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COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION
OF
SPANISH RESEARCHERS IN THE UNITED KINGDOM (SRUK/CERU)
(ADOPTED BY SPECIAL RESOLUTION
PASSED ON 10 October 2020)

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**ARTICLES OF ASSOCIATION
OF
SPANISH RESEARCHERS IN THE UNITED KINGDOM (SRUK/CERU)**

PART 1- INTERPRETATION AND LIMITATION OF LIABILITY

1 DEFINED TERMS

1.1 In the Articles:

"Address"	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;
"Articles"	means the Society's articles of association as may be amended from time to time and "article" means a clause thereof;
"Company" or "Society"	means Spanish Researchers in the United Kingdom (SRUK/CERU);
"Constituency"	each of the geographical regions in which the Society is divided;
"Constituency Rules"	the guidelines for creation and operation of constituencies and committees as may be amended from time to time;
"Clear Days"	in relation to the period of a notice means a period excluding: a) the day when the notice is given or deemed to be given; and b) the day for which it is given or on which it is to take effect;
"Companies Act"	means the Companies Act (as defined in section 2 of the Companies Act 2006);
"Directors"	means the directors of the Society from time to time;
"Document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"Electronic Form"	has the meaning given in section 1168 of the Companies Act 2006;
"Executive Committee"	means the committee to which the Board of Directors have delegated responsibilities as set out in these Articles;
"Executive Officers"	each members of the Executive Committee;
"Officers"	includes the directors and the secretary (if any);
"Seal"	means the common seal of the Society if it has one;
"Secretary"	means any person appointed to perform the duties of the secretary of the Society; and
"United Kingdom"	means Great Britain and Northern Ireland.

- 1.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 1.3 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Society.
- 1.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2 LIABILITY OF MEMBERS

- 2.1 The liability of each Member is limited to a sum not exceeding £0.01, being the amount that each Member undertakes to contribute to the assets of the Society in the event of it being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
 - (a) payment of the Society's debts and liabilities incurred before he, she or it ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

PART 2 – OBJECTS AND POWERS

3 OBJECTS

- 3.1 The Society's objects ("**Objects**") are specifically restricted to the matters listed in this Article.
- 3.2 The Objects of the Society shall benefit both British and Spanish science innovation scenes by:
 - (a) serving as a professional social network for Spanish researchers in the United Kingdom;
 - (b) initiating and maintaining discussions and forums with both Spanish and British science and innovation authorities;
 - (c) facilitating potential scientific collaborations between scientific foundations, universities, scientific centers, charities and other similar companies in the United Kingdom and Spain;
 - (d) increasing awareness in the United Kingdom and Spain of the importance of science in a knowledge based society as well as our work and contribution for the spread and creation of knowledge. This is particularly important when it has the potential to be translated to the clinical arena, industry and other areas;

- (e) facilitating contacts between members of the Society and the scientific media;
 - (f) performing an informative and consulting role about science for institutions and organizations in the United Kingdom and Spain;
 - (g) pursuing any matter relevant to science and innovation.
- 3.3 In the course of pursuing the Objects, members of the Executive Committee or the Department of Science Policy shall not belong to any political party, enter into any political activity or seek to promote political party views whether in the United Kingdom or in Spain.

4 POWERS

4.1 The Society has power to do anything within the confines of applicable law which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Society has power:

- (a) to inform and educate the public concerning the actual and potential need for promotion of the Objects and the best means of meeting those needs;
- (b) to collect, analyse, evaluate and make available such information, research and other data as may advance the Objects aforesaid;
- (c) to collect or make libraries of or otherwise make available such books, monographs, pamphlets, films, tapes, slides, records, discs, papers, journals, magazines and other publications whatsoever relating to the Objects aforesaid;
- (d) to hold or promote the holding of seminars, training, courses, colloquia programmes, meetings, lectures of all kinds and other events in relation to the Objects aforesaid;
- (e) to make such charge or impose such fees in respect of the provision of services or goods of any description as the board may from time to time think fit;
- (f) to procure to be written and to print, publish, issue and circulate gratuitously or otherwise papers, books, periodicals, pamphlets or other documents, films, records or other media of communication related to the Objects aforesaid;

4.2 In order to carry out the Objects, the Society may set up departments and committees as it deems necessary for the proper conduct of its business.

PART 3- DIRECTORS

DIRECTORS POWERS AND RESPONSIBILITIES

5 BOARD OF DIRECTORS COMPOSITION

5.1 The Board of Directors is the governing and legal representative body of the Society and it shall consist of five (5) directors. The Board of Directors shall elect from this number a:

- (a) President;
- (b) Vice-President;

- (c) Treasurer;
 - (d) Secretary; and
 - (e) Roving Director.
- 5.2 The Board of Directors shall represent the Society in its external legal and administrative affairs that are required for the fulfilment of the Society's Objects such as amongst others:
- (a) representing the Society's interests when interacting with other financial, legal and regulatory and advisory institutions;
 - (b) keeping a rigorous registry of the Society accounts and any administrative procedure;
 - (c) watching over the fulfilment of the Articles and Rules by all the members of the Society with the assistance of the Executive Committee.

6 DIRECTORS' GENERAL AUTHORITY

- 6.1 Subject to the Articles, the Directors are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society.

7 DIRECTORS MAY DELEGATE

- 7.1 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.
- 7.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 7.3 Subject to the Articles, the Directors may revoke any delegation in whole or part, or alter its terms and conditions.

