



UKISCRS Memorandum & Articles 2014

The Companies Act 2006

Company Limited by Guarantee and Not Having A Share Capital

Memorandum of Association of the United Kingdom and Ireland Society of Cataract and Refractive Surgeons

1. The Company's name is:
**THE UNITED KINGDOM AND IRELAND SOCIETY OF CATARACT AND
REFRACTIVE SURGEONS.**
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are to promote:
 - a. Education and research in the field of cataract surgery, refractive surgery and anterior segment surgery and to advance and promote the study and practice of ophthalmology and research relating thereof and the dissemination of the useful results therefore, in the professional and public domain;
 - b. High standards in the practice of cataract surgery, refractive surgery and anterior segment surgery.
 - c. Experimental work in the field of cataract surgery, intraocular lens implantation, refractive surgery and anterior segment surgery and the dissemination of the useful results thereof, in the professional and public domain.
 - d. To take over and acquire the functions assets and liabilities of the United Kingdom Intraocular Implant Society.
 - e. To further instruction and training in cataract surgery, refractive surgery and anterior segment surgery.
 - f. To diffuse information on all matters affecting medical science and in particular cataract surgery, refractive surgery and anterior segment surgery, and related subjects, and establish, print, publish, issue and circulate such papers, journals, magazines, books, periodicals and publications and hold meetings, conferences, congresses, seminars and instructional courses as shall be necessary to attain the objects or are in any way beneficial to the work of the Company.
 - g. To borrow and raise money for the purposes of the Society in such manner and on such security as the Society may think fit.

- h. To enter into partnership, or any joint purse arrangement, with any person, persons firm or company, having for its objects similar objects to those of this Society.
- i. To establish and control education systems, to hold examination and tests, to award prizes, diplomas, medals, certificates and scholarships, to found and maintain libraries.
- j. To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Society.
- k. To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- l. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or structures.
- m. To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
- n. To subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for purposes of profit and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 (below).
- o. To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the organisations, institutions, societies or bodies with which this Company is authorised to amalgamate and which has objects the same or similar to the Company.
- p. To do all or any of the things therein before authorised either alone or in conjunction with any other organisation, institution, society or body with which this Company is authorised to amalgamate.
- q. To undertake and execute any trusts necessary for the furtherance of the objects of the Company.
- r. To establish and support or aide in establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.
- s. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- t. To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, by way of profit, to members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- a. Of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
- b. Of interest on money lent by any member of the Company or of its Council of Management or other Governing Body at a reasonable and proper rate;
- c. Of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or other Governing Body; and
- d. To any member of its Council of Management or other Governing Body of out-of-pocket expenses.

5. The liability of the members is limited.

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

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body or bodies in question shall be a member or members of the Company) to be similarly determined.

The Companies Act 2006

Company Limited by Guarantee and Not Having A Share Capital

Articles of Association of the United Kingdom and Ireland Society of Cataract and Refractive Surgeons

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. **Defined Terms**

In the articles, unless the context requires otherwise:

1. “**Articles**” means the company’s articles of association.
2. “**Bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
3. “**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company.
4. “**Director**” means a director of the company, and includes any person occupying the position of director, by whatever name called.
5. “**Document**” includes, unless otherwise specified, any document sent or supplied in electronic form.
6. “**Electronic form**” has the meaning given in section 1168 of the Companies Act 2006.
7. “**Member**” has the meaning given in section 112 of the Companies Act 2006.
8. “**Ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006.
9. “**Special resolution**” has the meaning given in section 283 of the Companies Act 2006.
10. “**Subsidiary**” has the meaning given in section 1159 of the Companies Act 2006.
11. “**Writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2. **Liability Of Members**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

1. Payment of the company’s debts and liabilities contracted before he ceases to be a member.
2. Payment of the costs, charges and expenses of winding up, and
3. Adjustment of the rights of the contributories among themselves.

PART 2

COUNCIL OF MANAGEMENT

3. Council Responsibilities

1. Subject to the articles, the Council is responsible for the management of the Society and planning its Scientific Meetings and other activities.
2. Unless otherwise determined by the Society, at their Annual General Meeting, the Council shall consist of seventeen members; including five officers (President, Secretary, Treasurer, President Elect, Past President) and the Directors.
3. The Council members shall retire by rotation in accordance with Articles 4.1-4.3. The Council members shall be eligible for re-election to the Council, for a second term only, at any time after one year since their retirement from the Council.
4. Any person who is not a member shall not in any circumstances be eligible to hold office as a Council member.
5. All Council Members are expected to demonstrate their integrity, spirit of cooperation and selflessness at all times.

