

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 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 amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object

8 True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which receipts and expenditure take place, and of the property, credits, and liabilities of the Society, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, shall be open to the inspection of the members. Once at least in every accounting period, the Society will call for the accounts of the Society to be examined, and the correctness of the balance-sheet ascertained by one or more

properly qualified Auditor or Auditors

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association

H C L HOLDEN Brig -Gen , 2 St John's Park, S E 2 (Army Retired Pay), MAURICE CHILD, 60 Ashworth Mansions, Maida Vale, W9 (Director of Company), O F BROWN, 13 Hampstead Way, N W 11 (Civil Servant), J H REEVES, 2 Penywern Road, S W 5 (Tutor), H R HALLIWELL, 2 Princes Road, Crumpsall, Manchester (Electrical Engineer), GERALD MARCUSE, Queens Park, Caterham (Merchant), H BEVAN SWIFT, 49 Kingsmead Road, Tulse Hill, S W 2 (Electrical Engineer)

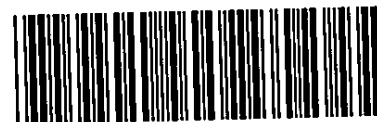
Dated the 22nd day of July 1926

Witness to the above signatures, FEARNLEY OWEN, St Michael's Alley, Cornhill, E C 3 (Solicitor)

<sup>1</sup> Amended by special resolutions passed on

- 18 December 1953,  
- 8 December 1984,  
- 4 December 1993,  
- 2 December 2000, and  
- 6 May 2006

SATURDAY



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COMPANIES HOUSE

## THE COMPANIES ACT 1985 COMPANY LIMITED BY GUARANTEE

### ARTICLES OF ASSOCIATION OF RADIO SOCIETY OF GREAT BRITAIN

(As adopted by Special Resolution passed on 2nd December 2000 and amended by special resolution passed on the 6th May 2006 )

#### INTERPRETATION

1 In these Articles -

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

References to "Section" refer to the relevant sections of the Act

"the Society" means the Radio Society of Great Britain

"the Articles" means the Articles of Association of the Society

"the Bylaws" means the bylaws of the Society for the time being in force

"Member" means any Member of the Society, as defined in Article 3 below

"the Board" means the board of the Society

"President" is the President of the Society for the time being

"Board Member" means any member of the Board of the Society

"the National Council" means the National Council of the Society whose role is defined by time to time by the Board and recorded in the Bylaws

"the Regional Council" is the Regional Council of the Society whose role is defined from time to time by the Board and recorded in the Bylaws

"Council" means the National and Regional Councils of the Society

"Council Member" means any member of the National or Regional Council of the Society

"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

"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

"the RSGB Year" means 1 January to 31 December inclusive in each calendar year

Words importing the singular number 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

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 regulations become binding on the Society

#### OBJECTS

2 The Society is established for the objects expressed in the Memorandum of Association

#### MEMBERS

3 The subscribers to the Memorandum of Association of the Society and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Society. Every person who wishes to become a Member shall deliver to the Society an application for membership in such form as the Board require exe-

# RADIO SOCIETY OF GREAT BRITAIN

## THE COMPANIES ACT 1985 COMPANY LIMITED BY GUARANTEE Memorandum of Association

- 1 The Name of the Company (hereinafter called "The Society") is "RADIO SOCIETY OF GREAT BRITAIN"
- 2 The registered office of the Society will be situated in England
- 3 The objects for which the Society is established are
  - (a) To succeed to and take over such of the property, rights and obligations of the existing Radio Society of Great Britain as may lawfully be acquired and taken over by the Society
  - (b) To promote the general advancement of the science and practice of Radio Communication or other subjects allied thereto, and to facilitate the exchange of information and ideas on these subjects among its members and to obtain the maximum liberty of action consistent with safeguarding the interests of all concerned, and for this purpose
    - (1) To hold Meetings of the Society for reading and discussing communications bearing upon Radio Science or the application thereof or upon subjects relating thereto,
    - (2) To hold or promote Exhibitions of instruments, apparatus or other appliances connected with Radio Science or its applications,
    - (3) To print, publish, sell, lend or distribute the proceedings or reports of the Society or any papers, communications, works, or treatises on the Amateur Service, Radio Science, or its applications, or subjects connected therewith in the English or any foreign tongue or any abstracts or translations thereof or extracts therefrom,
    - (4) To take charge of the books, pamphlets, publications, manuscripts or instruments at present in the possession of the Radio Society of Great Britain, and to observe and perform the Trusts of any deed affecting the same or any of them, or to form any additional library of books, works, manuscripts on Radio Communication or the application thereof or other subjects allied thereto,
    - (5) To borrow or raise money as the Society may think fit,
    - (6) To make grants of money, books, medals, apparatus or otherwise for the purpose of promoting invention and research in Radio Communication or its applications or in subjects connected therewith,
    - (7) To form Sections of its members united in pursuit of some common interest,
    - (8) To affiliate with itself British, European and any other societies world-wide, interested in Radio Communication or other subjects allied thereto,
    - (9) To purchase, for the purpose of resale, components, papers, books, apparatus and other items relating to radio communication and subjects allied thereto,
    - (10) To act under agreement on behalf of government agencies for the purpose of issuing licences and variations thereto,
- (11) To develop and conduct examinations for the purpose of the furtherance of knowledge in the Amateur Service,
  - (c) To purchase, take on lease, or otherwise acquire, and also let, lease, or to dispose of any premises or other property for the purposes of the Society
  - (d) To consider, originate and support improvements in the law which may seem directly or indirectly conducive to any of the Society's objects, and to resist and oppose alterations therein which may seem to the Society directly or indirectly adverse to the interests of the Society or its members or any section thereof,
  - (e) To do all such other lawful things the Society may think fit.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 Managers or Trustees of the Society shall be chargeable for such property as 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 Managers or Trustees 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, the Charity Commissioners over such Managers or Trustees, 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 such property which may be subject to any trusts, the Society shall only deal with the same in such manner as allowed by law having regard to such trusts
- 4 The income and property of the Society shall be applied exclusively in the promotion of the foregoing objects, and no dividend shall be paid to its members or any of them, but these restrictions shall not prevent the payment to any member (including any member of the Council of the Society) of interest on money lent, or rent for premises leased by him or her to the Society, nor the payment of appropriate fees or other remuneration for original literary or other material accepted by the Society for publication or inclusion in any of its publications
- 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 during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1 00 (one pound sterling)

cuted by him. The Society may reject any application for membership without giving a reason.

A Member may at any time withdraw from the Society by giving at least seven clear days notice to the Society. Membership shall not be transferable and shall cease on death.

