

## COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

### ARTICLES OF ASSOCIATION OF EUROPEAN SOCIETY FOR SEXUAL MEDICINE

**MISSION:** TO PROMOTE SEXUAL HEALTH AND THE HIGHEST STANDARDS OF EVIDENCE BASED SEXUAL MEDICINE AND CLINICAL CARE THROUGH EDUCATION, RESEARCH AND THE FORMULATION OF HEALTHCARE.

#### 1. MEMBERSHIP AND AFFILIATION

1.1. Membership of the Society shall consist of full, associate, and honorary members.

- **Full membership** is open to all scientists and healthcare professionals, and persons with specific interest in the area of sexual medicine and who have an appropriate qualification in their discipline. A candidate for full membership will be required to make a formal application to the Society. Membership applications can either be submitted directly to the ESSM or through one of the national ESSM affiliated societies. The ESSM Executive Committee is responsible for the approval of the membership application. The candidate may be asked to show evidence that his/her training and professional activities embrace the field of sexual medicine. Full members are entitled to vote at the Annual Business Meeting
- **Associate membership** may be requested by any person who does not fulfill the above criteria, such as people in training, industry, etc. The ESSM Executive Committee is responsible for the approval of the membership application and associate members cannot vote or hold office in the Society.
- **Honorary membership** may be conferred upon scientists who have achieved prominence or have given outstanding service to the Society. Honorary members cannot vote in ballots of the Society or hold office in

the Society.

- 1.2. National scientific societies with common interests and purposes with the Society may apply for affiliation to the Executive Committee. The Executive Committee will review the application and decide whether to accept the affiliation. Upon signing an agreement between the two societies and upon payment of the appropriate fees, members of the affiliated society can become full members of the Society for so long as they are a member of the national society, pay the current due and the national society is affiliated to the Society. Affiliated societies must support the Society's goals at the National level, and one member of the affiliated society, nominated by that affiliated society, is automatically a member of the Advisory Board of the Society. The Society may support the shared goals of affiliated national societies at the European level, co-organizing scientific, educational and public awareness activities. The support to be provided will be determined by the Executive Committee. National Societies aiming to affiliate with the ESSM must provide evidence of non-for-profit organization, a copy of the by-laws both in the original form and in an official translation, together with the registry document, should this apply in its country.
- 1.3. The Society must maintain a register of members.
- 1.4. The Executive Committee may establish different classes of membership, prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.5. Membership/affiliation is terminated if the member/affiliated society concerned:
  - 1.5.1. gives written notice of resignation to the Secretary General;
  - 1.5.2. dies/dissolves;
  - 1.5.3. is more than 12 months in arrear in paying the relevant subscription, if any (but in such a case the membership/affiliation may be reinstated on payment of the amount due); or
  - 1.5.4. is removed from membership in accordance with Article 1.6.
- 1.6. Matters of discipline regarding individual members of the Society or Affiliated Societies shall be referred to the Ethics and Disciplinary Committee, which will include three Past Presidents of the Society who will be appointed by the

President of the Society to serve in the Ethics Committee for a period of 2 years. The Ethics Committee will report their findings to the Executive Committee for action. The Executive Committee has the power to suspend any member or to terminate their membership where due cause has been found. A record of these deliberations will be kept. Anyone subject to disciplinary proceedings, whether they remain a full member, inactive member, suspended member, or have been expelled from membership, may address the Executive Committee on issues pertinent to the disciplinary matter under consideration. They have the right of appeal against any disciplinary decision of the Executive Committee, which will be considered by those full members present at the Annual Business Meeting of the Society. The Meeting will decide the matter by a simple majority vote.

- 1.7. Membership of the Society is not transferable.
- 1.8. The Society may become affiliated to other international societies with common interest and purposes. The Executive Committee may propose such affiliations to members at the Annual Business Meeting, but the final decision will be made by the full members present at the Annual Business Meeting.