4. Election Of Members Of Council

1. At least two months before the Annual General Meeting, in each year, the secretariat shall send to all paid-up members, a circular stating the vacancies on the Council which are to be filled, with a call for nominations,' specifying the time within which such nominations must reach the secretariat. Each nomination must be supported by a proposer and seconder, both of whom must be paid-up members. Each nominee must be a paid-up member and must signify his/her willingness to be so nominated and to serve if elected (see Articles 10.1-10.11).
2. If more candidates are nominated for election as members of the Council than the number of vacancies for Council membership the candidates shall be elected by ballot of the members entitled to vote in accordance with these articles.
3. If a ballot is required, the secretariat shall, at least one month before the Annual General Meeting, serve upon each member entitled to vote a ballot paper showing the list of candidates so nominated for election, their present appointments, the names of their proposers and seconders and a statement from each of the candidates. The Secretariat will also give notice of the timetable for the return of each such ballot paper which must be received not later than five days before the Council meeting.
4. The omission to send a ballot paper or the non-receipt of such ballot paper by any member entitled to receive a ballot paper shall not invalidate an election the results of which have been reported to the Council and duly accepted.
5. If a vote is not required the names of candidates nominated for election, and otherwise the names of candidate who receive the greatest number of votes by ballot, shall be reported by the Secretariat to the Council meeting next before the Annual General Meeting.
6. In the case of an equality of votes the President/Chairman of the said Council meeting shall have a second and casting vote.
7. The names of candidates elected as Council members shall be announced at the Annual General Meeting after their election.
8. Each Council member elected shall hold his appointment from the end of the Annual general Meeting at which his election is announced until the end of the Annual General Meeting at which he is due to cease holding his appointment in accordance with these articles.

5. Powers and Duties of Council

1. The Council shall cause minutes to be made of:
2. All appointments of officers made by the Council;
3. The names of the members of the Council present at each meeting of the Council and of any committee of the Council;
4. All resolutions and proceedings at all meetings of the Society, and of the Council, and of committees of Council.

6. Rotation of Members of the Council

1. At the first Annual General Meeting of the Society all the members of the Council shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Council shall retire from office.
2. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
3. The Society may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.

7. Co-Opted Council Members

1. Should a Council Member be particularly active, within Council, at the end of their 3 year term The President may invite them to continue for a further one or two years to finish a particular task.
2. The Council shall have power at any time, and from time to time, to appoint any Member, with special expertise, to be a member of the Council, as an addition to the existing members of the Council. Any member of the Council so appointed shall hold office only until the next following Annual General Meeting. Exceptionally they may be eligible for re-election, for a maximum of three years in total, but they shall not be taken into account in determining the members of the Council who are to retire by rotation.

8. Removal of Council Members

1. The Society may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Society and such member of the Council. Such removal shall be without prejudice to any claim such member of the Council may have for damages for breach of any contract of service between him and the Company.

9. Proceedings of the Council

1. The members of the Council shall convene at least three times each year for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the

2. The quorum necessary for the transaction of the business of the Council may be fixed by the Council but shall not be less than four. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities' powers and discretions vested in the Council generally.
3. The President will chair Council meetings; however, if at any meeting the President is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose one of their numbers to be chairman of the meeting, until such time as the President arrives.
4. The Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.
5. The Council may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.
6. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the President/Chairman shall have a second or casting vote.
7. The Council shall cause proper minutes to be made of the proceedings of all appointments of officers made by the Council and of the resolutions and proceedings of all meetings of the Society and of the Council and of committees of the Council, and of all business transacted at such meetings and of the names of the Council members present at each of the meetings.
8. The Directors and Officers may employ a Secretariat to carry out administrative duties, on their behalf.
9. The Secretariat will report directly to The President and has a direct link, via the Society Secretary, to both Members and Non-Members.
10. The number of staff to be employed, as the Secretariat, their salary and expenses will be agreed by the Officers, Directors and Council, and will be administered by the Society Treasurer.

