

THE COMPANIES ACTS 1985 AND 1989 AND 2006

COMPANY INCORPORATED BY LICENCE OF THE BOARD OF TRADE
LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
and
ARTICLES
OF ASSOCIATION
of
THE BRITISH THORACIC SOCIETY



(as adopted by a special resolution passed on 17 December 2009)

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MEMORANDUM OF ASSOCIATION

of

THE BRITISH THORACIC SOCIETY

1. The name of the Company (hereinafter called "the Society") is "The British Thoracic Society".
2. The registered office of the Society will be situated in England.
3. The objects of the Society ("the Objects") are the relief of sickness and the preservation and protection of public health by promoting the best standards of care for patients with respiratory and associated disorders, advancing knowledge about their causes, prevention and treatment and promoting the prevention of respiratory disorders.
4. In furtherance of the Objects but not otherwise the Society may exercise the following powers:
 - (A) to promote standards of care by:
 - (1) setting standards of good clinical practice;
 - (2) developing and implementing systems of audit of performance of the structure, process and outcome of care;
 - (3) endeavouring to ensure that the training of doctors at undergraduate, and particularly at postgraduate levels, in the care of patients with respiratory and associated disorders ("the specialty") is appropriate and of high quality;
 - (4) encouraging and sponsoring appropriate in-service educational seminars and discussion programmes for specialists in the field;
 - (5) maintaining and encouraging continuing education in the specialty to ensure the maintenance of clinical competence;
 - (6) monitoring facilities and staffing and ensuring that good facilities are available for the diagnosis and management of these conditions at primary level and in hospital for both in-patients and out-patients;
 - (7) providing a means of publication of the agreed policies of the Society on standards of good clinical practice;
 - (B) to advance knowledge and research by:
 - (1) encouraging basic, clinical and operational research and its

- publication;
- (2) providing a forum for the presentation and critical appraisal of research activities;
- (3) providing the means for the publication of original research;
- (C) to advance public education and promote the relevance and importance of the specialty in healthcare by:
 - (1) informing the community about issues related to the lung and thorax and their disorders;
 - (2) promoting health and the prevention of respiratory disease.
- 5. In furtherance of the Objects but not otherwise the Society may exercise the following administrative powers:
 - (A) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate banking accounts and other banking facilities in the name of the Society;
 - (B) to raise funds and to invite and receive contributions or grants from any person or persons whatsoever by way of subscriptions or otherwise and to trade provided that in raising funds and trading the Society shall not undertake any taxable trading;
 - (C) subject to any consents that may be required by law to acquire, taken on lease, hire, alter, mortgage or improve and to charge or sell, lease or otherwise dispose of property and give or receive any guarantee or indemnity;
 - (D) subject to clause 8 below to employ such staff, who shall not be Trustees, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation of staff and their dependants;
 - (E) to establish or support any charitable trusts, associations or institutions for all or any of the Objects;
 - (F) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them;
 - (G) to do all such other lawful things as are necessary for the achievement of the Objects;
 - (H) to delegate to an investment manager in accordance with the terms of clause 6 and to arrange for the investments or income therefrom to be held by a corporate body as nominee in accordance with the terms of clause 7;

- (I) to establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the Objects through trading and to establish the same either as wholly owned subsidiaries of the Society or jointly with other persons, companies, government departments or local authorities and to finance the same if the Members and the Executive see fit by way of loan or share subscription on commercial terms provided that the Society shall seek professional legal advice before financing such companies;
- (J) to transfer any of the Society's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Society is authorised to join;
- (K) to enter into any other arrangements with any governments, authorities or any person, company or association necessary to promote any of the Objects; and
- (L) to construct, alter, provide, manage, maintain, furnish and fit with all necessary furniture and other equipment the buildings and any other premises or structure or land which the Society may need for its Objects.

6. **Delegation of Investment**

- (1) The Executive may delegate upon such terms and at such reasonable remuneration as the Society may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:
 - (a) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services and Markets Act 2000;
 - (b) the delegated powers shall be exercisable only within the clear policy guidelines drawn up in advance by the Society.
- (2) The Executive may only do so on terms consistent with this clause 6.
- (3) Where the Executive makes any delegation under this clause 6 it shall:
 - (a) inform the Managers in writing of the extent of the Society's investment powers;
 - (b) lay down a detailed investment policy for the Society and immediately inform the Managers in writing of it and of any changes to it;
 - (c) ensure that the terms of the delegated authorities are clearly set out in writing and notified to the Managers;
 - (d) ensure that it is kept informed of and review on a regular basis the performance of its investment portfolio managed by the Managers and on the

exercise by them of their delegated authorities;

- (e) take all reasonable care to ensure that the Managers comply with the terms of the delegated authority; and
 - (f) review the appointment at such intervals not exceeding 12 months as it thinks fit.
- (4) Where the Executive makes any delegation under this clause 6 it shall do so on the terms that:
- (a) the Managers shall comply with their delegated authorities;
 - (b) the Managers shall not do anything which the Executive does not have the power to do;
 - (c) the Executive may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this clause 6; and
 - (d) The Executive shall give directions to the Managers as to the manner in which they are to report to them all sales and purchases of investments made on its behalf.