#### GENERAL MEETINGS

4 All general meetings other than annual general meetings shall be called extraordinary general meetings.

(a) Any Member or Members wishing to call a general meeting of the Society shall deposit at the Office of the Society a requisition containing the signed declaration of not less than 300 paid up Members of the Society, on one or more similar documents and which also states the terms of the resolution which is to be proposed as a special resolution or extraordinary resolution of which constitutes a resolution requiring special notice and shall indicate the general nature of the business to be transacted at the meeting and the Board shall convene an extraordinary general meeting within 8 weeks of receipt of such requisition. If there are not within the UK sufficient Board Members to call an extraordinary general meeting, any Board Member shall call an extraordinary general meeting.

#### NOTICE OF GENERAL MEETINGS

5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen 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 ninety-five 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, to the Board Members and to the Auditors in accordance with Articles 58–61 inclusive.

6 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

7 No business shall be transacted at any meeting unless a quorum is present. [Fifty] persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

8 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 the same day in the next week at the same time and place or such time and place as the Board may determine.

9 The chairman of the Board or in his absence some other Board Member nominated by the Board shall preside as chairman of the meeting, but if neither the chairman nor such other Board Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to be chairman and, if there is only one Board Member present and willing to act, he shall be chairman.

10 If no Board Member is willing to act as chairman, or if no Board Member is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.

11 The chairman 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 busi-

ness 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 fourteen days or more, at least seven 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.

12 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 chairman, or
- (b) by at least five 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 a demand by a person as proxy for a Member shall be the same as a demand by the Member.

13 Unless a poll is duly demanded a declaration by the chairman 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.

14 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman 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.

15 A poll shall be taken as the chairman 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.

16 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

17 A poll demanded on the election of a chairman 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 time and place as the chairman directs not being more than thirty 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.

18 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 seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

19 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.

#### VOTE OF MEMBERS

20 On a poll every Member present or by proxy shall have one vote.

21 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 Board 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 these 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

22 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 chairman whose decision shall be final and conclusive

23 The appointment of a proxy shall be executed by or on behalf of the appointor 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 Board may approve)-

"I/We,

of,

being a Member/Members of the above-named Company, hereby appoint

of,

or failing him,

of,

as my/our proxy to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 20 , and at any adjournment thereof

Signed this day of 20 "

24 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the appointment of a proxy 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 Board may approve)-

"I/We,

of,

being a Member/Members of the above-named Company, hereby appoint

of,

or failing him,

of,

as my/our proxy to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company, to be held on 20 , and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 \*for \*against

Resolution No 2 \*for \*against

\*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed this day of 20 "

25 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notari ally or in some other way approved by the Board may,

(a) in the case of an instrument in writing be deposited at the office or at 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 an appointment contained in an electronic communication, be received at an electronic address specified in the notice convening the meeting or in any instrument of proxy sent out, or invitation contained in an electronic communication to appoint a

proxy issued by the company 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 appointment proposes to vote,

(c) 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

(d) 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 chairman or to the Secretary or to any Board Member,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

26 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 or, where the invitation to appoint a proxy was contained in an electronic communication at the electronic address specified for that purpose 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

#### GOVERNANCE OF THE SOCIETY

27 The Society is a company limited by guarantee under the Companies Act 1985 Under the Act, the general governance of the Society is the responsibility of the Board of Directors The Directors of the Society will be the nationally elected Board Members, and co-opted members, two members elected by the Regional Council and the President

The Regional Council comprises of the regionally elected members who shall be responsible for the representation of members interests and promotion and co-ordination of the Society's activities in the regions

The National Council comprises both Regional Council and Board members

#### NUMBER OF BOARD MEMBERS

28 Unless otherwise determined by ordinary resolution, the number of Board members, shall be not less than nine and will be made up as follows

(a) the President

(b) six nationally elected members

(c) two members elected by the Regional Council

(d) Members co-opted by the Board

All Members of the Board will hold responsibilities as described by the Companies Acts and from time to time set out in the Bylaws

The members of the Board from within the Regional Council will be those persons elected by the Regional Council and will together have the right to appoint two alternatives

#### POWERS OF THE BOARD

29 Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution, the business of the Society shall be managed by the Board 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 Board 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 Board by these Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board

30 The Board 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

#### DELEGATION OF BOARD'S POWERS

31 The Board may delegate any of their powers to any committee consisting of one or more Board Members. They may also delegate to any person holding executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board 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 committees with powers delegated from the Board shall be governed by these Articles regulating the proceedings of the Board so far as they are capable of applying.

#### APPOINTMENT AND RETIREMENT OF BOARD AND COUNCIL MEMBERS

##### 32 Board Members

Board Members shall initially hold office for three years (a "Term"). Board Members may serve two consecutive Terms but shall retire either

(a) at the end of their second consecutive Term, or  
in the circumstances where they are elected to the Board by the Regional Council in accordance with Article 28 (c),

(b) if a Regional Council Member at the end of their Council Term (as defined in Article 34),

Notwithstanding the above, a Board Member appointed to the office of President will be eligible to serve on the Board in the office of President for a maximum of three years in addition to two consecutive Terms.

A Member of the Regional Council elected to the Board during their first Council Term as a Regional Council Member shall be entitled to reappointment to the Board after three years if at the relevant time they are still serving as a Regional Council Member.

##### 33 The President

The President will be appointed to office by the National Council. The President shall hold the office for two years, save where there are exceptional circumstances as determined by the National Council or where it is necessary to meet a need declared by the National Council, where the appointment as President may be extended for a further year.

Completion of a two year term of office as President shall complete the relevant Term on the Board. Where this was the first Term, the retiring President may stand for election again as a Board Member for a second three year Term.

The President will be the chairman of the Board subject to a resolution of not less than two thirds of the Board Members to appoint another Board Member as chairman.

Where a resolution is passed to appoint a Board Member to the position of chairman in place of the President, the Board Member appointed as chairman will remain in office as chairman for two years from the date of his appointment to the position of chairman unless a resolution of not less than two thirds of the Board Members is passed to remove him or where he ceases to be eligible to serve by virtue of any of the Articles. For the avoidance of doubt, where such a resolution is passed, the President shall remain in office as President.

##### 34 Council Members

Regional and National Council Members will, unless removed, remain in office for three years from the date of their appointment. Three years in office will be called a "Term".

##### 35 Maximum Service on the Board

A Board Member may, therefore, complete a maximum of two Terms of office of three years, plus a period on the Board as President, of either two years, or three years where the appointment is extended to meet a declared need pursuant to Article 33 above. The appointment to the Board as President may occur either during the two Terms or immediately following the two Terms, after which

the person in question may not be re-elected or re-appointed for three years, when if appointed or elected, may serve for a similar period as a new Board Member or President.

