

The Companies Act 1985 and the Companies Act 1989  
Company Limited by Guarantee and not having a Share Capital

MEMORANDUM AND  
ARTICLES OF ASSOCIATION\*\*  
THE BRITISH SOCIETY FOR HAEMATOLOGY

Incorporated the 13th day of September, 1991.

**\*\* As amended by Special Resolutions passed on 5 April 1995, 29 April 1998,  
25 April 2001, 17 April 2002, 9 April 2003 and 7 April 2008**

COMPANY NUMBER 2645706

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF  
THE BRITISH SOCIETY FOR HAEMATOLOGY\*

1. The name of the Company (hereinafter called "the Society") is The British Society for Haematology.
2. The registered office of the Society will be situated in England.
3. The object for which the Society is established is to advance the practice and study of haematology and to facilitate contact between persons interested in haematology.
4. In furtherance of the above object but not further or otherwise the Society shall have the following powers:-
  - (a) To provide facilities, buildings, staff equipment, material, books and libraries to facilitate and promote the objects of the Society
  - (b) To publicise educate the public in and provide information about the work of the Society
  - (c) To hold exhibitions meetings conferences lectures and classes to publish or distribute newspapers books magazines journals or other literary works in connection with the activities and in furtherance of the Objects of the Society
  - (d) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or convenient for the promotion of its objects and to construct, maintain alter or manage any buildings or erections as necessary or convenient for the work of the Society

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\* As amended by a Special Resolution passed on 5 April 1995

- (e) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects
- (f) To undertake and execute any trusts conducive to its objects which may lawfully be undertaken by the Society
- (g) To borrow or raise money for the purposes of the Society on such terms and (subject to such consents as may be required by law) on such security as may be thought fit
- (h) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law
- (i) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects
- (j) To do all such other things as are necessary or conducive to the attainment of the above objects or any of them

Provided that the Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Society would make it a Trade Union.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Committee of Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Committee of Management or

Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Committee of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as is allowed by law, having regard to such trusts.

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any Member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding two per cent per annum below the base rate of the Society's bankers or three per cent (whichever is the higher) on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but so that (subject as hereinafter provided) no member of the Committee of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Committee or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Committee of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he

may receive in respect of any such payment.

6. The liability of the Members of the Society is limited.
7. Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a Member of the Society, or within the year after he ceases to be a Member of the Society, for payment of the debts and liabilities of the Society contracted before he ceases to be a Member of the Society, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
8. If upon winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

LONDON LAW SERVICES LIMITED,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

LONDON LAW SECRETARIAL LIMITED,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

Dated the 1st day of June, 1991,

Witness to the above Signatures:-

COLIN A LAY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF  
THE BRITISH SOCIETY FOR HAEMATOLOGY\*\*

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column of that Table if not inconsistent with the subject or context.

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act, 1985
These presents	These Articles of Association, and the regulations of the Committee from time to time in force.
The Society	The above-named Society.
The Committee	The Committee of Management for the time being of the Society.
The Office of the Society	The Office of the Society at which membership records are kept as from time to time notified to members of the Society.
The Seal	The Common Seal of the Society.
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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As amended by Special Resolutions passed on 5 April 1995, 29 April 1998, 25 April 2001, 17 April 2002 and 9 April 2003

Member	a member of the Society for the time being whether an Ordinary Member, Temporary Member, Honorary Member, Associate Member, Senior Member or member of any other class of Members of the Society determined by the Committee.
The Regulations	the regulations of the Society made by the Committee pursuant to Article 60 or any other Article.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Society shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

## MEMBERS

2. There shall be the following classes of Members of the Society:
  - (a) Ordinary Members
  - (b) Associate Members
  - (c) Honorary Members
  - (d) Temporary Members
  - (e) Senior Members
  - (f) any other class of Members of the Society determined by the Committee.
3.
  - (a) A person shall not be eligible to be elected as an Ordinary Member or Associate Member unless he is engaged in the practice or study of haematology.
  - (b) A person of distinction in the field of haematology nominated by the Committee may be elected as an Honorary Member.

