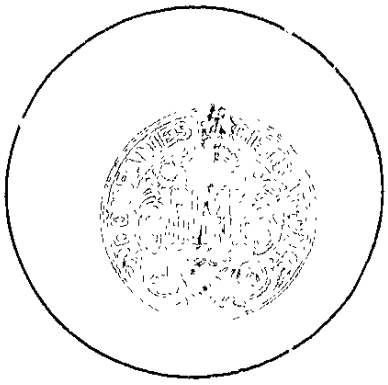
No. of Certificate } 216331

[C.A. 1.]
19-3-28.

COMPANIES ACTS, 1908 to 1917.



A 5/- Companies' Registration Fee Stamp to be *impressed* here.

REGISTERED
229257
25 SEP 1928

DECLARATION of Compliance with the requirements of the Companies Act, made pursuant to S. 17 (2) of the Companies (Consolidation) Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be registered as The Incorporated Radio Society of Great Britain

~~Limited.~~

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, BIRCHIN LANE, AND 49, PARLIAMENT STREET, LONDON;
AND TEMPLE ROW, BIRMINGHAM.

Presented for filing by

I [illegible]

of St. Michaels Alley Cornhill in the City of London

(a) Here insert: "A Solicitor of the High Court engaged in the formation." or "A director [or Secretary] named in the Articles of Association."

Do solemnly and sincerely declare that I am [a] a Solicitor of the High Court engaged in the formation

of The Incorporated Radio Society of Great Britain

W.S. ~~Limited~~, and That all the requirements of the Companies (Consolidation) Act, 1908, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at St. Michaels Alley Cornhill in the City of London

the 22nd day of September

one thousand nine hundred and twenty six

Before me,

Walter Tosh

Frederick Hicks

THE COMPANIES ACTS 1908 TO 1917.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Memorandum of Association

OF

THE INCORPORATED RADIO SOCIETY OF GREAT BRITAIN.

1. The name of the Company (hereinafter called "The Society") is "THE INCORPORATED RADIO SOCIETY OF GREAT BRITAIN."

2. The registered office of the Society will be situate 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, 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 to 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 Radio Science, or its applications,

A

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 applications 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, Colonial and Foreign Societies interested in Radio Communication;

(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, subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908;

(d) Subject to the rules of law affecting champerty and maintenance to raise and administer funds for the purpose of protecting and indemnifying members of the Society from and against unfounded claims and to take steps to defeat such claims, and for the purpose of affording to its members legal advice and assistance in connection with their wireless experiments;

(e) 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;

(f) The doing all such other lawful things as are incidental or conducive to the attainment of the above objects.

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but so that no member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Society to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society; provided that the provision last aforesaid shall not apply to any payment to any Railway, Gas, Electric Lighting, Water, Cable, or Telephone Company of which a member of the Council of Management or Governing Body may be a member or any other Company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Society in pursuance of Section 20 of the Companies (Consolidation) Act, 1908.

7. The liability of the members is limited.

8. 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 one guinea.

9. 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.

10. True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such 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 year the accounts of the Society shall 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.

Names, addresses, and descriptions of subscribers.

H. C. L. Holden Brigfen 2 St Johns Park S.E. 3 Army Pensioner

Maurice Child 60 Ashworth Mansions Maida Vale W.9. Director of Company

O. F. Brown 13 Hampstead Way N.W. 11 Civil Servant

J. H. Reeves 2 Penywern Road S.W. 5 Tutor.

J. F. Halliwell 2 Princes Rd Crampsall Manchester Elec Eng.

Geo. McIntyre Queens Park Cathcart Merchant

A. Rewanber Jr. 49 Kingsmead Rd SW2. Elec Engr

Dated 22nd day of July 1926

Witness to the above signatures,

Stanley Ovey
St Michael's alley
Cornhill E.C. 3
Solicitor

THE COMPANIES ACTS 1908 TO 1917.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Articles of Association

OF

THE INCORPORATED RADIO SOCIETY OF GREAT BRITAIN.

PRELIMINARY.

1. For the purposes of registration the number of Members of the Society is unlimited.

2. These Articles shall be construed with reference to the provisions of the Companies (Consolidation) Act, 1908, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

3. The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP.

4. The Society shall consist of:—

Honorary Members Members Associate Members	who shall be known as Corporate Members.
Associates Sectional Members	who shall be known as Non-corporate Members.

5. Subject as hereinafter provided, on and after the 22nd day of July 1926 then existing Honorary

Members shall continue to be Honorary Members, then existing Members shall continue to be Members, then existing Associate Members shall continue to be Associate Members, then existing Associates shall continue to be Associates, and then existing Members of Sections shall continue to be Members of Sections, subject to the obligations attaching to such various classes.

6. 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.

7. The Society may admit such other persons as may be hereafter qualified and elected in that behalf as Honorary Members, Members, Associate Members, Associates, and Sectional Members respectively, and such persons shall sign the form contained in the Schedule hereto, or such form to the like effect as may from time to time be authorised by the Council.

HONORARY MEMBERS.

8. Honorary Members shall be persons who have rendered acknowledged eminent service to the science of Radio Communication, and shall be elected by the Council.

MEMBERS.

9. Candidates to be eligible for election as Members must have attained the age of 21 years, and must fulfil the following conditions :—

(A) Have been engaged in research or experimental work in the science of Radio Communication for at least two years ;

(B) And satisfy the Council that they possess the necessary qualifications or training.

ASSOCIATE MEMBERS.

10. Candidates to be eligible for election as Associate Members must fulfil one of the following conditions :—

(A) Have been engaged in research or experimental or professional work in the science of Radio Communication for at least one year ;

(B) Or satisfy the Council that they possess elementary qualifications or training in Radio Communication.

ASSOCIATES.

11. Candidates who do not fulfil the foregoing conditions, but who are interested in the science of Radio Communication are eligible for Associateship, but not being Corporate Members shall not vote upon matters affecting the Management of the Society.

MEMBERS OF SECTIONS.

12. A sectional Member shall be a person eligible for membership to a section under the Rules of a Section, and need not be a Corporate Member of the Society.

ADMISSION OF MEMBERS.

13. Honorary Members shall be proposed at one Meeting and elected by ballot at a subsequent Meeting of the Council, and every such election shall be announced at the next Meeting of the Society. Not more than one Honorary Member shall be elected in any one year.

14. Vice-Presidents shall be distinguished Corporate Members, who shall be proposed at one meeting and elected by ballot at a subsequent meeting of the Council, and every such election shall be announced at the next meeting of the Society. The name of any Vice-President may be removed from the list of Vice-Presidents at any meeting of Council.

15. Every candidate for election as a Corporate Member of the Society other than an Honorary Member shall be proposed by a Corporate Member, and seconded by another member, both having personal knowledge of him, but if the candidate is unacquainted with members who will propose and second him, he may accompany his application form with two suitable references in writing from persons of standing, to whom his work in the science of Radio Communication is known.

16. The name of every candidate, together with a statement of his qualifications, shall be submitted to the Council, who shall approve or reject him. The Council may in their discretion reject any candidate.

17. The names of candidates approved by the Council shall be posted at an Ordinary Meeting of the Society subsequent to such approval, and the candidates shall be deemed elected unless a ballot is called for in respect of one or more candidates. No ballot shall be effective for election unless fifteen Members record their votes, and one black ball in ten shall reject. When a ballot shall have been

ineffective in respect of any candidate, he shall be balloted for again at the next Meeting at which fifteen Members are present, unless he withdraw his candidature.

18. A candidate whose application is rejected at any ballot shall not have his name submitted again for election within twelve months of the rejection.

19. No entry shall be made or kept in the minutes of the Ordinary Meetings and printed records of the Society relating to any ballot or vote concerning a candidate whose application is rejected.

20. Every person elected as a Corporate Member shall be informed of his election by the Secretary, and such election shall not be effective until the person so elected shall have paid his Entrance Fee and first Subscription or Life Composition.

TRANSFER FROM ONE CLASS TO ANOTHER.

21. Candidates for transfer from one class to another shall be proposed and supported in the manner prescribed in Article 15 for election to the respective class to which the candidates are desirous of being transferred. Such proposals for transfer shall be dealt with by the Council in the same manner as generally prescribed under admission of members.

ENTRANCE FEES.

22. All new Corporate Members shall pay an entrance fee of 10s. 6d. This entrance fee will be payable by Associates on transfer to the grade of Members or Associate Members.

SUBSCRIPTIONS AND RETIREMENT OF MEMBERS.

23. The annual subscription shall be £1 1s. per annum for town Corporate Members, 10s. 6d. per annum for country Corporate Members, and 5s. per annum for Associates who, not being Corporate Members, shall not receive individual Notices of Meetings, nor the Journal or other publications issued by the Society. Subscriptions payable by Sectional Members shall be fixed by the Council from year to year.

24. Town Members are those whose residence or usual place of business is situate within a radius of 25 miles from Charing Cross. Other Members are country Members.

25. Every Member admitted into the Society shall be liable to the payment of his annual subscriptions until his name shall have been removed by the Society from their Register as hereinafter provided, or until, having previously paid all arrears, he shall have signified to the Secretary in writing his desire to resign.

26. Any Member whose subscription is three months in arrear shall not be entitled to attend or take part in the Meetings of the Society, nor to receive the Society's printed papers, nor to vote. Any member who is twelve months in arrear with his subscription shall be deemed to have forfeited his claim to membership. His name may be removed from the Register by order of the Council, but he shall nevertheless continue liable to pay the arrears of subscription due at the time of his name being so removed.

27. The Council shall have power at their discretion to reinstate such Member on payment of all arrears.

28. Subject to Article 26, Corporate Members shall have the right to be present and to vote at all Meetings, and to propose candidates for membership.

29. Under such regulations as the Council may deem necessary, Members shall be entitled to the use of such instruments and books as the Society may possess.

30. Annual subscriptions shall be payable on the 1st October, in advance, for the ensuing year. With the exception of Associates, persons elected after the end of February shall pay only half the annual subscription for the year in which they are elected.

LIFE MEMBERSHIP.

31. At any time after election to the Society a Member may, subject to the approval of the Council, commute all future annual subscriptions by payment of Ten Guineas, which shall entitle such Members to all privileges and rights of ordinary membership for the remainder of their lives.

EXPULSION.

32. The Council may at a meeting specially convened for the purpose expel any person who shall have acted wilfully in contravention of these Articles, or who shall, in the opinion of the Council, have been guilty of such conduct as shall have rendered it undesirable in the interests of the Society that he should continue a Member thereof, and the Council may remove the name of any Member who is expelled from the register of Members, 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. On a motion for expulsion at least eight Members of the Council shall vote, and unless three-fourths of the votes are in favour of expulsion the motion shall be lost. No member shall be expelled unless and until he has been given reasonable notice of the meeting at which his expulsion is to be proposed and a proper opportunity of being heard at such meeting in his own defence.

OFFICERS AND MANAGEMENT.

33. The affairs of the Society shall be managed by a Council consisting of the President, the immediate Past-President, the first Past-President, the Acting Vice-President, the Hon. Secretary, the Hon. Treasurer, eight elected Corporate Members, the Vice-Chairman and Hon. Secretary of the General Committee hereinafter referred to, three Members of the General Committee, and not more than three representatives selected by the Council from one or more Sectional Committees.

34. All Members of the Council shall retire annually in December and shall be eligible for re-election, provided that no President shall hold office for more than two consecutive years, no acting Vice-President for more than three consecutive years, and no Member of the Council, other than the Hon. Treasurer and the Hon. Secretary, shall serve for more than three consecutive years.

35. No person shall be eligible to serve on the Council who is not a Corporate Member of the Society, and not more than four members of Council shall be Associate Members of the Society.

36. The first Council shall be appointed within one month of the date of incorporation by the seven subscribers to the Memorandum of Association, and shall hold office until December 1927

MEETINGS.

37. An Annual General Meeting shall be held in December of each year, at which the Officers, Auditors and Council for the ensuing year shall be elected.

38. The President of the Council shall have power to call Special General Meetings at such time as he or the Council shall see fit.

39. A Special General Meeting shall be called by the President on receiving requisition to that effect signed by not less than 25 Members of the Society, and specifying the object for which the Meeting is to be called. Notices calling the Meeting shall be sent out within fourteen days of the receipt by the President of such requisition.

40. At a Special General Meeting no business other than that specified in the Notice calling the Meeting shall be transacted.

41. At least seven clear days' notice of the time and place of every General Meeting and of the business to be transacted shall be posted to every Corporate Member of the Society. No business other than routine business shall be taken at any Meeting without such notice.

42. Ordinary Meetings shall be held, at time and places appointed by the Council, to hear and discuss lectures and papers relating to branches of knowledge having a bearing upon the science of radio communication.

43. The Chair at a General or Ordinary Meeting, or at a Meeting of the Council, shall be taken by the President of the Society, or, in his absence, by the Acting Vice-President of the Society. In the absence of the President and the Acting Vice-President, the Chair shall be taken by any past President or Vice-President present, failing those the Members present may elect any Corporate Member as Chairman.

44. At a General Meeting each Corporate Member shall have one vote, which shall be given personally or by proxy. Ten Corporate Members shall form a quorum.

45. The Chairman of any Meeting shall, in the case of an equality of votes, have a second or casting vote.

46. An attendance book shall be kept, which all Members and visitors shall be required to sign.

VISITORS.

47. Each Member and Associate Member whose subscription is not in arrear shall be at liberty to introduce one visitor at Ordinary

Meetings, and to the Society's premises, provided such visitor has not been expelled from the Society or refused membership. The same visitor may not without the consent of the Council be introduced more than three times in one year.

NOMINATIONS FOR ELECTIONS OF THE COUNCIL.

48. Not later than the 24th day of November in each year the Council shall send to each Corporate Member entitled to vote a list of duly qualified persons whom they nominate for the offices of President, Acting Vice-President, Hon. Secretary, Hon. Treasurer, and other elected members of Council in December next following. This list must include at least four names of persons not serving on the existing Council.

49. After the issue of the Council's list, and not later than the fourth day of December next following, any ten Corporate Members (but not more than ten) may nominate any other duly qualified person by delivering their nomination in writing to the Secretary, together with the written consent of such person to accept office if elected, but each such nominator shall be debarred from nominating any other person for the same election.

BALLOT FOR ELECTION TO THE COUNCIL.

50. If any nomination in accordance with Article 49 has been made, then, and only then, and not later than five days before the date of the Annual General Meeting, the Council shall send to each Corporate Member entitled to vote, a ballot paper, containing the names of all persons duly nominated, stating which persons are nominated by the Council, and giving the names of the Members or Associate Members by whom every other person (if any) is nominated.

51. Each Corporate Member voting shall erase sufficient names to reduce the number of names on the ballot paper, after such erasure, to the number to be elected to the respective offices. The ballot papers shall be returned so as to reach the Secretary not later than three days before the date fixed for the Annual General Meeting, and they shall be so marked and returned as may be from time to time determined by the Council.

52. At the Ordinary Meeting preceding the Annual General Meeting, the Members present shall choose two or more scrutineers for the purposes of the ballot. The ballot papers shall be delivered unopened by the Secretary to the scrutineers, who shall open them and count the votes and report the result to the President or to the Chairman before the hour fixed for the Annual General Meeting.

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

54. The President, or the Chairman of the Annual General Meeting, shall announce the result of the ballot and declare the new Council duly elected.

55. The persons elected shall take office on the 1st day of January next following.

MEETINGS OF COUNCIL.

56. The Council shall make provision for carrying out the objects of the Society, and for conducting its affairs in accordance with the Memorandum and Articles of Association. They shall, subject to the Regulations of the Society for the time being, and to the provisions of the Statutes, have the sole control and management of the income, property, and affairs of the Society, and may appoint and dismiss any paid officers or servants.

57. Meetings of the Council shall be summoned by the Secretary, under the direction of the President. Five Members shall form a quorum.

58. The Council shall meet at least once in each calendar month during a Session.

59. In addition to the Meetings mentioned in the last article, the President may at any time direct the Secretary to summon a special Meeting of the Council; and he shall direct a Special Meeting thereof to be summoned at any time upon a requisition addressed to him by three Members of the Council.

60. Questions arising before the Council shall be decided by a show of hands, except in any case in which a ballot shall be demanded, or in which a ballot is required by these Articles, and, in case of an equality of votes, the Chairman shall have a second or casting vote.

61. Any Member of the Council who shall be personally concerned in a question under consideration shall retire during the discussion and determination of the same.

62. If at any Meeting of the Council business be introduced of which notice has not been given either at the previous Meeting of the Council or in the summons calling the Meeting, any Member present shall be entitled to require that no vote or decision shall be taken on such business until the next Meeting of the Council; but, subject as aforesaid, any business may be transacted at a Meeting of the Council without notice of such business having been given.

63. The Council shall, at the Annual General Meeting, present to the Society a Report on the position of the Society, financially and otherwise, and on the affairs and proceedings of the Society generally during the previous year.

64. The Council shall have power to make from time to time such regulations, not being inconsistent with these Articles, as they may deem to be for the well-being of the Society.

ACCOUNTS AND AUDIT.

65. The Society shall, at the Annual General Meeting in December of each year, appoint properly qualified Auditors to audit the Society's accounts for the ensuing year. They shall audit the accounts to be produced at the Annual General Meeting. No Member of the Council shall be eligible to act as Auditor.

66. The Auditors shall have access at all times to books, accounts, and vouchers and shall have the right to such information and explanations as they require. The Society in General Meeting may make reasonable restrictions as to the time and manner at and in which the books and accounts of the Society shall be open to the inspection of the members, and subject thereto such books and accounts shall be open to their inspection at all reasonable times during business hours.

67. The Report of the Treasurer shall be presented at the Annual Meeting, duly audited. A copy of the Report and Accounts shall be sent to each Corporate Member at least seven days before the date of the Meeting.

68. The Auditors shall report to the Council, and such report shall be read before the Society in General Meeting.

69. The provisions of Sections 112 and 113 of the Companies (Consolidation) Act, 1908, shall apply and be observed, the first Annual General Meeting being treated as the Statutory Meeting,

the Council as the Directors, and the Members as the Shareholders mentioned in those Sections.

INVESTMENTS OF THE SOCIETY.

70. Such of the moneys of the Society as shall not be required for the immediate purposes thereof may be invested from time to time by the Council (either in the name of the Society or in the name or names of such person or persons on behalf of the Society as the Council may from time to time appoint) in any of the public Stocks, or Funds or Government Securities of the United Kingdom or India or in Bank of England Stock, or in or upon the Bonds, Mortgages, Debentures, Stocks, or Securities of any Municipal Corporation in Great Britain, or in or upon the Debentures, Preference Shares, or Stocks of any Railway Company in Great Britain or India, or upon any other Security that may be approved by the Society in General Meeting; with power to vary such investments for others of any kind hereby or hereafter to be authorised, provided that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

SECTIONS.

71. The Council may authorise the formation within the Society of sections, consisting of groups of its Members united in pursuit of some common interest. Such sections shall be formed and governed by regulations which shall have been approved by the Council, and shall be in accord with the Memorandum and Articles of Association of the Society. The management of the affairs of a Section may be entrusted by the Council to a Committee appointed in accordance with the rules of the Section.

72. Persons who are not members of the Society may be admitted to the privileges of the Section as set forth in the Rules of the Section, and may serve on the Committee of the Section, but they shall not be entitled to vote at meetings of such Committee or of the Section.

73. The Rules of each Section shall define the conditions of admission to membership of the Section, and shall set forth the scale of fees or subscriptions payable by the several grades of members of the Section.

74. No alterations of the Rules of a Section shall take place without the approval of the Council of the Society after reasonable notice in writing to each member of the Section and after due consideration by the Council of any objections raised thereto.

75. The President and Hon Secretary or Hon. Treasurer of the Society shall be *ex officio* Members of all Sectional Committees, and as such shall be entitled to be present at Committee and other Meetings of the Sections.

76. No Section shall spend more than the fees or subscriptions received by it in any one year, without first obtaining the special sanction of the Council for each item.

77. Any surplus on the working of the Section shall have as its first charge the repayment of any indebtedness due to the Society's General Funds.

78. The recognition of a Section shall be given by the Council in writing, but no such recognition shall be accorded until compliance has been made with the requirements of the Council and the scheme, containing the objects, rules, and other particulars, has been approved by them.

79. The Council may invite representatives of a Section to Council Meetings when matters concerning their Section are to be discussed.

AFFILIATED SOCIETIES.

80. The Council may admit Societies interested in the Science of Radio Communication to the privileges of Affiliation at any Meeting of Council upon the recommendation of the Officers of the General Committee.

GENERAL COMMITTEE.

81. The General Committee, which shall be advisory to the Council on all matters of national scope, shall discuss matters affecting the common interests of the Society and the Affiliated Societies, but shall not communicate on such matters and in the name of the Society with bodies or persons outside or other than the Society and its Affiliated Societies and their officers, without the special sanction of the Council.

82. The General Committee shall consist of the President of the Society *ex officio*, a Vice-Chairman, an Hon. Secretary together with elected co-opted and nominated persons who are members of the Society or of one or more Affiliated Societies. All the members of the General Committee shall retire annually in January at a date fixed by the Council, and shall be eligible for re-election subject to Article 83.

83. No member of the General Committee shall be eligible to serve in the same capacity more than three years in succession.

84. The elected Members of the General Committee shall be elected annually in November. For this purpose the affiliated Societies shall be divided by the General Committee into groups comprising, as a rule, not less than six Affiliated Societies. Each group shall have the right to elect to the General Committee one or more persons, who shall each be a Member of one or more Societies belonging to the group, or, alternatively, a corporate member of the Society.

85. The nominated members of the General Committee shall be nominated by the Council from their own membership in January of each year and shall be (in addition to the President) the Hon. Secretary, the Hon. Treasurer and three other persons.

86. In October of each year the Hon. Secretary of the General Committee, or failing him the Hon. Secretary of the Council, or other officer, shall send to the Secretary of each Affiliated Society as grouped by the General Committee, a copy of Articles 80 to 92 inclusive, and a notice calling upon the Affiliated Society to join with the other Societies of its group in nominating an agreed representative or representatives on the General Committee. The name of the agreed group representative or representatives should reach the Hon. Secretary of the General Committee before the 20th November. Failing the submission of an agreed name or names the General Committee shall take such special steps as they think fit to obtain representation of the group.

87. At each autumn meeting of the General Committee the grouping of the Affiliated Societies shall be revised and shall be settled for the succeeding year.

88. The General Committee may at any time co-opt persons to represent groups of Affiliated Societies or Sections of the Society not adequately represented by the elected and nominated members. Such persons shall be members of the Society, or of one or more of its Affiliated Societies, or of one or more of its Sections, but shall not exceed in number one-eighth of the elected Members. Co-opted Members shall have the same rights and obligations as elected Members.

89. Any casual vacancy occurring in the elected Members shall be filled within two months by the group concerned, failing which it may be filled by the General Committee. Casual vacancies in the nominated Members shall be filled by the Council.

90. The General Committee shall after the annual election forthwith appoint a Vice-Chairman and Hon. Secretary from among their own number, and shall elect three of their Members (being also Members of the Society) who are not already Members of the Council to serve on the Council.

91. The President shall act as Chairman at all meetings of the General Committee at which he is present, and in his absence the Vice-Chairman shall act. In the absence of both, any Member of the Committee may be selected by those present to act as Chairman.

92. The General Committee shall meet at least twice in each year and at a time and place fixed at the preceding meeting or by the Officers.

93. The President, the Vice-Chairman, the Council, or the General Committee shall have power to call Special General Meetings of the General Committee.

94. A Special General Meeting shall be called by the President on receiving requisition to that effect signed by not less than ten Members of the General Committee, and notices calling the meeting shall be sent out within fourteen days of the receipt by the President of such requisition, specifying the object for which the meeting is called.

95. At a Special General Meeting no business other than that specified in the notice calling the meeting shall be transacted.

96. The Secretary of the General Committee shall keep the minutes of the meetings and conduct the correspondence of the Committee. He shall by means of a monthly letter, or otherwise, keep all the Societies in touch with the work of the Council and General Committee. He shall keep the Hon. Treasurer informed of additions to or removals from the list of Affiliated Societies.

97. The entrance fee and annual subscription to be paid by an Affiliated Society to the Society shall be revised annually and fixed by the General Committee. At first the entrance fee shall be one guinea and the subscription one guinea per annum, for the period 1st October to 30th September, and these amounts shall not at any time be reduced without the consent of the Council.

98. An Affiliated Society, having paid its entrance fee and its subscription for any year, shall be entitled to nominate for that year a representative who shall have and exercise during that year all the privileges and powers of a corporate Member of the Society.

99. An Affiliated Society which is twelve months in arrear with its entrance fee or annual subscription may, after due notification of the amount of the arrears, be removed from the Register by order of the Council, but shall be liable for all arrears due at the time of removal from the Register.

100. Any Society may be admitted to co-operation with the work of a Section although not affiliated to the Radio Society, and such co-operating Societies shall each enjoy the privileges of an Affiliated Society as far as may be consistent with these Articles and with the Rules of the relevant Section.

101. The General Committee shall not have authority to expend or pledge any part of the income or property of the Society, but the Society shall defray all necessary administrative expenses incurred by the Hon. Secretary of the General Committee in the conduct of the correspondence of the General Committee.

NOTICES.

102. A Notice may be served by the Society upon any Member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address.

103. Any Notice sent by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post; and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office.

104. Any Member residing out of the United Kingdom may name an address within the United Kingdom at which all Notices shall be served upon him, and all Notices served at such address shall be deemed to be well served. If he shall not have named such an address he shall not be entitled to any Notices.

THE SCHEDULE.

I, the undersigned, agree that in the event of my election to membership of The Incorporated Radio Society of Great Britain, I will be governed by the rules, regulations and Articles of Association of the Society as they now are or as they may hereafter be altered; and that I will advance the objects of the Society as far as shall be in my power; providing that whenever I shall signify in writing to the Secretary that I am desirous of withdrawing from the Society I shall after the payment of any arrears which may be due by me at that period be free from this obligation.

WITNESS my hand this day of

Names, addresses, and descriptions of subscribers.

H. C. L. Holden Bryden 2 St Johns Park S.E.3 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.

J. R. Halliwell 2 Pioneers Rd Brompton Manchester Elec Eng.

[illegible] Green Park Catterham Surrey

[illegible] 49 Kingsmead Rd Tulse Hill S.W.2. Elec Engineer

Dated the 22nd day of July 1926

Witness to the above signatures,

Barnley [illegible]

St Michael's Alley

Cornhill E.C.3

Solicitor

COMPANY LIMITED BY GUARANTEE.

Memorandum

AND

Articles of Association

OF

THE INCORPORATED RADIO SOCIETY OF GREAT BRITAIN.

Incorporated the day of , 192 .

FAITHFULL, OWEN & FRASER,
Jamaica Buildings,
St. Michael's Alley,
Cornhill, E.C.3.

VACHER & SONS, LTD., Westminster House, S.W.1.

LICENCE BY THE BOARD OF TRADE,

Pursuant to Section 20 of the Companies (Consolidation) Act, 1908.

WHEREAS it has been proved to the Board of Trade that "THE INCORPORATED RADIO SOCIETY OF GREAT BRITAIN" which is about to be registered under the Companies Acts 1908 to 1917, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 20th Section of the Companies (Consolidation) Act, 1908, and that it is the intention of the said Association

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

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said

as subscribed by seven members thereof on the 22nd day of July, 1926, do by this their licence direct

"THE INCORPORATED RADIO SOCIETY OF GREAT BRITAIN"

to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this 26th day of August, 1926.

N. Walter Smith

~~Comptroller of the Companies Department,~~
Authorised in that behalf by the President of the Board of Trade.

FAITHFULL OWEN & FRASER.
SOLICITORS.

JOHN ALEXR FRASER.
FEARNLEY OWEN, M.A.B.C.L

TELEGRAPHIC ADDRESS.
"EXPLANITY," LONDON.

TELEPHONE No 3092 AVENUE.

Jemmice Buildings,
St Michael's Alley, Cornhill,
London, E.C. 3.

23rd Sept. 1926.

Dear Sir,

re The Incorporated Radio Society of Great Britain.

Referring to Article 36 of the Articles of Association of this Society, we confirm that the first Council will be appointed within one month of the date of incorporation by the seven Subscribers to the Memorandum of Association and that it will hold office until December 1927, and as yet no persons have consented to act on the Council.

Yours truly,

Faithfull Owen & Fraser

The Registrar,
Joint Stock Companies,
Somerset House,
W.C.2.

O. N.

(1659)

DUPLICATE FOR THE FILE.

No. 216431

Certificate of Incorporation

I Hereby Certify, That the INCORPORATED RADIO SOCIETY OF GREAT BRITAIN (the word "Limited" being omitted by Licence of the Board of Trade)

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is **Limited.**

Given under my hand at London this twenty-fifth day of September One Thousand Nine Hundred and twenty-six.

Fees and Deed Stamps £ 21. 10. 0

Stamp Duty on Capital £ Nil.

ASSISTANT *Registrar of Joint Stock Companies.*

Certificate received by: W R Paige for Faulkner Olver & Fraser St. Michaels Alley Cornhill EC3

Date 27th Sept. 1926

Certificate No. 21681

C.A. 5a.
23-1-20.

THE COMPANIES ACTS 1908 TO 1917.

A 5s. Companies Registration Fee Stamp must be impressed here.

REGISTERED
21817
18 FEB 1927

Declaration made on behalf of The Incorporated Radio Society of Great Britain ~~Limited,~~

(which is a Company that has filed with the Registrar of Joint Stock Companies a Statement in lieu of prospectus), that the conditions of s. 87 of the Companies (Consolidation) Act, 1908 (8 Edw. 7, Ch. 69), have been complied with.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by

I [illegible]

of [illegible]

[illegible] Esq.