DECISION MAKING BY DIRECTORS

8 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 8.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 9.

8.2 If:

- (a) the Society only has one Director, and
- (b) no provision of the Articles requires it to have more than one Director,

the general rule does not apply, and the Director may take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making.

9 UNANIMOUS DECISIONS

9.1 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.

9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

9.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

9.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

10 CALLING A DIRECTORS' MEETING

10.1 The Board of Directors shall meet as often as required, with a minimum of 3 times a year.

10.2 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Society Secretary (if any) to give such notice.

10.3 Notice of any Directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

10.4 Notice of a Directors' meeting must be given to each Director, but need not be in writing.

10.5 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Society not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

11 PARTICIPATION IN DIRECTORS' MEETINGS

- 11.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 11.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 11.4 Any member of the Executive Committee may be invited by the Board of Directors to attend a Directors' meeting depending on the agenda for a particular meeting.

12 QUORUM FOR DIRECTORS' MEETINGS

- 12.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors and unless otherwise fixed it is three out of five appointed Directors and shall include the President or the Vice-President if the President has delegated its powers to the Vice-President subject to Article 7.
- 12.3 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:
- (a) to appoint further Directors, or
 - (b) to call a general meeting so as to enable the members to appoint further Directors.

13 CHAIRING OF DIRECTORS' MEETINGS

- 13.1 The Director appointed to the role of President shall chair the Board meetings.
- 13.2 If the President or the Vice-President (if the President has delegated its powers to the Vice-President subject to Article 7) is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

14 CASTING VOTE

- 14.1 If the number of votes for and against a proposal are equal, the chairperson or other Director chairing the meeting has a casting vote.
- 14.2 But this does not apply if, in accordance with the Articles, the President or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15 CONFLICTS OF INTEREST

- 15.1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Society in which a Director is interested that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 15.2 An interest of a Director to be disclosed under Article 15.1 may be declared at a meeting of Directors, by notice in writing to all the other Directors prior to the commencement of the agenda of the meeting. A Director shall be deemed to be conflicted with an actual or proposed transaction or arrangement with the Society, if that Director has:
- (a) a direct or indirect financial interest; or
 - (b) non-financial or personal interests; or
- competing loyalties between an organisation they owe a primary duty to and/or some other person or entity.
- 15.3 If Article 15.4 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Society is to be counted as participating in the decision-making process for quorum and voting purposes.
- 15.4 This paragraph applies when:
- (a) the Society by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the Director's conflict of interest arises from a permitted cause.
- 15.5 For the purposes of this Article, the following are permitted causes:
- (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Society or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the Society or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Society or any of its subsidiaries which do not provide special benefits for directors or former Directors.
- 15.6 For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 15.7 Subject to Article 15.4, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be

referred to the chairperson whose ruling in relation to any Director other than the chairperson is to be final and conclusive.

- 15.8 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16 RECORDS OF DECISIONS TO BE KEPT

- 16.1 The Directors must ensure that the Society 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.

- 16.2 The Directors must keep minutes of all:

- (a) appointments and resignations of officers made by the Directors;
- (b) proceedings at meetings of the Society;
- (c) meetings of the Directors and committees of Directors including:
 - (i) the names of the Directors present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.

17 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- 17.1 Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

- 17.2 The Board of Directors shall have absolute discretion in respect of any matters concerning the interpretation of the Rules and/or the Articles and the Board's decision shall be final.

PART 4 EXECUTIVE COMMITTEE (GOVERNING BODY)

18 EXECUTIVE COMMITTEE

- 18.1 The Executive Committee shall have the powers delegated by the Board of Directors to run specific Constituencies or Departments of the Society as determined by the Board of Directors.

- 18.2 It shall consist of each of the Board Directors and a Member of the Society nominated to the following roles pursuant to Articles 26 to 31:

- (a) Head of the Communications and Online Department;
- (b) Head of the Press Department;
- (c) Head of the International Collaborations Department;

- (d) Head of the Science Policy Department;
 - (e) One Head of Constituency per Constituency; and
 - (f) SRUK Ambassador(s) in Spain.
- 18.3 The Executive Committee carry the broad vision and the strategy of the Society and their members are in charge of ensuring the fulfilment of the Objects by:
- (a) providing leadership and coordination of the activities of the Departments and Constituencies;
 - (b) representing its interests when interacting with other institutions or societies;
 - (c) safeguarding and managing the membership information.
- 18.4 The Executive Committee may meet as often as required with a minimum of 3 times a year.
- 18.5 The Executive Committee may request or be requested for an account of the activities of each Department and Constituency as often as it deems fit.
- 18.6 The Board of Directors have the right to veto the decisions of the Executive Committee. This veto is not automatic and a call for a vote on it must be explicitly made by at least one director. The vote must take place within the two weeks following the meeting. The veto shall be approved by unanimous decision of the Board of Directors only. The outcome of this call will be included in the minutes of the meeting that originated the call as an annex to the point discussed for a veto, including the date the veto was called, the name of the director(s) who made the petition, the date of the discussion and vote of the veto, and the final decision.
- 18.7 Minutes of the meeting shall be recorded and circulated to all the Executive Officers within 3 weeks following a meeting of the Executive Committee.
- 18.8 The quorum for meetings of the Executive Committee shall be two thirds of the number of Executive Officers appointed from time to time and shall include the President or the Vice-President if the President has delegated its powers to the Vice-President subject to Article 7.
- 18.9 The Director appointed to the role of President shall chair the meetings of the Executive Committee.
- 18.10 If the President or the Vice-President if the President has delegated its powers to the Vice-President subject to Article 7 is not participating in a meeting of the Executive Committee within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.
- 18.11 Each Executive Officer has one vote (unless otherwise expressly stated in these Articles). The general rule about decision-making by Executive Officers at a meeting of the Executive Committee is that any decision of the Executive Officers must be taken by a two third majority vote of the Executive Committee.