36 The Board shall send to each Member entitled to attend and vote at general meetings of the Society a list of all Regional Council and Board Members subject to retirement at the next following annual general meeting and of all other Members eligible for nomination as Regional Council Members or Board Members. No person shall be appointed or re-appointed a Regional Council or Board Member unless he is nominated by not less than 10 Members entitled to vote. Notice shall be given to the Society in accordance with the terms of the Bylaws for the time being in force of any person nominated for the Regional Council or the Board stating the particulars which would, if he were so appointed, be required to be included in the Society's register of Board Members together with notice executed by that person of his willingness to be appointed or re-appointed.

In the event that the number of valid nominations exceeds the number of vacancies a ballot of the Members shall be held. The ballot shall be conducted in accordance with the relevant Bylaws for the time being in force governing the method and timing of such ballots.

##### Casual vacancies

37 The Board may appoint a Member who is willing to act as a Board Member, either to fill a vacancy or as an additional Board Member, provided that the appointment does not cause the number of Board Members to exceed any number fixed by or in accordance with these Articles or Bylaws as the maximum number of Board Members.

Appointments to fill a casual vacancy shall be disregarded in calculating the period during which the person concerned has held office for the purposes of Article 35. Appointments to the Board under this article shall have effect until the next National election where, unless they stand for election, they shall lapse.

#### DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

38 The office of a Board Member shall be vacated if

(a) he ceases to be a Board Member by virtue of any provision of the Act or he becomes prohibited by law from being a Board Member, or

(b) he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolve that his office be vacated or

(c) he becomes bankrupt, or

(d) he is, or may be, suffering from mental disorder and either-

(i) he 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 1960, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

(e) he resigns his office by notice to the Society, or

(f) he shall be requested in writing to resign by all other Members of the Board, or

(g) in the case of a Board Member elected from the Regional Council, he no longer resides in the Region for which he is representative, or

(h) he ceases to be a Member of the Society.

#### REMUNERATION OF REGIONAL COUNCIL AND BOARD MEMBERS

39 Regional Council and Board Members shall not be entitled to any remuneration.

## REGIONAL COUNCIL MEMBERS' AND BOARD MEMBERS' EXPENSES

40 Regional Council and Board Members may be reimbursed in accordance with the relevant Bylaws for the time being in force

## BOARD MEMBERS' APPOINTMENTS AND INTERESTS

41 Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Board Member notwithstanding his office

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Society or in which the Society is otherwise interested,

(b) may be a director 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 his office, be accountable to the Society for any benefit which he derives from any such office or employment or 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

42 For the purposes of Article 42

(a) a general notice given to the Board that a Board Member 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 Board Member has an interest in any such transaction of the nature and extent so specified, and

(b) an interest of which a Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

## PROCEEDINGS OF THE BOARD

43 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A Board Member may, and the Secretary at the request of a Board Member shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

Meetings of the Board shall be held no less than four times each year.

44 The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be five.

45 The continuing Board Members or a sole continuing Board Member may act notwithstanding any vacancies in their number, but, if the number of Board Members is less than the number fixed as the quorum, the continuing Board Members or Board Member may act only for the purpose of filling vacancies or of calling a general meeting.

46 The chairman shall chair every meeting of the Board at which he is present. But if there is no person holding that office, or if that person is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Board Members present may appoint one of their number to be chairman of the meeting.

47 All acts done by a meeting of the Board, or of a committee of the Board, or by a person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member 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 Board Member and had been entitled to vote.

48 A resolution in writing signed by all the Board Members entitled

to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Board Members.

49 The Board, or a committee of the Board, may agree to hold meetings by electronic means such as by telephone, either by conference telephone connection(s) or by a series of telephone conversations, by the use of video-conferencing facilities or by exchange of facsimile transmissions and addressed to the secretary. The views of the Board, or a committee of the Board, as ascertained by the above means shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner and signed by the chairman shall be as valid and effectual as if it had been passed at a meeting of the Board (or, as the case may be, of that committee) duly convened and held.

Any meetings conducted by any of the above means may be deemed to be held in the location either where the majority of the Board Members are physically situated, or where the chairman is physically situated, or as determined by the Board Members at the meeting itself. The quorum for the transaction of the business of the Board shall be five although in respect of meetings conducted by any of the above means, the Board Members need not be present in the same physical location for the meeting to be quorate.

50 Save as otherwise provided by these Articles, a Board Member shall not vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Society unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

(a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Society or any of its subsidiaries,

(b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Society or any of its subsidiaries for which the Board Member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Society or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Society or any of its subsidiaries for subscription, purchase or exchange.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Society), connected with a Board Member shall be treated as an interest of the Board Member.

51 A Board Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

52 If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Board Member other than himself shall be final and conclusive.

## SECRETARY

53 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it.

## MINUTES

54 The Board shall cause minutes to be kept for the purpose

- (a) of all appointments of officers made by the Board, and
- (b) of all proceedings at meetings of the Society and of the Board, and of committees of the Board, including the names of the Board Members present at each such meeting

#### THE SEAL

55 The Seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or by a second Board Member.

#### TREASURER

56 The Treasurer shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Treasurer so appointed may be removed by it. No person who is a Member of the Board shall be appointed to hold office as Treasurer.

#### ACCOUNTS

57 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Board or by ordinary resolution of the Society.

#### NOTICES

58 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Board) shall be in writing or, with the prior agreement of the Member, in electronic form or in accordance with section 369(4A).

59 The Society may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address, or in electronic form or in accordance with section 369(4A).

60 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.

61 Proof that an envelope containing a notice was properly addressed, prepaid and posted, or a dated record of electronic mailing, shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

#### DISSOLUTION

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

#### BYLAWS

63 The Board may from time to time make such Bylaws as it may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of foregoing, it may by such Bylaws regulate -

(i) The admission and classification of Members of the Society, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.

(ii) The conduct of Members of the Society in relation to one another, and to the Society's servants.

(iii) The setting aside of the whole or part of parts of the Society's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at general meetings and meetings of the National and Regional Councils, and committees of the Society in so far as such procedure is not regulated by these articles.

(v) And generally all such matters as are commonly the subject matter of Society rules.

The Society in general meeting shall have power to alter or repeal the Bylaws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of Members of the Society all such Bylaws, which so long as they shall be in force, shall be binding on all Members of the Society. Provided, nevertheless, that no Bylaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Society.

#### INDEMNITY

64 Subject to the provisions of the Act but without prejudice to any indemnity to which a Board Member may otherwise be entitled, every Board Member or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the cost from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

## BYLAWS OF THE RADIO SOCIETY OF GREAT BRITAIN

#### 10 INTERPRETATION

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the Society" means the Radio Society of Great Britain.