## **2. ANNUAL SCIENTIFIC MEETING**

- 2.1. The Annual Scientific Meeting of the Society is an opportunity for workers in the field to get to know each other and exchange ideas. The proposals to host a meeting should come from a full member, acting on behalf of an affiliated national society of the country that is desirous of hosting the meeting, along with the name of the appointed Chairperson. The proposal will be considered in the first instance by a Meetings Committee consisting of members of the Executive Committee and Presidents of previous meetings appointed by the Executive Committee. The Executive Committee, in cooperation with the official congress organization of the Society, will decide upon a short list of suitable candidates to present at the Annual Business Meeting. Specific relevant details can be found on the website in the "Hosting requirements" section. The final decision to approve an application to host the Annual Scientific Meeting will be made by a simple majority vote of full members present at the Annual Business Meeting. Should circumstances necessitate any change and, where possible, an alternative venue should be placed before the members at the Annual Business Meeting. In an emergency, the Executive Committee is empowered to change venue or host country of the Annual Scientific Meeting but must justify its decision to the members at the next Annual Business Meeting.

- 2.2. It is expected that the host national society will assist the professional congress organizer appointed by the Executive Committee to organize the meeting for the benefit of the Society. The host national society will receive a proportion of any financial surplus resulting from the organization of the Meeting, which will be agreed upon with the Executive Committee but will not exceed 10% of the profit. Any surplus retained by the host national society must only be used to reimburse reasonable additional expenses and, to the extent not used for that purpose, used to further that society's charitable aims. Any funds that will not be so used must be returned to the Society.

### **3. ANNUAL BUSINESS MEETING**

- 3.1. The Annual Business Meeting shall be the annual general meeting of the Society for the purpose of the Companies Act. It will be held during the Annual Scientific Meeting for the purpose of the conduct of the Society's business and the election of Officers or new members of the Executive Committee. It is hoped that consideration would be given to allow proper representation on the Executive Committee to reflect the different countries and specialties amongst the membership.

- 3.2. The order of business shall be:

- (a) Reading of minutes of the previous Annual Business Meeting
- (b) Reading of summary of Executive Committee actions
- (c) Report of the Treasurer
- (d) Receiving the accounts of the Society for the previous financial year
- (e) Report of the Secretary General
- (f) Old business
- (g) New business
- (h) Election of Officers (if required)
- (i) Election of other Executive Committee members (if required)
- (j) Appointment of auditors

- (k) To receive presentations from national societies short-listed by the Executive Committee as potential hosts for future Annual Scientific Meetings at least two years in advance
- (l) To vote on such proposals short-listed by the Executive Committee for future Annual Scientific Meetings
- (m) Approval of the annual dues determined by the Executive Committee
- (n) Any other business
- (o) Adjournment

#### **4. GENERAL MEETINGS**

- 4.1 Full members are entitled to attend general meetings. General meetings are called on at least 21 clear days' written **or electronic notice** specifying the business to be discussed. No proxy votes will be accepted, in order to encourage active participation on the society businesses.
- 4.1. There is a quorum at a general meeting if the number of members present in person is at least 20.
- 4.2. The President or (if the President is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 4.3. Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.
- 4.4. Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue.
- 4.5. A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose, the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 4.6. Except at first, the Society must hold an Annual Business Meeting in every year. The first Annual Business Meeting must be held within 18 months after the Society's incorporation.
- 4.7. Any general meeting that is not an Annual Business Meeting is an Extraordinary General Meeting.

- 4.8. An Extraordinary General Meeting may be called at any time by the Executive Committee and must be called within 28 clear days on a written request from at least 10 per cent of the members.

## 5. OFFICERS, EXECUTIVE COMMITTEE AND NOMINATING COMMITTEE

- 5.1. Responsibility for management of the Society is vested in its Executive Committee.

