the committee will not be quorate unless that person (or another person deputised to take their place) is present;

19.3.2 All proceedings and decisions of such committees must be reported promptly to the Council;

19.3.3 No expenditure may be incurred or committed by such a committee on behalf of the Society except in accordance with a budget or expenditure limits previously agreed by the Council;

19.3.4 Such committee may co-opt additional members to the committee, provided that the names of any co-opted members are authorised by the Trustees at their next meeting; and

19.3.5 Any representatives appointed to any such committee may be delegated such powers as the Trustees see fit in order to carry out their duties, whether by contract, power of attorney or otherwise.

19.4 Subject to any such conditions, the proceedings of a committee shall be governed by the Articles regulating the proceedings of Trustees (including in relation to conflicts of interest), in so far as they are capable of applying.

20 CONFLICTS OF INTEREST

20.1 The property and funds of the Society must be used only for promoting the Object and do not belong to the Members. A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:

20.1.1 As described in Articles 6 or 25; or

20.1.2 In exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval or affirmation of the Voting Members).

20.2 Subject to Article 20.3, any Trustee who is or becomes a Conflicted Trustee in relation to any matter must:

20.2.1 Declare the nature and extent of their interest before discussion begins on the matter;

20.2.2 Withdraw from the meeting for that item after providing any information requested by the Trustees;

20.2.3 Not be counted in the quorum for that part of the meeting; and

20.2.4 Be absent during the vote and have no vote on the matter.

20.3 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Society to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:

20.3.1 Continue to participate in discussions leading to the making of a decision and/or to vote; or

20.3.2 Disclose to a third-party information confidential to the Society; or

20.3.3 Take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Society; or

20.3.4 Refrain from taking any step required to remove the conflict.

20.4 This provision may be amended by Special Resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission.

21 VALIDITY OF TRUSTEES' DECISIONS

21.1 Subject to Article 21.2, all decisions of the Trustees, or of a committee of the Trustees, shall be valid notwithstanding the participation in any vote of a Trustee who:

21.1.1 Is disqualified from office;

21.1.2 Had previously retired or been obliged to vacate office;

21.1.3 Was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if, discounting the vote and participation in the quorum of the Trustee in question, the decision would have been validly made by a majority of the Trustees at a quorate meeting.

21.2 Article 21.1 does not permit a Trustee to keep any benefit that may be conferred on them by a resolution of the Trustees or a committee of the Trustees if, but for Article 21.1, the resolution would have been void, or if the Trustee has not complied with Article 20.

PART 5 – ADMINISTRATIVE ARRANGEMENTS AND ANNUAL REPORT

22 MINUTES

22.1 The Trustees shall cause minutes to be kept for the purposes:

22.1.1 Of recording the names and addresses of all Members;

22.1.2 Of any declaration of interests made by a Conflicted Trustee; and

22.1.3 Of all proceedings at meetings of the Society and of the Trustees and of committees constituted pursuant to Article 19.2 including the names of Trustees and Members (as appropriate) present at each such meeting.

23 RECORDS AND ACCOUNTS

23.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Acts as to keeping records, the audit or independent

examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law, including:

23.1.1 Annual returns;

23.1.2 Annual reports; and

23.1.3 Annual statements of account.

23.2 The Trustees must also keep records of:

23.2.1 All resolutions passed by the Trustees in writing;

23.2.2 All reports of committees; and

23.2.3 All professional advice obtained.

23.3 Accounting records relating to the Society must be made available for inspection to any Trustee at any time during normal office hours.

23.4 Copies of the latest accounts must be supplied in accordance with the Charities Acts to any other person who makes a written request and pays the Society's reasonable costs.

24 COMMUNICATIONS

24.1 All notices (except notices of meetings given to the Trustees) shall be in Writing.

24.2 Notices and any other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:

24.2.1 By hand;

24.2.2 By post;

24.2.3 By suitable Electronic Means; or through publication in the Society's newsletter or on the Society's website, provided the Society has complied with the requirements of the Companies Act in relation to the service of such notices.

24.3 The only address at which a Member is entitled to receive notices sent by post is an address shown in the register of Members.

24.4 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

24.4.1 24 hours after being sent by Electronic Means, posted on the Society's website or delivered by hand to the relevant address;

24.4.2 Two Clear Days after being sent by first class post to that address;

24.4.3 Three Clear Days after being sent by second class or overseas post to that address;

24.4.4 Immediately on being handed to the recipient personally; or, if earlier,

24.4.5 As soon as the recipient acknowledges actual receipt.

24.5 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

24.6 Subject to any requirement of the Companies Act, documents and notices may be sent to the Society by Electronic Means to the address specified by the Society for that purpose and such documents and notices set to the Society are sufficiently authenticated if the identity of the sender is confirmed in the way the Society has specified.

25 INDEMNITY

Subject to the provisions in the Companies Acts, every Trustee or other officer or auditor of the Society may be indemnified out of the assets of the Society (at the Society's discretion) against any liability incurred by them in that capacity 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 in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.