

Company No.: [•]

The Companies Acts 1985 to 2006  
Company Limited by Guarantee not having a Share Capital

**Memorandum and Articles of Association**  
**Of**  
**The British Society of Audiology**

**Incorporated on:**



Seacourt Tower  
West Way  
Oxford  
OX2 OFB

Reference: NPB/sc/516965/02

**CONTENTS**

---

**Memorandum of Association .....1**

**Articles of Association**

1 Name.....2

2 Registered office .....2

3 Objects .....2

4 Powers .....2

5 Benefits to Members and Council Members .....4

6 Limited Liability.....5

7 Guarantee .....5

8 Dissolution.....5

9 Membership .....6

10 General Meetings.....6

11 Voting .....8

12 The Council .....9

13 Council Proceedings .....11

14 Council's Powers.....11

15 Conflicts of Interest .....12

16 Records and Accounts .....13

17 Notices .....13

18 Dissolution.....14

19 Interpretation .....14

**MEMORANDUM OF ASSOCIATION FOR A CHARITABLE COMPANY**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION OF THE BRITISH SOCIETY OF AUDIOLOGY**

We wish to be formed into a company under this memorandum of Association:

**NAMES & ADDRESSES OF SUBSCRIBERS**

**SUBSCRIBERS' SIGNATURES**

Name .....

.....

Address .....

.....

.....

*[Repeat for each subscriber]*

Dated .....

Witness to the above signatures

Name .....

Address .....

.....

.....

Occupation .....

Signature .....

## **Companies Acts 1985 to 2006**

### **Company limited by guarantee**

#### **ARTICLES OF ASSOCIATION OF THE BRITISH SOCIETY OF AUDIOLOGY**

#### **1 NAME**

The name of the Charity is The British Society of Audiology.

#### **2 REGISTERED OFFICE**

The Charity's registered office is to be in England and Wales.

#### **3 OBJECTS**

3.1 The Objects are the advancement of audiology i.e. the scientific study of hearing and balance function and other sciences allied thereto, and the clinical practice of the diagnosis, management and rehabilitation of hearing and balance and allied disorders, including the prevention thereof, for the benefit of the public by:

3.1.1 Education and research in the science of audiology through:

- (a) Meetings and Conferences; and
- (b) Promotion of good research and the publication of peer-reviewed research;

3.1.2 Promotion of the development of good clinical audiological practice at all stages of care through:

- (a) Inter-professional partnerships of persons and organisations; and
- (b) Appropriate transfer of best research into audiology education and good clinical practice;

3.1.3 Advancing the science and clinical practice of audiology by such other charitable means as the Council Members in their absolute discretion shall determine.

#### **4 POWERS**

4.1 The Society has the following powers, which may be exercised only in promoting the Objects:

- 4.1.1 to provide advice;
- 4.1.2 to publish or distribute information;
- 4.1.3 to co-operate with other bodies;
- 4.1.4 to support, administer or set up other charities;

- 4.1.5 to raise funds (but not by means of taxable trading);
- 4.1.6 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993 and the Charities Act 2006);
- 4.1.7 to acquire or hire property of any kind;
- 4.1.8 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.1.9 to make grants or loans of money and to give guarantees;
- 4.1.10 to set aside funds for special purposes or as reserves against future expenditure;
- 4.1.11 to deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Council consider necessary and having regard to the suitability of investments and the need for diversification);
- 4.1.12 to delegate the management of investments to a financial expert, but only on terms that:
  - (a) the investment policy is set down in writing for the financial expert by the Council;
  - (b) every transaction is reported promptly to the Council;
  - (c) the performance of the investments is reviewed regularly with the Council;
  - (d) the Council are entitled to cancel the delegation arrangement at any time;
  - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
  - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt; and
  - (g) the financial expert must not do anything outside the powers of the Council;
- 4.1.13 to arrange for investments or other property of the Society to be held in the name of a nominee company acting under the control of the Council or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- 4.1.14 to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required;
- 4.1.15 to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;

- 4.1.16 to pay for indemnity insurance for the Council Members;
- 4.1.17 subject to clause 5, to employ paid or unpaid agents, staff or advisers;
- 4.1.18 to enter into contracts to provide services to or on behalf of other bodies;
- 4.1.19 to establish or acquire subsidiary companies to assist or act as agents for the Society;
- 4.1.20 to pay the costs of forming the Society; and
- 4.1.21 to do anything else within the law which promotes or helps to promote the Objects.