- 5.2. All of the elected members of the Executive Committee and Officers of the Society must be active full members of the Society. The Executive Committee shall consist of the Officers, all of whom have the right to vote at meetings;

(a) **President** (see Article 5.3): the President is nominated to the position of "President Elect" by members present at the Annual Business Meeting one year before their predecessor is expected to complete their term of office and is automatically adopted as President when that term is completed. In the event of a tied vote at any meeting of the Society, and only in this circumstance, the President will have an additional deciding vote.

(b) **Past President** (see Article 5:4); remains an Executive Committee member for one year after completion of their Presidency

(c) **President Elect** (see Article 5.5): becomes an Executive Committee member upon their election for the one year prior to their adoption as President

(d) **Secretary General** (see Article 5.6)

(e) **Treasurer** (see Article 5.7)

(f) **Chairman of the Scientific Committee** (see Article 5.8)

(g) **Chairman of the Educational Committee** (see Article 5.9)

- 5.2.2. Six members at-large representatives are elected for a three-year term by members present at the Annual Business Meeting. The elected members all have the right to vote at EC meetings;

- 5.2.3 The National Affiliated Societies (NAS) will have two representatives inside the Executive Committee; one will be nominated by the largest National Affiliated Society in terms of number of members (31 Dec of the previous year of election) and the second one will be elected at the NAS Meeting by the attending representatives. Both of them will serve for three years and can be re-appointed for an additional term but shall not serve a third consecutive term. Both of them have the right to vote at Executive Committee meetings. In case of resignation, incompetence, illness or disability, other officers within the Executive Committee will take on his/her tasks till the next meeting of the NAS takes place.
- 5.2.6 The maximum Executive Committee members per country, excluding Educational Committee & Scientific Committee chairs, would be two, and not exceeding three members from the same country overall inside the Executive Committee.
- 5.2.7 The total Executive Committee members would be 14, with a minimum quorum of 8 to approved decisions.

### 5.3 Nominating Committee:

5.3.1. Nominating Committee shall be formed for each election of the President Elect, Secretary General and Treasurer. The Nominating Committee shall be chaired by the Past-President of the Society. The Nominating Committee shall consist of the immediate past president, two National Affiliated Societies Representatives, President, Treasurer, Secretary General; a total number of 7 people, with a minimum quorum of five.

5.3.2 The Nominating Committee may nominate one candidate for each open position. The Nominating Committee shall consider the need for diversity of geography, gender and professional specialty in making its nominations. The Nominating Committee shall respect the international nature and spirit of the ESSM and shall assure that the various countries of and disciplines within the Society are adequately represented on the Executive Committee

5.3.3 In addition to the candidates nominated by the Nominating Committee, any member of the Society who is not delinquent in dues or ineligible by law may be nominated for election by presenting the Secretary General with a petition signed by 20 full members of the Society. This petition must be received by the Secretary General at least 90 days before the annual meeting at which the election is due to take place.

5.3.4 If, in addition to the candidate nominated by the Nominating Committee, there are other candidates, the EC shall make available by any and all reasonable means a biography of each candidate and a statement from each candidate explaining to the members of the Society the reasons that he or she should be elected. The biography and statement must be made available to the members of the Society 42 days or more prior to the annual meeting at which the election is due to take place.

5.3.5 Nominations for election will be determined by this process in advance of the annual meeting of ESSM members. There shall not be nominations from the floor during the annual meeting of the members.

5.3.6 In an election at the Annual Business Meeting of the members, the candidate for each office receiving the most votes shall be elected.