7. Use of Nominees

The Executive may:

- (1) make such arrangements as it thinks fit for any investments of the Society or income from those investments to be held by a corporate body as the Society's nominee; and
- (2) pay reasonable and proper remuneration to any corporate body acting as the Society's nominee in pursuance of this clause.

8. Benefits to Members and Trustees

8.1 The income and property of the Society shall be applied solely towards the promotion of the Objects 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 Trustee of the Society shall be appointed to any office of the Society paid 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 document shall prevent any payment in good faith by the Society:

- (A) 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 Trustee;
- (B) of interest on money lent by any member of the Society or of the Executive at a reasonable rate per annum not exceeding 2 per cent less than the published

base lending rate of a clearing bank to be selected by the Executive;

- (C) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may be a member holding not more than 1/100th part of the issued capital of that company;
- (D) of reasonable and proper rent for premises demised or let by any member of the Society or the Executive;
- (E) to any Trustee of reasonable out-of-pocket expenses.
- (F) of any payment due to a Trustee under the indemnity provisions set out in the Articles of Association.

8.2 A Trustee may not be an employee of the Society.

8.3 Whenever a Trustee has a personal interest (whereby a Trustee or any connected person may gain financially or otherwise) or any conflict of interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must declare an interest before the meeting or at the meeting before discussion begins on the matter and the Trustees at the meeting shall, before proceeding, consider whether it is appropriate that the Trustee in question must:

- (1) be absent from the meeting for that item unless expressly invited to remain in order to provide information;
- (2) not be counted in the quorum for that part of the meeting; and
- (3) be absent during the vote and have no vote on the matter.

8.4 This clause 8 may not be amended without the written consent of the Commission.

9. The liability of the Members is limited.

10. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Society contracted before he 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 £1.

11. If upon the winding up or dissolution of the Society there shall remain, 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 charitable institution or institutions having objects similar to the Objects and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Society by this Memorandum of Association, such institution or institutions 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 the aforesaid provisions then to some charitable object or objects.

12. Throughout this Memorandum and Articles, "charitable" means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005. For the avoidance of doubt, the system of law governing the charity is the law of England and Wales.

ARTICLES OF ASSOCIATION

of

THE BRITISH THORACIC SOCIETY

Interpretation

1. In these Articles and the Memorandum of Association:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association of the Society;

"clear days" in relation to the period of a notice means the 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;

"Commission" means the Charity Commissioners for England and Wales;

"connected person" means any spouse, partner, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1% of the share capital;

"the Executive" means the board of Trustees;

"firm" includes a limited liability partnership;

"Honorary Secretary" means the Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society, including a joint, assistant or deputy secretary;

"the Memorandum" means the Memorandum of Association of the Society;

"the Objects" means the objects of the Society;

"office" means the registered office of the Society;

"the seal" means the common seal of the Society;

"the Society" means the Company intended to be regulated by these Articles;

"taxable trading" means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

"the Trustees" means the members of the Executive who are directors of the Society for company law purposes and also the trustees of the Society;

"the United Kingdom" means Great Britain and Northern Ireland;

"written" or "in writing" means printed or lithographed or partly one or another, and other ways of showing and reproducing words in a visible form including by electronic means (such as fax and email); and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. Membership of the Society is not open to persons who are or have been full, or part-time, employees of, or paid consultants to, or received payment for service and/or sponsorship in any form, including research funding or benefits in kind from the tobacco industry, at any time during the ten years prior to their application for membership.
3. The subscribers to the Memorandum and such other persons as shall be admitted to membership in accordance with these Articles shall be members of the Society.
4. Persons may be admitted to membership of the Society with the approval of the Executive who in the sole opinion of the Executive fall within one of the following three classes:
 - (1) Medical Practitioner Members who are registered medical practitioners with an interest in respiratory diseases;
 - (2) Scientific and Other Professional Members who, not being registered medical practitioners, are engaged or have engaged in work relating to respiratory health and disease or related disciplines;
 - (3) Honorary Members who have made a distinguished contribution within the field of respiratory diseases and who with their consent have been nominated by the Executive for life membership and who are subsequently elected as Honorary Members by special resolution of the Society.
5. All members of the Society except Honorary Members shall pay to the Society such annual or other subscription as shall from time to time be determined by the Executive.