EXECUTIVE OFFICERS OF THE COUNCIL

10. Election of Officers

1. The Council shall elect five officers to carry out the day-to-day management of the Society.
2. The Officers shall be elected by a simple majority of Council, following a call for nominations to members of Council.
3. The nominees should be current Council Member's or have been Council Member's in the past.
4. Nominees should be fully paid up members of UKISCRS, and each nominee should be proposed and seconded by current members of Council. Each candidate must have a different Proposer and Secunder i.e. each Council Member may only propose one candidate and act as secunder for one other candidate.
5. All candidates are informed of their nomination, and agree to stand.
6. If an Electronic Election Ballot is being conducted; the Proposer, Secunder and Nominee all need to confirm their participation in writing, by sending e-mails to the Secretariat.
7. Each candidate must submit a 250 word mandate, to be put to Council, and circulated with the voting paper.

8. Included in the statement by the nominee must be an agreement to withdraw, during their term of office, from any activities of organisations, or societies, whose activities compete with the activities of UKISCRS. This does not mean the nominee cannot be a member of another organisation or hold office within it, but they must not be in a position where they will be carrying out a function, within that organisation, at the same time as their Office with UKISCRS, as this would constitute a conflict of interest. A declaration of interest, of the nominee, must also be included in the statement to Council (in confidence).
9. No candidate may canvass for votes.
10. In the event of more than two nominations being received, the first round of voting by Council shall be to select the two nominees receiving the most votes. There shall then be a second round of voting, with only those two nominees who obtained the highest number of initial votes, going forward.
11. In the event that 50%, or more, of Council Members “abstain” (or fail to vote) such election shall be deemed “Null & Void” and a fresh nomination & election called.
12. In the case of an equality of votes the President shall have a second and casting vote.

11. UKISCRS President

1. The President’s duties are to:
 - a. Provide leadership to the Officers and Council.
 - b. Chair Council meetings.
 - c. Organise the Society’s ‘Scientific Programme’.
 - d. Chair the Society’s ‘Scientific Programme Committee’.
2. The President is elected by Council for a single two year term, unless there are exceptional circumstances.
3. The ‘President Elect’ is elected within 6 months of the President taking office (i.e. approximately eighteen months prior to the commencement of presidential duties) and serves alongside the President, taking over from the President at the end of the Annual General Meeting.
4. Following the President’s two years of active office the outgoing President will serve on Council for a further two years in the role of ‘Past President’.

12. UKISCRS Treasurer

1. The Treasurer’s duties are to be responsible for:
 - a. Running the finances of the Society.
 - b. Membership rates and subscriptions.
 - c. Delivering the benefits of the Society to the Members, in line with the subscription fees paid.
 - d. The Contracts of the Secretariat.
 - e. Checking the information sent by the Secretariat to the Accountants.
 - f. Preparing the Year-End Accounts, in conjunction with documentation received from the Secretariat, for presentation to the Directors.
 - g. The Bank Accounts of the Society.
 - h. Investing surplus funds, with the approval of the Directors.
2. The Treasurer is elected by the Council for a three-year period and may be re-elected for a further three-year term.

13. UKISCRS Secretary

1. The Secretary's duties are to:
 - a. Provide a direct link to the Secretariat for both Members and Non-Members.
 - b. Maintain an up to date list on the state and categories of Society Membership.
 - c. Assist the Society President in the organisation of Society Meetings.
 - d. Carry out additional duties on behalf of the President or Directors.
2. The Secretary is elected by the Council for a three-year period and may be re-elected for a further three-year term only.

14. UKISCRS President Elect

1. The President Elect's duties are to:
 - a. Be an active Executive Officer of the Council, in preparation for taking over the duties of President.
 - b. Be available to take on the role of the President should the President be unavailable to continue to lead the Council & Society.

15. UKISCRS Past President

1. The Past President's Duties are to provide continuity in the Council's and Society's affairs.

16. Rules or Bye Laws

1. The Council may from time to time make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such Rules or Bye Laws regulate:
 - a. The admission and classification of a member of the Society and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - b. The conduct of members of the Society in relation to one another, and to the Society officers and staff.
 - c. Any matter which is commonly the subject matter of Society rules.
2. The Society at its General Meeting shall have the power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Society all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Society. Provided, nevertheless, that no Rule or Bye Law shall be consistent with, or shall affect or appeal anything contained in, the Memorandum or Articles of Association of the Company.