- 5.4 The President is elected for a term of two years and cannot be re-elected for a further term. The term of the Presidency shall run from the end of the Annual Business Meeting at which they are adopted. The President presides over all meetings of the Executive Committee, is responsible for the agenda of the Executive Committee meetings, is an *ex-officio* member of all committees and officially represents the Society. The President will promote activities and improve relationships with other International Societies that deal with Sexual Medicine. The President receives reports of all committees and makes recommendations accordingly. In the event of the death, incapacity, resignation or temporary incapacity of the President, the President Elect will assume the President's responsibilities.
- 5.5 The President Elect is nominated by the Nominating Committee and approved at the Annual Business Meeting one year before the President is expected to complete the normal two-years term of office. The President Elect will become a member of the Executive Committee at the end of the Annual Business Meeting at which they are elected.
- 5.6 The Secretary General is nominated by the Nominating Committee and approved by the members present at the Annual Business Meeting. The Secretary General shall receive and give timely attention to correspondence and keep accurate records of the same and maintain the membership roster. The Secretary General shall keep the minutes of the Executive Committee meetings. The Secretary General shall prepare a membership application blank. The Secretary General shall give notice for election to new members. The Secretary General is an *ex-officio* member of all committees. The Secretary General's term of office should be three years. The Secretary



General may be re-nominated by the Nominating Committee and, subject to the approval of the full members present at the Annual Business Meeting, serve a further term of office, but shall not be re-elected to serve a third consecutive term. In case of resignation, incompetence, illness or disability, other officers will take on his/her tasks till the next Nominating Committee meeting appoints a new candidate. The Secretary General will assist the Society in planning the annual meetings with guidance from the Affiliated Societies and encouraging new memberships both within and outside the European Union. The Secretary General will promote strategies to encourage young clinicians and scientists to join the Society and convey feedback from the members to the Executive Committee. The Secretary General may be assisted in their duties by a Secretariat contracted by the Society.

- 5.7 The Treasurer is nominated by the Nominating Committee and approved by the full members present at the Annual Business Meeting. The Treasurer will manage the financial affairs of the Society. The Treasurer is required to present a financial report to the Executive Committee not less than once every six months. The Treasurer will be responsible for notification of all dues. The Treasurer will receive dues and other payments made to the Society. The Treasurer will only make payments above an amount specified from time to time by the Executive Committee if such payments are approved by the Executive Committee. Smaller payments may be made in accordance with the Standing Orders of the Executive Committee. The Executive Committee acts as an Audit Committee. The Treasurer's term of office should be three years. The Treasurer may be re-nominated by the Nominating Committee and, subject to the approval of the full members present at the Annual Business Meeting, serve a further term of office, but shall not be re-elected to serve a third consecutive term. In case of resignation, incompetence, illness or disability, other officers will take on his/her tasks till the next Nominating Committee meeting appoints a new candidate. The Treasurer will assist the Society in increasing sponsorship for the annual meetings, expanding ESSM activities within and outside the European Union, thereby promoting growth of the Society. The Treasurer is a full member of the Executive Committee. The Treasurer may be assisted in their duties by a Secretariat contracted by the Society
- 5.8 The Chairman of the Scientific Committee is nominated by the Executive Committee (see 5.8.2 for procedure) for a period of two years and can be re-appointed once for an additional two years, but shall not be re-elected to serve a third consecutive term. In case of resignation, incompetence, illness

or disability, other officers will take on his/her tasks till the next Executive Committee meeting appoints a new candidate.

5.8.1 The Scientific Committee will nominate a Grants Committee Chair who will need to be approved by the Executive Committee. The Grant Committee Chair will be appointed for a two-year period and can be re-appointed once for a period of two years, but shall not be re-elected to serve a third consecutive term. In case of resignation, incompetence, illness or disability, the Scientific Committee Chair will take on his/her tasks till the next nominations from the Scientific Committee Chair and the approval by the Executive Committee. The Grants Committee Chair will be invited to attend the Executive Committee meetings but will not be a member of the Executive Committee, and is therefore not allowed to vote during the Executive Committee meetings.

5.8.2 To replace this position (Scientific Committee chair) once his/her terms have ended, an official announcement from the Society shall be made, detailing the position description and requested qualifications

#### 5.8.3 Position Description

5.8.3.1 Determining the contents of the annual congress and any other congress or meeting organized by the ESSM with adequate balance between subspecialties and Affiliated Society representation.

