



“HODIE ET IN FUTURUM PRO MULIERIBUS”

-FOR WOMEN TODAY AND IN THE FUTURE-

FOUNDED 2018

MEMORANDUM OF ASSOCIATION THE SOCIETY OF WOMEN IN MAXILLOFACIAL SURGERY

A Society for the collaboration and support of women in Oral and Maxillofacial Surgery

Formed on the 11th day of June 2018

Ratified on the 18th day of September 2018

Our Vision

Oral and Maxillofacial Surgery is unique as a surgical specialty requiring qualification and training in dentistry and medicine. It has one of the longest professional training pathways in the world and demands a high level of commitment and dedication to training and learning that can span the most formative decades of a woman's life. As a specialty, it has been dominated by a largely male contingency historically, with the first female maxillofacial consultant in the UK being appointed in 1989.

We actively recognise the sacrifice of the founding females in the specialty. Their dedication, resilience and tolerance continues to inspire a growing number of women to follow in their footsteps; each successive generation driven to achieve something more both for the specialty at large and its female members. We have much to be proud of with women occupying positions on the Council of the British Association of Oral and Maxillofacial Surgeons (BAOMS), the board of examiners for the intercollegiate exit examination, University Medical and Dental School roles as well as leading roles in research and postgraduate education. In 2010 Maire Morton became the first female president of BAOMS.

Through the years, women have proven their skill and ability as surgeons and leaders. Female surgeons offer a different perspective on many aspects of the speciality whilst reaching the pinnacles of international achievement for example, Professor Sylvie Testelin who was one of two maxillofacial surgeons who performed the first ever face transplant. This society aims to utilise the strength of our ever-growing number of female surgeons to inspire the future of women in the speciality whilst supporting those already in it and those yet to join.

Our mission:

1. To provide a society where women can collaborate to support other women in the specialty both professionally and socially.
2. To provide a supportive and receptive environment for women in the speciality to speak openly.
3. To support women with an interest in furthering their careers in research, education, management and leadership.
4. To support female oral and maxillofacial surgeons in achieving a balanced and healthy working life.
5. To identify female oral and maxillofacial surgeon role models to inspire students, junior doctors and colleagues.
6. To run an annual meeting for women in oral and maxillofacial surgery.

SWiMS is a not for profit unincorporated organisation with the aim of helping women in oral and maxillofacial surgery past, present and in the future. None of the trustees will have any financial gain from the society and any funds raised will used to promote the aims of the society for the benefit of its members.

1. The name of the Society (hereinafter called 'the Society') is The Society of Women in Maxillofacial Surgery (SWiMS). A society for the collaboration and support of women in Oral and Maxillofacial Surgery.
2. The office of the Society will be situated in England and Wales.
3. The objectives for the Society as established are to utilise the strength of female surgeons to inspire the future of women in the speciality of Oral and Maxillofacial Surgery whilst supporting existing surgeons and those yet to join, but not restricted only to the mission listed above.
4. The Society shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
 - 4.1. to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or structures;
 - 4.2. to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Society;
 - 4.3. to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
 - 4.4. to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law;
 - 4.5. to take and accept any gift of money, property or other assets whether subject to any special trust or not;

- 4.6. to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Society in the shape of donations, subscriptions or otherwise;
- 4.7. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4.8. to invest moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 4.9. to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions subject to the mutual consent and agreement of its appointed committee;
- 4.10. to convene and hold conferences and to make reasonable charges for the right to attend
- 4.11. to commission and sponsor research provided that the results of such research are made available to the Society
- 4.12. to engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Society and, subject to the provisions of clause 5 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;
- 4.13. to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Society and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association;
- 4.14. to pay out of funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;
- 4.15. to do all such other lawful and charitable things as shall further the attainment of the objects of the Society or any of them.

Provided that:

- 4.15.1. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- 4.15.2. The Society's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- 4.15.3. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society and no Councillor of the Society shall be appointed to any office of

the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society.

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

- 4.15.3.1. of reasonable and proper remuneration to any member, officer or servant of the Society (not being a Councillor) for any services rendered to the Society and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Society;
 - 4.15.3.2. to any Councillor of reasonable out of pocket expenses;
 - 4.15.3.3. of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Society or a Councillor may be a member holding not more than one hundredth part of the capital of such company.
5. The liability of the members is limited.
 6. 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, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
 7. If upon the 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 body or bodies 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 6 hereof, such body or bodies to be determined by the members of the Society at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable body.
 8. Communication within the Society and pertaining to the Society:
 - 8.1. will be via the Society's social media groups, email and website as regulated by the Council of the Society.
 - 8.2. communications via these forums will be considered "meetings" and private, for which the Society subscribes to the Chatham House Rule²⁰⁰²:

"When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed."