## **5 BENEFITS TO MEMBERS AND COUNCIL MEMBERS**

- 5.1 The property and funds of the Society must be used only for promoting the Objects and do not belong to the members but (subject to the restrictions in sections 73A to 73C of the Charities Act 1993):
  - 5.1.1 members who are not Council Members may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied;
  - 5.1.2 members (including Council Members) may be paid interest at a reasonable rate on money lent to the Society;
  - 5.1.3 members (including Council Members) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Society; and
  - 5.1.4 members including Council Members who are also beneficiaries may receive charitable benefits in that capacity.
- 5.2 A Council Member must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:
  - 5.2.1 as mentioned in clauses 4.1.16 (indemnity insurance), 5.1.2 (interest), 5.1.3 (rent), 5.1.4 (charitable benefits) or 5.3 (contractual payments);
  - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Society;
  - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
  - 5.2.4 payment to any company in which a Council Member has no more than a 1 per cent shareholding; and
  - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).

- 5.3 A Council Member may not be an employee of the Society, but a Council Member or a connected person may enter into a contract with the Society to supply goods or services in return for a remuneration if:
- 5.3.1 the goods or services are actually required by the Society;
  - 5.3.2 the nature and level of the benefit meet the conditions set out in section 73A of the Charities Act 1993 and are set at a meeting of the Council in accordance with the procedure in clause 5.4; and
  - 5.3.3 no more than half of the Council Members are interested in such a contract in any financial year.
- 5.4 Whenever a Council Member has a conflict of interest in a matter to be discussed at a meeting of the Council or a committee, he or she must:
- 5.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
  - 5.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
  - 5.4.3 not be counted in the quorum for that part of the meeting; and
  - 5.4.4 be absent during the vote and have no vote on the matter.
- 5.5 This clause may not be amended without the written consent of the Commission in advance.

## **6 LIMITED LIABILITY**

The liability of Members is limited.

## **7 GUARANTEE**

- 7.1 Every member promises, if the Society is dissolved while he, she or it remains a member or within 12 months afterwards, to pay a sum not exceeding £1 towards the payment of the debts and liabilities of the Society contracted before he or she ceased to be a member payment of the costs and expenses of winding up and adjustment of the rights of the contributories among themselves.

## **8 DISSOLUTION**

- 8.1 If the Society is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
  - 8.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects; or

8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

8.2 A final report and statement of account must be sent to the Commission.

## **9 MEMBERSHIP**

9.1 The Society must maintain a register of members.

9.2 Membership of the Society is open to any individual or organisation interested in promoting the Objects who:

9.2.1 applies to the Society in the form required by the Council;

9.2.2 is approved by the Council; and

9.2.3 signs the register of members or consents in writing to become a member either personally or (in the case of an organisation) through an authorised representative.

9.3 The Council may establish different classes of membership (including informal membership), prescribe their respective privileges and duties and set the amounts of any subscriptions.

9.4 Membership is terminated if the member concerned:

9.4.1 gives written notice of resignation to the Society;

9.4.2 dies or (in the case of an organisation) ceases to exist;

9.4.3 is more than two months in arrear in paying the relevant subscription, and who shall fail to pay such arrears within one month after a written notification has been sent shall cease to be a member, unless the Council should decide to take notice of special circumstances; or

9.4.4 is removed from membership by resolution of the Council on the ground that in their reasonable opinion the member's continued membership is harmful to the Society. The Council Members may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.

9.4.5 Any person or organisation who ceases from any cause to be a member may apply for readmission to the Society. Re-election shall be at the discretion of Council.