18.12 The provisions on calling of Directors meetings (*Article 10*), Conflicts of Interest (*Article 15*) shall also apply to the meetings of Executive Committee as if references to Directors' meetings shall be construed to be references to meetings of Executive Committee and references to Directors or Board of Directors shall be construed to be references to Executive Officers.

19 DEPARTMENTS AND CONSTITUENCIES

19.1 The Executive Committee shall establish Departments with a remit to manage specific aspects of the Society's activities. The responsibilities of the Departments and Heads of Departments shall be set out in the Statement of Recommended Practice.

19.2 When 10 or more Regular and/or Associate Members are approved and designated to a specific geographical area that belongs to a defined Constituency, they will have the right to establish a new Constituency following the procedure described in the Constituency Rules. Any new Constituency needs to be approved by the Executive Committee.

19.3 No Department or Constituency shall act independently of the Executive Committee and all financial matters will remain with the Executive Committee. Each Head of Department and Constituency shall report to the Executive Committee on the activities of its Department or Constituency.

19.4 Departments and Constituencies to which the Board of Directors and Executive Committee delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Executive Committee.

19.5 The Executive Committee may make rules of procedure for all or any Department and Constituency. In case of inconsistency, these Articles prevail over the Department and Constituency rules. A Constituency rules document shall be approved by the Executive Committee. This document shall contain all the Constituency regulations delegated to it by the Directors.

19.6 At the meeting of the Executive Committee approving the constitution of a Department or Constituency, the chairperson of the meeting of the Executive Committee shall confirm by reading aloud:

- (a) the names of the members;
- (b) the name of the chairperson; and
- (c) the temporary or the permanent nature

with respect to a proposed Department or Constituency.

19.7 The resolutions and reports of the Departments and Constituencies shall not be immediately binding and will need to be ratified by the Executive Committee.

APPOINTMENT OF BOARD OF DIRECTORS AND OTHER EXECUTIVE OFFICERS

20 APPOINTMENT AND TERM OF THE BOARD OF DIRECTORS AND OTHER EXECUTIVE OFFICERS

- 20.1 Any person who is willing to act as a member of the Executive Committee, and is permitted by law to do so, may be appointed to be an Executive Committee member, in accordance with this Article.
- 20.2 At any time there shall be a President and a Vice-President in office. The President and Vice-President will be elected annually by the Members by simple majority in an Annual General Meeting for a maximum term of one year (unless terminated early by death, incapacity, resignation or removal). The President and Vice-President may be elected for no more than one year. The President and Vice-President shall continue in their roles after the end of their term until such time a replacement President and Vice-President has been duly elected.
- 20.3 The Secretary, Treasurer, Roving Director, Head of Communications and Online Department, Head of the Press Department, Head of International Collaborations Department, and Head of Science Policy Department shall be elected by the Members by simple majority in an Annual General Meeting for a maximum term of two years (unless terminated early by death, incapacity, resignation or removal).
- 20.4 The Head of each Constituency shall be elected by their registered regional Members by simple majority in an Annual Local Assembly for a maximum term of two years (unless terminated early by death, incapacity, resignation or removal).
- 20.5 All Executive Officers shall hold office after the expiration of the term, until a successor has been duly elected and qualified or until the officer's prior resignation or removal.
- 20.6 Annually, not less than two months before the Annual General Meeting, the Secretary shall circulate to the Members the names of the members of the existing Executive Committee and seek nominations to replace any vacancy in the Executive Committee. Nominations must be supported by two Members, each nomination must be accompanied by a written statement from the nominee that he or she is willing to serve, together with a short curriculum vitae. Candidates for election to membership of the Executive Committee must have been Regular Members of the Society for a minimum of 6 months, except Founding Members. The closing date for nominations shall not be less than 4 weeks from the date of the call for nomination.

21 THE PRESIDENT

- 21.1 The President shall represent the Society, in accordance with the Articles and the Objects of the Society as and when it is appropriate, particularly in the interactions with other societies, charities, authorities or government representation and the media.
- 21.2 The President will chair the Board and Executive Committee meetings and in his/her absence shall nominate a chair for the Board and Executive Committee meetings.
- 21.3 The President will provide leadership to ensure that the Objects of the Society are met, and will ensure all Constituencies, committees and Departments are well coordinated and act according to the Articles and Objects of the Society, the memorandum of activities, and any internal rule approved by the Executive Committee.
- 21.4 The President shall liaise with institutions, partners, and other societies; and will serve as spokesperson before mass media. The President will represent the Society in any

committee, meeting, federation or network where the Society gets a partner member. In his/her absence, the President will designate an appropriate representative to act on his/her behalf according to specific requirements.

21.5 The President shall represent the Society in Science Policy matters according to the periodic strategic framework documents and reports of recommendations on science policy prepared by the Science Policy Department that set out strategic and policy priorities of the Society, agreed and approved by the Executive Committee.