"the Articles" means the Articles of Association of the Society.

"the Bylaws" means the bylaws of the Society for the time being in force.

"Member" means any Member of the Society, as defined in Article 8 below.

"the Board" means the Board of the Society.

"President" is the President of the Society for the time being.

"Board Member" means any member of the Board of the Society.

"the Council" means the National Council of the Society whose role is defined by time to time by the Board and recorded in the Bylaws.

"the Regional Council" is the Regional Council of the Society whose role is defined from time to time by the Board and recorded in the Bylaws.

"Council" means the National and Regional Councils of the Society.

"Council Member" means any member of the National or Regional Council of the Society.

"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

"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

"the RSGB Year" means 1 January to 31 December inclusive in each calendar year

Words importing the singular number 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

Unless the context otherwise requires, words or expressions contained in these Bylaws bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Society

## 2 0 OBJECTIVES OF THE SOCIETY

The Radio Society of Great Britain is a Company Limited by Guarantee, registered under the Companies Acts. The objectives of the Society are given in its Memorandum and Articles of Association

The objectives include

- To promote the general advancement of the science and practice of radio communication
- To facilitate the exchange of information and ideas on these subjects amongst its Members
- To obtain the maximum liberty of action consistent with safeguarding the interests of all concerned

Services provided by the Society's Headquarters staff and by volunteer effort from Members include

Essential links with outside bodies such as Ofcom, IARU, ITU, City & Guilds, British Standards Institution, IEE and the Radio Communications Foundation

Organisation of exhibitions, conventions, rallies, round tables, special meetings

Provision of technical information through publication of periodicals and books

Organisation of general operating services such as Observation Service and Intruder Watch

Provision of news and information through such mediums as may be deemed appropriate, which may include GB2RS news broadcasts, diary of events, information sheets, headline news service, film / tape / slide / video library and Internet based services

Providing direct services to Members as may be determined from time to time

## 3 0 STRUCTURE OF THE SOCIETY

### 3 1 Governance of the Society

The Society is a company limited by guarantee under the Companies Act 1985. Under the Act, the general governance of the Society is the responsibility of the Board acting within the Memorandum and Articles of Association

The Regional Council (comprising the regionally elected Members as "Regional Managers") shall be responsible for the representation of Members interests and promotion and coordination of the Society's activities in the regions

#### Board

Board Members will be appointed and serve as defined in the Society's Articles of Association

The Regional Council shall elect two of its members to serve on the Board together with two alternates

#### National Council

The National Council shall comprise nationally elected members of the Board, together with Regional Managers, under the chairmanship of the President. The National Council will meet to provide guidance and Member input to the Board in its direction of the Society and to determine a choice of President. Meetings of the National Council shall be held twice in any RSGB year

#### Regional Council

Members of the Society in each region shall elect their regional manager (the number and composition of the regions being as determined by the Board and recorded in the Bylaws of the Society)

Regionally elected Members shall meet as the Regional Council from time to time for the purposes set out in these Bylaws, under the chairmanship of a person appointed from within their numbers

Details of the regional management structure are given at Appendix 1

#### Patron

The President may, from time to time and on the advice of the National Council, invite an appropriate person to be a Patron of the Society

#### Voluntary Support

A significant part of the workload of the Society is carried out by the Standing Committees of Council. The Society has regional managers and deputies, honorary managers, officers or organisers and a number of representatives on outside bodies. Appropriate terms of reference are given in the later sections of these Bylaws. Volunteer officers of the Society (including Council members) are expected to have personal e-mail facilities

### 3 2 President

The President shall be any member of the Society who, in the view of the National Council, has rendered outstanding service to the Society or who has made acknowledged eminent contribution to radio research, experimentation, communication or a related subject and who can in the opinion of National Council fittingly represent the Society in such office

The Member appointed to fill the office of President will be determined on the first day of the RSGB year and shall be announced in the Society's Journal in August of each RSGB year

The President shall hold office for a period of two years, subject to the right of the National Council to extend that person's appointment for one further year in exceptional circumstances and to meet a declared need the National Council

A President may be removed from office by a simple majority decision of the National Council

The President is an ex-officio member of all committees of the Society

The President will enjoy the privilege of Life Membership after his period of office

### 3 3 Treasurer

The appointment of the Treasurer is defined in the Articles of Association. The Treasurer is a voting member of the Management Committee

### 3 4 General Manager

The General Manager shall be appointed by the Board, and administer the Society based on an employment contract for such term, at such remuneration and upon such conditions as the Board may think fit, and any General Manager so appointed may be removed by the Board

### 3 5 Company Secretary

The appointment of the Company Secretary is defined in the Articles of Association

### 3 6 Responsibilities of Members of the Board and Councils

In addition to the responsibilities defined in the Articles of



Association both nationally elected and co-opted members of the Board carry a responsibility for advice, guidance and co-ordination of the Society policy in a particular specialist area. These specialist areas will be determined from time to time by the Board, and the Board will agree the allocation of these responsibilities. Two Board Members appointed by the Regional Council will hold special responsibility for membership services. The President shall normally hold special responsibility for Regulatory and International matters.

Members of the Regional Council, have responsibility, acting as Regional Managers, for the representation of Members interests to the Board, promotion of the Society and co-ordination of Society activities in their regions. In partnership with their deputy regional managers, they arrange and / or attend local gatherings of Members and bring to the notice of National Council or Board as appropriate any matters of general concern in the regions. (See Appendix 1)

3.6.1 All Directors, whether nationally elected, elected by the Regional Council or co-opted to the Board have an equal responsibility in law to the Members. All Directors will therefore be registered with Companies House upon appointment.

#### 4.0 Nomination and Election of Board and Regional Council Members

The procedure for the nomination and election of members to the Board and Councils is as defined in the Articles of Association.

4.1 Not later than 1st September in each RSGB year the Secretary shall send to each Member entitled to vote a list of those Board and Regional Council Members who to the knowledge of the Secretary on the preceding 1st August will retire on the succeeding 31st December, indicating those who are willing to accept nomination and eligible for re-election and whether the vacancies so arising are to be filled by election of a Member to the Board or by the election of a Regional Council Member.

4.2 Upon receipt of the Secretary's notification of vacancies and not later than 1st October following, any ten Corporate Members (as defined in section 8 of these Bylaws) may nominate any qualified Member by delivering in one closed envelope to the Secretary their respective nominations in writing, together with written consent of such Member to accept office if elected, but each such nominator shall be entitled to nominate only one Member on a Regional basis and one on a national basis for election.