(a) Insert here the Secretary or a Director

being (a) Member of the Hon. Secretary of the Incorporated Radio Society of Great Britain

Limited,

do solemnly and sincerely declare :—

That the amount of the Share Capital of the Company other than that issued or agreed to be issued as fully or partly paid up otherwise than in cash is £ nil. The Company is limited by Guarantee.

That ~~the~~ no amount is fixed by the Memorandum or Articles of Association and named in the Statement in lieu of prospectus as the minimum subscription upon which the Company may proceed to allotment ~~is £~~.

That no shares held subject to the payment of the whole amount thereof in cash have been allotted ~~to the amount of £~~

~~That every Director of the Company has paid to the Company on~~ each of the shares taken or contracted to be taken ~~by him~~ and for which he is liable to pay in cash, ~~a~~ proportion equal to the proportion payable ~~on application and allotment on the sha~~ ~~as payable in cash~~. The Members of the Council take no shares.

And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 33 Southampton Street Strand in the County of Middlesex

the Fourth day of December

one thousand nine hundred and twenty six

before me.

[illegible]

DUPLICATE FOR THE FILE.

No. 216431

Certificate *under s. 87 (2) of the Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69), that a Company is entitled to commence business.*

I hereby Certify, That the

INCORPORATED RADIO SOCIETY OF GREAT BRITAIN (the word "Limited" being omitted by Licence of the Board of Trade)

which was incorporated under the Companies Acts, 1908 to 1917, on the twenty-fifth day of September 1926, and which has this day filed a statutory declaration in the prescribed form that the conditions of s. 87—1 (a) and (b) of the Companies (Consolidation) Act, 1908, have been complied with, is entitled to commence business.

Given under my hand at London this eighteenth day of February One Thousand Nine Hundred and twenty-seven.

C. C. Gallagher
Registrar of Joint Stock Companies.

Certificate received by W. Paige for Fairfull Owen & Fraser
St. Michaels Alley EC3

Date 22 Feby, 1927

THE INCORPORATED RADIO SOCIETY OF GREAT BRITAIN

Special Resolution

Passed 23rd March, 1927. *Confirmed 8th April, 1927*

At a Special General Meeting of the Incorporated Radio Society of Great Britain duly convened and held at the Institution of Electrical Engineers, Savoy Place, Victoria Embankment, W.C.2, on the 23rd March, 1927, the subjoined Special Resolution was duly passed; and at a subsequent Special General Meeting of the said Society also duly convened and held at the Society's Offices, 53, Victoria Street, Westminster, S.W.1, on the 8th April, 1927, the subjoined Special Resolution was duly confirmed:—

"That the Articles of Association of the Society be altered in manner following, that is to say:—

Article 22 to be amended by the addition of the words 'unless they are members of a section' after the words 'entrance fee of 10s. 6d.'

Article 23 to be amended by changing '10s. 6d. per annum' into '15s. per annum' and adding after 'county Corporate Members' the words '12s. 6d. per annum for colonial and foreign members resident outside the British Isles.'

Article 30 to be cancelled and the following Article substituted therefor:—

'Annual subscriptions shall be payable by each member for 12 months in advance reckoned from the first day of the month in which he was elected.'"

Maurice Child

Hon. Secretary.

Vacher—12.5.27. Presented for filing by:-
Fourtheller Dixon Fraser
St. Michaels Alley.

The Incorporated

Radio Society of Great Britain

53, VICTORIA STREET, LONDON, S.W.1

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Society will be held at The Institution of Electrical Engineers, Savoy Place, Victoria Embankment, W.C.2, at 6.15 p.m. on the 21st day of October, 1932, for the purpose of proposing and, if thought fit, passing with or without modification the following Special Resolution.

REGISTERED 12 NOV 1932

RESOLUTION.

That the Articles of Association of the Society be altered as follows :—

Present.

2. These Articles shall be construed with reference to the provisions of the Companies (Consolidation) Act, 1908, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

4. The Society shall consist of :—

Honorary Members Members Associate Members	Who shall be known as Corporate Members.
Associates Sectional Members	Who shall be known as Non-Corporate Members.

Subject as hereinafter provided, on and after the twenty-second day of July, One thousand nine hundred and twenty-six, then existing Honorary Members shall continue to be Honorary Members, then existing Members shall continue to be Members, then existing Associate Members shall continue to be Associate Members, then existing Associates shall continue to be Associates, and then existing Members of Sections shall continue to be Members of Sections, subject to the obligations attaching to such various classes.

7. The Society may admit such other persons as may be hereafter qualified and elected in that behalf as Honorary Members, Members, Associate Members, Associates and Sectional Members, respectively, and such persons shall sign the form contained in the Schedule hereto, or such form to the like effect as may from time to time be authorised by the Council.

9. Candidates to be eligible for election as Members must have attained the age of 21 years, and must fulfil the following conditions :—

(a) Have been engaged in research or experimental work in the science of Radio Communication for at least two years;

(b) And satisfy the Council that they possess the necessary qualifications or training.

10. 12.

Proposed.

2. These Articles shall be construed with reference to the provisions of the Companies Act, 1929, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

4. The Society shall consist of :—

Honorary Members Members	Who shall be known as Corporate Members
Associates	Who are Non-Corporate Members.

5. Subject as hereinafter provided, on and after the 22nd day of October, One thousand nine hundred and thirty-two, then existing Honorary Members shall continue to be Honorary Members, then existing Members shall continue to be Members, then existing Associate Members shall become Members, then existing Associates shall continue to be Associates, subject to the obligations attaching to such various classes.

7. The Society may admit such other persons as may be hereafter qualified and elected in that behalf as Honorary Members, Members and Associates respectively, and such persons shall sign the form contained in the Schedule hereto, or such form to the like effect as may from time to time be authorised by the Council.

9. Candidates to be eligible for election as Members must be engaged in research or experimental work in the science of Radio Communication.

10. 12. Delete entire Articles.

23

Present.

15. Every candidate for election as a Corporate Member of the Society other than an Honorary Member shall be proposed for a Corporate Member, and seconded by another member, both having personal knowledge of him, but if the candidate is unacquainted with members who will propose and second him he may accompany his application form with two suitable references in writing from persons of standing to whom his work in the science of Radio Communication is known.

16. The name of every candidate, together with [illegible] of his qualifications, shall be submitted to the Council, who shall approve or reject him. The Council may in their discretion reject any candidate.

17.

18. A candidate whose application is rejected shall not have his name submitted again for election within twelve months of the rejection.

19. No entry shall be made or kept in the minutes of the Ordinary Meetings and printed records of the Society relating to any candidate whose application is rejected.

20. Every person elected as a Corporate Member shall be informed of his election by the Secretary, and such election shall not be effective until the person so elected shall have paid his first Subscription or Life Composition.

21.

22. The annual subscription shall be £1 1s. per annum for town Corporate Members, 15s. per annum for country Corporate Members, 12s. 6d. per annum for Dominion, Colonial and Foreign members residing outside the British Isles, and 10s. per annum for Associates who not being Corporate Members, shall not receive individual Notices of Meetings, or publications issued by the Society, other than the Journal.

23. Town Members are those whose residence or usual place of business is situate within a radius of 25 miles from Charing Cross. Other Members resident in the British Isles are country Members.

24. The affairs of the Society shall be managed by a Council consisting of the President, the immediate Past-President, the acting Vice-President, the Hon. Secretary, the Hon. Treasurer, the Hon. Editor of the Society's Journal, seven elected Corporate Members, and not more than four representatives (being Corporate Members of the Society) selected by the Council from one or more Sectional Committees.

25. All members of the Council shall retire annually in December and shall be eligible for re-election, provided that no President shall hold

Proposed.

15. Every candidate for election as a Corporate Member of the Society other than an Honorary Member shall be proposed by a Corporate Member, having personal knowledge of him, but if the candidate is unacquainted with a Member who will propose him he may accompany his application form with two suitable references in writing from persons of standing to whom his work in the science of Radio Communication is known.

16. The name of every candidate shall be submitted to the Council, who shall approve or reject him. The Council may in their discretion reject any candidate.

17. Delete entire Article.

18. A candidate whose application is rejected shall not have his name submitted again for election within twelve months of the rejection.

19. No entry shall be made or kept in the records of the Society relating to any candidate whose application is rejected.

20. Every person elected as a Corporate Member shall be informed of his election by the Secretary, and such election shall not be effective until the person so elected shall have paid his first Subscription or Life Composition.

22. Delete entire Article.

23. The annual subscription shall be £1 1s. per annum for town Corporate Members, 15s. per annum for country Corporate Members, 12s. 6d. per annum for Dominion, Colonial and Foreign members residing outside the British Isles, and 10s. per annum for Associates who not being Corporate Members, shall not receive individual Notices of Meetings, or publications issued by the Society, other than the Journal.

24. The affairs of the Society shall be managed by a Council consisting of the President, the immediate Past-President, the acting Vice-President, the Hon. Secretary, the Hon. Treasurer, the Hon. Editor of the Society's Journal, seven elected Corporate Members, and not more than four representatives (being Corporate Members of the Society) selected by the Council from one or more Sectional Committees.

25. All members of the Council shall retire annually in December and shall be eligible for re-election, provided that no President shall hold

Present.

office for more than two consecutive years, no acting Vice-President for more than three consecutive years, and no Member of the Council, other than the Hon. Treasurer and the Hon. Secretary, shall serve for more than three consecutive years.

35. No person shall be eligible to serve on the Council who is not a Corporate Member of the Society, and not more than four members of Council shall be Associate Members of the Society.

36.

39. A Special General Meeting shall be called by the President on receiving requisition to that effect signed by not less than 25 Members of the Society, and specifying the object for which the Meeting is to be called. Notices calling the Meeting shall be sent out within fourteen days of the receipt by the President of such requisition.

41. At least seven clear days' notice of the time and place of every General Meeting and of the business to be transacted shall be posted to every Corporate Member of the Society. No business other than routine business shall be taken at any Meeting without such notice.

47. Each Member and Associate Member whose subscription is not in arrear shall be at liberty to introduce one visitor at Ordinary Meetings, and to the Society's premises, provided such visitor has not been expelled from the Society or refused membership. The same visitor may not, without the consent of the Council, be introduced more than three times in one year.

48. Not later than the 24th day of November in each year the Council shall send to each Corporate Member entitled to vote a list of duly qualified persons whom they nominate for the offices of President, acting Vice-President, Hon. Secretary, Hon. Treasurer, and other elected Members of Council in December next following. This list must include at least four names of persons not serving on the existing Council.

49. After the issue of the Council's list, and not later than the fourth day of December following, any ten Corporate Members shall not more than one may nominate any other duly qualified person by delivering their nomination in writing to the Secretary, together with the written consent of such person to accept office if elected, but each such nominator shall be debarred from nominating any other person for the same election.

50. If any nomination in accordance with Article 49 has been made then, and only then, and not later than five days before the date of the Annual General Meeting, the Council shall send to each Corporate Member entitled to vote a ballot paper containing the names of all persons duly nominated, stating which persons are nominated by the Council, and giving the names of the Members or Associate Members by whom every other person (if any) is nominated.

Proposed.

office for more than [illegible] consecutive years, no acting Vice-President for more than [illegible] consecutive years, and no Member of the Council, other than the Hon. Treasurer and the Hon. Secretary, shall serve for more than [illegible] consecutive years.

35. No person shall be eligible to serve on the Council who is not a Corporate Member of the Society.

36. [illegible]

39. Special General Meeting [illegible] by the President on receiving requisition to that effect signed by not less than 25 Members of the Society, and specifying the object for which the Meeting is to be called. Notices calling the Meeting shall be sent out within fourteen days of the receipt by the President of such requisition.

41. Subject to the [illegible] of the Companies Act, 1929, [illegible] at least seven clear days' notice of the time and place of every General Meeting and of the business to be transacted shall be posted to every Corporate Member of the Society. No business other than routine business shall be taken at any Meeting without such notice.

47. Each Member and Associate Member whose subscription is not in arrear shall be at liberty to introduce one visitor at Ordinary Meetings, and to the Society's premises, provided such visitor has not been expelled from the Society or refused membership. The same visitor may not, without the consent of the Council, be introduced more than three times in one year.

48. Not later than the 24th day of November in each year the Council shall send to each Corporate Member entitled to vote a list of duly qualified persons whom they nominate for the offices of President, acting Vice-President, Hon. Secretary, Hon. Treasurer, Hon. Editor, and other elected Members of Council to be [illegible] This list must include at least four names of persons not serving on the existing Council.

49. After the issue of the Council's list, and not later than the thirty-first day of December following, any ten Corporate Members shall not more than one may nominate any other duly qualified person by delivering their nomination in writing to the Secretary, together with the written consent of such person to accept office if elected, but each such nominator shall be debarred from nominating any other person for the same election.

50. If any nomination in accordance with Article 49 has been made then, and only then, and not later than two days before the date of the Annual General Meeting, the Council shall send to each Corporate Member entitled to vote a ballot paper containing the names of all persons duly nominated, stating which persons are nominated by the Council, and giving the names of the Members or Associate Members by whom every other person (if any) is nominated.

Present.	*Proposed.*
69. The provisions of Sections 112 and 113 of the Companies (Consolidation) Act, 1908, shall apply and be observed, the first Annual General Meeting being treated as the Statutory Meeting, the Council as the Directors, and the Members as the Shareholders mentioned in those Sections.	69. The provisions of Sections 132, 133 and 134 of the Companies Act, 1929, shall apply and be observed.
71. The Council may authorise the formation within the Society of sections, consisting of groups of its Members united in pursuit of some common interest. Such sections shall be formed and governed by regulations which shall have been approved by the Council, and shall be in accord with the Memorandum and Articles of Association of the Society. The management of the affairs of a section may be entrusted by the Council to a Committee appointed in accordance with the rules of the section.	71. The Council may authorise the formation within the Society of sections, consisting of groups of its Members, united in pursuit of some common interest. Such sections shall be formed and governed by regulations which shall have been approved by the Council, and shall be in accord with the Memorandum and Articles of Association of the Society. The management of the affairs of a section may be entrusted by the Council to a Committee.
72. 73 74. 76. 77.	72. 73. 74. 76. 77. Delete entire Articles.
80. The Council may admit Societies interested in the Science of Radio Communication to the privileges of Affiliation at any Meeting of Council upon the recommendation of the Officers of the General Committee.	80. The Council may admit Societies interested in the Science of Radio Communication to the privileges of Affiliation at any Meeting of Council.
81. 82. 83. 84. 85. 86. 87. 88. 89. 90. 91 92. 93. 94. 95. 96.	81. 82. 83. 84. 85. 86. 87. 88. 89. 90. 91. 92. 93. 94. 95 96. Delete entire Articles.
97. The entrance fee and annual subscription to be paid by an Affiliated Society to the Society shall be revised annually and fixed by the General Committee. At first the entrance fee shall be one guinea and the subscription one guinea per annum for the period 1st October to 30th September, and these amounts shall not at any time be reduced without the consent of the Council.	97. The annual subscription to be paid by an Affiliated Society shall be regulated by the Council.
98.	98. Delete entire Article.
99. An Affiliated Society which is twelve months in arrear with its entrance fee or annual subscription may, after due notification of the amount of the arrears, be removed from the Register by order of the Council, but shall be liable for all arrears due at the time of removal from the Register.	99. An Affiliated Society which is twelve months in arrear with its annual subscription may, after due notification of the amount of the arrears, be removed from the Register by order of the Council, but shall be liable for all arrears due at the time of removal from the Register.
100. 101.	100. 101. Delete entire Articles.

Dated the 20th September, 1932.

By Order of the Council.

JOHN CLARRICOATS,

Honorary Secretary.

J.G.H.

NOTE.

1. Copies of the present Articles of Association may be obtained on application to the Honorary Secretary, Radio Society of Great Britain, 53, Victoria Street, London, S.W.1.

2. An Ordinary Meeting and Lecture will follow the Extraordinary General Meeting.

The above alterations were confirmed at an extraordinary general meeting held Oct 21st 1932

[illegible] President.

THE INCORPORATED RADIO SOCIETY OF GREAT BRITAIN

SPECIAL RESOLUTION

Passed 23rd October, 1953

NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the above Society duly convened and held on the 23rd day of October, 1953, the subjoined Resolution was duly passed as a Special Resolution:—

RESOLUTION

That Article 19 of the Articles of Association of the Society be amended to read:—

"The annual subscription shall be £1 10s. for Home Corporate Members, £1 1s. for Corporate Members residing outside the United Kingdom of Great Britain and Northern Ireland, the Channel Islands and the Isle of Man, and 15s. for Associates or such lesser sums as the Council may decide from time to time."

and

That Article 27 of the Articles of Association of the Society be amended to read:—

"At any time after having been a Corporate Member of the Society for five consecutive years, a Member may, subject to the approval of the Council, commute all future annual subscriptions by a payment of Twenty Pounds, or such other sum as may from time to time be determined by Special Resolution on the recommendation of the Council. Such payment shall entitle such Member to all the privileges and rights of Corporate Membership for the remainder of his life, subject to Article 28."

Leslie Cooper

President—Chairman of Meeting.

REGISTERED 1-DEC 1953

FIVE SHILLINGS

3 DEC 1953

216431/43

THE INCORPORATED RADIO SOCIETY OF GREAT BRITAIN

SPECIAL RESOLUTIONS

Passed 18th December, 1953.

NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the above Society duly convened and held on the 18th day of December, 1953, the two subjoined Resolutions were duly passed as Special Resolutions:—

RESOLUTION

"That the name of the Society be and is hereby changed from The Incorporated Radio Society of Great Britain to Radio Society of Great Britain."

RESOLUTION

"That the attached Articles of Association be and are hereby adopted as the Articles of Association of the Society in substitution for the present Articles of Association."

Leslie Cooper

President—Chairman of Meeting.

REGISTERED
16 JAN 1954

A1785

16 JAN 1954

THE COMPANIES ACT, 194

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Articles of Association

OF

The Incorporated

RADIO SOCIETY OF GREAT BRITAIN

(ADOPTED BY SPECIAL RESOLUTION ON 18TH DECEMBER, 1953.)

PRELIMINARY.

1. These Articles shall be construed with reference to the provisions of the Companies Act, 1948 (hereinafter referred to as "the Act") and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Act.

2. For the purposes of registration the number of members of the Society was declared to be unlimited.

3. The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP.

4. The Society shall consist of :—

Honorary Members } Who shall be Corporate Members.
Members }

Associates Who shall be Non-Corporate Members.

5. Subject as hereinafter provided, on and after the date of the adoption of these Articles, then existing Honorary Members shall continue to be Honorary Members, then existing Members shall continue to be Members, then existing Associates shall continue to be Associates, subject to the obligations attaching to such various classes.

6. 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.

7. The Society may admit such other persons as may be hereafter qualified and elected in that behalf as Honorary Members, Members and Associates respectively, and such persons shall sign an agreement in the form contained in the Schedule hereto, or such agreement to the like effect as may from time to time be authorised by the Council.

HONORARY MEMBERS.

8. Honorary Members shall be persons who have made acknowledged eminent contribution to Radio Research, Experimentation or Communication or a related subject or rendered outstanding service to the Society, and shall be elected by the Council.

VICE-PRESIDENTS & HONORARY VICE-PRESIDENTS.

9. Vice-Presidents shall be Corporate Members who have rendered outstanding service to the Society. Distinguished persons shall be eligible for election as Honorary Vice-Presidents.

MEMBERS.

10. Candidates to be eligible for election as Corporate Members must be actively engaged in Radio Research, Experimentation or Communication. This shall not apply to Honorary Members.

ASSOCIATES.

11. Candidates under 21 years of age who do not fulfil the requirements of Article 10 but who are interested in Radio Research, Experimentation or Communication, shall be eligible for election as Associates until reaching the age of 21 years but not being Corporate Members they shall not vote upon matters affecting the management of the Society. Non-Corporate Members shall not receive individual notices of meetings. On reaching 21 years of age Associates shall apply for transfer to Corporate Membership if desirous of retaining membership of the Society. The holder of permission from any official National Authority to install, maintain and operate an Amateur Radio Transmitting station shall not be eligible for Non-Corporate membership of the Society and if such permission is granted to an Associate transfer to Corporate membership shall at once be sought failing which membership of the Society shall terminate.

ADMISSION OF MEMBERS.

12. Honorary Members, Vice-Presidents and Honorary Vice-Presidents shall be proposed at one Meeting and elected by ballot at a subsequent Meeting of the Council, and every such election shall be announced at the next Annual General Meeting of the Society. The name of any Vice-President may be removed from the list of Vice-Presidents at any Meeting of the Council. Not more than two Honorary Members may be elected in any one year.

13. Every candidate for election as a Corporate or Non-Corporate Member of the Society (other than as an Honorary Member) shall be proposed by two Corporate Members having personal knowledge of him but if the candidate is unacquainted with Corporate Members who will propose him the Council may in their discretion waive the foregoing requirements and may as an alternative require the candidate to furnish two suitable references in writing, from persons of standing to whom his work or interest in Radio Research, Experimentation or Communication is known.

14. The name of every candidate shall be submitted to the Council, who shall approve or reject him. The Council may in their discretion reject any candidate.

15. A candidate whose application is rejected shall not have his name submitted again for election within twelve calendar months of the rejection.

16. No entry other than name, address and date shall be made or kept in the records of the Society relating to any candidate whose application is rejected.

17. Every person elected to Corporate or Non-Corporate Membership shall be notified of his election by the Secretary, and such election shall not be effective unless and until the person so elected shall have paid his first subscription. The election shall be deemed to have expired unless the first subscription shall be paid within three months of receipt of notice of election.

TRANSFER FROM NON-CORPORATE TO CORPORATE MEMBERSHIP.

18. Candidates for transfer from Non-Corporate to Corporate Membership may in the discretion of the Council be required to be proposed or to furnish references as prescribed in Article 13. In other respects proposals for transfer shall be dealt with by the Council in the manner prescribed under the heading "Admission of Members" in respect of candidates for Corporate Membership.

SUBSCRIPTIONS & RETIREMENT OF MEMBERS.

19. The annual subscription shall be £1 10s. for Home Corporate Members, £1 1s. for Corporate Members residing

[illegible] the United Kingdom of Great Britain and Northern Ireland, the Channel Islands and the Isle of Man, and [illegible] as the Council may [illegible] from time to time.

[illegible] Special Resolution.

[illegible] Corporate and Non-Corporate Member [illegible] shall be liable for the payment [illegible] shall have paid any [illegible] Society in writing his desire [illegible]

[illegible] Council that [illegible] liable to pay the arrears of subscription due [illegible] Members [illegible] the Council.

[illegible]

LIFE MEMBERSHIP

[illegible] Corporate Member [illegible] Member [illegible] Corporate Member [illegible] Article [illegible]

[illegible]

[illegible] General [illegible] Member of the Council [illegible]

OFFICERS & MANAGEMENT

[illegible] of the Society [illegible]

The President,
The Immediate Past President,
The [illegible] Past President,
The Executive Vice-President,
The Honorary Treasurer

[illegible] Elected Members and not [illegible] Members each [illegible] comprising the United Kingdom of Great Britain and Northern Ireland. The zonal boundaries shall be determined by the Council and may be changed from time to time.

28. All Council Members shall be elected to serve for a period of three consecutive years. Each year one-third of the Council Members for the time being (exclusive of the President and Immediate Past President), or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The Council Members to retire each year shall be those who have been longest in office since their last election, but as between persons who were elected on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Council Members shall be eligible for re-election provided that none shall be President for two consecutive years. The Council may fill a casual vacancy in their body, and any Member so appointed shall hold office only until the next following election of Council Members, when he shall be eligible for election and if he is elected his retirement shall be calculated from the date of his election.

29. No person shall be eligible to serve on the Council who is not a Corporate Member of the Society.

MEETINGS.

30. An Annual General Meeting shall be held in December of each year at such time and place as the Council shall fix and shall be specified as such in the notices calling it. All other General Meetings shall be called Extraordinary General Meetings.

31. The President or the Council shall have power to call an Extraordinary General Meeting at such time as he or the Council shall see fit.

32. The Council shall call an Extraordinary General Meeting on the requisition of not less than 500 Corporate Members or Corporate Members representing 5 per cent. of the total voting rights of all the members then entitled to vote whichever is the smaller number. The provisions of Section 132 of the Act shall apply and be observed, subject to the amendments enacted in the foregoing provisions of this Article.

33. At an Extraordinary General Meeting no business other than that specified in the Notice calling the Meeting shall be transacted.

34. At least 21 clear days' notice in writing of the time and place of every General Meeting and of the general nature of the business to be transacted shall be given to every Corporate Member of the Society who is not disqualified under these Articles to receive notices from the Society. No business other than routine business shall be taken at any Meeting without such notice.

35. Ordinary Meetings shall be held at times and places appointed by the Council to hear and discuss lectures and papers relating to branches of knowledge having a bearing upon Radio Research, Experimentation or Communication.

36. The Chair at a General Meeting, Ordinary Meeting or Meeting of the Council shall be taken by the President or, in his absence, by the Executive Vice-President. In the absence of the President and the Executive Vice-President, the Chair shall be taken by any Past President, Vice-President or Council Member present who is selected by the members present. Failing these, in a case other than a Meeting of the Council the members present may elect any Corporate Member as Chairman.

37. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided [illegible] Corporate Members personally present shall be a quorum.

38. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Corporate Members present shall be a quorum.

39. The Chairman may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

40. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least five members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

41. Subject to the provisions of the next following Article if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

42. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

43. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

44. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

45. Subject as herein provided, every Corporate Member shall have one vote.

46. Save as herein expressly provided no member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting, or upon any ballot.

47. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by Section 139 of the Act. A proxy need not be a member.

48. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

49. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

50. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

51. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:—

"Radio Society of Great Britain
"I,
"of
"a member of the above-named Society,
hereby appoint
"of
"and failing him
"of
[illegible] or Extraordinary or Adjourned [illegible]
General Meeting of the Society to be held
on the [illegible]
and at every adjournment thereof.
"As witness my hand this [illegible]

52. The instrument appointing a proxy shall be deemed to confer authority to demand [illegible]

53. [illegible]

VISITORS

54. [illegible]

NOMINATIONS FOR ELECTION OF THE COUNCIL

55. Not later than the 24th September in each year the Council shall send to each Member entitled to [illegible] of duly qualified persons [illegible] vacancies in the Council [illegible] Article 27, which will [illegible] [illegible] to the retirement of those Members of the Council [illegible] required to retire in accordance with Article 28.

56. After the [illegible] of the Council [illegible] by the 24th October [illegible] Corporate Members may nominate any other duly qualified [illegible] their nomination in writing [illegible] Secretary, together with the written [illegible] to act if elected [illegible] delivered from the [illegible]

57. Candidates [illegible] within the time [illegible] Corporate Members [illegible]

BALLOT FOR ELECTION TO THE COUNCIL

58. [illegible] not less than [illegible] before the date of the Annual General Meeting the [illegible] shall send to each Corporate Member [illegible] registered address a ballot paper [illegible] with the Society's Journal [illegible] persons duly nominated [illegible] nominated by the Council [illegible] Members to whom each [illegible]

59. The ballot papers [illegible] and each Corporate Member [illegible] be directed [illegible] marked [illegible] number of names to be elected [illegible] ballot papers [illegible] shall be returned [illegible] not less than [illegible] days before the [illegible] Annual General Meeting [illegible]

60. Each Corporate Member [illegible]

61. At an Ordinary Meeting [illegible] Meeting, the Members present [illegible]

papers shall be delivered unopened by the Secretary to the scrutineers, who shall open them and count the votes and report the result to the President or Chairman before the hour fixed for the Annual General Meeting.

(62) In the event of the scrutineers being unable to report the election of the prescribed number of persons to fill the vacancies on the Council owing to an equality of votes, they shall submit the names of the candidates having the same number of votes to the President or Chairman of the Annual General Meeting who shall determine by his casting vote or votes which candidate or candidates having equality of votes shall be elected.

(63) The President or Chairman of the Annual General Meeting shall announce the result of the ballot and declare the new Council duly elected.

(64) The persons elected shall take office on the 1st day of January next following.

MEETINGS OF THE COUNCIL.

(65) The Council shall meet as necessary for carrying out the objects of the Society and for conducting its affairs in accordance with the Memorandum and Articles of Association. They shall, subject to the Regulations of the Society for the time being, and to the provisions of the Act and any other relevant Statutes, have the management and management of the property, funds and affairs of the Society, and may appoint and dismiss such paid officers or servants.

(66) Meetings of the Council shall be summoned by the Secretary under the direction of the President or any three Members of the Council. Five Members shall form a quorum.

(67) The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. They shall meet at least once in each calendar month.

(68) In addition to the Meetings mentioned in the preceding Article the President or any three Members of the Council may at any time direct the Secretary to summon a Special Meeting of the Council; and a Special Meeting thereof shall be summoned by him accordingly. A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

(69) Questions arising before the Council shall be decided by a show of hands, unless in any case in which a ballot shall be demanded, or in which a ballot is required by these Articles, and, in case of an equality of votes, the Chairman shall have a second or casting vote.

(70) Any Member of the Council who shall be personally interested in a question under consideration shall retire during the discussion and determination of the same and shall not vote thereon.

(71) If at any Meeting of the Council business is transacted of which no notice has been given in or with the previous Notice of the Council or in the notice calling the Meeting, any Member present shall be entitled to require that such notice of business shall be taken on such Business until the next Meeting of the Council, but subject as aforesaid any Business may be transacted at a Meeting of the Council of which notice of such Business has been given.

(72) The Council shall have power to make from time to time such Regulations, not being inconsistent with these Articles or any statutory rule as aforesaid, as they shall consider necessary or desirable for carrying into effect the objects of the Society, or they may deem to be for the well being of the Society.

(73) A meeting of the Council at which a quorum is present shall be entitled to exercise all the authorities, powers and discretions vested in or under the constitution of the Society for the time being in the Council generally.