Termination of Membership

6. A member shall cease to be a member if:
 - (1) he shall resign, become bankrupt or compounds with his creditors;
 - (2) he shall be more than 60 days in arrears in the payment of any subscription or other monies due to the Society; or
 - (3) in the opinion of the Executive his conduct shall be calculated in any respect to be prejudicial to the interests of the Society or of its members collectively and he shall fail to remedy such conduct to the satisfaction of the Executive within one month after notice in writing requiring him to do so has been given to him and if a resolution is passed at a meeting of the Executive by a majority of not less than three fourths of the members present, at which he shall have been given a proper opportunity to be heard, that his membership shall be terminated.
 - (4) he shall have been a full, or part-time, employee of, or paid consultant to, or received payment for service and/or sponsorship in any form, including research funding or benefits in kind from the tobacco industry at any time during the previous 10 years and the Board resolves by majority to remove the member.
7. Any member who for any cause shall cease to be a member shall immediately discontinue the use of any device of the Society giving any indication of membership of the Society.

General Meetings

8. The Society shall hold an Annual General Meeting each year in addition to any other meeting and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as the Executive shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The Executive may call Extraordinary General Meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition.

Notice of general meetings

10. Annual General Meetings shall be called by at least twenty-one clear days' notice. Extraordinary General Meetings shall be called by at least fourteen clear days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

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

Proceedings at general meetings

12. No business shall be transacted at any general meeting unless a quorum is present. Sixty members entitled to vote upon the business to be transacted shall constitute a quorum.
13. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive may determine.
14. The President or in his absence the Vice President shall preside as chairman at every general meeting of the Society. If there be no such President or Vice President or, if at any meeting neither the President nor the Vice President is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose any Trustee or, if no Trustee shall be present, some other member present to be chairman.
15. The chairman 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.
16. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman of the meeting; or
 - (2) by at least five members having the right to vote at the meeting.
17. Members may appoint a proxy who need not be a member of the Society. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Society.
18. Unless a poll is duly demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
19. The demand for a poll may be withdrawn before the poll is taken but such withdrawal

shall not invalidate the result of a show of hands declared before the demand for a poll was made.

20. No poll shall be demanded or taken on the election of a chairman or on a question of adjournment.
21. If a poll is demanded it shall be taken at such time as the chairman directs but all members of the Society entitled to vote at the meeting shall be given notice by post of the resolution on which a poll has been demanded and they shall be entitled to record their vote in writing within seven days after the notice of the terms of the resolution shall have been given to them.
22. No resolution shall be deemed to have been carried by a poll unless a majority of members recording a vote are in favour of the resolution.
23. In the case of equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote. Otherwise every member shall have one vote.
24. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that on which a poll has been demanded may be proceeded with pending the taking of the poll.
25. No member shall be entitled to receive notice of or to attend or vote at any general meeting if any sum presently payable by him to the Society is more than sixty days in arrear and unpaid.
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

Honorary Officers

27. In articles 26 to 31 inclusive "year" means the period from the end of an Annual General Meeting to the end of the next Annual General Meeting and "years" shall have a corresponding meaning.

28 Proxies

- 28.1 A person holding a proxy may vote on any resolution.
- 28.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out in Article 26.4 or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the

meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).

28.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Society at the office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

28.4 A proxy in the following form will be acceptable:

“I _____ of _____ a member of The British Thoracic Society hereby appoint _____ of _____ and failing him or her _____ of _____ as my proxy to vote for me on my behalf at the [Annual] General Meeting of the Society to be held on the _____ day of _____ and any adjournment thereof.

Signed on the _____ day of _____ ”

Written Agreement to Resolution

29. Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in Writing;
- (b) in the case of a special resolution it must be Signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- (c) in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- (d) it may consist of two or more documents in identical form Signed by members;
- (e) the passing of the resolution must comply with any other requirements of the law from time to time.