<https://www.chathamhouse.org/chatham-house-rule>

Names, addresses, and descriptions of the Society's Officers

Zarina Shaikh, President
Department of Oral and Maxillofacial Surgery
The Royal Cornwall Hospital
Penventinnie Lane
Truro
TR1 3LY

Kanwalraj Moar, Honorary Secretary
Cleft Net East
Addenbrookes Hospital
Hills Road
Cambridge
CB2 0QQ

Victoria Beale, Honorary Treasurer
Cleft Lip and Palate Unit
Royal Manchester Children's Hospital
Oxford Road
Manchester
M13 9WL

Witness to the above



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ARTICLES OF ASSOCIATION OF THE SOCIETY OF WOMEN IN MAXILLOFACIAL SURGERY

A Society for the collaboration and support of women in Oral and Maxillofacial Surgery

Formed on the 11th day of June 2018

Interpretation

1. In these Articles:

'THE ARTICLES' means the Articles of the Society. 'CLEAR DAYS' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect. 'EXECUTED' includes any mode of execution. 'OFFICE' means the registered office of the Society. 'THE SEAL' means the common seal of the Society. 'SECRETARY' means the Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society, including a joint, assistant or deputy secretary. 'THE UNITED KINGDOM' means Great Britain and Northern Ireland unless the context otherwise requires. Words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Society.

Members

2. The subscribers to the Memorandum of Association of the Society and such other persons as are admitted to membership in accordance with the Articles shall be members of the Society. No person shall be admitted a member of the Society unless approved by the Council. Any woman who is a consultant or specialist trainee in Oral and Maxillofacial Surgery in the United Kingdom is eligible for membership and every such person who wishes to become a member shall deliver to the Society an application for membership in such form as the Council require executed.
3. A member may at any time withdraw from the Society by giving at least 7 clear days' notice to the Society. Membership shall not be transferable and shall cease on death.
4. Members who have been members for not less than 5 years of the Society and who have retired from active practice are eligible for senior membership.

5. Any member who has retired from active practice and who in the opinion of the Council has made a significant contribution to the affairs of the Society may be created a Life member of the Society and shall not be required to pay any registration fees.
6. Junior membership is available to:
 - a) Women who are dual qualified medical and dental graduates undertaking foundation or core surgical training with the aim of entering specialist training in Oral and Maxillofacial Surgery.
 - b) Women who are medical undergraduates and dental graduates pursuing dual qualification with the aim of entering specialist training in Oral and Maxillofacial Surgery.
 - c) Women who are a dental undergraduates and medical graduates pursuing dual qualification with the aim of entering specialist training in Oral and Maxillofacial Surgery.
7. Junior members:
 - a) do not have voting rights within the Society.
 - b) will convert to full member on commencement of specialist training in Oral and Maxillofacial Surgery.
 - c) will have their membership suspended if they do not enter core surgical training on completion of foundation training.
 - d) will have their membership suspended if they do not enter specialist training in Oral and Maxillofacial Surgery on completion of core surgical training.
8. The Council may also at their discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the Council or a committee of the Council.
9. The Society is established for the purposes expressed in the Memorandum of Association.
10. It shall be lawful for the Council to provide for the admission of such persons as they may think fit who have made a special contribution to the advancement of women in Oral and Maxillofacial Surgery to be Honorary Members of the Society and for the rights, duties and liabilities (if any) of such Honorary Members but so that such persons shall not by virtue of being Honorary Members as aforesaid be members of the Society and their rights (if any) shall not include a right to speak or vote at general meetings of the Society. The Secretary shall keep an accurate register of such Honorary Members of the Society.

Subscriptions

11. A member shall pay such subscription in each year as the Society shall in general meeting decide. Life Honorary and Senior members shall not pay any subscription. A member who is more than 6 months in default with payment of the relevant subscription shall be notified of such by the Honorary Treasurer and if such subscription

is not paid within 60 days of such notification his membership shall be forfeited until the arrears are paid.

General meetings

12. The Society shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Society and that of the next. Provided that so long as the Society holds its first annual general meeting within 18 months of its formation, it need not hold it in the year of its formation or in the following year. The annual general meeting in each year shall be held at such time and place as the Council shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. The Council may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom and Ireland sufficient Councillors to call a general meeting, any Councillor or any member of the Society may call a general meeting.

Notice of general meetings

14. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Councillor shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - a) *in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and*
 - b) *in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.*

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the members of the Council and auditors.

15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

16. No business shall be transacted at any meeting unless a quorum is present. Fifteen per cent of the total membership of the Society present in person or by proxy shall be a quorum.
17. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such other time and place as the Councillors may determine.
18. The President or in her absence the Treasurer or some other Councillor nominated by the Council shall preside as chairperson of the meeting, but if neither the President nor the Treasurer nor such other Councillor (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Councillors present shall elect one of their number to be chairperson and, if there is only one Councillor present and willing to act, she shall be chairperson.
19. If no Councillor is willing to act as chairperson, or if no Councillor is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.
20. The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
21. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - a) *by the chairperson; or*
 - b) *by at least two members having the right to vote at the meeting; or*
 - c) *by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting; and*
 - d) a demand by a person as proxy for a member shall be the same as a demand by the member.
22. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

23. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
24. A poll shall be taken as the chairperson directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he may have.
26. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairperson directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
27. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of members

28. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
29. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not

disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

31. An instrument appointing a proxy shall be in writing, Executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

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

Signed on _____

32. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:

- a) *be deposited at the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or*
- b) *in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or*
- c) *where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the Secretary or to any Councillor; and*
- d) an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

33. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Council

34. The Council shall consist of the following officers, namely: the President, Honorary Secretary, Honorary Treasurer, Trainee Representative and up to three other members. All such council members must be full members of the Society in good standing.