(74) The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

(75) All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

(76) The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

(77) The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the number of members of the Council shall be or be reduced below five, the members for the time being may act for the purpose of filling vacancies in their body or of summoning a general meeting of the Society but for no other purpose.

(78) A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS.

(79) The Council shall cause proper books of account to be kept with respect to:—

(A) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Society; and

(C) the assets and liabilities of the Society.

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

(80) The books of account shall be kept at the office, or, subject to Section 147(4) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Members of the Council.

(81) The Society in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than Members of the Council, of the accounts and books of the Society, or any of them, and subject to such restrictions the accounts and books of the Society shall be open to the inspection of members at all reasonable times during business hours.

(82) At the Annual General Meeting in every year the Council shall cause to be laid before the Society a proper income and expenditure account for the period since the last preceding such account made up to a date not more than six months before such meeting, together with a proper balance sheet made up on the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by Law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notice of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 162 of the Act.

AUDIT.

(83) Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

(84) Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the Members of the Council being treated as the Directors mentioned in those sections.

NOTICES.

(85) A notice may be served by the Society upon any member, either personally or by sending it through the post in a separate prepaid letter, or enclosed with the Society's Journal in a prepaid envelope or wrapper, addressed to such member at his registered address as appearing in the Register of Members.

(86) Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Society.

(87) Any notice, if served by post, shall be deemed to have been served 72 hours after the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

INVESTMENTS OF THE SOCIETY.

(88) Such of the moneys of the Society as shall not be required for the immediate purposes thereof may be invested from time to time by the Council (either in the name of the Society or in the name or names of such person or persons on behalf of the Society as the Council may from time to time appoint) in any of the public Stocks or Funds or Government Securities of the United Kingdom, or in or upon the Bonds, Mortgages, Debentures, Stocks or Securities of any Municipal Corporation in Great Britain, or upon any other security that may be approved by the Society in General Meeting; with power to vary such investments for others of any kind [illegible] or [illegible] authorised, provided that moneys raised on security properly [illegible] to the purchase of the [illegible] such security and with such [illegible] the time being be prohibited by law.

AFFILIATED SOCIETIES.

(89) The Council may admit the Society into membership of Rules, Regulations, [illegible] related objects to the purposes of the Society.

(90) The annual subscription to be [illegible] Society shall be regulated by the Council.

(91) All Affiliated Societies [illegible] which the annual subscriptions are [illegible] the meeting of the [illegible] by order of the Council [illegible] amount of subscription.

WINDING UP.

(92) Clause 9 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions therein contained were herein repeated in these Articles.

THE SCHEDULE.

I, the undersigned, [illegible] to membership of the [illegible] and be governed by the rules, regulations and Articles of Association of the Society as the same may be from time to time altered, and that I will do all in my power to promote the interests and further the objects of the Society, [illegible] withdrawing from the Society, I will pay the [illegible] payment of any [illegible] and fees from time to time [illegible]

Witness my hand this [illegible]

Printed by the South London Press, Ltd., London Rd., S.E.1 and Newington Causeway, S.E.1

Company Number.... 216431.....

B

Reference: C.R. 98/114/53

BOARD OF TRADE,

COMPANIES ACT, 1948

E INCORPORATED RADIO SOCIETY OF GREAT BRITAIN..... Limited
ie word "Limited" being omitted by Licence of the Board of Trade.

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to RADIO SOCIETY OF GREAT BRITAIN

Signed on behalf of the Board of Trade

this twenty-first day of January 1954.

REGISTERED
21 JAN 1954

A. T. Rudy

Authorised in that behalf by the President of the Board of Trade.

No. C. 60.

(5.5.53) (S3213) Wt. 20388—4006 1M. 9/53 P. & N., Ltd. G813

DUPLICATE FOR THE FILE

No. 210431/44

Change of Name

Certificate *pursuant to Section 18(3) of the Companies Act, 1948.*

I Hereby Certify that THE INCORPORATED RADIO SOCIETY OF GREAT BRITAIN (the word "Limited" being omitted by Licence of the Board of Trade)

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

RADIO SOCIETY OF GREAT BRITAIN

and I have entered such new name on the Register accordingly.

Given under my hand at London, this twenty-first day of January One thousand nine hundred and fifty four.

Registrar of Companies.

Certificate ~~received by~~ posted A2953

Date 21 JAN 1954

DIO SOCIETY OF GREAT BRITAIN

SPECIAL RESOLUTION

Passed 13th December, 1957

NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the 13th day of December, 1957, the subjoined Resolution was duly passed as a Special Resolution:

RESOLUTION

That Article 19 of the Society's Articles of Association be amended to read as follows:

"19. *The annual subscription shall be £2. 10. 0. for Corporate Members and £1. 5. 0. for Associates or such lesser sums as the Council may decide from time to time.*"

DATED 20th December, 1957.

REGISTERED 7 JAN 1958

Chairman.

Filed by
Lee Bolton & Lawrence
31 & 4 Warwick Place
E.C.4
Solicitors

Company No 216431

Radio Society of Great Britain

New Ruskin House,
28 Little Russell Street,
London, W.C.1.

May 6, 1964.

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Society will be held at the Royal Society of Arts, John Adam Street, Adelphi, London, W.C.2, on SATURDAY, JUNE 27, 1964, AT 2.30 P.M. for the purpose of considering and if thought fit to pass the following Resolution which will be proposed as a Special Resolution.

"That the Articles of Association as hereinafter set out on pages (ii)-(viii) be and are hereby adopted as the Articles of Association of the Radio Society of Great Britain in substitution for the present Articles of Association."

A member entitled to attend and vote at the above meeting may appoint a proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Society.

By order of the Council,
John A. Rouse,
Secretary.

REGISTERED
31 JUL 1964

Notes (*a*) Forms for the appointment of proxies may be obtained from the General Manager and Secretary, upon request, price 3d. each, post free.

(*b*) The instrument appointing a proxy shall be deposited at the office of the Society not less than 48 hours before the time appointed for holding the meeting.

The above Special Resolution subject to the attached notice to members dated June 2, 1964, was duly considered and passed at the adjourned Extraordinary General Meeting held on July 4, 1964, at 2.30 p.m. at the Kingsway Hotel, Kingsway, London, W.C.2.

Chairman of the meeting

12 JUL 1964

THE COMPANIES ACTS, 1908 to 1917

AND

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

RADIO SOCIETY OF GREAT BRITAIN

(Name of Company altered from "The Incorporated Radio Society of Great Britain" to "Radio Society of Great Brit' in" by Special Resolution dated the 18th day of December, 1953.)

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Act, 1948 (hereinafter referred to as " the Act ") and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Act. " The Society " means Radio Society of Great Britain, " Secretary " means any person appointed to perform the duties of the Secretary of the Society. The Seal means the Common Seal of the Society.

2. For the purposes of registration the number of members of the Society was declared to be unlimited.

3. The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

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

5. The rights and privileges of every member of any class shall be personal to himself, and, subject to Section 136 of the Act, shall not be transferable or transmissible by his own act, or by operation of law.

6. The Society may admit such persons as may be hereafter qualified and elected in that behalf as Members, Honorary Members and Associates respectively, and the Corporate Members shall sign an agreement in the form contained in the Schedule hereto, or such agreement to the like effect as may from time to time be authorised by the Council.

CORPORATE MEMBERS

7. Candidates to be eligible for election as Corporate Members must be 21 years of age or over or must hold the permission of any competent Authority to install maintain and operate an Amateur Radio Transmitting Station.

ASSOCIATES

8. Candidates to be eligible for election as Associates must be under twenty-one years of age. Associates shall have no vote. On attaining the age of twenty-one years or on obtaining the permission of any competent Authority to install maintain and operate an Amateur Radio Transmitting Station under that age an Associate must apply for transfer to Corporate Membership.

HONORARY MEMBERS

9. Honorary Members shall be persons who have rendered outstanding service to the Society or have made acknowledged eminent contribution to Radio Research, Experimentation or Communication or a related subject and shall be elected by the Council. Honorary Members shall have all the rights and duties of Members except that they shall not have to pay an annual subscription under Article 20 hereof.

THE PRESIDENT

10. The President shall be any Corporate Member who has rendered outstanding service to the Society or who has made acknowledged eminent contribution to Radio Research, Experimentation, Communication or a related subject who is appointed by the Council to fill such office. Upon taking office the President shall forthwith relinquish any other office he may have previously held in the Society and shall be Chairman of the Council and shall serve for a period

Radio Society of Great Britain

New Ruskin House,
28 Little Russell Street,
London, W.C.1.

June 2, 1964.

To the Members:

You will have received Notice of the Extraordinary General Meeting of the Society to be held on June 27, 1964, for the purpose of considering and, if thought fit, passing a Special Resolution for the adoption of new Articles of Association.

A scrutiny of these Articles reveals a small error, and the Articles to be adopted should accordingly be read as if in Article 52 all the words after the words "Zonal Representatives" had been omitted and the words "Honorary Treasurer" had been inserted after the word "President".

By Order of the Council,

JOHN A. ROUSE

Secretary

of one year from the 1st day of January immediately following his appointment but shall not be eligible to serve as President for two consecutive years. He shall however continue to serve as a Member of the Council for the year following his year of office as President in the office of Immediate Past President. The Council shall publish in the Society's Journal in October of each year the name of the Member appointed to fill the office of President on the first day of January following as aforesaid.

EXECUTIVE VICE-PRESIDENT

11. The Executive Vice-President shall be a Member of the Council other than the President or Immediate Past President who shall be appointed Executive Vice-President at the first Meeting of the Council held after the 1st day of January in each year and shall serve in such capacity until the 31st day of December in such year. Such appointment shall not terminate his membership of the Council nor necessitate his giving up any office he may hold in the Society.

HONORARY TREASURER

12. Any Corporate Member may be appointed Honorary Treasurer provided that he shall have been a Corporate Member for not less than three years immediately prior to the date of his appointment. The Honorary Treasurer shall be appointed by the Council and shall serve for a period of three years from the 1st day of January immediately following his appointment. The retiring Honorary Treasurer shall be eligible for re-appointment.

VICE-PRESIDENTS AND HONORARY VICE-PRESIDENTS

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

ADMISSION OF MEMBERS

14. Honorary Members, Vice-Presidents and Honorary Vice-Presidents may be proposed at one meeting and a ballot for their election shall be taken at a subsequent Meeting of the Council and 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.

15. Every candidate for election as a Member of the Society shall be proposed by a Corporate Member having personal knowledge of him but if the candidate is unacquainted with a Corporate Member who will propose him the Council may waive the foregoing requirement and as an alternative may require the candidate to furnish a suitable reference in writing from a person of standing by whom he is known.

16. The name of every candidate for election shall be submitted to the Council who shall approve or reject him. The Council may reject any candidate without giving any reason therefor. No entry other than the name, address and date on which his application is considered by the Council shall be made or kept in the records of the Society relating to any candidate whose application is rejected.

17. A candidate whose application is rejected will not be considered again for election within twelve calendar months of the rejection.

18. Every candidate elected to membership shall be notified of his election by the Secretary and such election shall not be effective unless and until the candidate so elected shall have paid his first subscription. The election shall be deemed to have expired unless the first subscription has been paid within three months of the service of notice of election.

TRANSFER FROM ASSOCIATE TO CORPORATE MEMBERSHIP

19. At the discretion of the Council Associates applying for transfer to Corporate Membership may be required to be proposed or to furnish a reference as prescribed by Article 15 hereof. In other respects proposals for transfer shall be dealt with by the Council in the manner prescribed herein in respect of candidates for Corporate Membership.

SUBSCRIPTIONS & RESIGNATION OF MEMBERS

20. The annual subscription shall be £2 10s. 0d. for Corporate Members and £1 5s. 0d. for Associates or such lesser sums as the Council may from time to time decide. Any increase in such maximum subscriptions shall be made only by a Special Resolution of the Society.

21. Subscriptions shall be paid annually in advance. The first payment shall be due on election and subsequent payments shall be due on the first day of the month in which the Member was elected in each year.

22. Every member of the Society 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.

23. No member whose subscription is in arrear 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 Council or in any other capacity, or to propose any candidate for election to membership, or to vote at any meeting of the Society or upon any ballot. Any member who is three months or more in arrear 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 by order of the Council that his membership has been terminated but he shall, nevertheless, continue liable to pay the arrears of subscription due at the time of such termination. Notwithstanding anything in these Articles, the Council shall have the power to waive for a period of twelve months or longer, the subscription of any Corporate Member or applicant for membership who suffers from blindness or other disability, provided that the resolution so to waive the subscription is unanimously approved at a meeting of the Council.

The Council shall have power to reinstate any person whose membership has been terminated.

LIFE MEMBERSHIP

24. At any time after having been a Corporate Member of the Society for five consecutive years, a Member may, subject to the approval of the Council, commute all future annual subscriptions by a payment of Thirty Pounds, or such other sum as may from time to time be determined by Special Resolution. Such payment shall entitle such Member to all the privileges and rights of Corporate Membership, for the remainder of his life, subject to Article 25 hereof.

EXPULSION

25. At a meeting specially convened for the purpose, the Council may expel any Corporate Member or Associate who shall have acted wilfully in contravention of these Articles, or who shall, in the opinion of the Council, 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 Council 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, life composition, or otherwise. No motion for expulsion shall be put to a Meeting of the Council unless three fourths of the Council Members are present and unless three fourths of such Council 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 meeting of the Council.

COMPOSITION OF COUNCIL

26. The affairs of the Society shall be managed by the Council which shall consist of the President, the Immediate Past President, the Honorary Treasurer and not exceeding fifteen Ordinary Members of whom not more than seven shall be elected on a zonal basis. The zones and zonal boundaries shall be determined by the Council and may be changed from time to time.

27. No Member shall be eligible for election as a Council Member, other than as President, until he shall have been a Corporate Member for not less than three years immediately prior to the date of his nomination. All Council Members except the President and Immediate Past President shall serve for three consecutive years commencing on the 1st January following the Annual General Meeting at which they are elected. A Retiring Council Member not excluding the Immediate Past President, shall be eligible for re-election provided he complies with this Article.

28. The Council shall have power at any time and from time to time to appoint any qualified person to be a Council Member but so that the total number of Council Members shall not exceed the number fixed in accordance with these Articles. Any Council Member so appointed shall hold office only until the 31st December next and shall be eligible for re-election at the Annual General Meeting immediately preceding such date subject to Articles 52 to 54 hereof. The Council may make at any time an appointment to fill a casual vacancy in the office of—

(a) the Honorary Treasurer; any corporate member so appointed shall hold office only until the 31st December next and shall be eligible for re-appointment in accordance with Article 12;

(b) the Executive Vice-President in accordance with Article 11;

(c) the President; notwithstanding the provisions of Article 10 any person so appointed shall be eligible for re-appointment to that office for the ensuing calendar year.

MEETINGS

29. An Annual General Meeting shall be held in December of each year at such time and place as the Council shall fix and shall be specified as such in the notice calling it. All other General Meetings shall be called Extraordinary General Meetings.

30. The Council may convene whenever it thinks fit an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section of the Act subject to Article 31 hereof.

31. The Council shall call an Extraordinary General Meeting on the requisition of not fewer than 500 Corporate Members or Corporate Members representing 5 per cent of the total voting rights of all the members then entitled to vote whichever is the smaller number. The provisions of Section 132 of the Act shall apply and be observed, subject to the variations involved in the foregoing provisions of this Article.

32. At an Extraordinary General Meeting no business other than that specified in the Notice calling the Meeting shall be transacted.

33. At least twenty-one days clear notice of the time and place of every General Meeting and of the general nature of the business to be transacted shall be given in writing to every Corporate Member of the Society who is entitled under these Articles to receive notices from the Society. No business other than routine business shall be taken at any Meeting without such a notice.

34. The Chair at a General Meeting or Meeting of the Council shall be taken by the President or, in his absence, by the Executive Vice-President. In the absence of the President and the Executive Vice-President, the Chair shall be taken by any Council Member present who is selected by the members present. Failing these (in a case other than a Meeting of the Council) the members present may elect any Corporate Member as Chairman.

35. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifty Corporate Members personally present shall be a quorum.

36. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Corporate Members present shall be a quorum.

37. With the consent of any meeting at which a quorum is present (and if so directed by the meeting) the Chairman shall adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

38. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—

(a) by the Chairman; or

(b) by at least five Corporate Members present in person or by proxy; or

(c) by a Corporate Member or Corporate Members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands 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 book containing the Minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

39. Subject to the provisions of the next following Article if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

40. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

41. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall exercise a second or casting vote.

42. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

43. Subject as herein provided, every Corporate Member shall have one vote.

44. Save as herein expressly provided, no member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at an [illegible] or upon any poll.

45. Votes may be given on a [illegible] or by proxy. On a show of hands [illegible] only by proxy shall have no vote. A [illegible] be a member.

46. The instrument appointing a proxy [illegible] in writing under the hand of the [illegible] attorney duly authorised in writing.

47. The instrument appointing a proxy [illegible] power of attorney or other authority [illegible] which it is signed or a notarially [illegible] copy thereof shall be deposited at the [illegible] office of the Society, not less than [illegible] before the time appointed for holding the meeting [illegible] adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll [illegible] not less than twenty-four hours before the time appointed for the taking of the poll [illegible] the instrument of proxy shall not be valid [illegible] No instrument appointing a proxy [illegible] the expiration of twelve months from the date of its execution.

48. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

49. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"Radio Society of Great Britain

"I,

"of

"a member of the above-named Society

"hereby appoint

"of

"and failing him,

"of

"to vote for me and on my behalf at the [illegible]

"or Extraordinary or Adjourned [illegible]

"ma, and General Meeting of the [illegible]

"held on the [illegible]

"and at every adjournment thereof.

"As witness my hand this [illegible]

50. The instrument appointing a proxy shall be deemed to confer a [illegible] demanding a poll.

51. An attendance book [illegible] members shall be signed by [illegible] General Meetings of the Society.

NOMINATIONS FOR ELECTION TO THE COUNCIL

52. Not later than the [illegible] year the Council shall [illegible] to vote a list of the duly qualified [illegible] Council have nominated to (3) the [illegible] Council shall not exceed [illegible] December other than the [illegible] Representatives [illegible] if it is deemed [illegible]

53. After the issue of the [illegible]

nominated and not later than the 10th October following any ten Corporate Members other than Members of the Council may nominate any duly qualified member, other than those nominated by the Council, by delivering in one closed envelope their respective nominations in writing addressed to the Secretary together with the written consent of each member to accept office if elected but each such nominator shall be entitled to nominate only one member for election at each Annual General Meeting.

54. Candidates for zonal representation must be resident within the zone for which they are nominated and the nominators must be Corporate Members resident in that zone provided that where the office of Zonal Representative has become vacant otherwise than under Article 27 hereof the Council shall have power to fill the vacancy within the terms of Article 28 hereof subject to the aforesaid restriction on the residence of the candidate for zonal representation.

BALLOT FOR ELECTION TO THE COUNCIL

55. If any nomination in accordance with Article 53 hereof has been made, then and only then, and not later than 14 days before the date of the Annual General Meeting the Council shall send to each Corporate Member entitled to vote a ballot paper in accordance with Article 85 hereof, containing the names of all members duly nominated. Accompanying such ballot paper shall be a statement, stating which persons are nominated by the Council and setting out the names of the Members by whom every other person is nominated.

56. The ballot papers for Council elections shall provide a space in line with the name of each candidate therein 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 Council from time to time, shall be returned so as to reach the Secretary not later than seven days before the date fixed for the Annual General Meeting. In the ballot for Zonal Representatives no Member shall vote for more than one zonal candidate and both voter and candidate for whom he votes shall be resident in the same zone.

57. 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 Article shall be null and void.

58. At any Annual General Meeting, the Members present shall choose a number of Corporate members from whom the Council shall select by drawing by lot three scrutineers for the purpose of any ballot that may be held for the appointment of Council Members at the next following Annual General Meeting. The scrutineers should (if at that time be Corporate Members who have the right to vote. No candidate for election shall be a scrutineer. The ballot papers shall be delivered unopened by the Secretary to the scrutineers, who shall scrutinise and count the votes and report the result to the President or Chairman before the hour fixed for the Annual General Meeting.

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

60. The Chairman of the Annual General Meeting shall announce the result of the ballot at the Annual General Meeting and declare the new members of the Council duly elected.

MEETINGS OF THE COUNCIL

61. The affairs of the Society shall be managed by the Council who may exercise all such powers of the Society as are not required, by the Act or by these Articles, to be exercised by the Society in General Meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the Articles or provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

62. The Council may from time to time and at any time by Power of Attorney appoint any Company firm or person or body of persons, whether nominated directly or indirectly by the Council to be the Attorney or Attorneys of the Society for such purposes outside the United Kingdom and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as the Council may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Council may think fit and may also authorise any such Attorney to delegate all or any of the powers authorities and discretions vested in him.

63. Meetings of the Council shall be summoned by the Secretary or acting Secretary under the direction of the President or any three Members of the Council. The quorum necessary for the transaction of the business of the Council shall be seven except for the requirement of Article 25 hereof.

64. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. They shall meet at least twelve times a year with not more than seven weeks between two consecutive meetings.

65. Questions arising at any Meeting of the Council shall be determined by a majority of the votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

66. Any Member of the Council who shall be personally concerned in a question under consideration shall declare his interest and shall retire during the discussion and determination of the same and shall not vote thereon.

67. If at any Meeting of the Council business be introduced of which notice has not been given either at the previous Meeting of the Council or in the notice calling the Meeting, any Member present shall be entitled to require that no vote or decision shall be taken on such business until the next Meeting of the Council; but subject as aforesaid any business may be transacted at a Meeting of the Council without notice of such business having been given.

68. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

69. The Council may delegate any of their powers to committees consisting of such member or members of the Council and/or Corporate Members as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

70. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

71. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

72. The Members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the number of members of the Council shall be or be reduced below seven, the members for the time being may act for the purpose of filling vacancies in their body or of summoning a general meeting of the Society but for no other purpose.

73. A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a Meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such committee duly convened and constituted.

BORROWING POWERS

74. The Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its property or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

75. The office of Member of the Council shall be vacated if the Member of the Council [illegible]

(a) would cease to be a Director [illegible] Section 185 of the Act, or
(b) becomes bankrupt or makes an arrangement or composition with his creditors generally; or
(c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
(d) becomes of unsound mind; or
(e) resigns his office by notice in writing to the Secretary; or
(f) shall have been absent for more than six months without permission of the Council from meetings of the Council held during that period; or
(g) shall be requested in writing to resign by all the other Members of the Council; or
(h) is removed from office by a resolution duly passed pursuant to Section 184 of the Act; or
(i) who is a Zonal Representative ceases to reside within the zone for which he is the representative; or
(j) ceases to be a Corporate Member.

SECRETARY

76. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit, and any Secretary so appointed may be removed by them. The Council may also appoint an assistant, temporary or acting Secretary who may act during the absence of the Secretary during a vacancy in the office of Secretary or if the Secretary is prevented from acting from his office.

77. No person who is a member of the Council shall be appointed to hold the office of Secretary, Assistant Secretary, Temporary Secretary or Acting Secretary.

THE SEAL

78. The Council shall provide for the custody of a seal which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by some other person appointed by the Council for the purpose.

ACCOUNTS

79. The Council shall cause proper books of account to be kept with respect to

(a) all sums of money received and expended by the Society and the matters to which such receipts and expenditure shall take place,
(b) all sales and purchases of goods by the Society, and
(c) the assets and liabilities of the Society.

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

80. The books of account shall be kept at the office, or, subject to Section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to inspection by Members of the Council.

81 The Society in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection of some or all of the accounts and books of the Society by the members, other than Members of the Council, and subject to such restrictions the accounts and books of the Society shall be open to the inspection of such members at all reasonable times during business hours.

82. At the Annual General Meeting in every year the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than twenty-one clear days before the date of the meeting to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the Society in General Meeting as required by Section 162 of the Act.

AUDIT

83. At least once in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

84. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

85. A Notice or any other document may be served or sent by the Society upon or to any member either personally or by sending it through the post in a separate prepaid letter, or enclosed with or incorporated in the Society's Journal in a prepaid envelope or wrapper, addressed to such member at his registered address as appearing in the Register of Members.

86. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him or other documents sent to him shall be entitled to have notices served upon him and other documents sent to him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices and other documents from the Society.

87. Any notice, if served by post, shall be deemed to have been served 24 hours after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter.

INVESTMENTS OF THE SOCIETY

88. Such of the moneys of the Society as shall not be required for the immediate purposes thereof may be invested from time to time by the Council (either in the name of the Society or in the name or names of such person or persons on behalf of the Society as the Council may from time to time appoint) in any manner authorised by the Trustee Investments Act 1961 or in any security that may be approved by the Society in General Meeting or may be placed on deposit with the Society's Bankers; with power to vary such investments for others of like nature within the limits imposed above, provided that such moneys shall only be invested subject to such conditions (if any) and such consents (if any) as may for the time being be prescribed by law.

AFFILIATED SOCIETIES

89. The Council may admit other 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 Council from time to time.

90. The annual subscriptions to be paid by such Societies shall be fixed by the Council and recorded in its Minutes and a copy thereof shall be supplied to such Societies.

91. After due notification an affiliated Society which is three months in arrear with its annual subscription may be dis-affiliated by order of the Council but shall remain liable for the arrears of subscriptions.

WINDING UP

92. Clause 9 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

THE SCHEDULE

I, the undersigned, agree that in the event of my election to Membership of the Radio Society of Great Britain, I will be governed by the Memorandum and Articles of Association of the Society and the rules and regulations thereof as they now are or as they may hereafter be altered; and that I will advance the objects of the Society so far as may be in my power; providing that whenever I shall signify in writing to the Society addressed to the Secretary that I am desirous of withdrawing from the Society I shall at the end of one year thereafter after the payment of any arrears which may be due by me at that period be free from my undertaking to contribute to the assets of the Society in accordance with Clause 8 of the Memorandum of Association of the Society.

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216431/74

Radio Society of Great Britain

NEW RUSKIN HOUSE, 28 LITTLE RUSSELL STREET, LONDON, W.C.1.

October 27, 1965

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Society will be held at the Royal Society of Arts, John Adam Street, Adelphi, London W.C.2, on Friday, December 1965, immediately following the Annual General Meeting, for the purpose of considering and, if thought fit, passing the following Resolution as a Special Resolution in accordance with Section 141 the Companies Act, 1948.

REGISTERED 4 FEB 1966

"That the Articles of Association of the Society be altered in the manner following, that is to say:

(*a*) By deleting in Article 24 the word 'Thirty' in line five and substituting therefor the word 'Forty-five'.

(*b*) By deleting Article 54 and substituting therefor a new Article 54 as follows:

'54. Members nominated for election to the Council on a zonal basis must be resident within the zone for which they are nominated and the nominators must be Corporate Members resident in that zone provided that where a vacancy among the members elected on a zonal basis occurs other than under Article 27 hereof the Council shall have power to appoint any qualified member to fill the vacancy within the terms of Article 28 hereof subject to the aforesaid restriction on the residence of the member appointed.'

(*c*) By deleting the words 'Zonal Representatives' in the last line of Article 52 and in lines 12 and 13 of Article 56 and substituting therefor in each case the following words:

'the Members who are elected on a zonal basis'."

A member entitled to attend and vote at the above meeting may appoint a proxy to attend and, a poll, vote on his behalf. A proxy need not be a member of the Society.

By order of the Council,
John A. Rouse,
Secretary.

Notes (*a*) Forms for the appointment of proxies may be obtained from the General Manager and Secretary, upon request.

(*b*) The instrument appointing a proxy shall be deposited at the office of the Society not less than 48 hours before the time appointed for holding the meeting.

The Special Resolution was adopted at an Extraordinary Meeting of the Society held on Friday 17 December 1965.

Secretary

Printed in Great Britain for the RADIO SOCIETY OF GREAT BRITAIN, New Ruskin House, Little Russell St., London, W.C.1, by The Garden City Press Limited, Letchworth, Hertfordshire.

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Radio Society of Great Britain

NEW RUSKIN HOUSE, 28 LITTLE RUSSELL STREET, LONDON, W.C.1

October 27, 1965

NOTICE IS HEREBY GIVEN that the THIRTY-NINTH ANNUAL GENERAL MEETING of the Society will take place at the Royal Society of Arts, John Adam Street, Adelphi, London, W.C.2, at 6.30 p.m., on Friday, December 17, 1965, for the transaction of the undermentioned business.

1. To receive and, if approved, confirm the Minutes of the Thirty-Eighth Annual General Meeting as published in the February 1965 issue of the RSGB BULLETIN.
2. To receive and, if approved, adopt the Annual Report of the Council for the year ended 30th June, 1965, published in the December 1965 issue of the RSGB BULLETIN.
3. To receive and, if approved, adopt the Report of the Honorary Treasurer and the Audited Accounts of the Society for the year ended 30th June, 1965.
4. To announce the names of the Officers and Members to serve on the Council for the year 1966.
5. To report that the auditors, Messrs Edward Moore and Sons, have expressed willingness to continue in office and to fix their remuneration for 1966.
6. To approve the investment of funds of the Society in the Lambda Investment Company Limited under the terms of Article 88 of the Society's Articles of Association.
7. To transact any other business which may be properly transacted at an Annual General Meeting.

A member entitled to attend and vote at the above meeting may appoint a proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Society.

By order of the Council,
John A. Rouse,
Secretary.

Notes (*a*) Forms for the appointment of proxies may be obtained from the General Manager and Secretary upon request.

(*b*) The instrument appointing a proxy shall be deposited at the office of the Society not less than 48 hours before the time appointed for holding the meeting.

SEE OVER

No. of Company ...226431

[C.A.40]

THE COMPANIES ACT, 1948.

Special Resolution

Pursuant to Section 141 (2).