21.6 The President will not be an active/official Member of any working group of volunteers of Constituencies, Departments or Committees, except for the Science Policy Department.

22 THE VICE-PRESIDENT

22.1 The Vice-President shall represent the Society in the absence of the President and when it is appropriate, always in accordance with the Articles and the Objects of the Society.

22.2 The Vice-President will help the President to ensure the Objects of the Society are met.

22.3 It is the responsibility of the Vice-President to develop funding applications that will grant economic support for the Society. The Vice-President will prepare and submit the proposals to existing sponsors.

22.4 The Vice-President will secure funding from new partners. The Vice-President will be responsible, working alongside the Treasurer, for the allocation of funds obtained from sponsors.

22.5 It is the responsibility of the Vice-President to manage the consolidation of the Organizing Committee of the International Symposium.

23 THE SECRETARY

23.1 The Secretary will ensure that the documentation of the Society is kept up to date and properly filed.

23.2 The Secretary is responsible for the administrative procedures of the Board and Executive Committee Meetings and the Annual General Meetings.

23.3 The Secretary has the responsibility for communicating with new Members.

23.4 It is the responsibility of the Secretary to ensure the communication on all relevant matters concerning the Society and all of its Members are timely, adequate and complete.

23.5 The Board shall ensure that the Secretary keeps minutes for the purpose:

(a) of all appointments of officers made by the Directors; and

(b) of all proceedings at meetings of the Society and of the Directors and of Executive Committees including the names of the Directors and Executive Officers present at each such meeting.

23.6 The Secretary shall keep a registry of the membership of the Society.

- 23.7 The Secretary shall ensure that all the necessary filings to any relevant statutory registers are carried out properly and promptly and that such statutory registers are maintained and kept up to date.
- 23.8 The Secretary shall ensure that official reports and other necessary documentation are sent to the UK or Spanish government (as appropriate) in a timely fashion.
- 23.9 The Secretary shall coordinate with all local secretaries, and both the Director of Communications and Online Department and the Press Officer, to ensure an appropriate dissemination among our members of all activities done by constituencies of the Society.

24 THE TREASURER

- 24.1 The Treasurer shall ensure that all economic transactions of the Society are sound and in accordance with the provisions of Companies Act, the Articles and the Objects of the Society.
- 24.2 The Treasurer shall communicate with the accountant/s or auditors and elaborate on the necessary financial reports of the Society both for internal and external purposes.
- 24.3 The Treasurer shall handle the membership application process.
- 24.4 Accounts shall be prepared in accordance with the provisions of the Companies Act 2006. The accounts shall be subject to independent audit where required by the regulations.
- 24.5 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Board or by ordinary resolution of the Society.
- 24.6 The Treasurer will coordinate an Economic Committee formed by all local Treasurers and the Vice-President to deal with local expenses of the different Constituencies and communication with funding bodies.

25 THE ROVING DIRECTOR

- 25.1 The Roving Director shall represent the Society in the absence of the President and/or Vice-President as and when it is appropriate.
- 25.2 The Roving Director will liaise with the Secretary to ensure communications within and without the Society are correct, timely and adequate and always in accordance with the Articles and the Objects of the Society.
- 25.3 The Roving Director will ensure that the interests of the Constituencies are represented in the Board and Executive Committee, especially those that are not yet established. The Roving Director shall serve as an Interim Director of Constituency in the case of an established constituency failing to elect a representative.
- 25.4 The Roving Director shall coordinate the correct communication between the Scientific Committee and the Fellowships and Awards committee, or any other relevant committees requiring close relationship.

25.5 The Roving Director will support the Vice-President to secure funding from new partners, especially private sponsors and collaborations with research institutions and industry.

26 HEAD OF COMMUNICATIONS AND ONLINE DEPARTMENT

26.1 The Head of the Communications and Online Department shall ensure that all social media communications follow the aims of the Society as established in the Articles and certifies the accuracy of the reports, as well as coordinates the reports being published by the different online media.

26.2 The Head of the Communications and Online Department shall be the linking body of this department and the Executive Committee, in order to ensure the right and coordinated communication strategy for the Society.

26.3 The Head of the Communications and Online Department shall coordinate with the Constituencies and Departments Online Community Managers, and with the Press Department, to guarantee a common and congruent communication strategy. The Head of the Communications and Online Department will coordinate the Online Community Management, which will be formed by working group members to help with all duties.

26.4 The Head of the Communications and Online Department shall coordinate the production of any communication on the Society website (ensuring its maintenance and keeping it up-to-date) and any other online platform.

27 HEAD OF THE PRESS DEPARTMENT

27.1 The Head of the Press Department shall liaise with members of the press, news agencies and media, and any other institution's press office on behalf of the society with approval of the Executive Committee in order to disseminate news, events and activities related with the Society.

27.2 The Head of the Press Department shall liaise with specialized scientific press and mass media, enabling contact between journalists and researchers to help with dissemination of the research related work of the Society's members.

27.3 The Head of the Press Department shall coordinate with the Heads of Constituencies, Directors of Departments, and with the Department of Online Community Management, to guarantee a common and congruent communication strategy. The Head of the Press Department will coordinate the Press Office, which will be formed by working group members to help with all duties.

27.4 The Head of the Press Department shall coordinate the production of any communication and outreach programs such as blog, radio, and similar.

28 HEAD OF INTERNATIONAL COLLABORATIONS DEPARTMENT

28.1 The Head of the International Collaborations Department will be responsible for establishing new collaborations and maintaining previous partnerships between Universities, Research Centres and certain public and private organizations related to R&D in the United Kingdom and Spain.