4.3 The nominated Member must enclose

1 Written, signed consent to accept office if elected

2 A statement as to whether the nomination is for a Board Member or a Regional Council Member, if the latter, both the Member nominated and those nominating him must reside in the same region.

3 A statement declaring any commercial interest in the field of amateur radio

4 A recent black and white head-and-shoulders photograph which is suitable for publication

5 A CV or statement of 100 words maximum describing pertinent experience. This CV will be circulated with the ballot forms. Involvement with decision making in organisations of similar or larger size than the RSGB is relevant and should be mentioned. Experience of RSGB procedures, committee membership, writing for RSGB publications and any duties as a RSGB local representative should be mentioned. Candidates may state in not more than an additional 100 words what they hope to achieve if elected. Extravagant or nonsensical promises will be edited by the Company Secretary as Board and Council members are expected to act as part of a team.

4.4 In the event of insufficient nominations being received to fill all vacancies arising, the Regional Council (or the Board in the case of nationally elected Board members) shall have power to fill any remaining vacancies and all nominations properly made shall thereafter be declared elected unopposed.

4.5 Members nominated for election to the Regional Council must be resident within the Region for which they are nominated and the nominators must be Corporate Members resident in that Region provided that where a vacancy among the Members elected on a Regional basis occurs other than under Article 4.1 of this Bylaws the National Council shall have power to appoint any qualified

Member to fill the vacancy within the terms of 4.4 hereof subject to the aforesaid restriction on the residence of the Member appointed.

#### 5.0 BALLOT FOR ELECTION TO THE REGIONAL COUNCIL AND THE BOARD

5.1 In the event that the number of valid nominations under 4.2 exceeds the number of vacancies arising under Article 4.1 of these Bylaws a ballot shall be held. Voting in the election to the Board or to the Regional Council shall be conducted by way of a manual system involving a paper document or by way of an electronic system involving an electronically generated document. Both systems shall be described as a "ballot paper".

5.2 If a ballot is required then the Board shall send to each Corporate Member (as defined in Article 8.0 of these Bylaws) entitled to vote, not later than 28 days before the date of the election a ballot paper containing names of all Members duly nominated and setting out the names of the Members by whom they are nominated.

5.3 The ballot papers for Regional Council and Board elections shall provide a space in line with the name of each candidate thereon and each Corporate Member voting shall place a cross in the space against the name of each candidate for whom he desires to vote but so that the number of names so marked with a cross shall not in any case exceed the number of names to be elected to the respective offices. The ballot papers, marked as determined by the Board from time to time, shall be returned so as to reach the Secretary not later than twenty four hours before the date fixed for the Election. In the ballot for the Regional Council members no Member shall vote for more than one Regional candidate and both voter and the candidate for whom he votes shall be resident in the same Region.

5.4 Each Corporate Member may vote for fewer candidates than there are vacancies to be filled. Any ballot paper which does not comply with all the requirements of this and the preceding Bylaw shall be null and void.

5.5 The Society, at its Annual General Meeting, shall call for volunteers to act as scrutineers for any ballot that may be held for the election of Board and Regional Council members. Scrutineers shall be Corporate Members. No candidate for election shall be a scrutineer. The ballot papers shall be delivered to the scrutineers who shall open them and count the votes and report the result to the Secretary.

5.6 In the event of the scrutineers being unable to report the election of the prescribed number of persons to fill the vacancies in the Board or Regional Council owing to an equality of votes, they shall submit the names of the candidates having the same number of votes to the President who shall determine by his casting vote or votes which candidate or candidates having equality of votes shall be elected.

5.7 The Society shall announce the results of the ballot within forty eight hours of completion of the Election. Notices will be posted in RadCom, GB2RS and on the RSGB 'members only' website.

#### 6.0 GUIDANCE FOR THE CONDUCT OF BOARD MEETINGS

The Standing Orders are contained in Appendix 2.

#### 7.0 RSGB AFFILIATED SOCIETIES AND CLUBS

7.1 The Society may admit clubs and societies interested in radio research, experimentation, communication or related subjects to such privileges of affiliation to the Society as shall be laid down by the Board from time to time.

7.2 The annual subscriptions to be paid by such societies shall be fixed by the Board.

7.3 After due notification an affiliated society which is two months in arrears with its annual subscription may be dis-affiliated by order of the Board but shall remain liable for the arrears of subscriptions.

Further details are given in Appendix 3.

#### 8.0 MEMBERSHIP

The Society shall consist of Members and Honorary Members (hereinafter together called "Corporate Members") and Associates.

The rights and privileges of every member of any class shall be personal to himself, and shall not be transferable or transmissible by his own act, or by operation of law.

The Society may admit such persons as may be hereinafter qualified as Members, Honorary Members and Associates respectively

The Society shall maintain a proper Register of Members, where details of Members shall be recorded

#### 8 1 CORPORATE MEMBERS

Corporate Members must be 18 years or over

#### 8 2 HONORARY MEMBERS

Honorary Members shall be persons who have rendered outstanding service to the Society or have made acknowledged eminent contributions to radio research, experimentation or communication or a related subject and shall be elected by the National Council. Honorary Members shall have all rights and duties of Members, except that they shall not pay an annual subscription under 9 0 hereof

#### 8 3 ASSOCIATES

Associate Members must be under the age of consent. Associates shall have no vote. On attaining the age of consent an Associate must transfer to Corporate Membership in order to remain a Member of the Society

#### 8 4 LIFE VICE-PRESIDENTS AND HONORARY VICE-PRESIDENTS

Corporate Members who have rendered outstanding services to the Society are eligible to be elected as Life Vice-Presidents. Distinguished persons shall be eligible for election as Honorary Vice-Presidents

#### 8 5 ADMISSION OF MEMBERS

1 Honorary Members, Life Vice-Presidents and Honorary Vice-Presidents may be proposed, and a ballot held, at a meeting of the National Council. Every such election shall be announced at the next Annual General Meeting of the Society. Not more than two Honorary Members may be elected in any one year

2 Any person wishing to become a Member of the Society shall apply to the Society on a form which shall be provided for that purpose

3 An applicant whose application is rejected will not be considered again for membership within twelve calendar months of the rejection

4 An applicant for membership of the Society shall not become a Member until such time as his subscription payment shall have been received by the Society

#### 8 6 CALLING A MEETING (New Bylaw)

Any member or members wishing to call a special meeting of the Society shall deposit at the Registered Office of the Society a requisition containing the signed declaration of not less than 300 paid up members of the Society, on one or more similar documents and which also states the terms of the resolution which is to be proposed as a special resolution or extraordinary resolution of which constitutes a resolution requiring special notice and shall indicate the general nature of the business to be transacted at the meeting