OF

RADIO SOCIETY OF GREAT BRITAIN.

Passed 19th August, 1970.

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Lecture Hall, New Horticultural Hall, Greycoat Street, London, S.W.1.

on the 19th day of August 1970 the following Special Resolution was duly passed:—

RESOLVED THAT Article 20 of the Articles of Association be altered to read as follows:

Annual subscription shall be £6.0.0. for Corporate Members and £3.0.0. for Associates or such lesser sums as the Council may from time to time decide. Any increase in such maximum subscriptions shall be made only by a Special Resolution of the Society.

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IATION.

J.J. Swinnerton - Director .....

R.G.B. Vaughan - Secretary .....

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
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49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1.

216431 / 92

Extract from the minutes of the Annual General Meeting held on Friday, 3rd December, 1971.

AGENDA ITEM 6

"To consider and, if approved pass as a Special Resolution the amendments to the Articles of Association of the Society enclosed with the notice calling the meeting."

Resolved "that the Articles of Association of the Society be amended in the manner set out in the schedule of amendments a copy of which is attached to these minutes."

Secretary

I certify that this is a true copy of the special resolution passed at the Annual General Meeting on Friday 3rd December, 1971.

Secy.

THE COMPANIES ACTS, 1908 to 1917

AND

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

RADIO SOCIETY OF GREAT BRITAIN

(Name of Company altered from "The Incorporated Radio Society of Great Britain" to "Radio Society of Great Britain" by Special Resolution dated the 18th day of December, 1953.)

Amendments to the Articles of Association.

The following amendments to the Articles of Association are the subject of item No. 6 on the agenda for the Annual General Meeting to be held on 3 December 1971.

The amendments are in three sections:

1. Those amendments which substantially alter the Articles of Association.
2. Those amendments which are only of a minor nature.
3. Those amendments which only up-date the references to the Companies Act or are re-numbered.

SECTION 1

ORIGINAL ARTICLE	PROPOSED AMENDMENT	NOTES
CORPORATE MEMBERS 7. Candidates to be eligible for election as Corporate Members must be 21 years of age or over or must hold the permission of any competent Authority to install maintain and operate an Amateur Radio Transmitting Station.	CORPORATE MEMBERS 7. Candidates to be eligible for election as Corporate Members must be 18 years of age or over or must hold the permission of any competent Authority to install and operate an amateur radio transmitting station.	COMPANIES REGISTRATION OFFICE 3 MAY 1972

ORIGINAL ARTICLE	PROPOSED AMENDMENT	NOTES
ASSOCIATES 8. Candidates to be eligible for election as Associates must be under twenty-one years of age. Associates shall have no vote. On attaining the age of twenty-one years or on obtaining the permission of any competent Authority to install maintain and operate an Amateur Radio Transmitting Station under that age an Associate must apply for transfer to Corporate Membership.	**HONORARY MEMBERS** 8. 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 Council. Honorary Members shall have all the rights and duties of Members except that they shall not have to pay an annual subscription under Article 21 hereof.	
HONORARY MEMBERS 9. 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 Council. Honorary Members shall have all the rights and duties of Members except that they shall not have to pay an annual subscription under Article 20 hereof.	**ASSOCIATES** 9. Candidates to be eligible for election as Associates must be under 18 years of age. Associates shall have no vote. On attaining the age of 18 years or on obtaining the permission of any competent Authority to install and operate an amateur radio transmitting station under that age an Associate must apply for transfer to Corporate Membership.	Articles 8 & 9 reversed in order to bring into line with Article 6.
TRANSFER FROM ASSOCIATE TO CORPORATE MEMBERSHIP 19. At the discretion of the Council Associates applying for transfer to Corporate Membership may be required to be proposed or to furnish a reference as prescribed by Article 15 hereof. In other respects proposals for transfer shall be dealt with by the Council in the manner prescribed herein in respect of candidates for Corporate Membership.		Article deleted.
SUBSCRIPTIONS AND RESIGNATION OF MEMBERS 20. The annual subscription shall be £6. 0s. 0d. for Corporate Members and £3. 0s. 0d. for Associates or such lesser sums as the Council may from time to time decide. Any increase in such maximum subscription shall be made only by a Special Resolution of the Society.	**SUBSCRIPTIONS AND RESIGNATION OF MEMBERS** 19. The annual subscription shall be £6·00 for Corporate Members and £3·00 for Associates or such lesser sums as the Council may from time to time decide. Any increase in such maximum subscriptions shall be made only by a Special Resolution of the Society. Where two or more members of a family have the same address registered with the Society, the second and subsequent members shall be eligible for a reduced subscription, which shall entitle them to all privileges of their grade of membership except that of receiving a copy of each issue of the Society's Journal. The Annual Subscription payable by such second and subsequent members shall be as determined by Council from time to time. 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.	Additional wording to allow for "family membership".

ORIGINAL ARTICLE	PROPOSED AMENDMENT	NOTES
23. . . . the Council shall have the power to waive for a period of twelve months or longer, the subscription of any Corporate Member or applicant for membership who suffers from blindness or other disability,	22. . . . the Council shall have the power to waive for a period of 12 months or longer, the subscription of any Member or applicant for membership who suffers from blindness or other disability.	[illegible]
LIFE MEMBERSHIP 24. At any time after having been a Corporate Member of the Society for five consecutive years, a Member may, subject to the approval of the Council, commute all future annual subscriptions by a payment of Forty-five Pounds, or such other sum as may from time to time be determined by Special Resolution. Such payment shall entitle such Member to all the privileges and rights of Corporate Membership, for the remainder of his life, subject to Article 25 hereof.	**LIFE MEMBERSHIP** 23. At any time after having been a Corporate Member of the Society for five consecutive years, a Member may, subject to the approval of the Council, commute all future annual subscriptions by a payment equal to 20 times the annual subscription in force at the date application was made, or such other sum as may from time to time be determined by Special Resolution. Such payment shall entitle such Member to all the privileges and rights of Corporate Membership, for the remainder of his life, subject to Article 24 hereof.	[illegible]
44. Save as herein expressly provided, no member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting, or upon any ballot.	43. Save as herein expressly provided, no Member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership shall be entitled to vote on any question either personally or by proxy, at any General Meeting or upon any ballot.	Article 44 and 45 [illegible]
51. An attendance book shall be kept, which all members shall be required to sign when attending General Meetings of the Society.	50. An attendance book shall be kept, which all members shall be required to sign when attending General Meetings of the Society and to record their membership status at the date of the meeting.	[illegible]
NOMINATIONS FOR ELECTION TO THE COUNCIL 52. Not later than the 10th September in each year the Council shall send to each member entitled to vote a list of the duly qualified members whom the Council have nominated to fill the vacancies in the Council which will occur on the following 31st December other than the President, Honorary Treasurer and the Members who are elected on a zonal basis.	**NOMINATIONS FOR ELECTION TO THE COUNCIL** 51. Not later than 10th September in each year the Council shall send to each Member entitled to vote a list of those Council Members who retire in rotation or for any other reason on the succeeding 31st December, and indicating those who are willing to accept nomination for re-election and whether the vacancies so arising are to be filled by election of an Ordinary Member or on a Zonal Basis. Those persons appointed to the Office of President and Honorary Treasurer for the ensuing year shall not be deemed to retire.	[illegible]

ORIGINAL ARTICLE	PROPOSED AMENDMENT	NOTES
51. After the issue of the Council's list of members nominated and not later than the 10th October following any ten Corporate Members other than Members of the Council may nominate any duly qualified member, other than those nominated by the Council, by delivering in one closed envelope their respective nominations in writing addressed to the Secretary, together with the written consent of such member to accept office if elected but each such nominator shall be entitled to nominate only one member for election at each Annual General Meeting.	52. Upon receipt of the Council's notification of vacancies and not later than 10th October following, any 10 Corporate Members may nominate any qualified Member by delivering in one closed envelope to the Secretary their respective nominations in writing, together with the written consent of such Member to accept office if elected, but each such nominator shall be entitled to nominate only one member for election at the subsequent Annual General Meeting each year.	
	53. In the event of insufficient nominations being received to fill all vacancies arising, Council shall have power to fill any remaining vacancies and all nominations properly made shall thereafter be declared elected unopposed.	
54. Members nominated for election to the Council on a zonal basis must be resident within the zone for which they are nominated and the nominators must be Corporate Members resident in that zone provided that where a vacancy among the members elected on a zonal basis occurs other than under Article 27 hereof the Council shall have power to appoint any qualified member to fill the vacancy within the terms of Article 23 hereof subject to the aforesaid restriction on the residence of the member appointed.	54. Members nominated for election to the Council on a zonal basis must be resident within the zone for which they are nominated and the nominators must be Corporate Members resident in that zone provided that where a vacancy among the members elected on a zonal basis occurs other than under Article 26 hereof the Council shall have power to appoint any qualified member to fill the vacancy within the terms of Article 27 hereof subject to the aforesaid restriction on the residence of the Member appointed.	
BALLOT FOR ELECTION TO THE COUNCIL	**BALLOT FOR ELECTION TO THE COUNCIL**	
55. If any nomination in accordance with Article 53 hereof has been made, then and only then, and not later than 14 days before the date of the Annual General Meeting the Council shall send to each Corporate Member entitled to vote a ballot paper in accordance with Article 85 hereof, containing the names of all members duly nominated. Accompanying such ballot paper shall be a statement, stating which persons are nominated by the Council and setting out the names of the Members by whom every other person is nominated.	55. In the event that the number of valid nominations under Article 52 hereof exceeds the number of vacancies arising under Article 51 a ballot shall be held.	
	56. If a ballot is required then the Council shall send to each Corporate Member entitled to vote, not later than 14 days before the date of the Annual General Meeting, a ballot paper in accordance with Article 86 containing names of all Members duly nominated and setting out the names of the Members by whom they are nominated.	New Article to provide for a ballot in certain circumstances.

ORIGINAL ARTICLE	PROPOSED AMENDMENT	NOTES
53. At any Annual General Meeting, the Members present shall choose a panel of ten Corporate Members from whom the Council shall select by drawing by lot three scrutineers for the purposes of any ballot that may be held for the appointment of Council Members at the next following Annual General Meeting. The scrutineers selected shall at that time be Corporate Members who have the right to vote. No candidate for election shall be a scrutineer. The ballot papers shall be delivered unopened by the Secretary to the scrutineers, who shall open them and count the votes and report the result to the President or Chairman before the hour fixed for the Annual General Meeting.	59. The Council shall choose a panel of scrutineers for any ballot that may be held for the election of Council Members. Scrutineers shall be Corporate Members who have a right to vote. 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 to the Chairman before the hour fixed for the Annual General Meeting.	
81. The Society in General Meeting may from time to time impose reasonable restriction as to the time and manner of the inspection of some or all of the accounts and books of the Society by the Members, other than Members of the Council, and subject to such restrictions the accounts and books of the Society shall be open to the inspection of such Members at all reasonable times during business hours.	82. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the Members not being Council Members and no Member not being a Council Member shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.	
82. At the Annual General Meeting in every year the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than twenty-one clear days before the date of the meeting to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the Society in General Meeting as required by Section 162 of the Act.	83. At the Annual General Meeting in every year the Council shall lay before the Society an income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than 21 days before the date of the meeting to the Auditors and to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.	
	84. The Auditors report shall be read before the Society in General Meeting and shall be open to inspection by the Members.	

ORIGINAL ARTICLE	PROPOSED AMENDMENT	NOTES
87. Any notice, if served by post, shall be deemed to have been served 24 hours after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter.	88. Any notice, if served by post, shall be deemed to have been served 72 hours after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted in accordance with Article 86.	Period extended to 72 hours as notices are sent as an insert in the Society's journal which is sent by second-class mail.
AFFILIATED SOCIETIES		
89. The Council may admit other 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 Council from time to time.	90. The Council may admit 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 Council from time to time.	Delete "other".
90. The annual subscriptions to be paid by such Societies shall be fixed by the Council and recorded in its Minutes and a copy thereof shall be supplied to such Societies.	91. The annual subscriptions to be paid by such Societies shall be fixed by the Council.	

SECTION 2

ORIGINAL ARTICLE	PROPOSED AMENDMENT	NOTES
ARTICLES OF ASSOCIATION	**ARTICLES OF ASSOCIATION**	
(Adopted by Special Resolution passed at an Extraordinary General Meeting of the Company held on the 4th day of July 1964 and amended by Special Resolutions passed at Extraordinary General Meetings of the Company held on the 17th day of December 1965; and 17th day of August 1970.)	(Adopted by Special Resolution passed at an Extraordinary General Meeting of the Company held on the 4th day of July 1964 and amended by Special Resolutions passed at Extraordinary General Meetings of the Company held on 17th day of December 1965 and 17th day of August 1970; and at the Annual General Meeting on 3rd day of December 1971.	Additional date.
THE PRESIDENT		
10. The President shall be any Corporate Member who has rendered outstanding service to the Society or who has made acknowledged eminent contribution to Radio Research, Experimentation, Communication or a related subject who is appointed by the Council to fill such office. Upon taking office the President shall forthwith relinquish any other office he may have previously held in the Society and shall be Chairman of the Council and shall serve for a period of one year from the 1st day of January immediately following his appointment but shall not be eligible to serve as President for two consecutive years. He shall however continue to serve as a Member of the Council for the year following his year of office as President in the office of Immediate Past President. The Council shall publish in the Society's Journal in October of each year the name of the Member appointed to fill the office of President on the first day of January following as aforesaid.	. . . as a Member of the Council in the office of Immediate Past President for the year following his year of office as President.	Rearrangement.

ORIGINAL ARTICLE	PROPOSED AMENDMENT	NOTES
EXPULSION	**EXPULSION**	
25. At a meeting specially convened for the purpose, the Council may expel any Corporate Member or Associate who shall have acted wilfully in contravention of these Articles, ... 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 meeting of the Council.	24. At a meeting specially convened for the purpose, the Council may expel any Corporate Member or Associate who shall have acted wilfully in contravention of these Articles, ... 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 Council.	Add "such".
COMPOSITION OF COUNCIL		
28. The Council shall have power . . . in the office of: (a) the Honorary Treasurer; any corporate member so appointed shall hold office only until the 31st December next and shall be eligible for re-appointment in accordance with Article 12; (b) the Executive Vice-President in accordance with Article 11; (c) the President; notwithstanding the provisions of Article 10 any person so appointed shall be eligible for re-appointment to that office for the ensuing calendar year.	Re-arrange so that (a) becomes (c), (c) becomes (a), to bring into line with Articles 10, 11 and 12.	Rearrangement.
30. The Council may convene whenever it thinks fit an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act subject to Article 31 hereof.	Renumber as Article 29. . . . Section 132 of the 1948 Act subject to Article 30 hereof.	Insert [illegible].
62. The Council may from time to time and at any time by Power of Attorney appoint any . . . . . to such conditions at the Council may think fit, ...	Renumber as Article 63. . . . . as the Council may think fit, ...	Typographical error.
63. Meetings of the Council shall be summoned by the Secretary or acting Secretary under the direction of the President or any three Members of the Council. The quorum necessary for the transaction of the business of the Council shall be seven except for the requirement of Article 25 hereof.	Renumber as Article 64. . . . . Article 24 hereof.	
64. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. They shall meet at least twelve times a year with not more than seven weeks between two consecutive meetings.	65. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.	

ORIGINAL ARTICLE	PROPOSED AMENDMENT	NOTES
69. The Council may delegate any of their powers . . . Corporate Members as it thinks fit	70. The Council may delegate any of its powers . . . Corporate Members as it thinks fit	Renumber as Article 70. "their" replaced by "its".
THE SEAL	THE SEAL	
78. The Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council or of a	79. The Council shall provide for the safe custody of the seal which shall be used only by the authority of the Council or of a	Renumber 79. Rearrangement of wording.
AUDIT		
83. At least once in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.		Article 83 deleted as it repeats the requirements laid down in Article 82.
THE SCHEDULE		
I, the undersigned. agree that in the event of my election to Membership of the Radio Society of Great Britain, I will be governed by the Memorandum and Articles of Association of the Society and the rules and regulations thereof as they now are or as they may hereafter be altered; and that I will advance the objects of the Society so far as may be in my power; providing that whenever I shall signify in writing to the Society addressed to the Secretary that I am desirous of withdrawing from the Society I shall at the end of one year thereafter after the payment of any arrears which may be due by me at that period be free from my undertaking to contribute to the assets of the Society in accordance with Clause 8 of the Memorandum of Association of the Society.	. . . at the end of one year thereafter and after the payment of any arrears be free from	Rearrangement of wording.

SECTION 3

In the following Articles, reference to the Companies Act 1948 should be read as a reference to the Companies Acts 1948 and 1967 and reference to the "Act" should be read as a reference to the "Acts".

Original Article Number:

1, 5, 31, 75, 80.

The reference in Article 84 to Sections 159 to 162 of the Act should be read as a reference to Sections 159 to 161 of the 1948 Act and Section 14 of the 1967 Act.

The following Articles will be re-numbered, with no other change:

Original Article:

21, 22, 26, 27, 29, 32 to 43 inclusive, 45 to 50 inclusive, 56, 57, 59, 60, 61, 65 to 68 inclusive, 70 to 74 inclusive, 76, 77, 79, 85, 86, 88, 91, 92.

There are no alterations to the following Articles: 2, 3, 4, 6, 11, 12, 13, 14, 15, 16, 17, 18.

16431/104

The Companies Act 1908 to 1917

and

The Companies Act 1948

Company limited by Guarantee and not having a Share Capital.

RADIO SOCIETY OF GREAT BRITAIN

(Name of Company altered from "The Incorporated Radio Society of Great Britain" to"Radio Society of Great Britain" by Special Resolution dated the 18th day of December, 1953).

At the Annual General Meeting held on 6th December, 1974 the undermentioned resolutions were duly passed as Special Resolutions:-

ASSOCIATES

Candidates to be eligible for election as Associates must be under 18 years of age. Associates shall have no vote. On attaining the age of 18 years an Associate must apply for transfer to Corporate membership. An Associate under the age of 18 years on obtaining the permission of a competent authority to install and operate an amateur radio transmitting station may apply for transfer to Corporate membership.

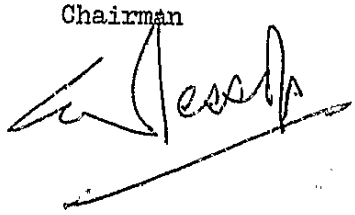
COMPOSITION OF COUNCIL

No member shall be eligible for election as a Council member, other than as President, until he shall have been a corporate member for a period of not less than three consecutive years immediately prior to the date of his nomination. All Council members except the President and Immediate Past President shall serve for three consecutive years commencing on 1 January following the annual general meeting at which they were elected. A retiring council member not excluding the Immediate Past President shall be eligible for re-election for a further term of three years provided he complies with this article after which he may not seek re-election until after a minimum period of one year.

I hereby certify that the above mentioned Special Resolutions were duly passed at the Annual General Meeting held on Friday, 6 December, 1974

30th December 1974

Chairman



LIMITED BY GUARANTEE

RADIO SOCIETY OF GREAT BRITAIN

RSGB

Patron: HRH The Prince Philip, Duke of Edinburgh, KG Member Society: International Amateur Radio Union Founded 1913. Incorporated 1926.

216431/145

To Whom It May Concern

6 February 1985

Extraordinary General Meeting

Notice is hereby given that at three o°clock in the afternoon (or immediately after the conclusion of the annual general meeting) on 8 December 1984, at the Institution of Electrical Engineers, Savoy Place, London WC2, an extraordinary general meeting of the above company will be held at the same place, when the following resolutions will be submitted to the company as special resolutions, viz:-

1. That the Memorandum of Association of the company be altered by deleting the whole of paragraphs 4, 5 & 6 and inserting the following new paragraph 4:

   "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."

2. That the Articles of Association of the company be altered by deleting from the penultimate paragraph of Article 22 the words from and including "to waive for a period" to the end of that sentence and substituting for those words the words following:-

   "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 in the opinion of the Council be unduly burdensome and to resolve that those so specified shall be liable, either indefinitely, or for such period as the Council 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 Council may think fit".

1 November 1984

By Order of the Council
D. A. Evans
Secretary

General Manager and Secretary: D. A. Evans, G3OUF
Lambda House, Cranborne Road, Potters Bar, Hertfordshire EN6 3JW ☎ Potters Bar 59015 Telex. 25280 Registered No: 216431 England

216431/146

COMPANY LIMITED BY GUARANTEE.

Memorandum

AND

Articles of Association

OF

RADIO SOCIETY OF GREAT BRITAIN

Incorporated under the Companies Acts 1908 to 1981

LIMITED BY GUARANTEE

RADIO SOCIETY OF GREAT BRITAIN

RSGB

Patron: HRH The Prince Philip, Duke of Edinburgh, KG Member Society: International Amateur Radio Union Founded 1913. Incorporated 1926.

To Whom It May Concern

6 February 1985

I certify that this is a true copy of the Memorandum and Articles of Association as altered by Special Resolution passed on the 8th day of December 1984.

Signed

David A Evans
Company Secretary

General Manager and Secretary: D. A. Evans, G3OUF
Lambda House, Cranborne Road, Potters Bar, Hertfordshire EN6 3JW ☎ Potters Bar 59015 Telex: 25280 Registered No: 216431 England

THE COMPANIES ACTS 1908 TO 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

RADIO SOCIETY OF GREAT BRITAIN

(name of company altered from "The Incorporated Radio Society of Great Britain" by Special Resolution dated the 18th Day of December, 1953)

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 situate 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, 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 application thereof or upon subjects relating thereto;

(2) To hold or to 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 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 applications 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, Colonial and Foreign Societies interested in Radio Communication.

(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, subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908;

(d) Subject to the rules of law affecting champerty and maintenance to raise and administer funds for the purpose of protecting and indemnifying members of the Society from and against unfounded claims and to take steps to defeat such claims, and for the purpose of affording to its members legal advice and assistance in connection with their wireless experiments;

(e) 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;

(f) The doing all such other lawful things as are incidental or conducive to the attainment of the above objects.

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 or Board of Education, 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 or the Board of Education 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 one-guinea.

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 year the accounts of the Society shall 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, W.9 (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).

Amended by special resolution dated the 18th day of December, 1953 and the 8th day of December 1984.

THE COMPANIES ACTS 1908 to 1917 AND THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

(Adopted by Special Resolution passed at an Extraordinary General Meeting of the Company held on the 4th day of July 1964 and amended by Special Resolutions passed at Extraordinary General Meetings of the Company held on 17th day of December 1965 and 17th day of August 1970; and at the Annual General Meetings on 3rd day of December 1971, 6th day of December 1974, 5th day of December 1975 and 8th day of December 1984)

OF

RADIO SOCIETY OF GREAT BRITAIN

(Name of Company altered from "The Incorporated Radio Society of Great Britain" to "Radio Society of Great Britain" by Special Resolution dated the 18th day of December 1953.)

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Acts 1948 and 1967 (hereinafter referred to as "the Acts") and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Acts. "The Society" means Radio Society of Great Britain, "Secretary" means any person appointed to perform the duties of the Secretary of the Society. The Seal means the Common Seal of the Society.

2. For the purposes of registration the number of members of the Society was declared to be unlimited.

3. The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

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

5. The rights and privileges of every member of any class shall be personal to himself, and, subject to Section 136 of the 1948 Act, shall not be transferable or transmissible by his own act, or by operation of law.

6. The Society may admit such persons as may be hereinafter qualified and elected in that behalf as Members, Honorary Members and Associates respectively, and the Corporate Members shall sign an agreement in the form contained in the Schedule hereto, or such agreement to the like effect as may from time to time be authorised by the Council.

CORPORATE MEMBERS

7. Candidates to be eligible for election as Corporate Members must be 18 years of age or over or must hold the permission of any competent Authority to install and operate an amateur radio transmitting station.

HONORARY MEMBERS

8. 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 Council. Honorary Members shall have all rights and duties of Members except that they shall not pay an annual subscription under Article 20 hereof.

ASSOCIATES

9. Candidates to be eligible for election as Associates must be under 18 years of age. Associates shall have no vote. On attaining the age of 18 years an Associate must apply for transfer to Corporate membership. An Associate under the age of 18 years on obtaining the permission of a competent authority to install and operate an amateur radio transmitting station may apply for transfer to Corporate membership.

THE PRESIDENT

10. The President shall be any Corporate Member who has rendered outstanding service to the Society or who has made acknowledged eminent contribution to Radio Research, Experimentation, Communication or a related subject who is appointed by the Council to fill such office. Upon taking office the President shall forthwith relinquish any other office he may have previously held in the Society and shall be Chairman of the Council and shall serve for a period of one year from the 1st day of January immediately following his appointment but shall not be eligible to serve as President for two consecutive years. He shall however continue to serve as a Member of the Council in the office of Immediate Past President for the year following his year of office as President. The Council shall publish in the Society's Journal in October of each year the name of the Member appointed to fill the office of President on the first day of January following as aforesaid.

EXECUTIVE VICE-PRESIDENT

11. The Executive Vice-President shall be a Member of the Council other than the President or Immediate Past President who shall be appointed Executive Vice-President at the first Meeting of the Council held after the 1st day of January in each year and shall serve in such capacity until the 31st day of December in such year. Such appointment shall not terminate his membership of the Council nor necessitate his giving up any office he may hold in the Society.

HONORARY TREASURER

12. Any Corporate Member may be appointed Honorary Treasurer provided that he shall have been a Corporate Member for not less than three years immediately prior to the date of his appointment. The Honorary Treasurer shall be appointed by the Council and shall serve for a period of three years from the 1st day of January immediately following his appointment. The retiring Honorary Treasurer shall be eligible for re-appointment.

VICE-PRESIDENTS AND HONORARY VICE-PRESIDENTS

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

ADMISSION OF MEMBERS

14. Honorary Members, Vice-Presidents and Honorary Vice-Presidents may be proposed at one meeting and a ballot for their election shall be taken at a subsequent Meeting of the Council and 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.

15. Every candidate for election as a Member of the Society shall be proposed by a Corporate Member having a personal knowledge of him but if the candidate is unacquainted with a Corporate Member who will propose him the Council may waive the foregoing requirement and as an alternative may require the candidate to furnish a suitable reference in writing from a person of standing by whom he is known.

16. The name of every candidate for election shall be submitted to the Council who shall approve or reject him. The Council may reject any candidate without giving any reason therefor. No entry other than the name, address and the date on which his application is considered by the Council shall be made or kept in the records of the Society relating to any candidate whose application is rejected.

17. A Candidate whose application is rejected will not be considered again for election within twelve calendar months of the rejection.

18. Every candidate elected to membership shall be notified of his election by the Secretary and such election shall not be effective unless and until the candidate so elected shall have paid his first subscription. The election shall be deemed to have expired unless the first subscription has been paid within three months of the service of notice of election.

SUBSCRIPTIONS AND RESIGNATION OF MEMBERS

19. The annual subscription for corporate members and associates shall be such as the Council may from time to time decide.

Where two or more members of a family have the same address registered with the Society, the second and subsequent members shall be eligible for reduced subscription, which shall entitle them to all privileges of their grade of membership except that of receiving a copy of each issue of the Society's journal. The annual subscription payable by such second and subsequent members shall be determined by the Council from time to time.

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.

20. Subscriptions shall be paid annually in advance. The first payment shall be due on election and subsequent payments shall be due on the first day of the month in which the Member was elected in each year.

21. Every member of the Society 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.

22. No member whose subscription is in arrear 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 Council or in any other capacity, or to propose any candidate for election to membership, or to vote at any meeting of the Society or upon any ballot. Any member who is three months or more in arrear 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 by order of the Council that his membership has been terminated but he shall, nevertheless, continue liable to pay the arrears of subscription due at the time of such termination. Notwithstanding anything in these Articles, the Council 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 in the opinion of the Council be unduly burdensome and to resolve that those so specified shall be liable, either indefinitely, or for such period as the Council 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 Council may think fit. The Council shall have power to reinstate any person whose membership has been terminated.

LIFE MEMBERSHIP

23. At any time after having been a Corporate Member of the Society for five consecutive years, a Member may, subject to the approval of the Council, commute all future annual subscriptions by a payment equal to 20 times the annual subscription in force at the date application was made, or such other sum as may from time to time be determined by Special Resolution. Such payment shall entitle such Member to all the privileges and rights of Corporate Membership, for the remainder of his life, subject to Article 24 hereof.

EXPULSION

24. At a meeting specially convened for the purpose, the Council may expel any Corporate Member or Associate who shall have acted wilfully in contravention of these Articles, or who shall, in the opinion of the Council, 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 Council 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, life composition, or otherwise. No motion of expulsion shall be put to a Meeting of the Council unless three fourths of the Council Members are present and unless three fourths of such Council 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 where there is no limit to the number of motions for expulsion which can be proposed at any such meeting of the Council.

COMPOSITION OF COUNCIL

25. The affairs of the Society shall be managed by the Council which shall consist of the President, the Immediate Past President, the Honorary Treasurer and not exceeding fifteen Ordinary Members of whom not more than seven shall be elected on a zonal basis. The zones and zonal boundaries shall be determined by the Council and may be changed from time to time.

26. No Member shall be eligible for election as a Council Member, other than as President, until he shall have been a Corporate Member for not less than three years immediately prior to the date of his nomination. All Council Members except the President and Immediate Past President shall serve for three consecutive years commencing on the 1st January following the Annual General Meeting at which they are elected. A Retiring Council Member not excluding the Immediate Past President, shall be eligible for re-election provided he complies with this Article, after which he may not seek re-election until after a minimum period of one year.