- (c) Ordinary Members, Associate Members and Honorary Members shall be elected by the Members in accordance with the Regulations.
  - (d) A person nominated for, but not yet elected to, Ordinary Membership or Associate Membership may be admitted as a Temporary Member by a resolution of the Committee. If a Temporary Member is not elected as an Ordinary Member or an Associate Member at the Annual General Meeting of the Society following his nomination he shall cease to be a Temporary Member.
  - (e) An Ordinary Member who has retired from remunerative practice in haematology may be admitted as a Senior Member in accordance with the Regulations.
  - (f) Subject to the provisions of the Articles of Association, the Committee shall by Regulations prescribe the eligibility criteria and the conditions for the acceptance for each class of Membership and the procedures for application, nomination and election (which may include by secret or postal ballot) to each class of Membership.
  - (g) The rights and privileges of every Member shall be personal to himself, shall not be transferable and shall cease on death. The rights and privileges of any class of Members referred to in Article 2(f) shall be determined by the Committee.
  - (h) A Register shall be kept at the Office of the Society in which shall be entered the name and address of every Member.
- 4.
- (a) All Ordinary Members and Senior Members shall be entitled to attend, speak and vote at General Meetings of the Society and to attend any scientific meeting of the Society. In addition the Committee may in its absolute discretion decide that Ordinary Members shall be entitled to other benefits and may offer, vary or withdraw those benefits and on such terms as the Committee may think fit.
  - (b) All Associate Members and Honorary Members shall be entitled to attend any scientific meeting of the Society and to receive notices of General Meetings and to attend and speak, but not vote, at General Meetings or on any ballot of the Members.
  - (c) All Temporary Members shall have the same rights as Ordinary Members except for the right to vote at General Meetings of the Society or on any ballot of the Members.

5. **FEES AND SUBSCRIPTIONS**

- (a) The fees and subscriptions for the different categories of membership shall be such sums (if any) as shall be set by the Committee and shall be due on the date or dates prescribed by the Committee. The Committee may set different rates for different classes of Members.

- (b) A Member who is in arrears with any fee or subscription due from him and who has been notified in writing by the Committee shall cease to be a Member in accordance with the Regulations and his name shall be removed from the Register of Members. The Committee, if authorised to do so by the Regulations and in accordance with the terms thereof, may waive or lower the sum demanded.
- (c) A Member shall remain liable to pay to the Society all fees and subscriptions due up to the date on which he ceased to be a Member.
- (d) A Member, who is in arrears with any fee or subscriptions or other sum due from him to the Society, shall not be entitled to exercise any voting rights and may have his other privileges of membership suspended in accordance with the Regulations.
- (e) Where any Member has ceased to be a Member under Article 5(b) Regulations may prescribe circumstances in which such a person could be reinstated as a Member.

## 6. **TERMINATION OF MEMBERSHIP**

A Member shall cease to be a Member if:

- (a) he is made bankrupt or makes or seeks to make any voluntary arrangement with or composition or arrangement with or for the benefit of his creditors generally (and in each case whether under Insolvency Act 1986 as modified or re-enacted from time to time or otherwise);
- (b) he becomes of unsound mind;
- (c) he resigns by giving at least 30 days' notice in writing to that effect to the Society at the Office of the Society;
- (d) (being a member of the Committee) he ceases to hold such office pursuant to Article 41(f);
- (e) the Committee recommend to an Annual General Meeting of the Society that in their opinion the interests of the Society require it and such recommendation is accepted by a two thirds majority of the Members of the Society voting on it.

In the event of a person ceasing to be a Member under Article 5(b) or 6 his name shall be removed from the Register of Members and he will not be entitled to describe himself as being a Member or to any privileges of a Member.

## GENERAL MEETINGS

- 7. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Society holds its first

Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
9. The Committee may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act. The Committee may also convene such scientific meetings in addition to the annual scientific meeting as it may consider appropriate.
10. Four weeks' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Society.
11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.
12. Unless the members of the Society in general meeting agree otherwise or the same is prevented due to clauses beyond the reasonable control of the Committee an annual scientific meeting shall be held once in every calendar year at which scientific papers shall be given. The conduct of and programme for the annual scientific meeting shall be in the hands of the President the Scientific Secretary and a Meeting Secretary appointed by the Committee. The Annual General Meeting shall take place during the annual scientific meeting unless the latter does not occur.

#### PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the audited accounts and the reports of the Secretary and of the Auditors, the election of members of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven ordinary members of the Society personally present shall be a quorum.