- 28.2 The Head of International Collaborations will be responsible for coordinating an International Affairs Committee with volunteers working on relevant duties as per designation by the Executive Committee.
- 28.3 The Head of International Collaborations shall coordinate and ensure the correct establishment, development and follow up of International Agreements. These Agreements will focus on three key aspects: 1) fostering international collaboration between Spanish and British researchers and institutions; 2) supporting a collaboration platform that enhances the international visibility of both Spanish and British research groups; and 3) facilitating bidirectional academic mobility to both improve the training of young researchers and to encourage the attraction of scientific talent.

29 HEAD OF SCIENCE POLICY DEPARTMENT

- 29.1 The Head of Science Policy will lead the Science Policy Department, which will be formed by working group members to help with all duties.
- 29.2 The Head of Science Policy shall coordinate preparation of periodic documents/reports of recommendations on science policy, which must be agreed with Members and approved by the Executive Committee. These documents shall advise all political parties and institutions, and should capture the overall feel of the Members, sharing ideas for improvement of the R&D system based on professional experience in the UK or other countries.
- 29.3 The Head of Science Policy will draft other reports of science policy as requested by the Board or the Executive Committee and will write articles on science policy on its own initiative, on request of the Science Policy Department or on request of the Society's Members or by the Press Department for publication in mass media, under the consent of the Executive Committee.
- 29.4 The Head of Science Policy Department shall review, suggest and update members on collective actions in defence of Science; and will suggest to the Executive Committee on actions to perform on behalf of the Society on these matters.

30 HEADS OF CONSTITUENCY

- 30.1 The Head of a particular Constituency will ensure that the necessary communications are transferred to his/her constituency members. There shall be only one Head of Constituency per Constituency.
- 30.2 Each Head of Constituency will defend the interests of its particular constituency in the Executive Committee meetings and will always act in accordance with the Articles and the Objects of the Society.
- 30.3 Each Head of Constituency shall constitute and lead a regional working group and/or sub-committees in charge of organizing local activities, and any general activity that the Executive Committee would assign. Each Head of Constituency and the Constituency's working group will always work in accordance with the Articles and the Constituency specific rules approved by the Executive Committee and ratified by members of the Constituency.

30.4 The Head of each Constituency shall be elected in an Annual Local Assembly as described in the Constituency Rules.

31 THE SRUK AMBASSADOR(S) IN SPAIN

31.1 The Spanish Ambassador (or Ambassadors, if more than one) will ensure that the necessary communications are transferred to Members and Friends established in Spain. When conveniently requested by the Executive Committee, the Ambassador(s) will represent the Society in Spain and before scientific, private and public institutions or corporate partners.

31.2 The Ambassador(s) shall constitute and lead a Spanish working group and/or sub-committees in charge of organizing local activities, and any general activity that the Board would assign.

31.3 The Ambassador(s) shall be appointed by the Executive Committee, and ratified by Members in the Annual General Assembly, considering his/her previous experience and reliability for implementing the duties that the Board may consider, acting on behalf of it.

31.4 The Ambassador shall form part of the Executive Committee in an advisory role, but will have no voting rights.

32 DISQUALIFICATION AND REMOVAL OF BOARD OF DIRECTORS AND OTHER EXECUTIVE OFFICERS

32.1 A Director shall cease to hold office if he or she:

- (a) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (b) ceases to be a member of the Society;
- (c) ceases to be a Regular member of the Society;
- (d) has become and will remain physically or mentally incapable of acting as an Executive Officer for more than three months (in the written opinion, given to the Society by a registered medical practitioner treating that person);
- (e) resigns as a Director by written notice to the Society (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- (f) is deceased.

32.2 An Executive Officer other than a Board of Director shall cease to hold office if he or she:

- (a) ceases to be a member of the Society;
- (b) ceases to be a Regular member of the Society;
- (c) has become and will remain physically or mentally incapable of acting as an Executive Officer for more than three months (in the written opinion, given to the Society, of a registered medical practitioner treating that person);

- (d) resigns as an Executive Officer by notice to the Society; or
- (e) is deceased.

32.3 Upon the disqualification and removal of any member of the Board of Directors by any of the reasons mentioned in Article 32.1, the Executive Committee shall hold a meeting (on short notice if required) to officially approve such cessation or resignation and agree on the appointment of a temporary interim Director until the next Annual General Meeting, but no longer of 6 months. If this period was longer, the Executive Committee shall call an Annual General Meeting on short notice.

32.4 The disqualification and removal of any Member of the Board of Directors by any of the reasons mentioned in Article 32.1 and the appointment of a temporary interim Director shall be officially notified to the Members by the President of the Society.

32.5 After the disqualification and removal of any member of the Board of Directors, the Board will start the process to appoint new people to the roles. This could be done through an Annual General Meeting (held on short notice) or through consultation with the Members by electronic means.

33 REMUNERATION OF BOARD OF DIRECTORS AND OTHER EXECUTIVE OFFICERS

33.1 Executive Officers are not entitled to remuneration from the Society unless otherwise determined at an Annual General Meeting.