35. The first members of the Council shall be:

President:	Miss Z Shaikh
Honorary Secretary:	Miss K Moar
Honorary Treasurer:	Miss Victoria Beale
Councillor (Trainee Representative):	Miss Ambika Chadha
Councillor:	TBC
Councillor:	TBC
Councillor:	TBC

36. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Society shall be managed by the Council who may exercise all the powers of the Society. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

37. The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

38. The length of office of the first and subsequent President, Honorary Treasurer, Honorary Secretary and Councillors shall be determined at the first AGM.

Delegation of Council's powers

39. The Council may delegate any of their powers to any proper committee consisting of one or more Councillors or other persons. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Council so far as they are capable of applying.

Disqualification and removal of Councillors

40. The office of a Councillor shall be vacated if:

- a) *she becomes bankrupt or makes any arrangement or composition with her creditors generally; or*
- b) *she is, or may be, suffering from mental disorder and either:*
 - i. *she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or*
 - ii. *an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or*

- c) *she resigns her office by notice to the Society; or*
- d) *she ceases to be a member of the Society; or*
- e) *she shall for more than 2 consecutive meetings have been absent without permission of the Councillors from meetings of Councillors held during that period and the Councillors resolve that her office be vacated.*

Remuneration of Councillors

41. The provisions of the Memorandum of Association as to the remuneration of Councillors shall apply.

Councillors' expenses

42. The Councillors may be paid all expenses properly incurred by them in connection with their duties

Councillors' appointments and interests

43. Subject to the provisions of the Act and of the Memorandum of Association, the Council may appoint one or more of their number to an executive office under the Society and may enter into an agreement or arrangement with any Councillor for his employment by the Society or for the provision by her of any services outside the scope of the ordinary duties of a Councillor. Any appointment of a Councillor to an executive office shall terminate if she ceases to be a Councillor but without prejudice to any claim to damages for breach of the contract of service between the Council and the Society.

44. Subject to the provisions of the Memorandum of Association and provided that she has disclosed to the Council the nature and extent of any material interest of her, a Councillor notwithstanding her office:

- a) may be a party to, or otherwise be interested in, any transaction or arrangement with the Society or in which the Society is otherwise interested;
- b) may be a Councillor or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Society or in which the Society is otherwise interested; and
- c) shall not, by reason of her office, be accountable to the Society for any benefit which she derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

45. For the purposes of regulation 44:

- a) a general notice given to the Council that a Councillor is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Councillor has an interest in any such transaction of the nature and extent so specified; and

- b) an interest of which a Councillor has no knowledge and of which it is unreasonable to expect her to have knowledge shall not be treated as an interest of hers.

Proceedings of Councillors

- 46. Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit. A Councillor may, and the Secretary at the request of a Councillor shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Councillor who is absent from the United Kingdom and Ireland. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
- 47. The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be three.
- 48. Unless she is unwilling to do so, the President whom failing the Honorary Treasurer shall preside at every meeting of the Council at which she is present. But if there is no Councillor holding such office, or if the Councillor holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the Councillors present may appoint one of their number to be chairperson of the meeting.
- 49. All acts done by a meeting of Council, or of a committee of the Council, or by a person acting as a Councillor shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Councillor or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Councillor and had been entitled to vote.
- 50. A resolution in writing signed by all the Councillors entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more Councillors.
- 51. If a question arises at a meeting of the Council or of a committee of the Council as to the right of a Councillor to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting and this ruling in relation to any Councillor other than herself shall be final and conclusive.

Secretary

- 52. Subject to the provisions of the Act, the Secretary shall be appointed in accordance with these Articles

Minutes

- 53. The Council shall cause minutes to be made in books kept for the purpose:

- a) of all appointments of officers made by the Council; and*
- b) of all proceedings at meetings of the Society, and of the Council, and of committees of the Council, including the names of the Councillors present at each such meeting.*

The seal

54. The Seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Councillor and by the Secretary or by two Councillors.

Accounts

55. 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 Council or by ordinary resolution of the Society.

Notices

56. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.

57. The Society may give any notice to a member either personally, by email or by sending it by post addressed to the member at her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and Ireland and who gives to the Society an address within the United Kingdom and Ireland at which notices may be given to her shall be entitled to have notices given to her at that address, but otherwise no such member shall be entitled to receive any notice from the Society.

58. A member present, either in person or by proxy, at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

59. Proof that an envelope containing a notice was properly addressed, prepaid and posted or that an email was sent shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Winding up

60. On the winding up and dissolution of the Society the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

Data Protection:

61. Any data held by the society is subject to and compliant with the Data Protection Act 2018 and its predecessors. Any member can ask to have their data removed. Although

all efforts will be made to maintain memberships in this situation, as a minimum data set is required, removal of data may result in termination of membership at the council's discretion.

Names, addresses, and descriptions of subscribers

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Witness to the above