#### 9 0 SUBSCRIPTIONS AND RESIGNATION OF MEMBERS

9 1 The annual subscription for Corporate Members and Associates shall be such as the Board may from time to time decide

9 2 Where two or more members live at the same address they shall be entitled to a Joint Family Membership. One "core membership" will attract the full fee for the grade of membership whilst the other members of the joint family membership will not be charged an annual fee. If the "core member" lapses all others within the joint family membership will also lapse. All members of the joint family membership will enjoy full membership privileges with the exception of RadCom where one copy of each issue will be provided to the household

The fee for this membership will be equivalent to two full membership fees less 40%

9 3 Upon the conditions of the preceding paragraph ceasing to apply

such Members shall forthwith be required to pay the full subscription appropriate to their category of membership

9 4 Subscriptions shall be payable in advance and may be paid in one or more instalments as shall be determined by the Board from time to time. The first subscription shall be due (subject to any instalment arrangements) on joining and subsequent annual subscriptions shall be due (subject to any instalment arrangements) either on the first day of the month in which the Member joined in each year or on such common renewal date as shall be determined by the Board from time to time

9 5 Every Member desiring to resign from membership shall give notice thereof in writing to the Society addressed to the Secretary and shall be liable for all subscriptions due up to the receipt of such notice by the Society

9 6 No Member whose subscription is in arrears shall be entitled to receive notice of or to attend or take part in the meetings or other activities of the Society, neither shall he be entitled to nominate any person to serve on the Board, Regional Council or in any other capacity, or to propose any candidate for membership, or to vote at any meeting of the Society or upon any ballot

9 7 Any Member who is two months or more in arrears with his subscription shall be deemed to forfeit his claim to membership and to all the privileges thereof, and it may be recorded in the Register of Members that his membership has been terminated but he shall nevertheless remain liable to pay the arrears of subscription due at the time of such termination. The Board shall have power to reinstate any person whose membership has been terminated

Notwithstanding anything in these Bylaws, the Board shall have the power to specify from time to time any individual Members or classes of Members, or applicants for membership for whom payment of the full subscription would be in the opinion of the Board be unduly burdensome and to resolve that those so specified shall be liable, either indefinitely, or for such period as the Board may prescribe, to pay only a reduced or no subscription, and from time to time to vary the amount of the reduction in the case of any Member or classes of Members as the Board may think fit

#### 10 0 EXPULSION

10 1 At a meeting specially convened for the purpose, the Board may expel any Corporate Member or Associate who shall have acted wilfully in contravention of these Bylaws, or who shall in the opinion of the Board have been guilty of such conduct as shall have rendered it undesirable in the interests of the Society that he should continue a Corporate Member or Associate thereof, and the Board may remove from the Register of Members the name of any person who is expelled and any person so expelled shall not be entitled to have returned to him any moneys paid by him as entrance fee, subscriptions or otherwise

10 2 No motion of expulsion shall be put to a meeting of the Board unless two thirds of the Board Members are present and unless two thirds of such Board Members present vote in favour of expulsion the motion shall be lost. No person shall be expelled unless and until he has been given reasonable notice of the meeting at which his expulsion is to be proposed and is afforded a proper opportunity of being heard at such meeting in his own defence. No motion for expulsion shall be for more than one person but there is no limit to the number of motions for expulsion which can be proposed at any such meeting of the Board

#### 11 0 COMMITTEES

a) The Chairman of each Committee shall be appointed by the Board

b) A Committee Chairman may be removed from office at any time following an opportunity to address the Board, by a vote exceeding two-thirds of the Board Members present

c) Where a change of Committee Chairman is involved, the Board will advertise the post in the Society's journal RadCom and consult with the existing Committee Chairman and members of the

Committee concerned and will arrange for suitable candidates for appointment to be interviewed. The Board will consider the CV of the candidate(s) and a report of the interviewer(s) before making a decision to appoint a Committee Chairman.

d) Each Committee Chairman will be responsible for the appointment of Committee members other than ex-officio members, and for terminating their membership. The appointed members and the ex-officio members are conveniently referred to as Full Members of the Committee. The size of the Committee must not exceed the number specified by its terms of reference without the permission of the Board.

e) Unless otherwise agreed by the Board, all Full Members of the Committee must be Members of the Society. The President or a Council member designated by the President to represent him may attend meetings of all Committees and Working Groups. They may not be part of its quorum, nor vote.

f) Following a Committee Chairman's invitation and at the discretion of the General Manager, members of the Society's staff may attend Committee meetings. They may not vote, hold office or form part of the quorum. The exception to this is the Management Committee whose members are appointed by the Board and whose levels of responsibility are laid down in the Management Committee Governance Document which from time to time can be amended by the Board.

g) If thought more efficient, a committee may be wholly corresponding (ie have no meetings except by mail, e-mail etc) and will report to the Board by means of a regular news letter.

h) A Board Member will be appointed as a Liaison Member of each Committee. The specific portfolios held by nationally elected Board members will guide the appointment of liaison members.

i) A Committee Chairman may appoint Corresponding Members who are Committee members who do not attend meetings except at the specific invitation of the Committee Chairman. In addition, there may be Liaison Members who provide links with outside bodies and may attend meetings with the permission of the Committee Chairman but at the expense of the bodies that they represent. Visitors may attend meetings at the specific invitation of a Committee Chairman at their own expense. Corresponding Members, Liaison Members and visitors have no vote nor form part of the quorum.

j) Each Committee Chairman is responsible for the administrative arrangements leading up to the appointment of the Committee members and for notifying the General Manager of the full composition of the Committee according to status.

k) When seeking to fill vacancies with other than ex-officio members, the Committee Chairman is required to advertise the vacancy in the Society's Journal, giving details of the qualifications required and the conditions under which the Committee meets. This requirement does not apply to the Management Committee.

l) The committee shall serve for one RSGB Year. Committee members may be available for re-appointment on the invitation of the Committee Chairman.

m) At the beginning of each committee year, the Committee shall elect a Vice-Chairman and appoint a Minutes Secretary. Minutes should reach Society Headquarters within two weeks of the Committee meeting concerned.

n) Meetings shall be called by the Committee Chairman, the Board, National Council, General Manager, or by a quorum of the Committee.

o) The quorum shall be that specified by the terms of reference of the Committee. If a quorum is not reached, the Committee Chairman at his discretion may conduct the meeting as though a quorum were present with the proviso that any decisions recorded have to be ratified by the next meeting at which a quorum is present.

p) Committee procedures shall generally follow the principles laid down in the Articles of Association and Appendix 2 to these