30. The Society shall have the following Honorary Officers:

- (1) a President who will be the member of the Society who held the office of Vice President for the immediately preceding year and who will hold office until the end of the next following Annual General Meeting. If the Vice President is unable or

unwilling to act as President, the members of the Society at the Annual General Meeting at the end of which the President's year of office expires shall elect a President for the following year;

- (2) a Vice President who will serve for one year before taking up office as President and who will be elected by ballot of the members prior to an Annual General Meeting;
 - (3) a Chairman of the Executive, Honorary Secretary and Honorary Treasurer who shall be appointed in accordance with the next four following articles.
31. A Chairman of the Executive shall be elected by the Trustees from those persons nominated by the members to hold office for a period of three years commencing at the end of the next following Annual General Meeting. During the year between his election and taking up office he shall be known as the Chairman of the Executive Elect.
 32. An Honorary Secretary shall be elected by the Trustees from those persons nominated by the members to hold office for a period of three years commencing at the end of the next following Annual General Meeting. During the year between his election and taking up office he shall be known as the Honorary Secretary Elect.
 33. An Honorary Treasurer shall be elected by the Trustees from those persons nominated by the members to hold office for a period of three years commencing at the end of the next following Annual General Meeting. During the year between his election and taking up office he shall be known as the Honorary Treasurer Elect.
 34. The Chairman of the Executive, the Honorary Secretary and the Honorary Treasurer in office at the date of adoption of these amended Articles shall remain in office until the conclusion of the period for which they were elected. They shall be succeeded respectively by the Chairman of the Executive Elect, the Honorary Secretary Elect and the Honorary Treasurer Elect in office at that time. If any Honorary Officer Elect is unable or unwilling to act as the corresponding Honorary Officer the Trustees shall fill the vacancy by electing from those persons nominated by the members of the Society or by appointing one of the Trustees to fill such vacancy in accordance with the provisions of article 27, 28 or 29 as the case may be.
 35. Any casual vacancies among the Honorary Officers shall be filled by appointment by the Executive. Any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting following his appointment and shall, notwithstanding any other provisions of these Articles, be eligible at or prior to such Annual General Meeting to be re-elected by the Executive to hold the office to which he has been appointed. The period of office of a person so elected shall expire at the time when the period of office of the person who held the office when the vacancy occurred would have expired.

The Council

36. The Council shall consist of:

- (1) the President;
 - (2) the Vice President;
 - (3) the Chairman of the Executive;
 - (4) the Honorary Secretary;
 - (5) the Honorary Treasurer;
 - (6) the Chairmen of any Standing Committees appointed;
 - (7) 18 councillors elected by ballot of the members prior to the Annual General Meeting;
 - (a) the councillors so elected shall include at least three members who are under thirty-five years old at the time of election;
 - (b) none of the eighteen councillors so elected shall hold office for more than three years in succession unless they become members of the Council under one of the other provisions of this article;
 - (8) the elected successor to the Chairman of the Executive, the Honorary Secretary or the Honorary Treasurer who is next due to take up office;
 - (9) the following persons:
 - (a) an Editor of *Thorax*;
 - (b) the Chairman of the British Paediatric Respiratory Group;
 - (c) the Chairman of the British Lung Foundation; and
 - (d) the Chairman of the Respiratory Medicine Committee of the Royal College of Physicians, London.
37. The Council shall regulate its own procedure and may make rules for that purpose.

Functions of the Council

38. The functions of the Council are to advise the Executive on any matter in which the Council considers it to be appropriate that its advice should be given or on which its advice may be sought by the Executive but the Council shall have no power to direct the Executive to follow such advice or to take part in the administration and management of the Society.

The Executive

39. The Executive shall consist of:

- (1) the Chairman of the Executive;
 - (2) the President;
 - (3) the Vice President;
 - (4) the Honorary Secretary;
 - (5) the Honorary Treasurer;
 - (6) the Chairman of each Standing Committee,
- who are the directors and the trustees of the Society.

40. Filling Vacancies in the Board and Co-option

- (1) The Executive shall have power to appoint any member of the Society to be a Trustee to fill a casual vacancy until the conclusion of the next Annual General Meeting.
- (2) The Executive may also co-opt up to three additional persons onto the Executive at any one time who shall hold office for such a period not exceeding three years from the date of their appointment.
- (3) Such appointees or co-optees will be eligible for re-election or re-co-option or re-appointment and may vote at meetings of the Executive.

Disqualification of Trustees

41. A Trustee shall cease to hold office if he:

- (1) ceases to be a company director by virtue of any provisions in the Act or is disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by writing under his hand left at the office; or
- (4) ceases for any reason to be an ordinary member of the Society.

Expenses of Trustees

42. Subject to the provisions of the Memorandum the Trustees shall not be entitled to any remuneration for their services as such members but the Executive may authorise the payment by the Society of any reasonable and proper out-of-pocket expenses incurred

by any such member in the performance of his duties or otherwise in connection with the affairs of the Society.