5.8.3.2 Overseeing (together with each subcommittee chair) the peer-review process of the abstracts submitted for presentation at the annual congress

5.8.3.3 Overseeing (together with the Grant Committee chair) the peer-review process and allocation of grants according to the terms and conditions and in function of the budget allocated to these grants by the Executive Committee and following-up on the results of these grants.

5.8.3.4 Elect the members of this Scientific Committee (Subcommittee chairs), who should be known in the field of sexual medicine and should be invited by the Scientific Committee Chairperson based on their previous experience in local and international educational activities. Whenever possible, a European country distribution is advisable, unless the global specialty area is impossible to accomplish. Urology, Gynecology, Endocrinology and Psychology must always be present in the Scientific

Committee. As a main goal, the Scientific Committee should make all efforts to maintain and increase the scientific contents of the Society

5.8.4 Requested Qualifications: ESSM active member, MD or PhD degree with at least 20 grade-one publications in the field of sexual medicine must be appropriate. The candidate must have participated in the Scientific Committee for at least 2 years before applying, in order to be familiar with the work involved.

5.9 The Chairman of the Educational Committee is nominated by the Executive Committee (see 5.9.1 for procedure) for a two-year period and can be re-appointed once for an additional two years, but shall not be re-elected to serve a third consecutive term. In case of resignation, incompetence, illness or disability, other officers will take on his/her tasks till the next Executive Committee meeting appoints a new candidate.

5.9.1 To replace this position once his/her terms have ended, an official announcement from the Society shall be made, detailing the position description and requested qualifications

5.9.2 Position Description

5.9.2.1 Responsible for the documentation and communication of the activities of the Educational Committee

5.9.2.2 Provides the links between the committee, members and the ESSM Executive Committee

5.9.2.3 To prepare the agenda of the Educational Committee meeting, prepare and initiate educational activities in different levels, receive and disseminate correspondence to and from the committee.

5.9.2.4 Help and lead the committee in providing systematic communication from the committee to relevant stakeholders, all in agreement with the Executive Committee decisions.

5.9.2.5 Develop and submit to the Executive Committee a plan and proposed budget for educational meetings and activities for the coming year. Among activities and events are: ESSM School, preparation courses for the exams, ESSM publications, ESSM symposia in international meetings, and curriculum developments on sexual medicine

5.9.2.6 Collaborate on these matters with the scientific committee and the website editors

5.9.2.7 Select the members of this Committee that should be known in the field of sexual medicine and should be invited by the Educational Committee Chairman based on their previous experience in local and international educational activities. Whenever possible, a European country distribution is advisable, unless the global specialty area is impossible to accomplish. Urology, Gynecology, Endocrinology and Psychology must always be present in the Education Committee. As a main goal, the Educational Committee should make all efforts to develop a continuous education program

5.9.3 Requested qualifications: should be a good communicator, have the ability to delegate tasks and supervise others, and have insight and overview of the educational process of under- and post-graduate physicians in sexual medicine according to the curriculum of sexual medicine of the MJCSM (Multidisciplinary Joint Committee on Sexual Medicine).

- 5.10 The Executive Committee is responsible for the administration and management of the Society. Other Society members may be invited to participate in the Executive Committee meetings, but they cannot vote
- 5.11 The Executive Committee shall select or approve the time and place of each meeting. With the assistance of the Treasurer, the Executive Committee shall prepare and approve an annual budget for the Society for the forthcoming year. The Executive Committee will conduct an annual audit of the financial affairs of the Society but may also, from time to time, appoint a professional auditor who will provide them with a full and detailed report on these matters. The Executive Committee shall determine the annual dues or subscription payable by each category of member subject to approval by the full members at the Annual Business Meeting. The Executive Committee shall approve all applications for membership. The Executive Committee shall approve all changes in the by-laws before submission for final approval by the Society's full members at Annual Business Meeting.
- 5.12 The Nominating Committee may propose any full member of the Society for election as President, Secretary General and Treasurer or other Executive Committee membership, giving consideration to international scientific recognition and previous service to the Society. The Executive Committee appoints chairpersons for the Scientific and Educational Committees giving

consideration to prior committee service in appointing the Chairperson of such committees.