9.5 Membership of the Society is not transferable.

## **10 GENERAL MEETINGS**

10.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be

delivered to the Secretary at least 24 hours before the meeting. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

- 10.2 There is a quorum at a general meeting if the number of members or authorised representatives present in person or by proxy is at least 30 members.
- 10.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other Officer chosen by Council Members present presides at a general meeting.
- 10.4 Except where otherwise provided by the Articles or the Companies Acts, every issue is decided by a majority of the votes cast.
- 10.5 Every member present in person or through an authorised representative or by proxy has one vote on each issue.
- 10.6 A written resolution signed by 75% of those entitled to vote at a general meeting is as valid as a special resolution actually passed at a general meeting provided the written resolution is made fully in accordance with the Companies Acts.
- 10.7 A written resolution signed by 50% plus one members entitled to vote at a general meeting is as valid as an ordinary resolution actually passed at a general meeting provided the written resolution is made fully in accordance with the Companies Acts.
- 10.8 For the purpose of Articles 10.6 and 10.7 a written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 10.9 The Council Members may call a general meeting and, on the requisition of the members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Companies Act 2006.
- 10.10 The Society must hold an AGM in every year.
- 10.11 At an AGM the members:
  - 10.11.1 receive the accounts of the Society for the previous financial year;
  - 10.11.2 receive the Council's report on the Society's activities since the previous AGM;
  - 10.11.3 accept the retirement of those Council Members who wish to retire or who are retiring by rotation;
  - 10.11.4 subject to the transitional arrangements in 10.11.6, ratify the election of:
    - (a) Council Members to fill the vacancies arising for a term of 3 years; and
    - (b) (every second year) a Vice Chairman to fulfil that role for the period of 2 years; and
    - (c) (every third year) a Secretary and a Treasurer in the event of that vacancy arising, to fulfil that role for a period of 3 years;

to take up office immediately following the AGM.

10.11.5 Welcome (every second year) the appointment of the vacating Vice-Chairman as the new Chairman, and the vacating Chairman as the new Immediate Past Chairman

10.11.6 at the first AGM after incorporation elect:

(a) Council Members for such terms as the Council shall have determined; and

(b) Officers for such terms as the Council shall have determined;

10.11.7 appoint auditors for the Society;

10.11.8 may confer on any individual (with his or her consent) the honorary title of Patron or President of the Society; and

10.11.9 may discuss and determine any issues of policy or deal with any other business put before them by the Council.

## 11 VOTING

11.1 Every notice of a general meeting must include a prominent statement of the right to appoint a proxy that complies with the requirements of the Companies Act 2006.

11.2 Any member entitled to attend and vote at any meeting of the Society shall be entitled to appoint another person (whether a member or not) as his proxy to speak attend and vote (by a show of hands or poll) in his place.

11.3 The instrument appointing a proxy shall be in writing signed by the member making the appointment and shall be in the following form or in any other form the Council may approve:

*"[Name of Society]*

I/We, ....., of ....., being a member/members of the above-named Society, hereby appoint ..... of ....., or failing him, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Society to be held on ..... 20....., and at any adjournment thereof.

Signed on ..... 20....."

11.4 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Council) may:

11.4.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

11.4.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

- (a) in the notice convening the meeting, or
- (b) in any instrument of proxy sent out by the Society in relation to the meeting, or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

11.4.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

11.4.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Council Member;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

11.5 Each proxy received by the Society shall expire on the earlier of

11.5.1 receipt by the Society of any replacement proxy,

11.5.2 the date such member ceases to be a member of the Society; or

11.5.3 twelve months from the date of its execution.

11.6 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

11.7 No objection shall be raised to the qualification of any member or proxy to vote or demand a poll except at the meeting or adjourned meeting at which the vote, or demand for a poll, objected to is tendered, and every vote, or poll, not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

## 12 THE COUNCIL

12.1 The Council is made up of Council Members who are the charity trustees of the Society and who have control of the Society and its property and funds.