## Bylaws

q) It is the responsibility of the Committee Chairman to deal with all matters within the competence of the Committee and to decide which matters are sufficiently important to require and seek the prior authority of the Board.

r) Each Committee Chairman shall be responsible for ensuring adequate liaison with other Committees and relevant outside bodies.

s) A Committee Chairman shall attend a Board meeting on request in order to answer any questions concerning the work of his Committee.

t) A Committee Chairman may ask to attend the Board personally when decisions affecting the work of his committee are likely to be made, to seek guidance, a decision on any problem concerning his committee's work which the committee is unable to resolve. Requests by the Board or committee Chairmen must be made in writing to the Society Secretary at least 14 days prior to a Board meeting, accompanied by sufficient information to enable an adequate response to be made.

u) In preparing committee minutes, the progress with the agreed programme for the year should be clearly distinguished from routine committee work.

v) Committees may form working parties for special purposes. No restrictions are placed on whom they may co-opt to aid in their work. The proceedings of such parties or groups shall be fully reported and given the same circulation as minutes of the parent committee.

w) Towards the end of each committee year, each Committee Chairman shall produce and present to the Board a written report concerning the work of the committee, with particular emphasis on the objectives agreed by the Board at the beginning of that year. The Committee Chairman will explain any failure in achieving agreed objectives. The report will include the proposed programme and new objectives for the following year, for approval by the Board. The report will form the basis of the Annual Report to Members.

x) In September each year each Committee Chairman will prepare an annual budget for submission to the Management Committee keeping expenditure within the limit authorised. The budget will include travelling, subsistence and out-of-pocket expenses for Full Members, Liaison Members and Corresponding Members, visitors and working parties.

y) All claims for reasonable out-of-pocket expenses incurred by volunteers or invited visitors shall be submitted in accordance with the Society's expense reimbursement procedures.

## APPENDIX 1 - REGIONAL MANAGEMENT

In order that the Society may keep effective contact with its Members throughout the United Kingdom, it maintains a system of national and local representation. The country is divided into 13 Regions, each of which is supervised by a Regional Manager (more formally the "RSGB Regional Manager" or "RM"), elected by the Members resident in that Region. Additionally, there are Deputy Regional Managers ("Deputy RSGB Regional Managers" or "DRM"), each being responsible for an area defined by the Regional Manager. Their terms of reference are shown elsewhere later in this Appendix.

The Regional management structure ensures that those Members who live in the remoter parts of the country have an opportunity to make their views known and to learn of the services which are available.

The Regional boundaries shall be determined from time to time by the Board.

### RSGB Regional Manager and Deputy Regional Managers

The terms of reference for the Regional Manager and Deputy Regional Manager are as below.

DRMs support their Regional Manager in promoting

- the growth of amateur radio and the Society's activities at local level.

- a link between the membership and the Society's central organisation

DRMs are usually responsible for at least a county-sized area. They are appointed by the relevant Regional Manager, and serve for three years, from 1st January. They may be removed from office at any time by the relevant Regional Manager.

#### Regional Meetings

Official Regional Meetings (ORMs) are intended to give members an opportunity of discussing amateur radio matters with Society representatives. The procedures for these meetings are:

- Official Regional Meetings may be held as considered necessary
- Requests by RM's for an Official Regional Meeting must be made in the first instance to the Management Committee through the offices of the Regional Councils Board representatives for approval to hold the meeting and the expenses involved
- The RM will be responsible for chairing the meeting and determining the main business
- Approval of the Board is necessary should the RM desire the attendance of the President, other Council Member, Regional Managers or General Manager (who may appoint a deputy)
- Resolutions of the meeting must be formally tabled and voted on
- Non-members may be admitted to the meeting at the discretion of the Regional Council and may speak at the invitation of the Chairman. They may not vote
- By request of the Regional Manager, meetings may be closed to non-RSGB members either in part or totally

#### Roles and Responsibilities

##### RSGB Regional Manager (RM)

Job Title: RSGB Regional Manager (RM)

Reporting to: RSGB National Council

Responsible for:

- Managing amateur radio activities in a Region whose geographical area and boundaries are defined in General Instructions/Regional Managers Handbook
- Managing, supporting and advising the DRMs, located within his Region
- Supporting Members within the Region
- Submitting important regional issues requiring clarification at National or Regional Council as agenda items for discussion in a timely manner
- Attending RSGB meetings as / if required
- Submitting a quarterly activity and financial report to the Regional Council
- Confirming and organising DRM appointments
- Controlling DRM and personal expenditure within the Region which he represents including timely authorisation and submission of expenses

- Chairing ORM's and other meetings within his specific region
- Supporting other RSGB officers, managers, committee chairman and members of committees within his region
- Giving RSGB presentations to clubs and groups as appropriate

Term of Office: Initially 3 years, or as defined in the Bylaws

##### Deputy RSGB Regional Manager (DRM)

Job Title: Deputy RSGB Regional Manager (DRM)

Reporting to: RSGB Regional Manager

Responsible for:

- A link between the Membership and the National Council
- Advice and Support to RSGB Affiliated Societies
- Support to Members within his area
- Submitting important area issues requiring clarification to the RM for discussion

- Attending Regional Council meetings as required
- Submitting a monthly activity and financial report to the RM including expense claims for authorisation in a timely manner
- Gaining authority for expenditure and club visits from the RM
- Attending ORM's and other meetings within his specific area
- Supporting Affiliated Society contacts or club secretaries within his area
- Giving RSGB presentations to clubs and groups as appropriate and as agreed with RM
- Maintaining an area directory of all RSGB and amateur radio resources within his area

Term of Office: Initially 3 years, a DRM may be appointed for subsequent terms as required by the RM

#### Appointment to office as a DRM

Suitable candidates who are Corporate Members can be nominated by members within their area or invited to apply to represent Members resident in their area

#### Candidate's Qualifications

The candidate must be:

- A Member
- A resident within the area he wishes to represent

The candidate must submit the following:

- Written application to represent the area where he resides
- Consent to accept office, if appointed
- A declaration that he / she is a Member
- That he / she agrees to his / her e-mail address, address and telephone number being published if he / she is elected
- These declarations, together with nominations, may conveniently be made using the Candidate's Form for the Nomination of a Deputy RSGB Regional Manager available on request from the candidate's RSGB Regional Manager or The General Manager, RSGB Headquarters, Lambda House, Cranborne Road, Potters Bar, Herts EN6 3JE

#### Confirmation of DRM Appointments

- Where vacancies occur due to resignations or other circumstances new DRM's will be appointed by the RM. On appointment the DRM will inform the Regional scheme administrator at RSGB HQ who will issue a letter of appointment and amend the RSGB HQ database accordingly
- Regional Managers have the authority to initiate procedures to remove DRMs from office where they no longer serve the best interests of the areas they represent