27. The Council shall have power at any time and from time to time to appoint any qualified person to be a Council Member but so that the total number of Council Members shall not exceed the number fixed in accordance with these Articles. Any Council Member so appointed shall hold office only until the 31st December next and shall be eligible for re-election at the Annual General Meeting immediately preceding such date subject to Articles 51 to 54 hereof. The Council may make at any time an appointment to fill a casual vacancy in the office of—

(a) the President; notwithstanding the provisions of Article 10 any person so appointed shall be eligible for re-appointment to that office for the ensuing calendar year;
(b) the Executive Vice-President in accordance with Article 11;
(c) the Honorary Treasurer; any corporate member so appointed shall hold office only until the 31st December next and shall be eligible for re-appointment in accordance with Article 12.

MEETINGS

28. An Annual General Meeting shall be held in December of each year at such time and place as the Council shall fix and shall be specified as such in the notice calling it. All

other General Meetings shall be called Extraordinary General Meetings.

29. The Council may convene whenever it thinks fit an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 132 of the 1948 Act subject to Article 30 hereof.

30. The Council shall call an Extraordinary General Meeting on the requisition of not fewer than 500 Corporate Members representing 5 per cent of the total voting rights of all members then entitled to vote whichever is the smaller number. The provisions of Section 132 of the 1948 Act shall apply and be observed, subject to the variation involved in the foregoing provisions of this Article.

31. At an Extraordinary General Meeting no business other than that specified in the Notice calling the meeting shall be transacted.

32. At least twenty-one days clear notice of the time and place of every General Meeting and of the general nature of the business to be transacted shall be given in writing to every Corporate Member of the Society who is entitled under these Articles to receive notices from the Society. No business other than routine business shall be taken at any Meeting without such a notice.

33. The Chair at a General Meeting or Meeting of the Council shall be taken by the President or, in his absence, by the Executive Vice-President. In the absence of the President and the Executive Vice-President, the Chair shall be taken by any Council Member present who is selected by the members present. Failing these (in a case other than a Meeting of the Council) the members present may elect any Corporate Member as Chairman.

34. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifty Corporate Members personally present shall be a quorum.

35. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Corporate Members present shall be a quorum.

36. With the consent of any meeting at which a quorum is present (and if so directed by the meeting) the Chairman shall adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjournment shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

37. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –

(a) by the Chairman; or
(b) by at least five Corporate Members present in person or by proxy; or
(c) by a Corporate Member or Corporate Members present in person or by proxy and representing one tenth of the total voting rights of all members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands 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 book containing the Minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

38. Subject to the provisions of the next following Article if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

39. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

40. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall exercise a second or casting vote.

41. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

42. Subject as herein provided, every Corporate Member shall have one vote.

43. Save as herein expressly provided, no member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership shall be entitled to vote on any question either personally or by proxy, at any General Meeting or upon any ballot.

44. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

45. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.

46. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Society, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

47. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

48. Any instrument appointing a proxy shall be in the following form as or near thereto as circumstances will admit:-

"Radio Society of Great Britain,
"I,
"of
"a member of the above-named Society
"hereby appoint
"of
"and failing him,
"of
"to vote for me and on behalf of me at the (Annual
"or Extraordinary, or Adjourned, as the case
"may be) General Meeting of the Society to be
"held on this day of
"and at every adjournment thereof.
"As witness my hand this day of , 19 "

49. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

50. An attendance book shall be kept, which all members shall be required to sign when attending General Meetings of the Society and to record their membership status at the date of the meeting.

NOMINATIONS FOR ELECTION TO THE COUNCIL

51. Not later than 10th September in each year the Council shall send to each member entitled to vote a list of those Council Members who retire in rotation or for any other reason on the succeeding 31st December, and indicating those who are willing to accept nomination for re-election and whether the vacancies so arising are to be filled by election of an Ordinary Member or on a Zonal Basis. Those persons appointed to the Office of President and Honorary Treasurer for the ensuing year shall not be deemed to retire.

52. Upon receipt of the Council's notification of vacancies and not later than 10th October following, any 10 Corporate Members 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 for election at the subsequent Annual General Meeting each year.

53. In the event of insufficient nominations being received to fill all vacancies arising, Council shall have power to fill any remaining vacancies and all nominations properly made shall thereafter be declared elected unopposed.

54. Members nominated for election to the Council on a zonal basis must be resident within the zone for which they are nominated and the nominators must be Corporate Members resident in that zone provided that where a vacancy among the members elected on a zonal basis occurs other than under Article 26 hereof the Council shall have power to appoint any qualified member to fill the vacancy within the terms of Article 27 hereof subject to the aforesaid restriction on the residence of the Member appointed.

BALLOT FOR ELECTION TO THE COUNCIL

55. In the event that the number of valid nominations under Article 52 hereof exceeds the number of vacancies arising under Article 51 a ballot shall be held.

56. If a ballot is required then the Council shall send to each Corporate Member entitled to vote, not later than 14 days before the date of the Annual General Meeting, a ballot paper in accordance with Article 86 containing names of all Members duly nominated and setting out the names of the Members by whom they are nominated.

57. The ballot papers for Council 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 Council from time to time, shall be returned so as to reach the Secretary not later than seven days before the date fixed for the Annual General Meeting. In the ballot for the Members who are elected on a zonal basis no Member shall vote for more than one zonal candidate and both voter and the candidate for whom he votes shall be resident in the same zone.

58. 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 Article shall be null and void.

59. The Council shall choose a panel of scrutineers for any ballot that may be held for the election of Council Members. Scrutineers shall be Corporate Members who have a right to vote. 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 to the Chairman before the hour fixed for the Annual General Meeting.

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

61. The Chairman of the Annual General Meeting shall announce the result of the ballot at the Annual General Meeting and declare the new members of the Council duly elected.

MEETINGS OF THE COUNCIL

62. The affairs of the Society shall be managed by the Council who may exercise all such powers of the Society as are not required, by the Acts or by these Articles, to be exercised by the Society in General Meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the Articles or provisions, as may be prescribed by the Society in General Meeting: but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

63. The Council may from time to time and at any time by power of Attorney appoint any Company Firm or person or body of persons, whether nominated directly or indirectly by the Council to be the Attorney or Attorneys of the Society for such purposes outside the United Kingdom and with such powers authorities and discretions (not Exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as the Council may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Council may think fit and may also authorise any such Attorney to delegate all or any of the powers authorities and discretions vested in him.

64. Meetings of the Council shall be summoned by the Secretary or acting Secretary under the direction of the President or any three Members of the Council. The quorum necessary for the transaction of the business of the Council shall be seven except for the requirement of Article 24 hereof.

65. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

66. Questions arising at any Meeting of the Council shall be determined by a majority of the votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

67. Any Member of the Council who shall be personally concerned in a question under consideration shall declare his interest and shall retire during the discussion and determination of the same and shall not vote thereon.

68. If at any Meeting of the Council business be introduced of which notice has not been given either at the previous Meeting of the Council or in the notice calling the Meeting, any Member present shall be entitled to require that no vote or decision shall be taken on such business until the next Meeting of the Council; but subject as aforesaid any business may be transacted at a Meeting of the Council without notice of such business having been given.

69. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authority, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

70. The Council may delegate any of its powers to committees consisting of such member or members of the Council and/or Corporate Members as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

71. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

72. The Council shall cause proper minutes to be taken of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

73. The Members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the number of members of the Council shall be or be reduced below seven, the members for the time being may act for the purpose of filling vacancies in their body or of summoning a general meeting of the Society but for no other purpose.

74. A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a Meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such committee duly convened and constituted.

BORROWING POWERS

75. The Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its property or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

76. The office of Member of the Council shall be vacated if the member of the Council—

(a) would cease to be a Director by virtue of Section 185 of the 1948 Act; or
(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
(c) becomes prohibited from being a Director by reason of any order made under Section 188 of the 1948 Act; or

(d) becomes of unsound mind; or
(e) resigns his office by notice in writing to the Society; or
(f) shall have been absent for more than six months without permission of the Council from meetings of the Council held during that period; or
(g) shall be requested in writing to resign by all the other Members of the Council; or
(h) is removed from office by a resolution duly passed pursuant to Section 184 of the 1948 Act; or
(i) who is a Zonal Representative has removed his residence outside the zone for which he is the representative; or
(j) ceases to be a Corporate Member.

SECRETARY

77. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any Secretary so appointed may be removed by them. The Council may also appoint an assistant, temporary, or acting Secretary who may act in place of the Secretary during a vacancy in the office of Secretary or if the Secretary is ill or otherwise absent from his office.

78. No person who is a member of the Council shall be appointed to hold office as Secretary, Assistant Secretary, Temporary Secretary or Acting Secretary.

THE SEAL

79. The Council shall provide for the safe custody of the seal which shall be used only by the authority of the Council or of a committee of the members of the Council authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

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

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

81. The books of account shall be kept at the office, or, subject to Section 147 (3) of the 1948 Act, at such other place or places as the Council shall think fit, and shall always be open to inspection by Members of the Council.

82. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the Members not being Council Members and no Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

83. At the Annual General Meeting in every year the Council shall lay before the Society an income and expenditure account for the period since the last preceding account made up to the date not more than six months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than 21 days before the date of the meeting to the Auditors and to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

84. The Auditors' report shall be read before the Society in General Meeting and shall be open to inspection by the Members.

85. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act and Section 14 of the 1967 Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

86. A Notice or any other document may be served or sent by the Society upon or to any member either personally or by sending it through the post in a separate prepaid letter, or enclosed with or incorporated in the Society's Journal in a prepaid envelope or wrapper, addressed to such member at his registered address as appearing in the Register of Members.

87. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him or other documents sent to him shall be entitled to have notices served upon him and other documents sent to him at such address, but, save as aforesaid and as provided by the Acts, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices and other documents from the Society.

88. Any notice, if served by post, shall be deemed to have been served 72 hours after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted in accordance with Article 86.

INVESTMENTS OF THE SOCIETY

89. Such of the moneys of the Society as shall not be required for the immediate purposes thereof may be invested from time to time by the Council (either in the name of the Society or in the name or names of such person or persons on behalf of the Society as the Council may from time to time appoint) in any manner authorised by the Trustee Investments Act 1961 or in any security that may be approved by the Society in General Meeting or may be placed on deposit with the Society's Bankers; with power to vary such investments for others of like nature within the limits imposed above, provided that such moneys shall only be invested subject to such conditions (if any) and such consents (if any) as may for the time being be prescribed by law.

AFFILIATED SOCIETIES

90. The Council may admit 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 Council from time to time.

91. The annual subscriptions to be paid by such Societies shall be fixed by the Council.

92. After due notification an affiliated Society which is three months in arrear with its annual subscription may be dis-affiliated by order of the Council but shall remain liable for the arrears of subscriptions.

WINDING UP

93. Clause 9 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

THE SCHEDULE

I, the undersigned, agree that in the event of my election to Membership of the Radio Society of Great Britain, I will be governed by the Memorandum and Articles of Association of the Society and the rules and regulations thereof as they now or as they may hereafter be altered; and that I will advance the objects of the Society so far as may be in my power; providing that whenever I shall signify in writing to the Society addressed to the Secretary that I am desirous of withdrawing from the Society I shall at the end [illegible] year thereafter and after the payment of any arrear[illegible] [illegible]m my undertaking to contribute to the assets of t[illegible] accordance with Clause 8 of the Memorandum [illegible] of the Society.

Printed in Great Britain

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RADIO SOCIETY OF GREAT BRITAIN

Registered Company No.216431/159

I HEREBY CERTIFY that at an Extraordinary General Meeting of the above Company held on the 6th day of December 1986 the following were duly passed by the Company as Special Resolutions:-

1. That the Articles of Association of the Company be altered by deleting from paragraph 10 the words:-

> "and shall serve for a period of one year from the 1st day of January immediately following his appointment but shall not be eligible to serve as President for two consecutive years. He shall however continue to serve as a Member of the Council in the office of Immediate Past President for the year following his year of office as President"

and substituting for those words:-

> "and shall serve for a period of one year from the 1st day of January immediately following his appointment. The Council may re-appoint him as President for a further year in office but no President shall be eligible to serve for three consecutive years. He shall however continue to serve as a Member of the Council in the office of Immediate Past President until the end of the appointed term of office as President of his successor as President"

2. That the Articles of Association of the Company be altered by deleting from the second sentence of paragraph 64 the words "shall be seven" and substituting the following words:-

> "shall be eleven"

and that consequentially the Articles of Association of the Company be altered by deleting from paragraph 73 the words "reduced below seven" and substituting the following words:-

> "reduced below eleven"

Dated the 23rd day of February 1987

D A Evans
Secretary/Chief Executive

2164431/160

COMPANY LIMITED BY GUARANTEE.

Memorandum

AND

Articles of Association

OF

RADIO SOCIETY OF GREAT BRITAIN

JANUARY 1987

THE COMPANIES ACTS 1908 to 1917

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

RADIO SOCIETY OF GREAT BRITAIN

(name of company altered from "The Incorporated Radio Society of Great Britain" by Special Resolution dated the 18th day of December 1953)

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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 situate 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, 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 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, Colonial and Foreign Societies interested in Radio Communication;

(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, subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908;

(d) Subject to the rules of law affecting champerty and maintenance to raise and administer funds for the purpose of protecting and indemnifying members of the Society from and against unfounded claims and to take steps to defeat such claims, and for the purpose of affording to its members legal advice and assistance in connection with their wireless experiments;

(e) 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;

(f) The doing all such other lawful things as are incidental or conducive to the attainment of the above objects.

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 or Board of Education, 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 or the Board of Education 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 one guinea.

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 year the accounts of the Society shall 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, W.9 (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).

(Amended by special resolutions dated the 18th day of December 1953 and the 8th day of December 1984)

THE COMPANIES ACTS 1908 to 1917
And
THE COMPANIES ACTS 1948 and 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

RADIO SOCIETY OF GREAT BRITAIN

(Adopted by special resolution dated the 4th day of July 1964 and amended by special resolutions dated the 17th day of December 1965, the 17th day of August 1970, the 3rd day of December 1971, the 6th day of December 1975, the 5th day of December 1975, the 8th day of December 1984 and the 6th day of December 1986)

(Name of Company altered from "The Incorporated Radio Society of Great Britain" to "Radio Society of Great Britain" by Special Resolution dated the 18th day of December 1953.)

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Acts 1948 and 1967 (hereinafter referred to as "the Acts") and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Acts. "The Society" means Radio Society of Great Britain, "Secretary" means any person appointed to perform the duties of the Secretary of the Society. The Seal means the Common Seal of Society.

2. For the purposes of registration the number of members of the Society was declared to be unlimited.

3. The Society is established for the purposes expressed in the Memorandum and Articles of Association.

MEMBERSHIP

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

5. The rights and prvileges of every member of any class shall be personal to himself, and, subject to Section 136 of the 1948 Act, shall not be transferable or transmissible by his own act, or by operation of law.

6. The Society may admit such persons as may be hereinafter qualified and elected in that behalf as Members, Honorary Members and Associates respectively, and the Corporate Members shall sign an agreement in the form

contained in the Schedule hereto, or such agreement to the like effect as may from time to time be authorised by the Council.

CORPORATE MEMBERS

7. Candidates to be eligible for election as Corporate Members must be 18 years of age or over or must hold the permission of any competent Authority to install and operate an amateur radio transmitting station.

HONORARY MEMBERS

8. 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 Council. Honorary Members shall have all rights and duties of Members, except that they shall not pay an annual subscription under Article 20 hereof.

ASSOCIATES

9. Candidates to be eligible for election as Associates must be under 18 years of age. Associates shall have no vote. On attaining the age of 18 years an Associate must apply for transfer to Corporate membership. An Associate under the age of 18 years on obtaining the permission of a competent authority to install and operate an amateur radio transmitting station may apply for transfer to Corporate Membership.

THE PRESIDENT

10. The President shall be any Corporate Member who has rendered outstanding service to the Society or who has made acknowledged eminent contribution to Radio Research, Experimentation, Communication or a related subject who is appointed by the Council to fill such office. Upon taking office the President shall forthwith relinquish any other office he may have previously held in the Society and shall be Chairman of the Council and shall serve for a period of one year from the 1st day of January immediately following his appointment. The Council may re-appoint him as President for a further year in office but no President shall be eligible to serve for three consecutive years. He shall however continue to serve as a Member of the Council in the office of Immediate Past President until the end of the appointed term of office as President of his successor as President. The Council shall publish in the Society's Journal in October of each year the name of the Member appointed to fill the office of President on the first day of January following as aforesaid.

EXECUTIVE VICE-PRESIDENT

11. The Executive Vice-President shall be a Member of the Council other than the President or Immediate Past President

who shall be appointed Executive Vice-President at the first Meeting of the Council held after the 1st day of January in each year and shall serve in such capacity until the 31st day of December in such year. Such appointment shall not terminate his membership of the Council nor necessitate his giving up any office he may hold in the Society.

HONORARY TREASURER

12. Any Corporate Member may be appointed Honorary Treasurer provided that he shall have been a Corporate Member for not less than three years immediately prior to the date of his appointment. The Honorary Treasurer shall be appointed by the council and shall serve for a period of three years from the 1st day of January immediately following his appointment. The retiring Honorary Treasurer shall be eligible for re-appointment.

VICE-PRESIDENTS AND HONORARY VICE-PRESIDENTS

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

ADMISSION OF MEMBERS

14. Honorary Members, Vice-Presidents and Honorary Vice-Presidents may be proposed at one meeting and a ballot for their election shall be taken at a subsequent Meeting of the Council and 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.

15. Every candidate for election as a Member of the Society shall be proposed by a Corporate Member having a personal knowledge of him but if the candidate is unacquainted with a Corporate Member who will propose him the Council may waive the foregoing requirement and as an alternative may require the candidate to furnish a suitable reference in writing from a person of standing by whom he is known.

16. The name of every candidate for election shall be submitted to the Council who shall approve or reject him. The Council may reject any candidate without giving any reason therefor. No entry other than the name, address and the date on which his application is considered by the Council shall be made or kept in the records of the Society relating to any candidate whose application is rejected.

17. A Candidate whose application is rejected will not be considered again for election within twelve calendar months of the rejection.

18. Every candidate elected to membership shall be notified of his election by the Secretary and such election shall not be effective unless and until the candidate so elected shall have paid his first subscription. The election shall be

deemed to have expired unless the first subscription has been paid within three months of the service of notice of election.

SUBSCRIPTIONS AND RESIGNATION OF MEMBERS

19. The annual subscription for corporate members and associates shall be such as the Council may from time to time decide.

Where two or more members of a family have the same address registered with the Society, the second and subsequent members shall be eligible for reduced subscripton, which shall entitle them to all privileges of their grade of membership except that of receiving a copy of each issue of the Society's journal. The annual subscription payable by such second and subsequent members shall be determined by the Council from time to time.

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.

20. Subscriptions shall be paid annually in advance. The first payment shall be due on election and subsequent payments shall be due on the first day of the month in which the Member was elected in each year.

21. Every member of the Society 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.

22. No member whose subscription is in arrear 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 Council or in any other capacity, or to propose any candidate for election to membership, or to vote at any meeting of the Society or upon any ballot. Any member who is three months or more in arrear 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 by order of the Council that his membership has been terminated but he shall nevertheless, continue liable to pay the arrears of subscription due at the time of such termination. Notwithstanding anything in these Articles, the Council 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 Council be unduly burdensome and to resolve that those so specified shall be liable, either indefinitely, or for such period as the Council 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 Council may think fit. The Council shall have power to reinstate any person whose membership has been terminated.

LIFE MEMBERSHIP

23. At any time after having been a Corporate Member of the Society for five consecutive years, a Member may, subject to the approval of the Council, commute all future annual subscriptions by a payment equal to 20 times the annual subscription in force at the date application was made, or such other sum as may from time to time be determined by Special Resolution. Such payment shall entitle such Member to all the privileges and rights of Corporate Membership, for the remainder of his life, subject to Article 24 hereof.

EXPULSION

24. At a meeting specially convened for the purpose, the Council may expel any Corporate Member or Associate who shall have acted wilfully in contravention of these Articles, or who shall in the opinion of the Council 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 Council 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, life composition, or otherwise. No motion of expulsion shall be put to a Meeting of the Council unless three fourths of the Council Members are present and unless three fourths of such Council 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 Council.

COMPOSITION OF COUNCIL

25. The affairs of the Society shall be managed by the Council which shall consist of the President, the Immediate Past President, the Honorary Treasurer and not exceeding fifteen Ordinary Members of whom not more than seven shall be elected on a zonal basis. The zones and zonal boundaries shall be determined by the council and may be changed from time to time.

26. No Member shall be eligible for election as a Council Member, other than as President, until he shall have been a Corporate Member for not less than three years immediately prior to the date of his nomination. All Council Members except the President and Immediate Past President shall serve for three consecutive years commencing on the 1st

January following the Annual General Meeting at which they are elected. A Retiring Council Member not excluding the Immediate Past President, shall be eligible for re-election provided he complies with this Article, after which he may not seek re-election until after a minimum period of one year.

27. The Council shall have power at any time and from time to time to appoint any qualified person to be a Council Member but so that the total number of Council Members shall not exceed the number fixed in accordance with these Articles. Any Council Member so appointed shall hold office only until the 31st December next and shall be eligible for re-election at the Annual General Meeting immediately preceding such date subject to Articles 51 to 54 hereof. The Council may make at any time an appointment to fill a casual vacancy in the office of:-

(a) the President; notwithstanding the provisions of Article 10 any person so appointed shall be eligible for re-appointment to that office for the ensuing calendar year;
(b) the Executive Vice-President in accordance with Article 11;
(c) the Honorary Treasurer; any corporate member so appointed shall hold office only until the 31st December next and shall be eligible for re-appointment in accordance with Article 12.

MEETINGS

28. An Annual General Meeting shall be held in December of each year at such time and place as the Council shall fix and shall be specified as such in the notice calling it. All other General Meetings shall be called Extraordinary General Meetings.

29. The Council may convene whenever it thinks fit an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the 1948 Act subject to Article 30 hereof.

30. The Council shall call an Extraordinary General Meeting on the requisition of not fewer than 500 Corporate Members or Corporate Members representing 5 per cent of the total voting rights of all members then entitled to vote whichever is the smaller number. The provisions of Section 132 of the 1948 Act shall apply and be observed, subject to the variation involved in the foregoing provisions of this Article.

31. At an Extraordinary General Meeting no business other than that specified in the Notice calling the meeting shall be transacted.

32. At least twenty-one days clear notice of the time and place of every General Meeting and of the general nature of

the business to be transacted shall be given in writing to every Corporate Member of the Society who is entitled under these Articles to receive notices from the Society. No business other than routine business shall be taken at any Meeting without such a notice.

33. The Chair at a General Meeting or Meeting of the Council shall be taken by the President or, in his absence, by the Executive Vice-President. In the absence of the President and the Executive Vice-President the Chair shall be taken by any Council Member present who is selected by the Members present. Failing these (in a case other than a Meeting of the Council) the members present may elect any Corporate Member as Chairman.

34. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifty Corporate Members personally present shall be a quorum.

35. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Corporate Members present shall be a quorum.

36. With the consent of any meeting at which a quorum is present (and if so directed by the meeting) the Chairman shall adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjournment shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

37. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the Chairman; or
(b) by at least five Corporate Members present in person or by proxy; or
(c) by a Corporate Member or Corporate Members present in person or by proxy and representing one tenth of the total voting rights of all members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands 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 book containing the Minutes of the

proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

38. Subject to the provisions of the next following Article if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

39. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

40. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall exercise a second or casting vote.

41. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

42. Subject as herein provided, every Corporate Member shall have one vote.

43. Save as herein expressly provided, no member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership shall be entitled to vote on any question either personally or by proxy, at any General Meeting or upon any ballot.

44. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

45. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.

46. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Society, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

47. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the

previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

48. Any instrument appointing a proxy shall be in the following form as or near thereto as circumstances will admit:-

"Radio Society of Great Britain,
"I,
"of
"a member of the above-named Society
"hereby appoint
"of
"and failing him,
"of
"to vote for me and on behalf of me at the (Annual
"or Extraordinary, or Adjourned, as the case
"may be) General Meeting of the Society to be
"held on this day of
"and at every adjournment thereof.
"As witness my hand this day of ,19 "

49. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

50. An attendance book shall be kept, which all members shall be required to sign when attending General Meetings of the Society and to record their membership status at the date of the meeting.

NOMINATIONS FOR ELECTION TO THE COUNCIL

51. Not later than 10th September in each year the Council shall send to each member entitled to vote a list of those Council Members who retire in rotation or for any other reason on the succeeding 31st December, and indicating those who are willing to accept nomination for re-election and whether the vacancies so arising are to be filled by election of an Ordinary Member or on a Zonal Basis. Those persons appointed to the Office of President and Honorary Treasurer for the ensuing year shall not be deemed to retire.

52. Upon receipt of the Council's notification of vacancies and not later than 10th October following, any 10 Corporate Members 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 for election at the subsequent Annual General Meeting each year.

53. In the event of insufficient nominations being received to fill all vacancies arising, Council shall have power to

fill any remaining vacancies and all nominations properly made shall thereafter be declared elected unopposed.

54. Members nominated for election to the council on a zonal basis must be resident within the zone for which they are nominated and the nominators must be Corporate Members resident in that zone provided that where a vacancy among the Members elected on a zonal basis occurs other than under Article 26 hereof the council shall have power to appoint any qualified member to fill the vacancy within the terms of Article 27 hereof subject to the aforesaid restriction on the residence of the Member appointed.

BALLOT FOR ELECTION TO THE COUNCIL

55. In the event that the number of valid nominations under Article 52 hereof exceeds the number of vacancies arising under Article 51 a ballot shall be held.

56. If a ballot is required then the Council shall send to each Corporate Member entitled to vote, not later than 14 days before the date of the Annual General Meeting a ballot paper in accordance with Article 86 containing names of all Members duly nominated and setting out the names of the Members by whom they are nominated.

57. The ballot papers for Council 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 Council from time to time, shall be returned so as to reach the Secretary not later than seven days before the date fixed for the Annual General Meeting. In the ballot for the Members who are elected on a zonal basis no Member shall vote for more than one zonal candidate and both voter and the candidate for whom he votes shall be resident in the same zone.

58. 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 Article shall be null and void.

59. The Council shall choose a panel of scrutineers for any ballot that may be held for the election of Council Members. Scrutineers shall be Corporate Members who have a right to vote. 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 to the Chairman before the hour fixed for the Annual General Meeting.

60. In the event of the scrutineers being unable to report the election of the prescribed number of persons to fill the vacancies in the Council owing to an equality of votes, they

shall submit the names of the candidates having the same number of votes to the Chairman of the Annual General Meeting who shall determine by his casting vote or votes which candidate or candidates having equality of votes shall be elected.

61. The Chairman of the Annual General Meeting shall announce the result of the ballot at the Annual General Meeting and declare the new members of the Council duly elected.

MEETINGS OF THE COUNCIL

62. The affairs of the Society shall be managed by the Council who may exercise all such powers of the Society as are not required, by the Acts or by these Articles, to be exercised by the Society in General Meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the Articles or provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

63. The Council may from time to time and at any time by power of Attorney appoint any Company Firm or person or body of persons, whether nominated directly or indirectly by the Council to be the Attorney or Attorneys of the Society for such purposes outside the United Kingdom and with such powers authorities and discretions (not Exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as the Council may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Council may think fit and may also authorise any such Attorney to delegate all or any of the powers authorities and discretions vested in him.

64. Meetings of the Council shall be summoned by the Secretary or acting Secretary under the direction of the President or any three Members of the Council. The quorum necessary for the transaction of the business of the Council shall be eleven except for the requirement of Article 24 hereof.

65. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

66. Questions arising at any Meeting of the Council shall be determined by a majority of the votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

67. Any Member of the Council who shall be personally concerned in a question under consideration shall declare

his interest and shall retire during the discussion and determination of the same and shall not vote thereon.

68. If at any Meeting of the Council business be introduced of which notice has not been given either at the previous Meeting of the Council or in the notice calling the Meeting, any Member present shall be entitled to require that no vote or decision shall be taken on such business until the next Meeting of the Council; but subject as aforesaid any business may be transacted at a Meeting of the Council without notice of such business having been given.

69. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authority, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

70. The Council may delegate any of its powers to committees consisting of such member or members of the Council and/or Corporate Members as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

71. All acts bona fide done by a meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

72. The Council shall cause proper minutes to be taken of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

73. The Members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the number of members of the Council shall be or be reduced below eleven, the members for the time being may act for the purpose of filling vacancies in their body or of summoning a general meeting of the Society but for no other purpose.

74. A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a Meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such committee duly convened and constituted.

BORROWING POWERS

75. The Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its property or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

76. The office of Member of the Council shall be vacated if the member of the Council-

(a) would cease to be a Director by virtue of Section 185 of the 1948 Act; or
(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
(c) becomes prohibited from being a Director by reason of any order made under Section 188 of the 1948 Act; or
(d) becomes of unsound mind; or
(e) resigns his office by notice in writing to the Society; or
(f) shall have been absent for more than six months without permission of the Council from meetings of the Council held during that period; or
(g) shall be requested in writing to resign by all the other Members of the Council; or
(h) is removed from office by a resolution duly passed pursuant to Section 184 of the 1948 Act; or
(i) who is a Zonal Representative has removed his residence outside the zone for which he is the representative; or
(j) ceases to be a Corporate Member.

SECRETARY

77. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any Secretary so appointed may be removed by them. The Council may also appoint an assistant, temporary, or acting Secretary who may act in place of the Secretary during a vacancy in the office of Secretary or if the Secretary is ill or otherwise absent from his office.

78. No person who is a member of the Council shall be appointed to hold office as Secretary, Assistant Secretary, Temporary Secretary or Acting Secretary.

THE SEAL

79. The Council shall provide for the safe custody of the seal which shall be used only by the authority of the Council or of a committee of the members of the Council authorised by the council in that behalf and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

80. The Council shall cause proper books of account to be kept with respect to:-

(a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
(b) all sales and purchases of goods by the Society; and
(c) the assets and liabilities of the Society.