Powers of the Executive

43. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Society shall be managed by the Executive which may exercise all the powers of the Society. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Executive which would have been valid if that alteration had not been made or that direction had not been given.
44. In addition to all powers hereby expressly conferred on the Executive and without detracting from the generality of its powers under the Articles the Executive shall have the following powers, namely:
 - (1) to expend the funds of the Society in such manner as the Executive shall consider most conducive to the achievement of the Objects and to invest in its name such part of its funds as the Executive may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
 - (2) to enter into contracts on behalf of the Society.

Proceedings of the Executive

45. Subject to the provisions of these Articles, the Executive may regulate its proceedings as it thinks fit.
46. If the Chairman of the Executive is not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose any Trustee present to be chairman of the meeting.
47. The Chairman of the Executive may at any time, and the Honorary Secretary on the requisition of not less than five Trustees shall, summon a meeting of the Executive.
48. Questions arising at a meeting of the Executive shall be decided by a majority of votes. Seven Trustees shall constitute a quorum. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
49. The Executive may act notwithstanding any vacancies in its membership but, if the number of members is less than the number fixed as the quorum, the continuing members may act only for the purpose of filling vacancies or calling a general meeting.
50. All acts done at any meeting of the Executive or by any person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Trustee or that any of them had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was

qualified and had continued to be a Trustee and had been entitled to vote.

51. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of the Executive shall be as valid and effective as if it had been passed at a meeting of the Executive duly convened and held. Such a resolution may consist of several documents each signed by one or more of the Trustees.
52. The Executive may appoint one or more Standing Committees consisting of members of the Society for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive would be more conveniently undertaken by a Standing Committee. In the exercise of the powers so delegated any Standing Committee shall conform to any regulations which may be imposed on it by the Executive and all acts and proceedings of any such Committees shall be reported back to the Executive as soon as possible.
53. A meeting of the Executive may be held either in person or by suitable electronic means (including conference telephone call, internet conferencing or email) agreed by the Executive in which all participants may communicate with all the other participants.

Secretary

54. The Honorary Secretary shall be the Secretary of the Society for the purposes of the Act.

Minutes

55. The Executive shall cause minutes to be made in books kept for the purpose:
 - (1) of all appointments of officers made by the Society or the Executive;
 - (2) of the names of the members present at every meeting of the Executive and each Standing Committee;
 - (3) of all resolutions and proceedings of every meeting of the Society, the Executive and each Standing Committee.

The Seal

56. The seal shall only be used by the authority of the Executive. The Executive may determine who shall sign any instrument to which the seal is affixed and, unless otherwise so determined, it shall be signed by a Trustee and by the Honorary Secretary or by a second Trustee.

57. Conflicts of Interest

- 57.1 Where the duty of a Trustee under section 175(1) of Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular transaction

or arrangement, the duty is not infringed if:

- (a) the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them;
- (b) any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee; and
- (c) the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted.

57.2 The Trustees shall also observe the rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest and to the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict that he has.

Accounts

58. Accounts shall be prepared in accordance with the provisions of Part VII of the Act (or any statutory re-enactment or modification of the Act).

Annual Report and Annual Returns

59. The Executive shall comply with its obligations as a body of charity trustees under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Commission and the Registrar of Companies.

Notices

60. The Society may give any notice to a member either personally or by sending it by post to the member at his registered address or by electronic means (including fax and email). A member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise notices shall be sent by post to such members at their registered address.

61. Indemnity of Trustees

- (1) Subject to and to the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee may otherwise be entitled the Society may indemnify every Trustee out of the assets of the Society against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee save that no Trustee shall be entitled to be indemnified:
 - (a) for any liability incurred by him to the Society or any associated company of the Society (as defined by the Act for these purposes);

- (b) for any fine imposed in criminal proceedings;
 - (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
 - (d) for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;
 - (e) for any liability which he has incurred in defending any civil proceedings brought by the Society or an associated company in which a final judgment has been given against him; and
 - (f) for any liability which he has incurred in connection with any application under sections 144(3) or (4) or 727 of the Act in which the court refuses to grant him relief and such refusal has become final.
- (2) Subject to and to the extent permitted by law from time to time, the Society may provide funds to every Trustee to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee, provided that he will be obliged to repay such amounts no later than:
- (a) in the event he is convicted in proceedings, the date when the conviction becomes final;
 - (b) in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
 - (c) in the event of the court refusing to grant him relief on any application under sections 144(3) or (4) or 727 of the Act, the date when refusal becomes final.