5.13 An Executive Committee Member's term of office automatically terminates if he or she:

5.13.1 is disqualified under the Charities Act from acting as a charity trustee;

5.13.2 is incapable, whether mentally or physically, of managing his or her own affairs;

5.13.3 is absent [without notice] from 3 consecutive meetings of the Executive Committee and is asked by a majority of the other Executive Committee Members to resign;

5.13.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Executive Committee on resuming membership of the Society before the next Annual General Meeting);

5.13.5 resigns by written notice to the Executive Committee Members (but only if at least two Executive Committee Members will remain in office);

5.13.6 is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Executive Committee Member concerned and considered the matter in the light of any such views; or

5.13.7 reaches the age of 75.

5.13.8 a technical defect in the appointment of an Executive Committee Member of which the Executive Committee Members are unaware at the time does not invalidate decisions taken at a meeting.

## **6. EXECUTIVE COMMITTEE'S PROTECTIONS**

6.1. The Executive Committee must hold at least two meetings each year.

6.2. A quorum at a meeting of the Executive Committee is eight Executive Committee Members.

6.3. A meeting of the Executive Committee may be held either in person or by suitable electronic means agreed by the Executive Committee in which all participants may communicate with all the other participants.

- 6.4. Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Executive Committee Members is as valid as a resolution passed at a meeting. For this purpose, the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 6.5. Except for the chairperson of the meeting, who has a second or casting vote, every Executive Committee Member has one vote on each issue.
- 6.6. A procedural defect of which the Executive Committee Members are unaware at the time does not invalidate decisions taken at a meeting.

## **7. EXECUTIVE COMMITTEE'S RESPONSIBILITIES**

- 7.1. The Executive Committee has the following powers in the administration of the Society:
  - 7.1.1. to make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy;
  - 7.1.2. to make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees;
  - 7.1.3. to make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Society and the use of its seal (if any);
  - 7.1.4. to establish procedures to assist the resolution of disputes or differences within the Society;
  - 7.1.5. to exercise any powers of the Society that are not reserved to a general meeting.

## **8. COMMITTEES**

- 8.1. The standing committees of the Society including Educational Committee and Scientific Committee shall be determined by the Executive Committee from time to time and their activities conducted in accordance with standing orders made under Article 7.1.1.
- 8.2. The Society will have an Advisory Board, whose members will be elected by each nation from its own membership. The Advisory Board will elect a

National Affiliated Societies Representative from amongst its members, who will be an *ex-officio* member of the Executive Committee (see Article 5.2.3). The Affiliated Society with the largest number of members will nominate the second representative who will also be an *ex-officio* member of the Executive Committee (see Article 5.2.3). The role of the Advisory Board is to inform the Executive Committee of national issues pertinent to the aims of the Society. Its role is purely advisory and its members have no voting rights. However, the Executive Committee will carefully consider its advice and act upon it where it determines that it is consistent with the best interests of the Society. The Advisory Board will meet from time to time at a period determined by the Executive Committee.

- 8.3a The Society will have an Examination Committee to manage the European Federation of Sexology (EFS)-ESSM Certified Psycho-Sexologists (ECPS) exams. The Chair of the Examination Committee will be nominated in collaboration with the EFS and will be appointed by the ESSM Executive Committee for a period of three years and can be re-appointed once for another three-year period. The Chair will not be a member of the ESSM Executive Committee.
- 8.3b The Chair of each Committee of the Society will nominate the members of the committee to the Executive Committee for their approval. The members of the committees will be appointed for the same length of period as their chairs and can be re-appointed once for another term but shall not be re-elected to serve a third consecutive term.