#### APPENDIX 2 - STANDING ORDERS FOR BOARD MEETINGS

Note: these standing orders are also intended to apply wherever practicable to meetings of committees and councils

#### Board

- 1 The place and time of routine Board meetings shall be fixed by the Board in session. Non-routine meetings may be called by the Company Secretary under the direction of the President or not less than three Board members. At least 21 days notice must be given.
- 2 The Chair shall be taken by the President, or in his / her absence by another Board member nominated by the members present at the meeting.
- 3 The quorum for the Board shall be five.
- 4 The routine business of the Board may consist of:
  - a) Apologies for absence
  - b) Approval of the minutes of the previous meeting
  - c) Matters arising not covered by agenda items - information only
  - d) Financial Report
  - e) Commercial / Management Committee Report
  - f) Directors Portfolio Reports

## g) Regional Report

## h) Agenda items for decision

## i) Other business as defined in (5)

Items 4b, 4d, 4e, 4f, 4g, and 4h require documentation to be circulated 7 days in advance of the scheduled date of the meeting. The remaining items may be omitted from the agenda when appropriate. Suggested amendments to the previous meeting's minutes must be notified in writing to the Minutes Secretary, at least 7 days prior to the following meeting.

5 The item "Other Business" should be taken as item 4e. It covers urgent matters of which it has not been possible to give formal notice, as defined in 6, but which has received the Chairman's permission to be raised at some point during the meeting.

6 Proposed agenda items apart from "Other Business" as defined in 4 and 5 above, shall be submitted to the Secretary as formal proposals which he must receive at least 7 days before the Board meeting, for circulation to the Board. The documentation should be self-contained, provide a complete briefing and include details of any financial implications. The Chairman will decide whether such items will be placed on the agenda of the following or subsequent meetings - or referred directly to appropriate bodies for comment.

7 Any Board Member who is personally concerned in any matter under consideration shall declare his interest and retire during the discussion, not voting thereon.

8 At the request of any Board Member, voting shall be by ballot.

9 Questions normally shall be determined by a simple majority of the votes of those present. In the case of an equality of votes, the Chairman shall have a second or casting vote.

10 If at any meeting business be introduced of which notice has not been given as a formal resolution at either the previous meeting or in the notice calling the meeting, any Board Member present shall be entitled to require that no vote or decision shall be taken on such business until the next Board meeting. When necessary for reasons of timing a postal or electronic vote may be substituted for a show of hands at a Board Meeting.

11 The ruling of the Chairman on any question under the Standing Orders, or on points of order or explanation, shall be final unless challenged by not less than five Members, or a majority of the Members present vote to the contrary.

12 Notwithstanding the above, the Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

13 With the agreement of a majority of the Members present, observers may be invited to attend all or any part of a Board meeting.

14 Proper minutes shall be taken of all business transacted at each meeting. Minutes are prepared by the Company Secretary, and circulated on the understanding that they are strictly confidential to recipients, and may not be disclosed to any other party. The approved Minutes of the Board will be made public through the RSGB Members only Web site, as well as to Committee Chairmen and Honorary officers via suitable electronic means.

15 The Board operates on the principle of collective responsibility. Board Members and former Board Members are expected to support the views and decisions of the Board on which they serve or have served, whether or not they personally agree with them.

16 Board Members likely to incur abnormal expenditure on Society business are required to obtain prior authorisation from the Chairman of the Board.

17 Board procedures shall be based on the Bylaws, Memorandum and Articles of Association and the relevant parts of the Companies Acts.

18 Whilst acknowledging that Board Members are Directors of the Company with every legal right to visit RSGB HQ, it is not only courteous, but also assists in practical arrangements, this should only take place after prior liaison / notification with the General Manager or his nominated deputy to whom the purpose of the visit should be indicated. Board Members visiting HQ for any purpose are required to sign the visitors' book, observe any security meas-

ures in force, observe all Health and Safety regulations and comply with all current rules relating to conduct whilst in the building.

19 A Board member can be disqualified from service under Article 38.

Note 1 A resolution in writing signed by all Members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board.

## APPENDIX 3 - RSGB AFFILIATED SOCIETIES, GROUPS AND CLUBS

Note In this Appendix, the term "Society" refers to the Affiliated Society or Club, and not to the Radio Society of Great Britain, which is referred to as the RSGB.

### RSGB Groups

RSGB Groups consist of ten or more RSGB Members organised to hold regular meetings and other events to promote the interests of the RSGB in a community. Appropriate officers should be properly elected. RSGB Groups are afforded the same facilities as Affiliated Societies, provided that:

(a) Appropriate officers are properly elected.

(b) All Members are fully paid-up Members of the RSGB, a full list of Members to be provided on application.

Registration forms are available from RSGB Headquarters and on completion should be sent to the appropriate Regional Council Member for approval, as listed in the RSGB's Journal.

### Affiliated Societies and Clubs

Many local societies or clubs interested in amateur radio and related subjects become affiliated to the RSGB. The benefits of affiliation include:

1 Publicity for club activities through "Club News" each month in the RSGB's Journal.

2 Full facilities of the RSGB QSL Bureau for cards bearing the club station call sign.

3 Book purchases at a discount via RSGB.

4 Freedom to borrow RSGB films, tapes and display materials. (This facility is also available to certain non-affiliated groups such as schools.)

5 Freedom to participate in the RSGB Affiliated Societies Contests.

6 Receipt of the RSGB Yearbook.

### Application Procedure

Clubs and Societies which wish to become affiliated to the Radio Society of Great Britain (RSGB) should make a formal application to the Society's General Manager, using the standard membership application form, signed by the club Chairman or Honorary Secretary. The application form should be accompanied by:

(a) A copy of the constitution of the club or society.

(b) A list of officers.

(c) A statement of the number of members and the proportion who are members of the RSGB.

All societies, clubs or groups seeking affiliation with the RSGB are required to have a constitution that either adopt the RSGB model constitution, or observe the principles enshrined in the model constitution in relation to the exclusion of members, resolution of disputes and the principles on natural justice in such matters.

The RSGB will only accept involvement in club affairs in such cases as:

(a) Where it appears a member has been excluded, or otherwise disadvantaged in violation of the club constitution.

(b) When, in the judgement of the RSGB Board, it appears that the actions of the affiliated club management are judged likely to damage the reputation of Amateur Radio.

### Model Constitution for RSGB Affiliated Societies

A model constitution for an Affiliated Society is available on the RSGB website WWW.RSGB.ORG or on application to the Society's headquarters.

g) Regional Report

h) Agenda items for decision

i) Other business as defined in (5)

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