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

81. The books of account shall be kept at the office, or, subject to Section 147 (3) of the 1948 Act, at such other place or places, as the Council shall think fit, and shall always be open to inspection by Members of the Council.

82. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the Members not being Council Members and no Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

83. At the Annual General Meeting in every year the Council shall lay before the Society an income and expenditure account for the period since the last preceding account made up to the date not more than six months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than 21 days before the date of the meeting to the Auditors and to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

84. The Auditors' report shall be read before the Society in General Meeting and shall be open to inspection by the Members.

85. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act and Section 14 of the 1967 Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

86. A Notice or any other document may be served or sent by the Society upon or to any member either personally or by sending it through the post in a separate prepaid letter, or enclosed with or incorporated in the Society's Journal in a prepaid envelope or wrapper, addressed to such member at his registered address as appearing in the Register of Members.

87. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him or other documents sent to him shall be entitled to have notices served upon him and other documents sent to him at such address, but, save as aforesaid and as provided by the Acts, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices and other documents from the Society.

88. Any notice, if served by post, shall be deemed to have been served 72 hours after the letter containing the same is posted, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted in accordance with Article 86.

INVESTMENTS OF THE SOCIETY

89. Such of the moneys of the Society as shall not be required for the immediate purposes thereof may be invested from time to time by the Council (either in the name of the Society or in the name or names of such person or persons on behalf of the Society as the Council may from time to time appoint) in any manner authorised by the Trustee Investments Act 1961 or in any security that may be approved by the Society in General Meeting or may be placed on deposit with the Society's Bankers; with power to vary such investments for others of like nature within the limits imposed above, provided that such moneys shall only be invested subject to such conditions (if any) and such consents (if any) as may for the time being be prescribed by law.

AFFILIATED SOCIETIES

90. The Council may admit 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 Council from time to time.

91. The annual subscriptions to be paid by such Societies shall be fixed by the council.

92. After due notification an affiliated Society which is three months in arrear with its annual subscription may be dis-affiliated by order of the Council but shall remain liable for the arrears of subscriptions.

WINDING UP

93. Clause 9 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

THE SCHEDULE

I, the undersigned, agree that in the event of my election to Membership of the Radio Society of Great Britain, I will be governed by the Memorandum and Articles of Association of the Society and the rules and regulations thereof as they now are or as they may hereafter be altered; and that I will advance the objects of the Society so far as may be in my power; providing that whenever I shall signify in writing to the Society addressed to the Secretary that I am desirous of withdrawing from the Society I shall at the end of one year thereafter and after the payment of any arrears be free from my undertaking to contribute to the assets of the Society in accordance with Clause 8 of the Memorandum of Association of the Society.

RADIO SOCIETY OF GREAT BRITAIN Company no: 216431

I certify that at a General Meeting of the above Company on the 5th day of December 1987 the following two resolutions were duly passed by the Company as Special Resolutions:-

1. That the Articles of Association of the Company be altered by deleting paragraph 48 in its entirety and substituting for those words :-

"48. Any instrument of proxy shall be in the following form or as near thereto as circumstances will admit, repeating the paragraph following the heading "Voting Instructions to Proxy" according to the number of resolutions to be proposed so as to enable the member to state how his vote is to be cast on each resolution to be considered at the meeting:

"I,
"of
"a member of the above-named Society
"hereby appoint
"of
"or failing him,
"of
"to vote for me and on behalf of me at the
"(Annual or Extraordinary or Adjourned, as
"the case may be) General Meeting of the
"Society to be held on the day of 19
"and at every adjournment thereof.

"Voting Instructions to Proxy

"This form is to be used in favour
"of/against (see note)
"the resolution numbered ( )

"Unless otherwise instructed, the proxy will
"vote as he thinks fit.

"As witness my hand this day of 19

" Signed: .....

"Note: Strike out whichever is not
"desired.""

2. That the Articles of Association of the Company be altered :
(a) by deleting sub-paragraph (a) of Article 76 and re-lettering the subsequent sub-paragraphs so that Article 76 reads as follows:-

"76. The office of Member of the Council shall be vacated the member of the Council-
(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
(b) becomes prohibited from being a Director by

reason of any order made under Section 188 of the 1948 Act; or

(c) becomes of unsound mind; or

(d) resigns his office by notice in writing to the Society; or

(e) shall have been absent for more than six months without permission of the Council from meetings of the Council held during that period; or

(f) shall be requested in writing to resign by all the other Members of the Council; or

(g) is removed from office by a resolution duly passed pursuant to Section 184 of the 1948 Act; or

(h) who is a Zonal Representative has removed his residence outside the zone for which he is the representative; or

(i) ceases to be a Corporate Member."

and

(b) by adding to the end of Article 56 the words :

"The ballot paper shall state the date of birth of any candidate who will have attained the age of seventy years before the end of the term of office he would normally serve if elected."

D A ...

Secretary/Chief Executive

Dated: 7th January 1988

216431

COMPANY LIMITED BY GUARANTEE.

Memorandum

AND

Articles of Association

OF

RADIO SOCIETY OF GREAT BRITAIN

JANUARY 1988

THE COMPANIES ACTS 1908 to 1917

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

RADIO SOCIETY OF GREAT BRITAIN

(name of company altered from "The Incorporated Radio Society of Great Britain" by Special Resolution dated the 18th day of December 1953)

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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 situate 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, 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 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, Colonial and Foreign Societies interested in Radio Communication;

(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, subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908;

(d) Subject to the rules of law affecting champerty and maintenance to raise and administer funds for the purpose of protecting and indemnifying members of the Society from and against unfounded claims and to take steps to defeat such claims, and for the purpose of affording to its members legal advice and assistance in connection with their wireless experiments;

(e) 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;

(f) The doing all such other lawful things as are incidental or conducive to the attainment of the above objects.

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 or Board of Education, 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 or the Board of Education 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 one guinea.

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 year the accounts of the Society shall 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, W.9 (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).

(Amended by special resolutions dated the 18th day of December 1953 and the 8th day of December 1984)

THE COMPANIES ACTS 1908 to 1917
And
THE COMPANIES ACTS 1948 and 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

RADIO SOCIETY OF GREAT BRITAIN

(Adopted by special resolution dated the 4th day of July 1964 and amended by special resolutions dated the 17th day of December 1965, the 17th day of August 1970, the 3rd day of December 1971, the 6th day of December 1975, the 5th day of December 1975, the 8th day of December 1984 , the 6th day of December 1986 and the 5th day of December 1987)

(Name of Company altered from "The Incorporated Radio Society of Great Britain" to "Radio Society of Great Britain" by Special Resolution dated the 18th day of December 1953.)

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Acts 1948 and 1967 (hereinafter referred to as "the Acts") and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Acts. "The Society" means Radio Society of Great Britain, "Secretary" means any person appointed to perform the duties of the Secretary of the Society. The Seal means the Common Seal of Society.

2. For the purposes of registration the number of members of the Society was declared to be unlimited.

3. The Society is established for the purposes expressed in the Memorandum and Articles of Association.

MEMBERSHIP

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

5. The rights and prvileges of every member of any class shall be personal to himself, and, subject to Section 136 of the 1948 Act, shall not be transferable or transmissible by his own act, or by operation of law.

6. The Society may admit such persons as may be hereinafter qualified and elected in that behalf as Members, Honorary Members and Associates respectively, and the Corporate Members shall sign an agreement in the form contained in the Schedule hereto, or such agreement to the

like effect as may from time to time be authorised by the Council.

CORPORATE MEMBERS

7. Candidates to be eligible for election as Corporate Members must be 18 years of age or over or must hold the permission of any competent Authority to install and operate an amateur radio transmitting station.

HONORARY MEMBERS

8. 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 Council. Honorary Members shall have all rights and duties of Members, except that they shall not pay an annual subscription under Article 20 hereof.

ASSOCIATES

9. Candidates to be eligible for election as Associates must be under 18 years of age. Associates shall have no vote. On attaining the age of 18 years an Associate must apply for transfer to Corporate membership. An Associate under the age of 18 years on obtaining the permission of a competent authority to install and operate an amateur radio transmitting station may apply for transfer to Corporate Membership.

THE PRESIDENT

10. The President shall be any Corporate Member who has rendered outstanding service to the Society or who has made acknowledged eminent contribution to Radio Research, Experimentation, Communication or a related subject who is appointed by the Council to fill such office. Upon taking office the President shall forthwith relinquish any other office he may have previously held in the Society and shall be Chairman of the Council and shall serve for a period of one year from the 1st day of January immediately following his appointment. The Council may re-appoint him as President for a further year in office but no President shall be eligible to serve for three consecutive years. He shall however continue to serve as a Member of the Council in the office of Immediate Past President until the end of the appointed term of office as President of his successor as President. The Council shall publish in the Society's Journal in October of each year the name of the Member appointed to fill the office of President on the first day of January following as aforesaid.

EXECUTIVE VICE-PRESIDENT

11. The Executive Vice-President shall be a Member of the Council other than the President or Immediate Past President who shall be appointed Executive Vice-President at the first Meeting of the Council held after the 1st day of January in

each year and shall serve in such capacity until the 31st day of December in such year. Such appointment shall not terminate his membership of the Council nor necessitate his giving up any office he may hold in the Society.

HONORARY TREASURER

12. Any Corporate Member may be appointed Honorary Treasurer provided that he shall have been a Corporate Member for not less than three years immediately prior to the date of his appointment. The Honorary Treasurer shall be appointed by the council and shall serve for a period of three years from the 1st day of January immediately following his appointment. The retiring Honorary Treasurer shall be eligible for re-appointment.

VICE-PRESIDENTS AND HONORARY VICE-PRESIDENTS

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

ADMISSION OF MEMBERS

14. Honorary Members, Vice-Presidents and Honorary Vice-Presidents may be proposed at one meeting and a ballot for their election shall be taken at a subsequent Meeting of the Council and 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.

15. Every candidate for election as a Member of the Society shall be proposed by a Corporate Member having a personal knowledge of him but if the candidate is unacquainted with a Corporate Member who will propose him the Council may waive the foregoing requirement and as an alternative may require the candidate to furnish a suitable reference in writing from a person of standing by whom he is known.

16. The name of every candidate for election shall be submitted to the Council who shall approve or reject him. The Council may reject any candidate without giving any reason therefor. No entry other than the name, address and the date on which his application is considered by the Council shall be made or kept in the records of the Society relating to any candidate whose application is rejected.

17. A Candidate whose application is rejected will not be considered again for election within twelve calendar months of the rejection.

18. Every candidate elected to membership shall be notified of his election by the Secretary and such election shall not be effective unless and until the candidate so elected shall have paid his first subscription. The election shall be deemed to have expired unless the first subscription has been paid within three months of the service of notice of election.

SUBSCRIPTIONS AND RESIGNATION OF MEMBERS

19. The annual subscription for corporate members and associates shall be such as the Council may from time to time decide.

Where two or more members of a family have the same address registered with the Society, the second and subsequent members shall be eligible for reduced subscription, which shall entitle them to all privileges of their grade of membership except that of receiving a copy of each issue of the Society's journal. The annual subscription payable by such second and subsequent members shall be determined by the Council from time to time.

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.

20. Subscriptions shall be paid annually in advance. The first payment shall be due on election and subsequent payments shall be due on the first day of the month in which the Member was elected in each year.

21. Every member of the Society 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.

22. No member whose subscription is in arrear 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 Council or in any other capacity, or to propose any candidate for election to membership, or to vote at any meeting of the Society or upon any ballot. Any member who is three months or more in arrear 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 by order of the Council that his membership has been terminated but he shall nevertheless, continue liable to pay the arrears of subscription due at the time of such termination. Notwithstanding anything in these Articles, the Council 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 Council be unduly burdensome and to resolve that those so specified shall be liable, either indefinitely, or for such period as the Council 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 Council may think fit. The Council shall have power to reinstate any person whose membership has been terminated.

LIFE MEMBERSHIP

23. At any time after having been a Corporate Member of the Society for five consecutive years, a Member may, subject to the approval of the Council, commute all future annual subscriptions by a payment equal to 20 times the annual subscription in force at the date application was made, or such other sum as may from time to time be determined by Special Resolution. Such payment shall entitle such Member to all the privileges and rights of Corporate Membership, for the remainder of his life, subject to Article 24 hereof.

EXPULSION

24. At a meeting specially convened for the purpose, the Council may expel any Corporate Member or Associate who shall have acted wilfully in contravention of these Articles, or who shall in the opinion of the Council 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 Council 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, life composition, or otherwise. No motion of expulsion shall be put to a Meeting of the Council unless three fourths of the Council Members are present and unless three fourths of such Council 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 Council.

COMPOSITION OF COUNCIL

25. The affairs of the Society shall be managed by the Council which shall consist of the President, the Immediate Past President, the Honorary Treasurer and not exceeding fifteen Ordinary Members of whom not more than seven shall be elected on a zonal basis. The zones and zonal boundaries shall be determined by the council and may be changed from time to time.

26. No Member shall be eligible for election as a Council Member, other than as President, until he shall have been a Corporate Member for not less than three years immediately prior to the date of his nomination. All Council Members except the President and Immediate Past President shall serve for three consecutive years commencing on the 1st January following the Annual General Meeting at which they are elected. A Retiring Council Member not excluding the Immediate Past President, shall be eligible for re-election provided he complies with this Article, after which he may

not seek re-election until after a minimum period of one year.

27. The Council shall have power at any time and from time to time to appoint any qualified person to be a Council Member but so that the total number of Council Members shall not exceed the number fixed in accordance with these Articles. Any Council Member so appointed shall hold office only until the 31st December next and shall be eligible for re-election at the Annual General Meeting immediately preceding such date subject to Articles 51 to 54 hereof. The Council may make at any time an appointment to fill a casual vacancy in the office of:-

(a) the President; notwithstanding the provisions of Article 10 any person so appointed shall be eligible for re-appointment to that office for the ensuing calendar year;
(b) the Executive Vice-President in accordance with Article 11;
(c) the Honorary Treasurer; any corporate member so appointed shall hold office only until the 31st December next and shall be eligible for re-appointment in accordance with Article 12.

MEETINGS

28. An Annual General Meeting shall be held in December of each year at such time and place as the Council shall fix and shall be specified as such in the notice calling it. All other General Meetings shall be called Extraordinary General Meetings.

29. The Council may convene whenever it thinks fit an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the 1948 Act subject to Article 30 hereof.

30. The Council shall call an Extraordinary General Meeting on the requisition of not fewer than 500 Corporate Members or Corporate Members representing 5 per cent of the total voting rights of all members then entitled to vote whichever is the smaller number. The provisions of Section 132 of the 1948 Act shall apply and be observed, subject to the variation involved in the foregoing provisions of this Article.

31. At an Extraordinary General Meeting no business other than that specified in the Notice calling the meeting shall be transacted.

32. At least twenty-one days clear notice of the time and place of every General Meeting and of the general nature of the business to be transacted shall be given in writing to every Corporate Member of the Society who is entitled under these Articles to receive notices from the Society. No business other than routine business shall be taken at any Meeting without such a notice.

33. The Chair at a General Meeting or Meeting of the Council shall be taken by the President or, in his absence, by the Executive Vice-President. In the absence of the President and the Executive Vice-President the Chair shall be taken by any Council Member present who is selected by the Members present. Failing these (in a case other than a Meeting of the Council) the members present may elect any Corporate Member as Chairman.

34. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifty Corporate Members personally present shall be a quorum.

35. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Corporate Members present shall be a quorum.

36. With the consent of any meeting at which a quorum is present (and if so directed by the meeting) the Chairman shall adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjournment shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

37. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the Chairman; or
(b) by at least five Corporate Members present in person or by proxy; or
(c) by a Corporate Member or Corporate Members present in person or by proxy and representing one tenth of the total voting rights of all members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands 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 book containing the Minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

38. Subject to the provisions of the next following Article if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

39. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

40. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall exercise a second or casting vote.

41. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

42. Subject as herein provided, every Corporate Member shall have one vote.

43. Save as herein expressly provided, no member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership shall be entitled to vote on any question either personally or by proxy, at any General Meeting or upon any ballot.

44. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

45. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.

46. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Society, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

47. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

48. Any instrument of proxy shall be in the following form or as near thereto as circumstances will admit, repeating the paragraph following the heading "Voting Instructions to Proxy" according to the number of resolutions to be proposed so as to enable the member to state how his vote is to be cast on each resolution to be considered at the meeting:

"I,
"of
"a member of the above-named Society
"hereby appoint
"of
"or failing him,
"of
"to vote for me and on behalf of me at the
"(Annual or Extraordinary or Adjourned, as
"the case may be) General Meeting of the
"Society to be held on the day of 19
"and at every adjournment thereof.

"Voting Instructions to Proxy

"This form is to be used in favour
"of/against (see note)
"the resolution numbered ( )

"Unless otherwise instructed, the proxy will
"vote as he thinks fit.

"As witness my hand this day of 19
" Signed: .....

"Note Strike out whichever is not
"desired."

49. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

50. An attendance book shall be kept, which all members shall be required to sign when attending General Meetings of the Society and to record their membership status at the date of the meeting.

NOMINATIONS FOR ELECTION TO THE COUNCIL

51. Not later than 10th September in each year the Council shall send to each member entitled to vote a list of those Council Members who retire in rotation or for any other reason on the succeeding 31st December, and indicating those who are willing to accept nomination for re-election and whether the vacancies so arising are to be filled by election of an Ordinary Member or on a Zonal Basis. Those persons appointed to the Office of President and Honorary Treasurer for the ensuing year shall not be deemed to retire.

52. Upon receipt of the Council's notification of vacancies and not later than 10th October following, any 10 Corporate Members 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 for election at the subsequent Annual General Meeting each year.

53. In the event of insufficient nominations being received to fill all vacancies arising, Council shall have power to fill any remaining vacancies and all nominations properly made shall thereafter be declared elected unopposed.

54. Members nominated for election to the council on a zonal basis must be resident within the zone for which they are nominated and the nominators must be Corporate Members resident in that zone provided that where a vacancy among the Members elected on a zonal basis occurs other than under Article 26 hereof the council shall have power to appoint any qualified member to fill the vacancy within the terms of Article 27 hereof subject to the aforesaid restriction on the residence of the Member appointed.

BALLOT FOR ELECTION TO THE COUNCIL

55. In the event that the number of valid nominations under Article 52 hereof exceeds the number of vacancies arising under Article 51 a ballot shall be held.

56. If a ballot is required then the Council shall send to each Corporate Member entitled to vote, not later than 14 days before the date of the Annual General Meeting, a ballot paper in accordance with Article 86 containing names of all Members duly nominated and setting out the names of the Members by whom they are nominated. The ballot paper shall state the date of birth of any candidate who will have attained the age of seventy years before the end of the term of office he would normally serve if elected.

57. The ballot papers for Council 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 Council from time to time, shall be returned so as to reach the Secretary not later than seven days before the date fixed for the Annual General Meeting. In the ballot for the Members who are elected on a zonal basis no Member shall vote for more than one zonal candidate and both voter and the candidate for whom he votes shall be resident in the same zone.

58. 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 Article shall be null and void.

59. The Council shall choose a panel of scrutineers for any ballot that may be held for the election of Council Members. Scrutineers shall be Corporate Members who have a right to vote. 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 to the Chairman before the hour fixed for the Annual General Meeting.

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

61. The Chairman of the Annual General Meeting shall announce the result of the ballot at the Annual General Meeting and declare the new members of the Council duly elected.

MEETINGS OF THE COUNCIL

62. The affairs of the Society shall be managed by the Council who may exercise all such powers of the Society as are not required, by the Acts or by these Articles, to be exercised by the Society in General Meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the Articles or provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

63. The Council may from time to time and at any time by power of Attorney appoint any Company Firm or person or body of persons, whether nominated directly or indirectly by the Council to be the Attorney or Attorneys of the Society for such purposes outside the United Kingdom and with such powers authorities and discretions (not Exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as the Council may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Council may think fit and may also authorise any such Attorney to delegate all or any of the powers authorities and discretions vested in him.

64. Meetings of the Council shall be summoned by the Secretary or acting Secretary under the direction of the President or any three Members of the Council. The quorum necessary for the transaction of the business of the Council shall be eleven except for the requirement of Article 24 hereof.

65. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

66. Questions arising at any Meeting of the Council shall be determined by a majority of the votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

67. Any Member of the Council who shall be personally concerned in a question under consideration shall declare his interest and shall retire during the discussion and determination of the same and shall not vote thereon.

68. If at any Meeting of the Council business be introduced of which notice has not been given either at the previous Meeting of the Council or in the notice calling the Meeting, any Member present shall be entitled to require that no vote or decision shall be taken on such business until the next Meeting of the Council; but subject as aforesaid any business may be transacted at a Meeting of the Council without notice of such business having been given.

69. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authority, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

70. The Council may delegate any of its powers to committees consisting of such member or members of the Council and/or Corporate Members as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

71. All acts bona fide done by a meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

72. The Council shall cause proper minutes to be taken of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding Meeting,

shall be sufficient evidence without any further proof of the facts therein stated.

73. The Members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the number of members of the Council shall be or be reduced below eleven, the members for the time being may act for the purpose of filling vacancies in their body or of summoning a general meeting of the Society but for no other purpose.

74. A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a Meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such committee duly convened and constituted.

BORROWING POWERS

75. The Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its property or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

76. The office of Member of the Council shall be vacated if the member of the Council-

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
(b) becomes prohibited from being a Director by reason of any order made under Section 188 of the 1948 Act; or
(c) becomes of unsound mind; or
(d) resigns his office by notice in writing to the Society; or
(e) shall have been absent for more than six months without permission of the Council from meetings of the Council held during that period; or
(f) shall be requested in writing to resign by all the other Members of the Council; or
(g) is removed from office by a resolution duly passed pursuant to Section 184 of the 1948 Act; or
(h) who is a Zonal Representative has removed his residence outside the zone for which he is the representative; or
(i) ceases to be a Corporate Member.

SECRETARY

77. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any Secretary so appointed may be removed by them. The Council may also appoint an assistant, temporary, or acting Secretary who may act in place of the Secretary during a vacancy in the office of

Secretary or if the Secretary is ill or otherwise absent from his office.

78. No person who is a member of the Council shall be appointed to hold office as Secretary, Assistant Secretary, Temporary Secretary or Acting Secretary.

THE SEAL

79. The Council shall provide for the safe custody of the seal which shall be used only by the authority of the Council or of a committee of the members of the Council authorised by the council in that behalf and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

80. The Council shall cause proper books of account to be kept with respect to:-

(a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
(b) all sales and purchases of goods by the Society; and
(c) the assets and liabilities of the Society.

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

81. The books of account shall be kept at the office, or, subject to Section 147 (3) of the 1948 Act, at such other place or places, as the Council shall think fit, and shall always be open to inspection by Members of the Council.

82. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the Members not being Council Members and no Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

83. At the Annual General Meeting in every year the Council shall lay before the Society an income and expenditure account for the period since the last preceding account made up to the date not more than six months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same

shall be sent not less than 21 days before the date of the meeting to the Auditors and to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

84. The Auditors' report shall be read before the Society in General Meeting and shall be open to inspection by the Members.

85. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act and Section 14 of the 1967 Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

86. A Notice or any other document may be served or sent by the Society upon or to any member either personally or by sending it through the post in a separate prepaid letter, or enclosed with or incorporated in the Society's Journal in a prepaid envelope or wrapper, addressed to such member at his registered address as appearing in the Register of Members.

87. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him or other documents sent to him shall be entitled to have notices served upon him and other documents sent to him at such address, but, save as aforesaid and as provided by the Acts, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices and other documents from the Society.

88. Any notice, if served by post, shall be deemed to have been served 72 hours after the letter containing the same is posted, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted in accordance with Article 86.

INVESTMENTS OF THE SOCIETY

89. Such of the moneys of the Society as shall not be required for the immediate purposes thereof may be invested from time to time by the Council (either in the name of the Society or in the name or names of such person or persons on behalf of the Society as the Council may from time to time appoint) in any manner authorised by the Trustee Investments Act 1961 or in any security that may be approved by the Society in General Meeting or may be placed on deposit with the Society's Bankers; with power to vary such investments for others of like nature within the limits imposed above, provided that such moneys shall only be invested subject to such conditions (if any) and such consents (if any) as may for the time being be prescribed by law.

AFFILIATED SOCIETIES

90. The Council may admit 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 Council from time to time.

91. The annual subscriptions to be paid by such Societies shall be fixed by the council.

92. After due notification an affiliated Society which is three months in arrear with its annual subscription may be dis-affiliated by order of the Council but shall remain liable for the arrears of subscriptions.

WINDING UP

93. Clause 9 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

THE SCHEDULE

I, the undersigned, agree that in the event of my election to Membership of the Radio Society of Great Britain, I will be governed by the Memorandum and Articles of Association of the Society and the rules and regulations thereof as they now are or as they may hereafter be altered; and that I will advance the objects of the Society so far as may be in my power; providing that whenever I shall signify in writing to the Society addressed to the Secretary that I am desirous of withdrawing from the Society I shall at the end of one year thereafter and after the payment of any arrears be free from my undertaking to contribute to the assets of the Society in accordance with Clause 8 of the Memorandum of Association of the Society.

v87.2

COMPANY LIMITED BY GUARANTEE.

Memorandum

AND

Articles of Association

OF

RADIO SOCIETY OF GREAT BRITAIN

JANUARY 1990

THE COMPANIES ACTS 1908 to 1917

COMPANY LIMITED BY GUARANTEE AND NOT

HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

RADIO SOCIETY OF GREAT BRITAIN

(name of company altered from "The Incorporated Radio Society of Great Britain" by Special Resolution dated the 18th day of December 1953)

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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 situate 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, 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 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, Colonial and Foreign Societies interested in Radio Communication;

(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, subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908;

(d) Subject to the rules of law affecting champerty and maintenance to raise and administer funds for the purpose of protecting and indemnifying members of the Society from and against unfounded claims and to take steps to defeat such claims, and for the purpose of affording to its members legal advice and assistance in connection with their wireless experiments;

(e) 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;

(f) The doing all such other lawful things as are incidental or conducive to the attainment of the above objects.

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 or Board of Education, 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 or the Board of Education 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 one guinea.

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 year the accounts of the Society shall 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, W.9 (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).

(Amended by special resolutions dated the 18th day of December 1953 and the 8th day of December 1984)

THE COMPANIES ACTS 1908 to 1917

And

THE COMPANIES ACTS 1948 and 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

RADIO SOCIETY OF GREAT BRITAIN

(Adopted by special resolution dated the 4th day of July 1964 and amended by special resolutions dated the 17th day of December 1965, the 17th day of August 1970, the 3rd day of December 1971, the 6th day of December 1975, the 5th day of December 1975, the 8th day of December 1984, the 6th day of December 1986, the 5th day of December 1987 and the 9th day of December 1989.)

(Name of Company altered from "The Incorporated Radio Society of Great Britain" to "Radio Society of Great Britain" by Special Resolution dated the 18th day of December 1953.)

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Acts 1948 and 1967 (hereinafter referred to as "the Acts") and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Acts. "The Society" means Radio Society of Great Britain, "Secretary" means any person appointed to perform the duties of the Secretary of the Society. The Seal means the Common Seal of the Society.

2. For the purposes of registration the number of members of the Society was declared to be unlimited.

3. The Society is established for the purposes expressed in the Memorandum and Articles of Association.

MEMBERSHIP

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

5. The rights and privileges of every member of any class shall be personal to himself, and, subject to Section 136 of the 1948 Act,

shall not be transferable or transmissible by his own act, or by operation of law.

6. The Society may admit such persons as may be hereinafter qualified and elected in that behalf as Members, Honorary Members and Associates respectively, and the Corporate Members shall sign an agreement in the form contained in the Schedule hereto, or such agreement to the like effect as may from time to time be authorised by the Council.

CORPORATE MEMBERS

7. Candidates to be eligible for election as Corporate Members must be 18 years of age or over or must hold the permission of any competent Authority to install and operate an amateur radio transmitting station.

HONORARY MEMBERS

8. 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 Council. Honorary Members shall have all rights and duties of Members, except that they shall not pay an annual subscription under Article 20 hereof.

ASSOCIATES

9. Candidates to be eligible for election as Associates must be under 18 years of age. Associates shall have no vote. On attaining the age of 18 years an Associate must apply for transfer to Corporate membership. An Associate under the age of 18 years on obtaining the permission of a competent authority to install and operate an amateur radio transmitting station may apply for transfer to Corporate Membership.

THE PRESIDENT

10. The President shall be any Corporate Member who has rendered outstanding service to the Society or who has made acknowledged eminent contribution to Radio Research, Experimentation, Communication or a related subject who is appointed by the Council to fill such office. Upon taking office the President shall forthwith relinquish any other office he may have previously held in the Society and shall be Chairman of the Council and shall serve for a period of one year from the 1st day of January immediately following his appointment. The Council may appoint the President for a second year in office but no President shall serve for more than two consecutive years. (Any period during which the President has been filling a casual vacancy under Article 27 shall be disregarded). On the termination of the period of office as President the person concerned shall be a member of the Council for a period of one year as Immediate Past President. On completion of that period the person concerned will be eligible for election to

the Council for a period commencing in the following year only if his or her total period of consecutive service on the Council in any capacity (other than while filling a casual vacancy) does not exceed six years and, if elected, shall be a "second term" Council Member as provided in Article 26. The Council shall publish in the Society's Journal in October of each year the name of the Member appointed to fill the office of President on the following first day of January. If the person concerned is a member of the Council at the time of appointment, his or her previous position on the Council shall become vacant on the following 31st December.