## **9. RECORDS AND ACCOUNTS**

- 9.1. The Executive Committee must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
  - 9.1.1. annual returns;
  - 9.1.2. annual reports; and
  - 9.1.3. annual statements of account.
- 9.2. The Executive Committee must keep proper records of:
  - 9.2.1. all proceedings at general meetings;

- 9.2.2. all proceedings at meetings of the Executive Committee;
  - 9.2.3. all reports of committees; and
  - 9.2.4. all professional advice obtained.
- 9.3. Accounting records relating to the Society must be made available for inspection by any Executive Committee Member at any time during normal office hours and may be made available for inspection by members who are not Executive Committee Members if the Executive Committee so decides.
- 9.4. A copy of the Society's latest available statement of account must be supplied on request to any Executive Committee Member or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Society's reasonable costs.

## **10. NOTICES**

- 10.1. Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Society.
- 10.2. The only address at which a member is entitled to receive notices sent by post is an address (which need not be in the UK) shown in the register of members.
- 10.3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 10.3.1. Twenty-four hours after being sent by electronic means or delivered by hand to the relevant address;
  - 10.3.2. two clear days after being sent by first class post to that address;
  - 10.3.3. three clear days after being sent by second class or overseas post to that address;
  - 10.3.4. on the date of publication of a newspaper containing the notice;
  - 10.3.5. on being handed to the member personally; or, if earlier,
  - 10.3.6. as soon as the member acknowledges actual receipt.



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

10.5. Documents

10.5.1. Subject to the provisions of any elective resolution of the Society for the time being in force, any notice and a copy of every balance sheet (including every document required by law to be annexed thereto) that is to be laid before the Society in a General Meeting together with a copy of the auditor's report, and the Executive Committee's Report (together known as "the Documents"), shall, not less than twenty-one days before the date of the meeting, be sent to every member of the Society and every person entitled to receive notice of General Meetings of the Society;

10.5.2. References in this Article to sending the Documents to every member of the Society and to every person entitled to receive notice of General Meetings of the Society include using electronic communications to send the Documents to such addresses as may for the time being be notified to the Society by that person for that purpose.

10.5.3. For the purposes of this Article, the Documents are also to be treated as sent to any member of the Society and to any person entitled to receive notice of General Meetings PROVIDED that:

- (a) the Society and the person have agreed to the person having access to the Documents on a web site (instead of the Documents being sent to the person); and
- (b) the person is notified not less than 21 days before the date of the meeting, in a manner for the time being agreed for the purpose between the person and the Society, of the publication of the Documents on the web site, the address of that web site, the place on the web site where the Documents may be accessed, and how they may be accessed; and
- (c) the Documents are published on the web site throughout a minimum period beginning at least 21 days before the date of the meeting and ending with the conclusion of the meeting

## 11. DISSOLUTION

- 11.1. The provisions of the Memorandum relating to dissolution of the Society take effect as though repeated here.

## 12. INTERPRETATION

- 12.1. In the Memorandum and in the Articles, unless the context indicates another meaning:

**ABM** means an annual business meeting of the Society;

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

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

**the Charities Act** means the Charities Act 1993;

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

**clear day** means 24 hours from midnight following the relevant event;

**the Commission** means the Society Commissioners for England and Wales;

**the Companies Act** means the Companies Act 1985;

**connected person** means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of an Executive Committee Member, any firm of which an Executive Committee Member is a member or employee, and any company of which an EC Member is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

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

**EBM** means an extraordinary business meeting of the Society;

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

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

**firm** includes a limited liability partnership;

**indemnity insurance** means insurance against personal liability incurred by any Executive Committee Member for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Executive Committee Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

**material benefit** means a benefit which may not be financial but has a monetary value;

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

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

**month** means calendar month;

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

**the Objects** means the Objects of the Society as defined in clause of the Memorandum;

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

**Executive Committee Member** means a director of the Society and **the Executive Committee** means the board of directors.

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

**year** means calendar year.

- 12.2. Expressions defined in the Companies Act have the same meaning.
- 12.3. References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.