34 EXPENSES OF BOARD OF DIRECTORS AND OTHER EXECUTIVE OFFICERS

34.1 The Society may pay any reasonable expenses which the Executive Officers or any other member representing the Society properly incur in connection with their attendance at—

- (a) meetings of the Board of Directors and of the Executive Committee;
- (b) general meetings,
- (c) or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

35 RULES

35.1 The Executive Officers may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the Society.

35.2 The rules may regulate the following matters but are not restricted to them:

- (a) the admission of members to the Society (including the admission of organisations to membership) and the rights and privileges of such members, 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's employees and volunteers;

- (c) the procedure at general meetings and meetings of the Executive Committee in so far as such procedure is not regulated by the Companies Acts or by the Articles;
 - (d) generally, all such matters as are commonly the subject matter of Society rules.
- 35.3 The Society in general meeting has the power to alter, add to or repeal the rules.
- 35.4 The Executive Officers must adopt such means as they think sufficient to bring the rules to the notice of Members of the Society.
- 35.5 The rules shall be binding on all Members of the Society. No rule shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

PART 5 MEMBERS

BECOMING AND CEASING TO BE MEMBERS

36 APPLICATIONS FOR MEMBERSHIP

- 36.1 No person shall become a member of the Society unless:
- (a) that person has completed an application for membership in a form approved by the Executive Committee from time to time, and
 - (b) the Executive Officers have approved the application by a simple majority.
- 36.2 The subscribers to the Memorandum are the first Members of the Society.
- 36.3 The Society shall maintain a register of names and addresses of its Members.
- 36.4 The following are the essential criteria for Membership.
- (a) not to have taken part in actions that, in the opinion of the Executive Committee, might prejudice the good name or integrity of the Society or contradict the Objects;
 - (b) not to have been declared bankrupt, or if so declared to have had the bankruptcy discharged;
 - (c) to accept the Articles and the prevailing internal rules of procedure;
 - (d) to abide by the Objects.
- 36.5 All applications for Membership must be approved at a meeting of the Executive Committee by a simple majority of votes immediately following receipt of the application and in any event within 4 months of receipt of the application before the benefits and privileges of Membership are granted. In the event that the Executive Committee does not expressly approve a membership application within the period of 4 months, the application will be deemed rejected.
- 36.6 In the event that an application for Membership or Membership renewal is rejected by the Executive Officers, the Executive Officers shall provide an explanation for their decision if so requested.

36.7 Each Member shall be assigned to a specific Constituency within the Society after membership approval. Ten or more Members assigned to a Constituency will have the right to nominate a representative to the Executive Committee representing his/her Constituency.

37 CLASSES OF MEMBERSHIP

37.1 The Executive Committee may establish classes of Membership with different benefits and privileges.

37.2 The Society shall initially consist of the following classes of Membership:

(a) **Regular Members:** The Members who meet the eligibility criteria and are approved for Membership on or after the incorporation of the Society. The eligibility criteria for Regular Members include (but not limited to):

- (i) to have Spanish nationality (unless a non-Spanish citizen is otherwise approved by the Executive Committee on a case by case basis);
- (ii) to be resident in the United Kingdom;
- (iii) to be involved in or performing a professional activity in the United Kingdom that can be identified as research undertaken in an academic, industry, charitable or government institution;
- (iv) to be involved in or performing activities in the United Kingdom related to other aspects of research, science, development and innovation, such as science communicators or managers.

Regular Members have the right to attend the Society's Annual General Meeting, where each Regular Member shall have the right to vote with one vote each.

(b) **Associate Members:** Those individuals with residency in the UK, who have manifested a desire to join the Membership of the Society but do not meet all the eligibility requirements for Regular Members. Associate Members may apply to become Regular Members if:

- (i) they demonstrate that they have been Members of the Society for at least 2 years and that they have been participating actively in working groups, departments and committees for at least a year; and
- (ii) their application has been endorsed by the appropriate director of the committee, department or constituency.

Associate Members shall enjoy most of the privileges of the Regular Members (as specified by the Executive Committee from time to time). They shall pay the membership fee and shall have the right to join working groups. Associate Members are not entitled to join the Executive Committee, become Heads of Departments or Constituency, as defined by the Constituency Rules. Associate Members shall be able to attend the Society's Annual General Meeting, where they shall have the right to give opinion but not the right to vote.

- (c) **Friends:** shall be those individuals who have manifested a desire to join the Membership but are not based in the United Kingdom. Friends shall enjoy some of the privileges that Regular Members have (as specified by the Executive Committee from time to time) but shall not be full Members of the Society. They shall not pay membership fees but shall be able to join working committees. Friends shall not have the right to join the Executive Committee, to attend the Society's Annual General Meeting or the right to vote in general meetings of the Society.
- (d) **Founding Members:** the persons who have signed the Memorandum of the Society. Founding Members have the right to attend the Society's Annual General Meeting, where they shall have the right to vote with one vote each.
- (e) **Former Presidents:** the persons who have served as Presidents of the Society and held their position for at least 6 months. Former Presidents have the right to attend the Society's Annual General Meeting, where they shall have the right to vote with one vote each.
- (f) **Honorary Members** shall be persons designated by the Executive Committee that are scientists, researchers or that have made a relevant contribution to innovation or trustees in recognition of his or her special contributions to the Society or its Objects. Honorary Members shall be able to attend the Society's Annual General Meeting, where they shall have the right to give opinion but not the right to vote.
- (g) **Corporate Members (or Partnership)** shall be non- individual institutions, societies or scientific companies contributing to the Society with the purpose of establishing scientific relationships with members. All corporate members will need to sign an agreement with the Society as determined by the Executive Committee from time to time. Corporate Members have the right to attend the Society's Annual General Meeting, where each Corporate Member shall have the right to give opinion but not the right to vote.