15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members of the Society, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members of the Society present shall be a quorum.
16. The President of the Society shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some ordinary member of the Society who shall be present to preside.
17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members of the Society shall not be entitled to any notice of an adjournment, of the business to be transacted at an adjourned meeting.
18. At any General Meeting a resolution put to the vote of the meeting shall be decided by a secret ballot. The Committee may by Regulations prescribe procedures for voting by postal ballot on any such resolution.
19. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

#### VOTES OF MEMBERS

20. Only ordinary members and senior members shall be entitled to attend, speak and vote at General Meetings. All other Members of the Society shall be entitled to receive notice of General Meetings and to attend and speak, but not vote, at General Meetings.
21. No Member of the Society other than an ordinary member or senior member of the Society duly registered shall be entitled to vote on any question at any General Meeting.
22. Votes may only be given personally or in the manner from time to time prescribed by these Articles of Association or by Regulations.

## ELECTION OF OFFICERS AND THE COMMITTEE

23. (a) The Officers of the Society shall be a President, Vice President, Secretary, Scientific Secretary and Treasurer.
- (b) The President will be appointed for a period of one year but shall not be eligible for reappointment as President. The Secretary, the Scientific Secretary and the Treasurer shall be appointed for a period of three years and shall be eligible for re-appointment, but shall not normally hold office for more than six consecutive years.
- (c) Election of Officers shall take place at the following times:
- (i) The President shall be elected one year in advance of taking up office. In the year immediately preceding his taking up office as President he shall be the Vice-President of the Society. In the year after completing his term of office as President the immediate past President will remain on the BSH Committee and represent the Society with particular reference to the Society's public relations.
- (ii) The Secretary, the Scientific Secretary and the Treasurer will be elected one year in advance of taking up their respective offices. During that year they will be known as the Proleptic Secretary, the Proleptic Scientific Secretary and the Proleptic Treasurer and shall be entitled to attend meetings of the committee but shall not be entitled to vote.
- (d) The Officers in office at the close of the Annual General Meeting of the Society on 9 April 2003 shall continue in office for the terms set out in these Articles unless otherwise prescribed in Regulations
24. The Committee shall consist of the President, Vice President, Secretary, Scientific Secretary, Treasurer and eight Ordinary Members of the Committee.
25. (a) A candidate for election to the Committee must have been an ordinary member of the Society for at least two years prior to the date of his nomination.
- (b) The Officers and Ordinary Members of the Committee shall be elected by the Ordinary Members and Senior Members.
- (c) The procedures for the nomination and election (which may include by postal ballot) of Officers and Ordinary Members of the Committee shall be defined in Regulations.

- (d) The results of the election of Officers and Ordinary Members of the Committee shall be declared at the Annual General Meeting immediately following their election. The election of new Officers and Ordinary Members of the Committee as aforesaid shall take effect as from the close of the Annual General Meeting, when retiring Officers and Ordinary Members of the Committee shall be deemed to retire.
26. An Ordinary Member of the Committee shall hold office for a term of three years from the date of his election, at the end of which he shall retire and (unless determined otherwise by the Committee in respect of a particular candidate) shall not be eligible for re-election until he has been out of office for one year. For the purposes of this Article and Article 23 a “year” shall mean the period between the end of an Annual General Meeting and the end of the next Annual General Meeting of the Society.
27. The Committee shall have power to co-opt persons to be members of the Committee on such terms as they may consider appropriate and may remove such persons but so that in no circumstances shall any co-opted member be entitled to vote on any matter to be decided by the Committee.
28. The Committee may at any time appoint a person (who must have been an ordinary member of the Society for a minimum of two years) to be a member of the Committee to fill a vacancy in the Officers or Ordinary Members of the Committee. Any member of the Committee so appointed shall hold office only until the next following Annual General Meeting of the Society when he shall then be eligible for re-election. Such a period of office shall not be taken into account in determining whether such a person is eligible for re-election.
29. In addition and without prejudice to the provisions of Section 303 of the Act, the Society may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified ordinary member of the Society in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### POWERS OF THE COMMITTEE

30. The business of the Society shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as they think fit, and may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting, but no regulation

made by the Society in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

31. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number required to provide a quorum at meetings of the Committee it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### PROCEEDINGS OF THE COMMITTEE

32. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum at any Committee Meeting shall be five (of whom at least one is an Ordinary Member of the Committee). Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
33. A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
34. The President (or in his absence the Vice President) shall be the Chairman who shall be entitled to preside at all meetings of the Committee at which he shall be present, but if at any meeting the President or Vice President be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chairman of the meeting.
35. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Society for the time being vested in the Committee generally.