17. Conflicts of Interest: Declaration of Interests (DoI)

1. Directors, Officers and Council members should declare interests to the secretariat at the beginning of each year. A list will be compiled for the Council. At each Council meeting the list will be circulated and countersigned by all members present as a fair declaration of their interests.
2. It is the responsibility of each Director, Officer or Council member to ensure that the Declaration of Interests (DoI) list is updated during the year should anything change and to make a correct declaration at the start of each year.
3. DoI's should also apply to anyone running a symposium, chairing, moderating or presenting. These should be declared in a slide at the start of the session in question, during the introduction, and/or printed in the programme.
4. The definition of a DoI is any commercial or professional relationship that could be perceived to have an influence on the member. This is no specific definition, but in practice should be any relationship that involves a pharmaceutical company, professional, commercial or industrial organisation providing inducements, travel or meeting expenses, professional advice, consultation, membership or ownership to the presenter, their spouse or other members of their family.
5. Members of UKISCRS, Directors, Officers and Council members should be aware that they may from time to time experience conflict of interests during UKISCRS or during other professional or commercial activities when acting as a representative of another professional or commercial organisation. It is the responsibility of the Directors, Officers and Council members to declare their interests during council meetings.

PART 3 MEMBERS

BECOMING AND CEASING TO BE A MEMBER

18. Membership

The Society is "The United Kingdom & Ireland Society of Cataract & Refractive Surgeons" and Members are medically qualified Surgeons in the United Kingdom & Ireland.

19. Associate Membership

Associate Membership:

1. Is available to any non-medically qualified person involved in cataract, refractive or anterior segment surgery.
2. Associate Members have no liability under clause 2 above.
3. Associate Members are non-voting members and cannot hold office or nominate.

20. Applications For Membership

No person shall become a member of the Society unless:

1. That person has completed an application for membership in a form approved by the Officers and Directors, and
2. They have paid their Annual Subscription.

21. Termination Of Membership

A member may withdraw from membership of the Society, by giving 7 days' notice to the Secretariat, in writing.

1. Membership is not transferable.
2. A person's membership terminates when that person dies or ceases to exist.
3. There will be no partial refund of Annual Subscription.

22. Members' Reserve Power

1. The members may, by special resolution, direct the council to take, or refrain from taking, specified action.
2. No such special resolution invalidates any action which the Council has done before the passing of the resolution.

ORGANISATION OF GENERAL MEETINGS

23. Attendance And Speaking At General Meetings

1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
2. A person is able to exercise the right to vote at a general meeting when:
 - a. That person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - b. That person's vote can be taken into account in determining whether or not such
3. Resolutions are passed at the same time as the votes of all the other persons attending the meeting.

24. Quorum For General Meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum, which shall be not less than six.

25. Chairing General Meetings

1. If the Directors and Council have appointed a President, the President shall chair general meetings if present and willing to do so.
2. If the Directors and Council have not appointed a President, or if the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - a. The Directors present, or
 - b. If no Directors are present, the meeting must appoint a member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
3. The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

26. Attendance And Speaking By Non-Members

The President/Chairman of the meeting may permit other persons who are not members of the Society to attend and speak at a general meeting.

27. Adjournment

1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it.
2. The President/Chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - a. The meeting consents to an adjournment, or
 - b. It appears to the President/Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
3. The President/Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
4. When adjourning a general meeting, the Chairman of the meeting must:
 - a. Either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - b. Have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, or if the date and time of the continuation were not given at the adjourned meeting, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)— to the same persons to whom notice of the company's general meetings is required to be given, and containing the same information which such notice is required to contain.
6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

28. Voting: General

1. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
2. No objection may be raised to the qualification of any person voting at a general
3. Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
4. Any such objection must be referred to the President/Chairman of the meeting whose decision is final.