37.3 The membership classes Regular, Associate, Friends and Corporate are mutually exclusive. The membership classes Founding, Honorary and Former Presidents are not mutually exclusive. Honorary Members can apply for one of Regular, Associate or Friends Membership as long as they fulfil the eligibility criteria and pay the appropriate fee for their Membership. Founding Members and Former Presidents will additionally and automatically have all the privileges corresponding to Friends. Additionally, being a Founding Member or a Former President shall be sufficient condition to enjoy all the privileges of a Regular Member, regardless of the other eligibility criteria, as long as they pay the Regular Membership fee.

37.4 In the event of changes to employment or residency conditions, Regular Members that stop fulfilling the Regular membership conditions shall have their membership changed to that of an Associate Member or Friends as determined by the Executive Committee, thus causing a change on their benefits and membership fees. Regular Members whose income falls below a level determined from time to time by the Executive Committee may be eligible for reduced Membership. Following retirement from their main employment, Members may apply to the Executive Committee to continue their Membership, with full privileges of Membership, but without payment of the annual Membership fees.

38 MEMBERSHIP FEES

- 38.1 Membership subscriptions shall be as agreed by the Executive Committee and shall be payable in each case in advance and on an annual basis thereafter on each anniversary of such commencement for so long as such Membership continues.
- 38.2 The level of Membership fees and benefits shall be set by the Executive Committee from time to time.
- 38.3 No applicant shall be admitted to Membership until the first annual subscription has been paid.
- 38.4 The following classes of Members are not required to pay either full Membership fees or no Membership fees:
- (a) Associate Members shall pay the minimum fee for Membership set by the Executive Committee;
 - (b) Friends shall not pay any membership fees for their Membership.
 - (c) Honorary Members shall not pay any Membership fees for their Membership.

39 TERMINATION OF MEMBERSHIP

- 39.1 A Member may withdraw from Membership of the Society by giving 7 days' notice to the Society in writing. The Member resigning shall be liable for the payment of the annual Membership fee for the current year, together with any arrears or monies owing up to the date of resignation.
- 39.2 Membership is not transferable.
- 39.3 Membership is terminated if:
- (a) the Member dies or, if it is an organisation, ceases to exist;
 - (b) the Member resigns by written notice to the Society;
 - (c) Membership fee is more than one year in arrears and who has been notified in writing of the outstanding Membership fees;
 - (d) contravenes any of the provisions of the essential eligibility criteria in Article 36.4; or
 - (e) the Member is removed from membership pursuant to Article 39.4 below by a simple majority vote of the resolution of the Executive Committee that it is in the best interests of the Society that his or her or its membership is terminated.
- 39.4 If a Member:
- (a) is struck off their professional register or has been reported because of his/her dishonest behaviour or is under investigation by any professional body or other regulatory authority or, in the opinion of the Executive Committee, has acted in such

a manner that is harmful, prejudicial or otherwise damages the reputation of the Society;

- (b) does any act or thing which is unlawful, illegal, fraudulent (or has any unlawful or fraudulent purpose or effect) or is otherwise prohibited under any applicable law or which is in breach of any code, standard or content requirement of any other competent authority;
- (c) defames, harasses, threatens, abuses, menaces, offends, violates the privacy of, or incites violence or hatred against, any person or class of persons, or which could give rise to civil or criminal proceedings (or encourages conduct that would constitute a criminal offense or give rise to civil liability), then the Executive Committee at their absolute discretion (by a simple majority of votes) be entitled to terminate such member's membership with immediate effect.

39.5 Persons having ceased to be Members because of Membership fee arrears shall be eligible for re-election to the Society when they are up to date with their Membership payments (or any other amounts due to the Society).

PART 6 - ORGANISATION AND CONDUCT OF GENERAL MEETINGS OF MEMBERS

40 NOTICE OF GENERAL MEETINGS

40.1 The Society shall hold an Annual General Meeting (**AGM**) at least once in each calendar year or as deemed necessary by the Executive Committee.

40.2 The minimum periods of notice required to hold a general meeting of the Society are:

- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
- (b) fourteen clear days for all other general meetings.

40.3 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than ninety percent of the total voting rights.

40.4 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006.

40.5 The notice must be given to all the Members and to the Directors, Executive Officers and auditors (if any).

40.6 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

41 QUORUM FOR GENERAL MEETINGS OF MEMBERS

41.1 No business shall be transacted at any general meeting unless a quorum is present.

41.2 A quorum is:

- (a) Ten positive votes from members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
- (b) Positive votes by one tenth of the total Membership with the right to vote at the time.
whichever is the greater.

41.3 The authorised representative of a Member organisation shall be counted in the quorum.

41.4 If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting;
or
- (b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Executive Committee shall determine.

41.5 The Secretary must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

41.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.

42 CHAIRING GENERAL MEETINGS

42.1 The President shall chair the General meetings.

42.2 If the President is not present within fifteen minutes of the time appointed for the meeting a member of the Board of Directors will be nominated by the Executive Committee shall chair the meeting.

42.3 If there is only one Director present and willing to act, he or she shall chair the meeting.

42.4 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote must choose one of the Executive Officers present to chair the meeting.

42.5 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

42.6 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

42.7 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

42.8 The person chairing a general meeting in accordance with these Articles is referred to as Chairperson of the meeting.