#### SUB-COMMITTEES

36. (a) The Committee may delegate any of their powers to Sub-committees consisting of such persons who must be Ordinary Members of the Society appointed by the Committee as they may think fit but at least two members of every Sub-committee must be a member of the Committee referred to in Article 24. Any Sub-committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed upon it by the Committee. The meetings and proceedings of any such Sub-committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations

made by the Committee as aforesaid. All Sub-committees shall fully report their acts and proceedings to the Committee as soon as is reasonably practicable.

- (b) The Sub-committee may co-opt persons to be members of such Sub-committee, subject to such persons and the terms of their co-option being first approved by the Committee and may remove such persons. The Sub-committee shall revoke any such appointment of a co-opted member on the direction of the Committee.
  - (c) Only those members of a Sub-committee who are ordinary members of the Society shall be entitled to vote on any matter to be decided by that Sub-committee. All other members of such Sub-committee, including co-opted members, shall not be entitled to vote on such a matter.
37. All acts bona fide done by any meeting of the Committee or of any Sub-committee of the Committee, or by any person acting as a member of the Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee or Sub-committee.
38. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Society and of the Committee and of Sub-committees of the Committee and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
39. A resolution in writing signed as approved by all the members for the time being of the Committee or of any Sub-committee of the Committee who are duly entitled to receive notice of a meeting of the Committee or of such Sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such Sub-committee duly convened and constituted.
40. (a) In particular but without limiting the foregoing the Committee shall establish and maintain as a Sub-committee of the Committee the British Committee for Standards in Haematology ("BCSH") and the appropriate Task Forces of that Committee for the purpose of developing and publishing standards in haematology provided that these standards may only be published when they have been approved by the Committee.
- (b) In particular but without limiting the foregoing the Committee shall establish and maintain as a Sub-committee of the Committee the Paediatric Sub-committee for the purpose of representing paediatric haematology and addressing its management, training and educational needs. The Paediatric Sub-Committee will manage the Paediatric Haematology Forum comprising those members of the

Society who are involved in the care and study of childhood blood disorders.

#### DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

41. The office of a member of the Committee shall be vacated:-
- (a) In the circumstances set out in Article 6 (a)
  - (b) If he comes of unsound mind
  - (c) If he ceases to be a Member of the Society
  - (d) If by notice in writing to the Society he resigns his office
  - (e) If he ceases to hold office by reason of any resolution made under Section 303 of the Act.
  - (f) If he becomes disqualified by law from acting as the trustee of a charity or as a company director.
  - (g) If he is absent without the permission of the Committee for three consecutive meetings of the Committee and the Committee resolves that his office be vacated.

#### THE SEAL

42. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of at least two members of the Committee and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### THE SECRETARY

43. The provisions of Sections 283 and 284 of the Act shall apply and be observed in relation to the Secretary and Scientific Secretary and the Scientific Secretary may act in the place of the Secretary if there be no Secretary or no Secretary capable of acting.
44. In addition to the above the Scientific Secretary shall be responsible for organising scientific meetings of the Society other than the annual scientific meeting referred to in Article 13 and shall assist the President and the Meeting Secretary in the organisation of the annual scientific meeting so referred to.

#### TREASURER AND BANK ACCOUNT

45. (a) The duties of the Treasurer shall be to:-

- (i) receive all moneys on behalf of the Society and make all payments authorised by the Committee; and
  - (ii) keep the books of account required to be kept under Article 46; and
  - (iii) draw up the income and expenditure account and balance sheet required to be drawn up under Article 49;
- (b) Any bank account or other account in which any part of the assets of the Society is deposited shall be operated under the control of the Committee and shall indicate the name of the Society. All cheques, negotiable instruments and orders for the payment of money from such account shall be signed in such manner as the Committee shall from time to time determine.