29. Poll Votes

1. A poll on a resolution may be demanded:
 - a. In advance of the general meeting where it is to be put to the vote, or
 - b. At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
2. A poll may be demanded by:
 - a. The Chairman of the meeting;
 - b. The Directors;
 - c. Two or more persons having the right to vote on the resolution; or
 - d. A person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
3. A demand for a poll may be withdrawn if:
 - a. The poll has not yet been taken, and
 - b. The chairman of the meeting consents to the withdrawal.
4. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

30. Content Of Proxy Notices

1. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
 - a. States the name and address of the member appointing the proxy;
 - b. Identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
2. Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - a. Is delivered to the Secretariat in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

31. Delivery Of Proxy Notices

1. The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
2. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
3. Unless a proxy notice indicates otherwise, it must be treated as:
 - a. Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - b. Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
4. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

5. An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
6. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
7. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

32. Amendments To Resolutions

1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - a. Notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - b. The proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - a. The Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - b. The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
3. If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

33. Directors

1. The Directors are senior, longstanding members of the Society, who have served the Society, as Council Members/Officers, for many years. As guardians of the Society they are expected to provide long-term stability and on accepting office will be expected to serve for a minimum period of five years, and may be appointed for a further five years, providing they are permitted by law to do so.
2. After 5 years in post, each Director will consult with the other Directors, the President and the Immediate Past-President regarding the renewal of their Directorship, for a further five years only.

34. Directors' Duties and General Authority

1. Subject to the articles, the Directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.
2. Responsible for keeping proper accounting records, which disclose the financial position of the company.
3. Prepare Financial Statements.
4. Ensure that the financial statements comply with the Companies Act 2006.
5. Safeguard the assets of the company and take steps to detect and prevent fraud.
6. Responsible for the long-term stability of the Company (they are required to act in the best interest of the Company at all times).
7. Provide a "Guardian Stabilising Function" at times of need.

35. Members' Reserve Power

1. The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
2. No such special resolution invalidates anything that the Directors have done before the passing of the resolution.

36. Directors May Delegate

1. Subject to the articles, the Directors may delegate any of the powers which are conferred on them under the articles:
 - a. to such person or committee;
 - b. by such means (including by power of attorney);
 - c. to such an extent;
 - d. in relation to such matters or territories; and
 - e. on such terms and conditions as they think fit
 - f. the Directors may revoke any delegation in whole or part, or alter its terms and conditions.

37. Committees

1. Committees to which the Directors delegate any of their powers must follow procedures that are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by Directors.
2. The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

38. Directors To Take Decisions Collectively

The general rule about decision-making by Directors is that any decision of the Directors must be a majority decision.

39. Unanimous Decisions

A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.

40. Calling A Directors' Meeting

1. Any Director may call a Directors' meeting by giving notice of the meeting to all the Directors or by authorising the secretariat to give such notice.
2. Notice of any Directors' meeting must indicate its proposed date and time and where it is to take place.
3. Notice of a Directors' meeting must be given to each Director, but need not be in writing.

41. Quorum For Directors' Meetings

1. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
2. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two.
3. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors.

42. Records Of Decisions To Be Kept

The Directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

43. Appointment and Termination of Directors

1. The minimum number of Directors is two. The current quota is three.
2. Directors are nominated by the existing Directors in consultation with the Society's Executive Officers and elected by Council.
3. A person ceases to be a Director:
 - a. As soon as that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law.
 - b. If a Bankruptcy order is made against that person.
 - c. If a registered medical practitioner, who is treating that person, gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as a Director and is likely to remain so for more than 3 months.
 - d. If by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.
 - e. Notification is received by the secretariat, (from the Director), that the Director is resigning from office.

44. Election of Directors

1. New Directors are nominated by the existing Directors and the Executive Officers and elected by Council.
2. Following nomination each candidate must submit a mandate (maximum of 250 words), to be put to Council, and circulated with the voting paper.
3. If there are deemed to be insufficient candidates nominated by the Executive Officers & Directors the Council may suggest further nomination(s).
4. No candidate may canvass for votes.
5. In the event of more than two nominations being received, the first round of voting by Council shall be to select the two nominees receiving the most votes. There shall then be a second round of voting, with only those two nominees who obtained the highest number of initial votes, going forward.
6. In the event that 50%, or more, of Council Members “abstain” (or fail to vote) such election shall be deemed “Null & Void” and a fresh nomination & election called.
7. In the case of an equality of votes the President shall have a second and casting vote.