12.2 The Council when complete consists of at least 12 and not more than 16 individuals.

- 12.3 The subscribers to the Memorandum are the first Council Members.
- 12.4 Every Council Member after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Society before he or she may vote at any meeting of the Council.
- 12.5 Save for the Officers, one third (or the number nearest one third) of the Council Members must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 12.6 The combined term of office of Vice-Chairman (2 years), Chairman (2 years) and Immediate Past Chairman (2 years) shall be deemed to be a double term of office as a Council Member. The Officer must retire from Council at the end of his or her term as Immediate Past Chairman and must stand down for a period of 2 years before being eligible for re-election to Council.
- 12.7 A retiring Council Member who remains qualified may be reappointed for a second consecutive term on Council, but then must retire from Council at the end of the second term and stand down for a period of 2 years before being eligible for re-election to Council.
- 12.8 Subject only to Article 12.10 an Officer shall be entitled to serve out their term of office.
- 12.9 A Council Member's term of office automatically terminates if he or she:
- 12.9.1 is disqualified under the Charities Act 1993 from acting as a charity trustee;
  - 12.9.2 is incapable, whether mentally or physically, of managing his or her own affairs;
  - 12.9.3 is absent from 3 consecutive meetings of the Council and is asked by a majority of the other Council Members to resign;
  - 12.9.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Council Members on resuming membership of the Society before the next AGM);
  - 12.9.5 resigns by written notice to the Council (but only if at least two Council Members will remain in office);
  - 12.9.6 is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Council Members concerned and considered the matter in the light of any such views; or
  - 12.9.7 ceases to have the required qualifications.
- 12.10 The Council may at any time co-opt any individual who is qualified to be appointed as a Council or Officer Member to fill a vacancy in their number, or as an additional Council Member, but a co-opted Council or Officer Member holds office only until the next AGM.
- 12.11 A technical defect in the appointment of a Council Member of which the Council Members are unaware at the time does not invalidate decisions taken at a meeting.

### **13 COUNCIL PROCEEDINGS**

- 13.1 The Council must hold at least 3 meetings each year.
- 13.2 A quorum at a meeting of the Council is 6 Council Members of whom two must be Officers.
- 13.3 A meeting of the Council may be held either in person or by suitable electronic means agreed by the Council in which all participants may communicate with all the other participants.
- 13.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Officer chosen by Council Members present presides at each meeting.
- 13.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Council Members is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 13.6 Except for the chairman of the meeting, who has a second or casting vote, every Council Member has one vote on each issue.
- 13.7 A procedural defect of which the Council Members are unaware at the time does not invalidate decisions taken at a meeting.

### **14 COUNCIL'S POWERS**

- 14.1 The Council has the following powers in the administration of the Society:
  - 14.1.1 to delegate any of their functions to committees consisting of at least one or more individuals appointed by them. At least one member of every committee must be a Council Member and all proceedings of committees must be reported promptly to the Council;
  - 14.1.2 to establish Special Interest Groups to represent the interests of particular sections of the Society and to appoint a Council Member to the governing committee of each.
  - 14.1.3 to determine the role, the term and eligibility for re-election of Officers and Council Members at the first AGM and where a vacancy arises during the term of an Officer.
  - 14.1.4 to make standing orders consistent with the Articles and the Companies Acts to govern proceedings at general meetings and to prescribe a form of proxy;
  - 14.1.5 to make rules consistent with the Articles and the Companies Acts to govern their proceedings and proceedings of committees;
  - 14.1.6 to make regulations consistent with the Articles and the Companies Acts to govern the administration of the Society and the use of its seal (if any);

14.1.7 to establish procedures to assist the resolution of disputes or differences within the Society; and

14.1.8 to exercise any powers of the Society which are not reserved to a general meeting.

## **15 CONFLICTS OF INTEREST**

15.1 If a Council Member, or a connected person in relation to a Council Member is in any way directly or indirectly interested in a proposed transaction or arrangement with the Society the interested Council Member must declare the nature and extent of that interest to the other Council Members at a meeting of the Council before the Society enters into the transaction or arrangement.

15.2 Article 15.1 does not apply to:

15.2.1 an interest of which the Council Member is not aware or could not reasonably be expected to be aware, or where the Council Member is not aware of the transaction or arrangement in question;

15.2.2 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

15.2.3 to the extent that the Council Members are already aware of it.

15.3 A Council Member must avoid a conflict of interest in relation to the Society that is not authorised by the Council under this article or does not relate to a transaction or arrangement that is authorised by any other provision of this memorandum and articles or by the Charity Commission.

15.4 The Council may authorise a conflict of interest of a Council Member (an "interested Council Member") that is not authorised by any other provision of this memorandum and articles at a meeting of the Council Members where the following conditions apply:

15.4.1 the interested Council Member has declared his interest at or before the meeting before discussions begin on the matter;

15.4.2 the interested Council Member is absent from the meeting for that item;

15.4.3 the interested Council Member is not counted in the quorum for that part of the meeting;

15.4.4 the Council Members other than the interested Council Members and any other interested Council Member consider it is in the interests of the Society to authorise the conflict of interest in the circumstances applying;

15.4.5 the interested Council Member and any other interested Council Member is absent during the vote and has no vote on the matter or in considering whether a quorum is present at the meeting.