## ACCOUNTS

46. The Committee shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditures take place,
  - (b) all sales and purchases of goods by the Society; and
  - (c) the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

47. The books of account shall be kept at the Office, or at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the members of the Committee.
48. The Society in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members of the Society, other than members of the Committee, of the accounts and books of the Society, or any of them, and subject to such restrictions the accounts and books of the Society shall be open to the inspection of such Members of the Society at all reasonable times during business hours.
49. At the Annual General Meeting in every year the Committee shall lay before the Society a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Society) made up to a date determined by the Committee together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other document required by law to be annexed or attached thereto or accompany the same shall not less than four weeks before the date of the meeting (subject nevertheless as provided by Section 246 of the Act) be sent to the Auditors and

to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.

#### AUDIT

50. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
51. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 389 of the Act, the members of the Committee being treated as the Directors mentioned in those sections.

#### NOTICES

52. A notice may be served by the Society upon any Member of the Society either personally or by sending it through the post in a prepaid letter, addressed to such Member of the Society at his registered address as appearing in the register of members.
53. Any Member of the Society described in the register of members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members of the Society who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Society.
54. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

55. Clause 7 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

#### INDEMNITY

56. The indemnity granted by Clause 118 of Table A as set out in the Schedule to the

Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) shall apply to the Society and in addition thereto but subject always to the provisions of the Act every Officer of the Society and member of the Committee shall be entitled to be indemnified out of the Assets of the Society against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

#### CONDUCT OF SCIENTIFIC MEETINGS

57. When circumstances permit Members of the Society may introduce visitors to the scientific meetings of the Society and a visitor may submit a scientific communication to the Society. Visitors' names shall be entered in the attendance book kept by the Meeting Secretary but no-one other than members of the Society shall be entitled to attend any business meeting of the Society.
58. The Committee may invite any other scientific society to participate in any scientific (but not business) meeting of the Society.
59. Business meetings of the Society whether scientific or business meetings are private and their conduct or any matters raised at or arising from such meetings shall not be communicated to the media (whether press radio or television) without the consent of the Committee to both the subject and the content of the disclosure or communication concerned.

#### REGULATIONS

60. The Committee may from time to time make such regulations as it may think fit and add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members and the Committee shall adopt such means as it may think fit to bring such regulations to the notice of Members. Regulations may concern the following subjects:
  - (a) the procedure at General Meetings and meetings of the Committee and its committees insofar as such procedure is not regulated by the Articles of Association of the Society;
  - (b) the procedure for, and the conduct of, nominations and elections of Officers and other members of the Committee insofar as not regulated by the Articles of Association of the Society;
  - (c) any other subjects which the Articles of Association provide may be covered by Regulations;
  - (d) generally all such matters as are commonly the subject matter of company rules or bye-laws

provided that no regulation shall contravene any of the provisions of the Memorandum of Association or Articles of Association of the Society or the Act.

## INVESTMENTS

- 61 The Committee shall have the power to employ as a professional investment manager for the Society any person who is entitled to carry on a regulated activity under the provisions of the Financial Services and Markets Act 2000 (or any statutory modification or re-enactment thereof) and to delegate to any such manager ("the Manager") the exercise of all or any of the power of investments on such terms and at such reasonable remuneration as the Committee may see fit but always subject to the following:
- 61.1 Delegated powers shall be exercisable only within the clear policy guidelines drawn up in advance by the Committee;
  - 61.2 The Committee shall give directions to the Manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf;
  - 61.3 The Committee shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;
  - 61.4 The Committee will be bound to review the arrangements for delegation at least once in every 24 months;
  - 61.5 The Manager shall keep the Committee informed on a regular basis of the performance of the investment portfolio managed by the Manager.
62. The Committee may:
- 62.1 make such arrangements as they think fit for any investments of the Society or income from those investments to be held by a corporate body (which is incorporated in England or Wales or which has established a branch or a place of business in England and Wales) as the nominee of the Society; and
  - 62.2 pay reasonable and proper remuneration to any corporate body acting as such a nominee in pursuance of this Article.

NAMES AND ADDRESSES OF SUBSCRIBERS

LONDON LAW SERVICES LIMITED,  
Temple Chambers,  
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London EC4Y 0HP.

LONDON LAW SECRETARIAL LIMITED,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

Dated the 1st day of June, 1991.

Witness to the above Signatures:-

COLIN A LAY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

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