43 VOTING AT GENERAL MEETINGS

43.1 Each Regular Member, Founding Member and Former President shall have one vote in a General Meeting unless otherwise specified in these Articles.

43.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

43.3 Any organisation that is a Member of the Society may nominate any person to act as its representative at any meeting of the Society.

43.4 The organisation must give written notice to the Society of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The representative may continue to represent the organisation until written notice to the contrary is received by the Society.

43.5 Any notice given to the Society will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the representative has been properly appointed by the organisation.

43.6 Any vote at a meeting shall be decided by a show of hands or through electronic means unless before, or on the declaration of the result of the show of hands, a poll is demanded:

- (a) by the person chairing the meeting; or
- (b) by at least two Members present in person or by proxy and having the right to vote at the meeting; or
- (c) by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

43.7 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

43.8 Resolutions at General Meetings shall be decided by a simple majority of votes validly cast. In the event of equality of votes, the chairperson of the meeting shall have a casting vote.

43.9 The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.

43.10 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

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

- 43.12 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 43.13 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 43.14 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 43.15 A poll demanded on any other question must be taken either immediately or at such time and place as the chairperson directs.
- 43.16 The poll must be taken within thirty days after it has been demanded.
- 43.17 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 43.18 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 43.19 The Society shall hold an Annual General Meeting where Members shall have an opportunity to discuss their opinion on the functioning of the Society and where important changes to these Articles may also be voted.
- 43.20 The proceedings of meetings may only be communicated to the press or media with the written consent of the Executive Committee which may be communicated by electronic means.
- 43.21 These Articles may be altered only by special resolution at a general meeting only after due notice has been given in writing to all the Members in accordance with these Articles, or by a special resolution passed as a written resolution.

44 CONTENT OF PROXY NOTICES

- 44.1 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;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 44.2 The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

44.3 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.

44.4 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.

45 DELIVERY OF PROXY NOTICES

45.1 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 Society by or on behalf of that person.

45.2 An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

45.3 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.

45.4 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 appointor's behalf.

46 WRITTEN RESOLUTIONS

46.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than seventy-five percent of the Members who would have been entitled to vote upon it had it been proposed at a general meeting) shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to every eligible Member;
- (b) a simple majority (or in the case of a special resolution a majority of not less than seventy-five percent of Members has signified its agreement to the resolution; and
- (c) it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight days beginning with the circulation date.

46.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

46.3 In the case of a Member that is an organisation, its authorised representative may signify its agreement.

47 AMENDMENTS TO RESOLUTIONS

- 47.1 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 Society 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 chairperson of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- 47.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairperson 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.
- 47.3 If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

48 DISPUTES

- 48.1 If a dispute arises between members of the Society about the validity or propriety of anything done by the members of the Society under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

PART 7- ADMINISTRATIVE ARRANGEMENTS

49 MEANS OF COMMUNICATION TO BE USED

- 49.1 Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society.
- 49.2 Subject to the Articles, any notice or document to be sent or supplied to an Executive Officer in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which that Executive Officer has asked to be sent or supplied with such notices or documents for the time being.
- 49.3 An Executive Officer may agree with the Society that notices or documents sent to that Executive Officer in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

50 SEALS

- 50.1 Any common seal may only be used by the authority of the Directors.

50.2 The Directors may decide by what means and in what form any common seal is to be used.

50.3 Unless otherwise decided by the Directors, if the Society has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

50.4 For the purposes of this Article, an authorised person is—

- (a) any Director of the Society;
- (b) the Society secretary (if any); or
- (c) any member of the Executive Committee; or
- (d) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

51 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

51.1 Except as provided by law or authorised by the Directors or an ordinary resolution of the Society, no person is entitled to inspect any of the Society's accounting or other records or documents merely by virtue of being a Member.

DIRECTORS' AND OTHER EXECUTIVE OFFICERS' INDEMNITY AND INSURANCE

52 INDEMNITY

52.1 Subject to Article 52.2 below, a relevant Director or relevant Executive Officer of the Society or an associated Society may be indemnified out of the Society's assets against—

- (a) any liability incurred by that Director or an Executive Officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Society or an associated Society,
- (b) any liability incurred by that Director or an Executive Officer in connection with the activities of the Society or an associated Society in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that Director or an Executive Officer as an officer of the Society or an associated Society.

52.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

52.3 In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any Director or former director of the Society or an associated Society.

53 INSURANCE

53.1 The Directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant Director or any relevant Executive Officer in respect of any relevant loss.

53.2 In this Article:

- (a) a “relevant director” means any Director or former director of the Society or an associated Society,
- (b) a “relevant Executive Officer” means any Executive Officer or former member of the Executive Committee of the Society or an associated Society,
- (c) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director or relevant Executive Officer in connection with that director’s or Executive Officer’s duties or powers in relation to the Society, any associated Society or any pension fund or employees’ share scheme of the Society or associated Society, and
- (d) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

54 DISSOLUTION

54.1 The Members of the Society may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Society be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any other Society for purposes similar to the Objects; or
- (c) to any Society for use for particular purposes that fall within the Objects.

54.2 Subject to any such resolution of the Members of the Society, the Executive Committee may at any time before and in expectation of its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Society be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any Society for purposes similar to the Objects; or
- (c) to any Society for use for particular purposes that fall within the Objects.

54.3 In no circumstances shall the net assets of the Society be paid to or distributed among the Members of the Society.