15.5 The duty of the Council Members of the Society to avoid a conflict of interest does not apply to transactions or arrangements described in Clause 5.3 of the Articles or which directly or indirectly promotes the Objects subject to compliance with Clause 5.4 of the Articles.

## 16 RECORDS AND ACCOUNTS

16.1 The Council Members must comply with the requirements of the Companies Acts and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

16.1.1 annual returns;

16.1.2 annual reports; and

16.1.3 annual statements of account.

16.2 The Council Members must keep proper records of:

16.2.1 all proceedings at general meetings;

16.2.2 all proceedings at meetings of the Council;

16.2.3 all reports of committees; and

16.2.4 all professional advice obtained.

16.3 Accounting records relating to the Society must be made available for inspection by any Council Member at any time during normal office hours and may be made available for inspection by members who are not Council Members if the Council so decide.

16.4 A copy of the Society's latest available statement of account must be supplied on request to any Council Member or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Society's reasonable costs.

## 17 NOTICES

17.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any journal distributed by the Society or by means of a website in accordance with section 309 Companies Act 2006.

17.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members. In relation to electronic communications, "address" includes any number or address used for the purpose of such communications.

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

17.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

- 17.3.2 two clear days after being sent by first class post to that address;
- 17.3.3 three clear days after being sent by second class or overseas post to that address;
- 17.3.4 on the date of publication of a newspaper containing the notice;
- 17.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,
- 17.3.6 as soon as the member acknowledges actual receipt.

17.4 A technical defect in the giving of notice of which the Council Members are unaware at the time does not invalidate decisions taken at a meeting.

## **18 DISSOLUTION**

18.1 The provisions of the Articles relating to dissolution of the Society take effect as though repeated here.

## **19 INTERPRETATION**

19.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

**AGM** means an annual general meeting of the Society;

**the Articles** means the Society's articles of association;

**authorised representative** means an individual who is authorised by a member organisation to act on its behalf at meetings of the Society and whose name is given to the Secretary;

**Chairman** means the chairman of the Society;

**the Society** means the company governed by the Articles;

**charity trustee** has the meaning prescribed by section 97(1) of the Charities Act 1993;

**clear days** means, in relation to a period of notice, means that 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;

**the Commission** means the body corporate known as the Charity Commission for England and Wales;

**the Companies Acts** mean the Companies Acts 1985 to 2006;

**conflict of interest** means a situation in which a person has or can have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Society. A conflict of interest includes a conflict of interest and duty or loyalty and a conflict of duties and loyalties.

**connected person** means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Council Member a person carrying on business in partnership with a Council Member or an institution that is controlled by a Council Member or a connected person or any company of which a Council Member or a connected person has a substantial interest;

**Council** means the trustees of the Society acting together;

**custodian** means a person or body who undertakes safe custody of assets or of documents or records relating to them;

**financial expert** means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

**financial year** means the Society's financial year;

**firm** includes a limited liability partnership;

**Immediate Past Chairman** means the immediate past chairman of the Society;

**indemnity insurance** means 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 Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

**informal membership** refers to a supporter who may be called a 'member' but is not a company member of the Society i.e. Honorary Members, Sponsor Members, Reduced Rate Members.

**member** and **membership** refer to company membership of the Society;

**Memorandum** means the Society's Memorandum of Association;

**month** means calendar month;

**nominee company** means a corporate body registered or having an established place of business in England and Wales;

**the Objects** means the Objects of the Society as defined in clause 3 of the Articles;

**Officer** means the members elected to fulfil the roles of Vice Chairman, Chairman, Immediate Past Chairman, Secretary or Treasurer on the Council.

**remuneration** has the meaning prescribed by section 73B Charities Act 1993;

**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;

**Vice-Chairman** means the vice-chairman of the Society;

**written or in writing** refers to a legible document on paper, including a fax message; and

**year** means calendar year.

- 19.2 Unless the context otherwise requires, words and expressions contained in the Articles bear the same meaning as in the Companies Acts.
- 19.3 Words and expressions defined in the Articles have the same meanings in the Memorandum.
- 19.4 Save to the extent expressly provided for in these Articles, no regulation contained in any statute or subordinate legislation, including but not limited to the regulations contained in Table C in the schedule to the Companies (Model Articles) Regulations 2008, shall apply to the Company.
- 19.5 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.