EXECUTIVE VICE-PRESIDENT

11. The Executive Vice-President shall be a Member of the Council other than the President or Immediate Past President who shall be appointed Executive Vice-President at the first Meeting of the Council held after the 1st day of January in each year and shall serve in such capacity until the 31st day of December in such year. Such appointment shall not terminate his membership of the Council nor necessitate his giving up any office he may hold in the Society.

HONORARY TREASURER

12. Any Corporate Member may be appointed Honorary Treasurer provided that he shall have been a Corporate Member for not less than three years immediately prior to the date of his appointment. The Honorary Treasurer shall be appointed by the council and shall serve for a period of three years from the 1st day of January immediately following his appointment. The retiring Honorary Treasurer shall be eligible for re-appointment. If the person appointed as Honorary Treasurer is a member of the Council at the time of appointment his or her previous position shall become vacant on the following 31st December. A retiring Honorary Treasurer shall be eligible for election to the Council but, if elected for a term starting less than one year after the end of his or her period of office as Honorary Treasurer, shall be a "second term" Council member as provided in Article 26.

VICE-PRESIDENTS AND HONORARY VICE-PRESIDENTS

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

ADMISSION OF MEMBERS

14. Honorary Members, Vice-Presidents and Honorary Vice- Presidents may be proposed at one meeting and a ballot for their election shall be taken at a subsequent Meeting of the Council and 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.

15. Every candidate for election as a Member of the Society shall be proposed by a Corporate Member having a personal knowledge of him but if the candidate is unacquainted with a Corporate Member who will propose him the Council may waive the foregoing requirement and as an alternative may require the candidate to furnish a suitable reference in writing from a person of standing by whom he is known.

16. The name of every candidate for election shall be submitted to the Council who shall approve or reject him. The Council may reject any candidate without giving any reason therefor. No entry other than the name, address and the date on which his application is considered by the Council shall be made or kept in the records of the Society relating to any candidate whose application is rejected.

17. A Candidate whose application is rejected will not be considered again for election within twelve calendar months of the rejection.

18. Every candidate elected to membership shall be notified of his election by the Secretary and such election shall not be effective unless and until the candidate so elected shall have paid his first subscription. The election shall be deemed to have expired unless the first subscription has been paid within three months of the service of notice of election.

SUBSCRIPTIONS AND RESIGNATION OF MEMBERS

19. The annual subscription for corporate members and associates shall be such as the Council may from time to time decide.

Where two or more members of a family have the same address registered with the Society, the second and subsequent members shall be eligible for reduced subscription, which shall entitle them to all privileges of their grade of membership except that of receiving a copy of each issue of the Society's journal. The annual subscription payable by such second and subsequent members shall be determined by the Council from time to time.

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.

20. Subscriptions shall be paid annually in advance. The first payment shall be due on election and subsequent payments shall be due on the first day of the month in which the Member was elected in each year.

21. Every member of the Society 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.

22. No member whose subscription is in arrear 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 Council or in any other capacity, or to propose any candidate for election to membership, or to vote at any meeting of the Society or upon any ballot. Any member who is three months or more in arrear 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 by order of the Council that his membership has been terminated but he shall nevertheless, continue liable to pay the arrears of subscription due at the time of such termination. Notwithstanding anything in these Articles, the Council 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 Council be unduly burdensome and to resolve that those so specified shall be liable, either indefinitely, or for such period as the Council 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 Council may think fit. The Council shall have power to reinstate any person whose membership has been terminated.

LIFE MEMBERSHIP

23. At any time after having been a Corporate Member of the Society for five consecutive years, a Member may, subject to the approval of the Council, commute all future annual subscriptions by a payment equal to 20 times the annual subscription in force at the date application was made, or such other sum as may from time to time be determined by Special Resolution. Such payment shall entitle such Member to all the privileges and rights of Corporate Membership, for the remainder of his life, subject to Article 24 hereof.

EXPULSION

24. At a meeting specially convened for the purpose, the Council may expel any Corporate Member or Associate who shall have acted wilfully in contravention of these Articles, or who shall in the opinion of the Council 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 Council 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, life composition, or otherwise. No motion of expulsion shall be put to a Meeting of the Council unless three fourths of the Council Members are present and unless three fourths of such Council 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 Council.

COMPOSITION OF COUNCIL

25. The affairs of the Society shall be managed by the Council which shall consist of the President, the Immediate Past President, the Honorary Treasurer and not exceeding fifteen Ordinary Members of whom not more than seven shall be elected on a zonal basis. The zones and zonal boundaries shall be determined by the council and may be changed from time to time.

26. No Member shall be eligible for election as a Council Member, other than as President, until he shall have been a Corporate Member for not less than three years immediately prior to the date of his nomination. All Council Members except the President and Immediate Past President shall serve for three consecutive years commencing on the 1st January following the Annual General Meeting at which they are elected. On first being elected to the Council, or on being elected to hold office for a term starting not less than one year after the end of his or her last period of membership of Council, a Council member shall be known as a "first term" Council member. A first term Council member is eligible, if otherwise qualified, to be elected for a second term commencing within one year of the end of that member's first term (however terminated) and shall, if so elected, be known as a "second term" Council member. A second term Council member is not eligible for election for a further term of membership of the Council which would start earlier than one year after the end of his or her last period of membership of the Council.

27. The Council shall have power at any time and from time to time to appoint any qualified person to be a Council Member but so that the total number of Council Members shall not exceed the number fixed in accordance with these Articles. Any Council Member so appointed shall hold office only until the 31st December next and shall be eligible for re-election at the Annual General Meeting immediately preceding such date subject to Articles 51 to 54 hereof. The Council may make at any time an appointment to fill a casual vacancy in the office of:-

(a) the President; notwithstanding the provisions of Article 10 any person so appointed shall be eligible for re-appointment to that office for the ensuing calendar year;
(b) the Executive Vice-President in accordance with Article 11;
(c) the Honorary Treasurer; any corporate member so appointed shall hold office only until the 31st December next and shall be eligible for re-appointment in accordance with Article 12.

Appointment to fill a casual vacancy shall be disregarded in calculating the period during which the person concerned has held office for the purposes of Articles 10, 12 and 26.

MEETINGS

28. An Annual General Meeting shall be held in December of each year at such time and place as the Council shall fix and shall be specified as such in the notice calling it. All other General Meetings shall be called Extraordinary General Meetings.

29. The Council may convene whenever it thinks fit an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the 1948 Act subject to Article 30 hereof.

30. The Council shall call an Extraordinary General Meeting on the requisition of not fewer than 500 Corporate Members or Corporate Members representing 5 per cent of the total voting rights of all members then entitled to vote whichever is the smaller number. The provisions of Section 132 of the 1948 Act shall apply and be observed, subject to the variation involved in the foregoing provisions of this Article.

31. At an Extraordinary General Meeting no business other than that specified in the Notice calling the meeting shall be transacted.

32. At least twenty-one days clear notice of the time and place of every General Meeting and of the general nature of the business to be transacted shall be given in writing to every Corporate Member of the Society who is entitled under these Articles to receive notices from the Society. No business other than routine business shall be taken at any Meeting without such a notice.

33. The Chair at a General Meeting or Meeting of the Council shall be taken by the President or, in his absence, by the Executive Vice-President. In the absence of the President and the Executive Vice-President the Chair shall be taken by any Council Member present who is selected by the Members present. Failing these (in a case other than a Meeting of the Council) the members present may elect any Corporate Member as Chairman.

34. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifty Corporate Members personally present shall be a quorum.

35. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Corporate Members present shall be a quorum.

36. With the consent of any meeting at which a quorum is present (and if so directed by the meeting) the Chairman shall adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjournment shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

37. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the Chairman; or

(b) by at least five Corporate Members present in person or by proxy; or

(c) by a Corporate Member or Corporate Members present in person or by proxy and representing one tenth of the total voting rights of all members having the right to vote at the Meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands 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 book containing the Minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

38. Subject to the provisions of the next following Article if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

39. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

40. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall exercise a second or casting vote.

41. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

42. Subject as herein provided, every Corporate Member shall have one vote.

43. Save as herein expressly provided, no member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership shall be entitled to vote on any question either personally or by proxy, at any General Meeting or upon any ballot.

44. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

45. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.

46. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Society, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

47. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

48. Any instrument of proxy shall be in the following form or as near thereto as circumstances will admit, repeating the paragraph following the heading "Voting Instructions to Proxy" according to the number of resolutions to be proposed so as to enable the member to state how his vote is to be cast on each resolution to be considered at the meeting:

"I, "of "a member of the above-named Society "hereby appoint "of "or failing him, "of "to vote for me and on behalf of me at the "(Annual or Extraordinary or Adjourned, as "the case may be) General Meeting of the "Society to be held on the day of 19 "and at every adjournment thereof.

"Voting Instructions to Proxy

"This form is to be used in favour "of/against (see note) "the resolution numbered ( )

"Unless otherwise instructed, the proxy will "vote as he thinks fit.

"As witness my hand this day of 19 "
Signed: .....

"Note: Strike out whichever is not "desired."

49. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

50. An attendance book shall be kept, which all members shall be required to sign when attending General Meetings of the Society and to record their membership status at the date of the meeting.

NOMINATIONS FOR ELECTION TO THE COUNCIL

51. Not later than 10th September in each year the Council shall send to each member entitled to vote a list of those Council Members who to the knowledge of the Council on the preceding 1st August will retire in rotation or for any other reason on the succeeding 31st December, and 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 an Ordinary Member or on a Zonal Basis.

52. Upon receipt of the Council's notification of vacancies and not later than 10th October following, any 10 Corporate Members 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 for election at the subsequent Annual General Meeting each year.

53. In the event of insufficient nominations being received to fill all vacancies arising, Council shall have power to fill any remaining vacancies and all nominations properly made shall thereafter be declared elected unopposed.

54. Members nominated for election to the council on a zonal basis must be resident within the zone for which they are nominated and the nominators must be Corporate Members resident in that zone provided that where a vacancy among the Members elected on a zonal basis occurs other than under Article 26 hereof the council shall have power to appoint any qualified member to fill the vacancy within the terms of Article 27 hereof subject to the aforesaid restriction on the residence of the Member appointed.

BALLOT FOR ELECTION TO THE COUNCIL

55. In the event that the number of valid nominations under Article 52 hereof exceeds the number of vacancies arising under Article 51 a ballot shall be held.

56. If a ballot is required then the Council shall send to each Corporate Member entitled to vote, not later than 14 days before the date of the Annual General Meeting, a ballot paper in accordance

with Article 86 containing names of all Members duly nominated and setting out the names of the Members by whom they are nominated. The ballot paper shall state the date of birth of any candidate who will have attained the age of seventy years before the end of the term of office he would normally serve if elected.

57. The ballot papers for Council 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 Council from time to time, shall be returned so as to reach the Secretary not later than seven days before the date fixed for the Annual General Meeting. In the ballot for the Members who are elected on a zonal basis no Member shall vote for more than one zonal candidate and both voter and the candidate for whom he votes shall be resident in the same zone.

58. 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 Article shall be null and void.

59. The Council shall choose a panel of scrutineers for any ballot that may be held for the election of Council Members. Scrutineers shall be Corporate Members who have a right to vote. 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 to the Chairman before the hour fixed for the Annual General Meeting.

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

61. The Chairman of the Annual General Meeting shall announce the result of the ballot at the Annual General Meeting and declare the new members of the Council duly elected.

MEETINGS OF THE COUNCIL

62. The affairs of the Society shall be managed by the Council who may exercise all such powers of the Society as are not required, by the Acts or by these Articles, to be exercised by the Society in General Meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the Articles or provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the

Council which would have been valid if that regulation had not been made.

63. The Council may from time to time and at any time by power of Attorney appoint any Company Firm or person or body of persons, whether nominated directly or indirectly by the Council to be the Attorney or Attorneys of the Society for such purposes outside the United Kingdom and with such powers authorities and discretions (not Exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as the Council may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Council may think fit and may also authorise any such Attorney to delegate all or any of the powers authorities and discretions vested in him.

64. Meetings of the Council shall be summoned by the Secretary or acting Secretary under the direction of the President or any three Members of the Council. The quorum necessary for the transaction of the business of the Council shall be eleven except for the requirement of Article 24 hereof.

65. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

66. Questions arising at any Meeting of the Council shall be determined by a majority of the votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

67. Any Member of the Council who shall be personally concerned in a question under consideration shall declare his interest and shall retire during the discussion and determination of the same and shall not vote thereon.

68. If at any Meeting of the Council business be introduced of which notice has not been given either at the previous Meeting of the Council or in the notice calling the Meeting, any Member present shall be entitled to require that no vote or decision shall be taken on such business until the next Meeting of the Council; but subject as aforesaid any business may be transacted at a Meeting of the Council without notice of such business having been given.

69. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authority, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

70. The Council may delegate any of its powers to committees consisting of such member or members of the Council and/or Corporate Members as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents

for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

71. All acts bona fide done by a meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

72. The Council shall cause proper minutes to be taken of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

73. The Members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the number of members of the Council shall be or be reduced below eleven, the members for the time being may act for the purpose of filling vacancies in their body or of summoning a general meeting of the Society but for no other purpose.

74. A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a Meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such committee duly convened and constituted.

BORROWING POWERS

75. The Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its property or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

76. The offices of President, Executive Vice-President, Honorary Treasurer, Immediate Past President and Member of the Council shall be vacated if the member of the Council-
(a) dies; or
(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
(c) becomes prohibited from being a Director by reason of any order made under Section 188 of the 1948 Act; or

(d) becomes of unsound mind; or
(e) resigns his office by notice in writing to the Society; or
(f) shall have been absent for more than six months without permission of the Council from meetings of the Council held during that period; or
(g) shall be requested in writing to resign by all the other Members of the Council; or
(h) is removed from office by a resolution duly passed pursuant to Section 184 of the 1948 Act; or
(i) who is a Zonal Representative has removed his residence outside the zone for which he is the representative; or
(j) ceases to be a Corporate Member.

SECRETARY

77. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any Secretary so appointed may be removed by them. The Council may also appoint an assistant, temporary, or acting Secretary who may act in place of the Secretary during a vacancy in the office of Secretary or if the Secretary is ill or otherwise absent from his office.

78. No person who is a member of the Council shall be appointed to hold office as Secretary, Assistant Secretary, Temporary Secretary or Acting Secretary.

THE SEAL

79. The Council shall provide for the safe custody of the seal which shall be used only by the authority of the Council or of a committee of the members of the Council authorised by the council in that behalf and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

80. The Council shall cause proper books of account to be kept with respect to:-
(a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
(b) all sales and purchases of goods by the Society; and
(c) the assets and liabilities of the Society.
Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

81. The books of account shall be kept at the office, or, subject to Section 147 (3) of the 1948 Act, at such other place or places, as the Council shall think fit, and shall always be open to inspection by Members of the Council.

82. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the Members not being Council Members and no Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

83. At the Annual General Meeting in every year the Council shall lay before the Society an income and expenditure account for the period since the last preceding account made up to the date not more than six months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than 21 days before the date of the meeting to the Auditors and to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

84. The Auditors' report shall be read before the Society in General Meeting and shall be open to inspection by the Members.

85. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act and Section 14 of the 1967 Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

86. A Notice or any other document may be served or sent by the Society upon or to any member either personally or by sending it through the post in a separate prepaid letter, or enclosed with or incorporated in the Society's Journal in a prepaid envelope or wrapper, addressed to such member at his registered address as appearing in the Register of Members.

87. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him or other documents sent to him shall be entitled to have notices served upon him and other documents sent to him at such address, but, save as aforesaid and as provided by the Acts, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices and other documents from the Society.

88. Any notice, if served by post, shall be deemed to have been served 72 hours after the letter containing the same is posted, and

in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted in accordance with Article 86.

INVESTMENTS OF THE SOCIETY

89. Such of the moneys of the Society as shall not be required for the immediate purposes thereof may be invested from time to time by the Council (either in the name of the Society or in the name or names of such person or persons on behalf of the Society as the Council may from time to time appoint) in any manner authorised by the Trustee Investments Act 1961 or in any security that may be approved by the Society in General Meeting or may be placed on deposit with the Society's Bankers; with power to vary such investments for others of like nature within the limits imposed above, provided that such moneys shall only be invested subject to such conditions (if any) and such consents (if any) as may for the time being be prescribed by law.

AFFILIATED SOCIETIES

90. The Council may admit 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 Council from time to time.

91. The annual subscriptions to be paid by such Societies shall be fixed by the council.

92. After due notification an affiliated Society which is three months in arrear with its annual subscription may be dis-affiliated by order of the Council but shall remain liable for the arrears of subscriptions.

WINDING UP

93. Clause 9 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

THE SCHEDULE

I, the undersigned, agree that in the event of my election to Membership of the Radio Society of Great Britain, I will be governed by the Memorandum and Articles of Association of the Society and the rules and regulations thereof as they now are or as they may hereafter be altered; and that I will advance the objects of the Society so far as may be in my power; providing that whenever I shall signify in writing to the Society addressed to the Secretary that I am desirous of withdrawing from the Society I shall at the end of one year thereafter and after the payment of any arrears be free from my undertaking to contribute to the assets of the Society in accordance with Clause 8 of the Memorandum of Association of the Society.

v90.1

COMPANY LIMITED BY GUARANTEE.

Memorandum

AND

Articles of Association

OF

RADIO SOCIETY OF GREAT BRITAIN

JANUARY 1990

THE COMPANIES ACTS 1908 to 1917

COMPANY LIMITED BY GUARANTEE AND NOT

HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

RADIO SOCIETY OF GREAT BRITAIN

(name of company altered from "The Incorporated Radio Society of Great Britain" by Special Resolution dated the 18th day of December 1953)

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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 situate 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, 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 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

effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education 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 one guinea.

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 year the accounts of the Society shall 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, W.9 (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).

(Amended by special resolutions dated the 18th day of December 1953 and the 8th day of December 1984)

THE COMPANIES ACTS 1908 to 1917

And

THE COMPANIES ACTS 1948 and 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

RADIO SOCIETY OF GREAT BRITAIN

(Adopted by special resolution dated the 4th day of July 1964 and amended by special resolutions dated the 17th day of December 1965, the 17th day of August 1970, the 3rd day of December 1971, the 6th day of December 1975, the 5th day of December 1975, the 8th day of December 1984, the 6th day of December 1986, the 5th day of December 1987 and the 9th day of December 1989.)

(Name of Company altered from "The Incorporated Radio Society of Great Britain" to "Radio Society of Great Britain" by Special Resolution dated the 18th day of December 1953.)

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Acts 1948 and 1967 (hereinafter referred to as "the Acts") and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Acts. "The Society" means Radio Society of Great Britain, "Secretary" means any person appointed to perform the duties of the Secretary of the Society. The Seal means the Common Seal of the Society.

2. For the purposes of registration the number of members of the Society was declared to be unlimited.

3. The Society is established for the purposes expressed in the Memorandum and Articles of Association.

MEMBERSHIP

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

5. The rights and privileges of every member of any class shall be personal to himself, and, subject to Section 136 of the 1948 Act,

shall not be transferable or transmissible by his own act, or by operation of law.

6. The Society may admit such persons as may be hereinafter qualified and elected in that behalf as Members, Honorary Members and Associates respectively, and the Corporate Members shall sign an agreement in the form contained in the Schedule hereto, or such agreement to the like effect as may from time to time be authorised by the Council.

CORPORATE MEMBERS

7. Candidates to be eligible for election as Corporate Members must be 18 years of age or over or must hold the permission of any competent Authority to install and operate an amateur radio transmitting station.

HONORARY MEMBERS

8. 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 Council. Honorary Members shall have all rights and duties of Members, except that they shall not pay an annual subscription under Article 20 hereof.

ASSOCIATES

9. Candidates to be eligible for election as Associates must be under 18 years of age. Associates shall have no vote. On attaining the age of 18 years an Associate must apply for transfer to Corporate membership. An Associate under the age of 18 years on obtaining the permission of a competent authority to install and operate an amateur radio transmitting station may apply for transfer to Corporate Membership.

THE PRESIDENT

10. The President shall be any Corporate Member who has rendered outstanding service to the Society or who has made acknowledged eminent contribution to Radio Research, Experimentation, Communication or a related subject who is appointed by the Council to fill such office. Upon taking office the President shall forthwith relinquish any other office he may have previously held in the Society and shall be Chairman of the Council and shall serve for a period of one year from the 1st day of January immediately following his appointment. The Council may appoint the President for a second year in office but no President shall serve for more than two consecutive years. (Any period during which the President has been filling a casual vacancy under Article 27 shall be disregarded). On the termination of the period of office as President the person concerned shall be a member of the Council for a period of one year as Immediate Past President. On completion of that period the person concerned will be eligible for election to

the Council for a period commencing in the following year only if his or her total period of consecutive service on the Council in any capacity (other than while filling a casual vacancy) does not exceed six years and, if elected, shall be a "second term" Council Member as provided in Article 26. The Council shall publish in the Society's Journal in October of each year the name of the Member appointed to fill the office of President on the following first day of January. If the person concerned is a member of the Council at the time of appointment, his or her previous position on the Council shall become vacant on the following 31st December.

EXECUTIVE VICE-PRESIDENT

11. The Executive Vice-President shall be a Member of the Council other than the President or Immediate Past President who shall be appointed Executive Vice-President at the first Meeting of the Council held after the 1st day of January in each year and shall serve in such capacity until the 31st day of December in such year. Such appointment shall not terminate his membership of the Council nor necessitate his giving up any office he may hold in the Society.

HONORARY TREASURER

12. Any Corporate Member may be appointed Honorary Treasurer provided that he shall have been a Corporate Member for not less than three years immediately prior to the date of his appointment. The Honorary Treasurer shall be appointed by the council and shall serve for a period of three years from the 1st day of January immediately following his appointment. The retiring Honorary Treasurer shall be eligible for re-appointment. If the person appointed as Honorary Treasurer is a member of the Council at the time of appointment his or her previous position shall become vacant on the following 31st December. A retiring Honorary Treasurer shall be eligible for election to the Council but, if elected for a term starting less than one year after the end of his or her period of office as Honorary Treasurer, shall be a "second term" Council member as provided in Article 26.

VICE-PRESIDENTS AND HONORARY VICE-PRESIDENTS

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

ADMISSION OF MEMBERS

14. Honorary Members, Vice-Presidents and Honorary Vice- Presidents may be proposed at one meeting and a ballot for their election shall be taken at a subsequent Meeting of the Council and 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.

15. Every candidate for election as a Member of the Society shall be proposed by a Corporate Member having a personal knowledge of him but if the candidate is unacquainted with a Corporate Member who will propose him the Council may waive the foregoing requirement and as an alternative may require the candidate to furnish a suitable reference in writing from a person of standing by whom he is known.

16. The name of every candidate for election shall be submitted to the Council who shall approve or reject him. The Council may reject any candidate without giving any reason therefor. No entry other than the name, address and the date on which his application is considered by the Council shall be made or kept in the records of the Society relating to any candidate whose application is rejected.

17. A Candidate whose application is rejected will not be considered again for election within twelve calendar months of the rejection.

18. Every candidate elected to membership shall be notified of his election by the Secretary and such election shall not be effective unless and until the candidate so elected shall have paid his first subscription. The election shall be deemed to have expired unless the first subscription has been paid within three months of the service of notice of election.

SUBSCRIPTIONS AND RESIGNATION OF MEMBERS

19. The annual subscription for corporate members and associates shall be such as the Council may from time to time decide.

Where two or more members of a family have the same address registered with the Society, the second and subsequent members shall be eligible for reduced subscription, which shall entitle them to all privileges of their grade of membership except that of receiving a copy of each issue of the Society's journal. The annual subscription payable by such second and subsequent members shall be determined by the Council from time to time.

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.

20. Subscriptions shall be paid annually in advance. The first payment shall be due on election and subsequent payments shall be due on the first day of the month in which the Member was elected in each year.

21. Every member of the Society 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.

22. No member whose subscription is in arrear 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 Council or in any other capacity, or to propose any candidate for election to membership, or to vote at any meeting of the Society or upon any ballot. Any member who is three months or more in arrear 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 by order of the Council that his membership has been terminated but he shall nevertheless, continue liable to pay the arrears of subscription due at the time of such termination. Notwithstanding anything in these Articles, the Council 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 Council be unduly burdensome and to resolve that those so specified shall be liable, either indefinitely, or for such period as the Council 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 Council may think fit. The Council shall have power to reinstate any person whose membership has been terminated.

LIFE MEMBERSHIP

23. At any time after having been a Corporate Member of the Society for five consecutive years, a Member may, subject to the approval of the Council, commute all future annual subscriptions by a payment equal to 20 times the annual subscription in force at the date application was made, or such other sum as may from time to time be determined by Special Resolution. Such payment shall entitle such Member to all the privileges and rights of Corporate Membership, for the remainder of his life, subject to Article 24 hereof.

EXPULSION

24. At a meeting specially convened for the purpose, the Council may expel any Corporate Member or Associate who shall have acted wilfully in contravention of these Articles, or who shall in the opinion of the Council 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 Council 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, life composition, or otherwise. No motion of expulsion shall be put to a Meeting of the Council unless three fourths of the Council Members are present and unless three fourths of such Council 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 Council.

COMPOSITION OF COUNCIL

25. The affairs of the Society shall be managed by the Council which shall consist of the President, the Immediate Past President, the Honorary Treasurer and not exceeding fifteen Ordinary Members of whom not more than seven shall be elected on a zonal basis. The zones and zonal boundaries shall be determined by the council and may be changed from time to time.

26. No Member shall be eligible for election as a Council Member, other than as President, until he shall have been a Corporate Member for not less than three years immediately prior to the date of his nomination. All Council Members except the President and Immediate Past President shall serve for three consecutive years commencing on the 1st January following the Annual General Meeting at which they are elected. On first being elected to the Council, or on being elected to hold office for a term starting not less than one year after the end of his or her last period of membership of Council, a Council member shall be known as a "first term" Council member. A first term Council member is eligible, if otherwise qualified, to be elected for a second term commencing within one year of the end of that member's first term (however terminated) and shall, if so elected, be known as a "second term" Council member. A second term Council member is not eligible for election for a further term of membership of the Council which would start earlier than one year after the end of his or her last period of membership of the Council.

27. The Council shall have power at any time and from time to time to appoint any qualified person to be a Council Member but so that the total number of Council Members shall not exceed the number fixed in accordance with these Articles. Any Council Member so appointed shall hold office only until the 31st December next and shall be eligible for re-election at the Annual General Meeting immediately preceding such date subject to Articles 51 to 54 hereof. The Council may make at any time an appointment to fill a casual vacancy in the office of:-

(a) the President; notwithstanding the provisions of Article 10 any person so appointed shall be eligible for re-appointment to that office for the ensuing calendar year;
(b) the Executive Vice-President in accordance with Article 11;
(c) the Honorary Treasurer; any corporate member so appointed shall hold office only until the 31st December next and shall be eligible for re-appointment in accordance with Article 12.

Appointment to fill a casual vacancy shall be disregarded in calculating the period during which the person concerned has held office for the purposes of Articles 10, 12 and 26.

MEETINGS

28. An Annual General Meeting shall be held in December of each year at such time and place as the Council shall fix and shall be specified as such in the notice calling it. All other General Meetings shall be called Extraordinary General Meetings.

29. The Council may convene whenever it thinks fit an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the 1948 Act subject to Article 30 hereof.

30. The Council shall call an Extraordinary General Meeting on the requisition of not fewer than 500 Corporate Members or Corporate Members representing 5 per cent of the total voting rights of all members then entitled to vote whichever is the smaller number. The provisions of Section 132 of the 1948 Act shall apply and be observed, subject to the variation involved in the foregoing provisions of this Article.

31. At an Extraordinary General Meeting no business other than that specified in the Notice calling the meeting shall be transacted.

32. At least twenty-one days clear notice of the time and place of every General Meeting and of the general nature of the business to be transacted shall be given in writing to every Corporate Member of the Society who is entitled under these Articles to receive notices from the Society. No business other than routine business shall be taken at any Meeting without such a notice.

33. The Chair at a General Meeting or Meeting of the Council shall be taken by the President or, in his absence, by the Executive Vice-President. In the absence of the President and the Executive Vice-President the Chair shall be taken by any Council Member present who is selected by the Members present. Failing these (in a case other than a Meeting of the Council) the members present may elect any Corporate Member as Chairman.

34. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifty Corporate Members personally present shall be a quorum.

35. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Corporate Members present shall be a quorum.

36. With the consent of any meeting at which a quorum is present (and if so directed by the meeting) the Chairman shall adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjournment shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

37. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the Chairman; or

(b) by at least five Corporate Members present in person or by proxy; or

(c) by a Corporate Member or Corporate Members present in person or by proxy and representing one tenth of the total voting rights of all members having the right to vote at the Meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands 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 book containing the Minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

38. Subject to the provisions of the next following Article if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

39. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

40. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall exercise a second or casting vote.

41. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

42. Subject as herein provided, every Corporate Member shall have one vote.

43. Save as herein expressly provided, no member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership shall be entitled to vote on any question either personally or by proxy, at any General Meeting or upon any ballot.

44. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

45. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.

46. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Society, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

47. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

48. Any instrument of proxy shall be in the following form or as near thereto as circumstances will admit, repeating the paragraph following the heading "Voting Instructions to Proxy" according to the number of resolutions to be proposed so as to enable the member to state how his vote is to be cast on each resolution to be considered at the meeting:

"I, "of "a member of the above-named Society "hereby appoint "of "or failing him, "of "to vote for me and on behalf of me at the "(Annual or Extraordinary or Adjourned, as "the case may be) General Meeting of the "Society to be held on the day of 19 "and at every adjournment thereof.

"Voting Instructions to Proxy

"This form is to be used in favour "of/against (see note) "the resolution numbered ( )

"Unless otherwise instructed, the proxy will "vote as he thinks fit.

"As witness my hand this day of 19 "
Signed: .....

"Note: Strike out whichever is not "desired."

49. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

50. An attendance book shall be kept, which all members shall be required to sign when attending General Meetings of the Society and to record their membership status at the date of the meeting.

NOMINATIONS FOR ELECTION TO THE COUNCIL

51. Not later than 10th September in each year the Council shall send to each member entitled to vote a list of those Council Members who to the knowledge of the Council on the preceding 1st August will retire in rotation or for any other reason on the succeeding 31st December, and 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 an Ordinary Member or on a Zonal Basis.

52. Upon receipt of the Council's notification of vacancies and not later than 10th October following, any 10 Corporate Members 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 for election at the subsequent Annual General Meeting each year.

53. In the event of insufficient nominations being received to fill all vacancies arising, Council shall have power to fill any remaining vacancies and all nominations properly made shall thereafter be declared elected unopposed.

54. Members nominated for election to the council on a zonal basis must be resident within the zone for which they are nominated and the nominators must be Corporate Members resident in that zone provided that where a vacancy among the Members elected on a zonal basis occurs other than under Article 26 hereof the council shall have power to appoint any qualified member to fill the vacancy within the terms of Article 27 hereof subject to the aforesaid restriction on the residence of the Member appointed.

BALLOT FOR ELECTION TO THE COUNCIL

55. In the event that the number of valid nominations under Article 52 hereof exceeds the number of vacancies arising under Article 51 a ballot shall be held.

56. If a ballot is required then the Council shall send to each Corporate Member entitled to vote, not later than 14 days before the date of the Annual General Meeting, a ballot paper in accordance

with Article 86 containing names of all Members duly nominated and setting out the names of the Members by whom they are nominated. The ballot paper shall state the date of birth of any candidate who will have attained the age of seventy years before the end of the term of office he would normally serve if elected.

57. The ballot papers for Council 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 Council from time to time, shall be returned so as to reach the Secretary not later than seven days before the date fixed for the Annual General Meeting. In the ballot for the Members who are elected on a zonal basis no Member shall vote for more than one zonal candidate and both voter and the candidate for whom he votes shall be resident in the same zone.

58. 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 Article shall be null and void.

59. The Council shall choose a panel of scrutineers for any ballot that may be held for the election of Council Members. Scrutineers shall be Corporate Members who have a right to vote. 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 to the Chairman before the hour fixed for the Annual General Meeting.

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

61. The Chairman of the Annual General Meeting shall announce the result of the ballot at the Annual General Meeting and declare the new members of the Council duly elected.

MEETINGS OF THE COUNCIL

62. The affairs of the Society shall be managed by the Council who may exercise all such powers of the Society as are not required, by the Acts or by these Articles, to be exercised by the Society in General Meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the Articles or provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the

Council which would have been valid if that regulation had not been made.

63. The Council may from time to time and at any time by power of Attorney appoint any Company Firm or person or body of persons, whether nominated directly or indirectly by the Council to be the Attorney or Attorneys of the Society for such purposes outside the United Kingdom and with such powers authorities and discretions (not Exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as the Council may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Council may think fit and may also authorise any such Attorney to delegate all or any of the powers authorities and discretions vested in him.

64. Meetings of the Council shall be summoned by the Secretary or acting Secretary under the direction of the President or any three Members of the Council. The quorum necessary for the transaction of the business of the Council shall be eleven except for the requirement of Article 24 hereof.

65. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

66. Questions arising at any Meeting of the Council shall be determined by a majority of the votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

67. Any Member of the Council who shall be personally concerned in a question under consideration shall declare his interest and shall retire during the discussion and determination of the same and shall not vote thereon.

68. If at any Meeting of the Council business be introduced of which notice has not been given either at the previous Meeting of the Council or in the notice calling the Meeting, any Member present shall be entitled to require that no vote or decision shall be taken on such business until the next Meeting of the Council; but subject as aforesaid any business may be transacted at a Meeting of the Council without notice of such business having been given.

69. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authority, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

70. The Council may delegate any of its powers to committees consisting of such member or members of the Council and/or Corporate Members as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents

for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

71. All acts bona fide done by a meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

72. The Council shall cause proper minutes to be taken of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

73. The Members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the number of members of the Council shall be or be reduced below eleven, the members for the time being may act for the purpose of filling vacancies in their body or of summoning a general meeting of the Society but for no other purpose.

74. A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a Meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such committee duly convened and constituted.

BORROWING POWERS

75. The Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its property or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

76. The offices of President, Executive Vice-President, Honorary Treasurer, Immediate Past President and Member of the Council shall be vacated if the member of the Council-

(a) dies; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a Director by reason of any order made under Section 188 of the 1948 Act; or

(d) becomes of unsound mind; or
(e) resigns his office by notice in writing to the Society; or
(f) shall have been absent for more than six months without permission of the Council from meetings of the Council held during that period; or
(g) shall be requested in writing to resign by all the other Members of the Council; or
(h) is removed from office by a resolution duly passed pursuant to Section 184 of the 1948 Act; or
(i) who is a Zonal Representative has removed his residence outside the zone for which he is the representative; or
(j) ceases to be a Corporate Member.

SECRETARY

77. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any Secretary so appointed may be removed by them. The Council may also appoint an assistant, temporary, or acting Secretary who may act in place of the Secretary during a vacancy in the office of Secretary or if the Secretary is ill or otherwise absent from his office.

78. No person who is a member of the Council shall be appointed to hold office as Secretary, Assistant Secretary, Temporary Secretary or Acting Secretary.

THE SEAL

79. The Council shall provide for the safe custody of the seal which shall be used only by the authority of the Council or of a committee of the members of the Council authorised by the council in that behalf and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

80. The Council shall cause proper books of account to be kept with respect to:-
(a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
(b) all sales and purchases of goods by the Society; and
(c) the assets and liabilities of the Society.
Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

81. The books of account shall be kept at the office, or, subject to Section 147 (3) of the 1948 Act, at such other place or places, as the Council shall think fit, and shall always be open to inspection by Members of the Council.

82. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the Members not being Council Members and no Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

83. At the Annual General Meeting in every year the Council shall lay before the Society an income and expenditure account for the period since the last preceding account made up to the date not more than six months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than 21 days before the date of the meeting to the Auditors and to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

84. The Auditors' report shall be read before the Society in General Meeting and shall be open to inspection by the Members.

85. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act and Section 14 of the 1967 Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

86. A Notice or any other document may be served or sent by the Society upon or to any member either personally or by sending it through the post in a separate prepaid letter, or enclosed with or incorporated in the Society's Journal in a prepaid envelope or wrapper, addressed to such member at his registered address as appearing in the Register of Members.

87. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him or other documents sent to him shall be entitled to have notices served upon him and other documents sent to him at such address, but, save as aforesaid and as provided by the Acts, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices and other documents from the Society.

88. Any notice, if served by post, shall be deemed to have been served 72 hours after the letter containing the same is posted, and

in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted in accordance with Article 86.

INVESTMENTS OF THE SOCIETY

89. Such of the moneys of the Society as shall not be required for the immediate purposes thereof may be invested from time to time by the Council (either in the name of the Society or in the name or names of such person or persons on behalf of the Society as the Council may from time to time appoint) in any manner authorised by the Trustee Investments Act 1961 or in any security that may be approved by the Society in General Meeting or may be placed on deposit with the Society's Bankers; with power to vary such investments for others of like nature within the limits imposed above, provided that such moneys shall only be invested subject to such conditions (if any) and such consents (if any) as may for the time being be prescribed by law.

AFFILIATED SOCIETIES

90. The Council may admit 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 Council from time to time.

91. The annual subscriptions to be paid by such Societies shall be fixed by the council.

92. After due notification an affiliated Society which is three months in arrear with its annual subscription may be dis-affiliated by order of the Council but shall remain liable for the arrears of subscriptions.

WINDING UP

93. Clause 9 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

THE SCHEDULE

I, the undersigned, agree that in the event of my election to Membership of the Radio Society of Great Britain, I will be governed by the Memorandum and Articles of Association of the Society and the rules and regulations thereof as they now are or as they may hereafter be altered; and that I will advance the objects of the Society so far as may be in my power; providing that whenever I shall signify in writing to the Secretary that I am desirous of withdrawing from the Society I shall at the end of one year thereafter and after the payment of any arrears be free from my undertaking to contribute to the assets of the Society in accordance with Clause 8 of the Memorandum of Association of the Society.

v90.1

THE COMPANIES ACTS 1908 to 1917
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
RADIO SOCIETY OF GREAT BRITAIN
(name of company altered from "The Incorporated Radio Society of Great Britain" by Special Resolution dated the 18th day of December 1953)

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 situate 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, 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 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, Colonial and Foreign Societies interested in Radio Communication;
(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, subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908;
(d) Subject to the rules of law affecting champerty and maintenance to raise and administer funds for the purpose of protecting and indemnifying members of the Society from and

against unfounded claims and to take steps to defeat such claims, and for the purpose of affording to its members legal advice and assistance in connection with their wireless experiments;

(e) 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;

(f) The doing all such other lawful things as are incidental or conducive to the attainment of the above objects.

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 or Board of Education, 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 or the Board of Education 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 one guinea.

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 year the accounts of the Society shall 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, W.9 (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).

(Amended by special resolutions dated the 18th day of December 1953 and the 8th day of December 1984)

THE COMPANIES ACTS 1908 to 1917
And
THE COMPANIES ACTS 1948 and 1967
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
RADIO SOCIETY OF GREAT BRITAIN

(Adopted by special resolution dated the 4th day of July 1964 and amended by special resolutions dated the 17th day of December 1965, the 17th day of August 1970, the 3rd day of December 1971, the 6th day of December 1975, the 5th day of December 1975, the 8th day of December 1984, the 6th day of December 1986, the 5th day of December 1987, the 9th day of December 1989 and the 7th day of December 1991.)

(Name of Company altered from "The Incorporated Radio Society of Great Britain" to "Radio Society of Great Britain" by Special Resolution dated the 18th day of December 1953.)

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Acts 1948 and 1967 (hereinafter referred to as "the Acts") and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Acts. "The Society" means Radio Society of Great Britain, "Secretary" means any person appointed to perform the duties of the Secretary of the Society. The Seal means the Common Seal of the Society.

2. For the purposes of registration the number of members of the Society was declared to be unlimited.

3. The Society is established for the purposes expressed in the Memorandum and Articles of Association.

MEMBERSHIP

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

5. The rights and privileges of every member of any class shall be personal to himself, and, subject to Section 136 of the 1948 Act, shall not be transferable or transmissible by his own act, or by operation of law.

6. The Society may admit such persons as may be hereinafter qualified and elected in that behalf as Members, Honorary Members and Associates respectively, and the Corporate Members shall sign an agreement in the form contained in the Schedule hereto, or such agreement to the like effect as may from time to time be authorised by the Council.

CORPORATE MEMBERS

7. Candidates to be eligible for election as Corporate Members must be 18 years of age or over or must hold the permission of any competent Authority to install and operate an amateur radio transmitting station.

HONORARY MEMBERS

8. 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 Council. Honorary Members shall have all rights and duties of Members, except that they shall not pay an annual subscription under Article 20 hereof.

ASSOCIATES

9. Candidates to be eligible for election as Associates must be under 18 years of age. Associates shall have no vote. On attaining the age of 18 years an Associate must apply for transfer to Corporate membership. An Associate under the age of 18 years on obtaining the permission of a competent authority to install and operate an amateur radio transmitting station may apply for transfer to Corporate Membership.

THE PRESIDENT

10. The President shall be any Corporate Member who has rendered outstanding service to the Society or who has made acknowledged eminent contribution to Radio Research, Experimentation, Communication or a related subject who is

appointed by the Council to fill such office. Upon taking office the President shall forthwith relinquish any other office he may have previously held in the Society and shall be Chairman of the Council and shall serve for a period of one year from the 1st day of January immediately following his appointment. The Council may appoint the President for a second year in office but no President shall serve for more than two consecutive years. (Any period during which the President has been filling a casual vacancy under Article 27 shall be disregarded). On the termination of the period of office as President the person concerned shall be a member of the Council for a period of one year as Immediate Past President. On completion of that period the person concerned will be eligible for election to the Council for a period commencing in the following year only if his or her total period of consecutive service on the Council in any capacity (other than while filling a casual vacancy) does not exceed six years and, if elected, shall be a "second term" Council Member as provided in Article 26. The Council shall publish in the Society's Journal in October of each year the name of the Member appointed to fill the office of President on the following first day of January. If the person concerned is a member of the Council at the time of appointment, his or her previous position on the Council shall become vacant on the following 31st December.

EXECUTIVE VICE-PRESIDENT

11. The Executive Vice-President shall be a Member of the Council other than the President or Immediate Past President who shall be appointed Executive Vice-President at the first Meeting of the Council held after the 1st day of January in each year and shall serve in such capacity until the 31st day of December in such year. Such appointment shall not terminate his membership of the Council nor necessitate his giving up any office he may hold in the Society.

HONORARY TREASURER

12. Any Corporate Member may be appointed Honorary Treasurer provided that he shall have been a Corporate Member for not less than three years immediately prior to the date of his appointment. The Honorary Treasurer shall be appointed by the council and shall serve for a period of three years from the 1st day of January immediately following his appointment. The retiring Honorary Treasurer shall be eligible for re-appointment. If the person appointed as Honorary Treasurer is a member of the Council at the time of appointment his or her previous position shall become vacant on the following 31st December. A retiring Honorary Treasurer shall be eligible for election to the Council but, if elected for a term starting less than one year after the end of his or her period of office as Honorary Treasurer, shall be a "second term" Council member as provided in Article 26.

VICE-PRESIDENTS AND HONORARY VICE-PRESIDENTS

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

ADMISSION OF MEMBERS

14. Honorary Members, Vice-Presidents and Honorary Vice-Presidents may be proposed at one meeting and a ballot for their election shall be taken at a subsequent Meeting of the Council

and 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.

15. Every candidate for election as a Member of the Society shall be proposed by a Corporate Member having a personal knowledge of him but if the candidate is unacquainted with a Corporate Member who will propose him the Council may waive the foregoing requirement and as an alternative may require the candidate to furnish a suitable reference in writing from a person of standing by whom he is known.

16. The name of every candidate for election shall be submitted to the Council who shall approve or reject him. The Council may reject any candidate without giving any reason therefor. No entry other than the name, address and the date on which his application is considered by the Council shall be made or kept in the records of the Society relating to any candidate whose application is rejected.

17. A Candidate whose application is rejected will not be considered again for election within twelve calendar months of the rejection.

18. Every candidate elected to membership shall be notified of his election by the Secretary and such election shall not be effective unless and until the candidate so elected shall have paid his first subscription. The election shall be deemed to have expired unless the first subscription has been paid within three months of the service of notice of election.

SUBSCRIPTIONS AND RESIGNATION OF MEMBERS

19. The annual subscription for corporate members and associates shall be such as the Council may from time to time decide.

Where two or more members of a family have the same address registered with the Society, the second and subsequent members shall be eligible for reduced subscription, which shall entitle them to all privileges of their grade of membership except that of receiving a copy of each issue of the Society's journal. The annual subscription payable by such second and subsequent members shall be determined by the Council from time to time.

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.

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

21. Every member of the Society 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.

22. No member whose subscription is in arrear 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 Council or in any other capacity, or to propose any candidate for election to

membership, or to vote at any meeting of the Society or upon any ballot. Any member who is two months or more in arrear 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 by order of the Council that his membership has been terminated but he shall nevertheless, continue liable to pay the arrears of subscription due at the time of such termination. Notwithstanding anything in these Articles, the Council 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 Council be unduly burdensome and to resolve that those so specified shall be liable, either indefinitely, or for such period as the Council 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 Council may think fit. The Council shall have power to reinstate any person whose membership has been terminated.

LIFE MEMBERSHIP

23. At any time after having been a Corporate Member of the Society for five consecutive years, a Member may, subject to the approval of the Council, commute all future annual subscriptions by a payment equal to 20 times the annual subscription in force at the date application was made, or such other sum as may from time to time be determined by Special Resolution. Such payment shall entitle such Member to all the privileges and rights of Corporate Membership, for the remainder of his life, subject to Article 24 hereof.

EXPULSION

24. At a meeting specially convened for the purpose, the Council may expel any Corporate Member or Associate who shall have acted wilfully in contravention of these Articles, or who shall in the opinion of the Council 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 Council 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, life composition, or otherwise. No motion of expulsion shall be put to a Meeting of the Council unless three fourths of the Council Members are present and unless three fourths of such Council 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 Council.

COMPOSITION OF COUNCIL

25. The affairs of the Society shall be managed by the Council which shall consist of the President, the Immediate Past President, the Honorary Treasurer and not exceeding fifteen Ordinary Members of whom not more than seven shall be elected on a zonal basis. The zones and zonal boundaries shall be determined by the council and may be changed from time to time.

26. No Member shall be eligible for election as a Council Member, other than as President, until he shall have been a Corporate Member for not less than three years immediately prior to the date of his nomination. All Council Members except the President and Immediate Past President shall serve for three consecutive years commencing on the 1st January following the Annual General Meeting at which they are elected. On first being elected to the Council, or on being elected to hold office for a term starting not less than one year after the end of his or her last period of membership of Council, a Council member shall be known as a "first term" Council member. A first term Council member is eligible, if otherwise qualified, to be elected for a second term commencing within one year of the end of that member's first term (however terminated) and shall, if so elected, be known as a "second term" Council member. A second term Council member is not eligible for election for a further term of membership of the Council which would start earlier than one year after the end of his or her last period of membership of the Council.

27. The Council shall have power at any time and from time to time to appoint any qualified person to be a Council Member but so that the total number of Council Members shall not exceed the number fixed in accordance with these Articles. Any Council Member so appointed shall hold office only until the 31st December next and shall be eligible for re-election at the Annual General Meeting immediately preceding such date subject to Articles 51 to 54 hereof. The Council may make at any time an appointment to fill a casual vacancy in the office of:-

(a) the President; notwithstanding the provisions of Article 10 any person so appointed shall be eligible for re-appointment to that office for the ensuing calendar year;

(b) the Executive Vice-President in accordance with Article 11;

(c) the Honorary Treasurer; any corporate member so appointed shall hold office only until the 31st December next and shall be eligible for re-appointment in accordance with Article 12.

Appointment to fill a casual vacancy shall be disregarded in calculating the period during which the person concerned has held office for the purposes of Articles 10, 12 and 26.

MEETINGS

28. An Annual General Meeting shall be held in December of each year at such time and place as the Council shall fix and shall be specified as such in the notice calling it. All other General Meetings shall be called Extraordinary General Meetings.

29. The Council may convene whenever it thinks fit an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the 1948 Act subject to Article 30 hereof.

30. The Council shall call an Extraordinary General Meeting on the requisition of not fewer than 500 Corporate Members or Corporate Members representing 5 per cent of the total voting rights of all members then entitled to vote whichever is the smaller number. The provisions of Section 132 of the 1948 Act shall apply and be observed, subject to the variation involved in the foregoing provisions of this Article.

31. At an Extraordinary General Meeting no business other than that specified in the Notice calling the meeting shall be transacted.

32. At least twenty-one days clear notice of the time and place of every General Meeting and of the general nature of the business to be transacted shall be given in writing to every Corporate Member of the Society who is entitled under these Articles to receive notices from the Society. No business other than routine business shall be taken at any Meeting without such a notice.

33. The Chair at a General Meeting or Meeting of the Council shall be taken by the President or, in his absence, by the Executive Vice-President. In the absence of the President and Executive Vice-President or in the event that neither of them wish to take the Chair at a meeting, then the chair shall be taken by any Council Member present who is selected by the Members present. Failing this (in a case other than a Meeting of the Council) the Members present may elect any Corporate Member as Chairman.

34. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifty Corporate Members personally present shall be a quorum.

35. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Corporate Members present shall be a quorum.

36. With the consent of any meeting at which a quorum is present (and if so directed by the meeting) the Chairman shall adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjournment shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

37. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the Chairman; or

(b) by at least five Corporate Members present in person or by proxy; or

(c) by a Corporate Member or Corporate Members present in person or by proxy and representing one tenth of the total voting rights of all members having the right to vote at the Meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands 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 book containing the Minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in

favour of or against such resolution. The demand for a poll may be withdrawn.

38. Subject to the provisions of the next following Article if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

39. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

40. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall exercise a second or casting vote.

41. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

42. Subject as herein provided, every Corporate Member shall have one vote.

43. Save as herein expressly provided, no member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership shall be entitled to vote on any question either personally or by proxy, at any General Meeting or upon any ballot.

44. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

45. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.

46. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Society, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

47. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

48. Any instrument of proxy shall be in the following form or as near thereto as circumstances will admit, repeating the paragraph following the heading "Voting Instructions to Proxy" according to the number of resolutions to be proposed so as to enable the member to state how his vote is to be cast on each resolution to be considered at the meeting:

"I,

"of

"a member of the above-named Society
"hereby appoint
"of
"or failing him,
"of
"to vote for me and on behalf of me at the
"(Annual or Extraordinary or Adjourned, as
"the case may be) General Meeting of the
"Society to be held on the day of 19
"and at every adjournment thereof.
"Voting Instructions to Proxy
"This form is to be used in favour
"of/against (see note)
"the resolution numbered ( )
"Unless otherwise instructed, the proxy will "vote as he thinks fit.
"As witness my hand this day of 19
"Signed:
"Note: Strike out whichever is not "desired."

49. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

50. An attendance book shall be kept, which all members shall be required to sign when attending General Meetings of the Society and to record their membership status at the date of the meeting.

NOMINATIONS FOR ELECTION TO THE COUNCIL

51. Not later than 1st September in each year the Council shall send to each member entitled to vote a list of those Council Members who to the knowledge of the Council on the preceding 1st August will retire in rotation or for any other reason on the succeeding 31st December, and 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 an Ordinary Member or on a Zonal Basis.

52. Upon receipt of the Council's notification of vacancies and not later than 1st October following, any 10 Corporate Members 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 for election at the subsequent Annual General Meeting each year.

53. In the event of insufficient nominations being received to fill all vacancies arising, Council shall have power to fill any remaining vacancies and all nominations properly made shall thereafter be declared elected unopposed.

54. Members nominated for election to the council on a zonal basis must be resident within the zone for which they are nominated and the nominators must be Corporate Members resident in that zone provided that where a vacancy among the Members elected on a zonal basis occurs other than under Article 26 hereof the council shall have power to appoint any qualified member to fill the vacancy within the terms of Article 27 hereof subject to the aforesaid restriction on the residence of the Member appointed.

BALLOT FOR ELECTION TO THE COUNCIL

55. In the event that the number of valid nominations under Article 52 hereof exceeds the number of vacancies arising under Article 51 a ballot shall be held.
56. If a ballot is required then the Council shall send to each Corporate Member entitled to vote, not later than 14 days before the date of the Annual General Meeting, a ballot paper in accordance with Article 86 containing names of all Members duly nominated and setting out the names of the Members by whom they are nominated. The ballot paper shall state the date of birth of any candidate who will have attained the age of seventy years before the end of the term of office he would normally serve if elected.
57. The ballot papers for Council 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 Council from time to time, shall be returned so as to reach the Secretary not later than seven days before the date fixed for the Annual General Meeting. In the ballot for the Members who are elected on a zonal basis no Member shall vote for more than one zonal candidate and both voter and the candidate for whom he votes shall be resident in the same zone.
58. 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 Article shall be null and void.
59. The Council shall choose a panel of scrutineers for any ballot that may be held for the election of Council Members. Scrutineers shall be Corporate Members who have a right to vote. 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 to the Chairman before the hour fixed for the Annual General Meeting.
60. In the event of the scrutineers being unable to report the election of the prescribed number of persons to fill the vacancies in the Council owing to an equality of votes, they shall submit the names of the candidates having the same number of votes to the Chairman of the Annual General Meeting who shall determine by his casting vote or votes which candidate or candidates having equality of votes shall be elected.
61. The Chairman of the Annual General Meeting shall announce the result of the ballot at the Annual General Meeting and declare the new members of the Council duly elected.

MEETINGS OF THE COUNCIL

62. The affairs of the Society shall be managed by the Council who may exercise all such powers of the Society as are not required, by the Acts or by these Articles, to be exercised by the Society in General Meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the Articles or provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

63. The Council may from time to time and at any time by power of Attorney appoint any Company Firm or person or body of persons, whether nominated directly or indirectly by the Council to be the Attorney or Attorneys of the Society for such purposes outside the United Kingdom and with such powers authorities and discretions (not Exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as the Council may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Council may think fit and may also authorise any such Attorney to delegate all or any of the powers authorities and discretions vested in him.

64. Meetings of the Council shall be summoned by the Secretary or acting Secretary under the direction of the President or any three Members of the Council. The quorum necessary for the transaction of the business of the Council shall be eleven except for the requirement of Article 24 hereof.

65. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

66. Questions arising at any Meeting of the Council shall be determined by a majority of the votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

67. Any Member of the Council who shall be personally concerned in a question under consideration shall declare his interest and shall retire during the discussion and determination of the same and shall not vote thereon.

68. If at any Meeting of the Council business be introduced of which notice has not been given either at the previous Meeting of the Council or in the notice calling the Meeting, any Member present shall be entitled to require that no vote or decision shall be taken on such business until the next Meeting of the Council; but subject as aforesaid any business may be transacted at a Meeting of the Council without notice of such business having been given.

69. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authority, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

70. The Council may delegate any of its powers to committees consisting of such member or members of the Council and/or Corporate Members as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

71. All acts bona fide done by a meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had

duly continued in office and was qualified to be a member of the Council.

72. The Council shall cause proper minutes to be taken of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

73. The Members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the number of members of the Council shall be or be reduced below eleven, the members for the time being may act for the purpose of filling vacancies in their body or of summoning a general meeting of the Society but for no other purpose.

74. A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a Meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such committee duly convened and constituted.

BORROWING POWERS

75. The Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its property or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

76. The offices of President, Executive Vice-President, Honorary Treasurer, Immediate Past President and Member of the Council shall be vacated if the member of the Council-

(a) dies; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a Director by reason of any order made under Section 188 of the 1948 Act; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Society; or

(f) shall have been absent for more than six months without permission of the Council from meetings of the Council held during that period; or

(g) shall be requested in writing to resign by all the other Members of the Council; or

(h) is removed from office by a resolution duly passed pursuant to Section 184 of the 1948 Act; or

(i) who is a Zonal Representative has removed his residence outside the zone for which he is the representative; or

(j) ceases to be a Corporate Member.

SECRETARY

77. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any Secretary so appointed may be removed by them. The Council may also appoint an assistant, temporary, or acting Secretary who may act in place of the Secretary during a vacancy in the office of Secretary or if the Secretary is ill or otherwise absent from his office.

78. No person who is a member of the Council shall be appointed to hold office as Secretary, Assistant Secretary, Temporary Secretary or Acting Secretary.

THE SEAL

79. The Council shall provide for the safe custody of the seal which shall be used only by the authority of the Council or of a committee of the members of the Council authorised by the council in that behalf and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

80. The Council shall cause proper books of account to be kept with respect to:-

(a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;

(b) all sales and purchases of goods by the Society; and

(c) the assets and liabilities of the Society.

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

81. The books of account shall be kept at the office, or, subject to Section 147 (3) of the 1948 Act, at such other place or places, as the Council shall think fit, and shall always be open to inspection by Members of the Council.

82. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the Members not being Council Members and no Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

83. At the Annual General Meeting in every year the Council shall lay before the Society an income and expenditure account for the period since the last preceding account made up to the date not more than six months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than 21 days before the date of the meeting to the Auditors and to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

84. The Auditors' report shall be read before the Society in General Meeting and shall be open to inspection by the Members.

85. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act and Section 14 of the 1967 Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

86. A Notice or any other document may be served or sent by the Society upon or to any member either personally or by sending it through the post in a separate prepaid letter, or enclosed with or incorporated in the Society's Journal in a prepaid envelope or wrapper, addressed to such member at his registered address as appearing in the Register of Members.

87. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him or other documents sent to him shall be entitled to have notices served upon him and other documents sent to him at such address, but, save as aforesaid and as provided by the Acts, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices and other documents from the Society.

88. Any notice, if served by post, shall be deemed to have been served 72 hours after the letter containing the same is posted, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted in accordance with Article 86.

INVESTMENTS OF THE SOCIETY

89. Such of the moneys of the Society as shall not be required for the immediate purposes thereof may be invested from time to time by the Council (either in the name of the Society or in the name or names of such person or persons on behalf of the Society as the Council may from time to time appoint) in any manner authorised by the Trustee Investments Act 1961 or in any security that may be approved by the Society in General Meeting or may be placed on deposit with the Society's Bankers; with power to vary such investments for others of like nature within the limits imposed above, provided that such moneys shall only be invested subject to such conditions (if any) and such consents (if any) as may for the time being be prescribed by law.

AFFILIATED SOCIETIES

90. The Council may admit 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 Council from time to time.

91. The annual subscriptions to be paid by such Societies shall be fixed by the council.

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

93. The General Manager shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit, and any General Manager so appointed may be removed by the Council. The Council may also appoint an assistant, temporary or acting General Manager who may act in place of the General Manager during a vacancy in the office of General Manager or if the General Manager is ill or otherwise absent from his office.

94. No person who is a Member of the Council shall be appointed to hold office as General Manager, Assistant General Manager or Acting General Manager.

WINDING UP

95. Clause 9 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

THE SCHEDULE

I, the undersigned, agree that in the event of my election to Membership of the Radio Society of Great Britain, I will be governed by the Memorandum and Articles of Association of the Society and the rules and regulations thereof as they now are or as they may hereafter be altered; and that I will advance the objects of the Society so far as may be in my power; providing that whenever I shall signify in writing to the Society addressed to the Secretary that I am desirous of withdrawing from the Society I shall at the end of one year thereafter and after the payment of any arrears be free from my undertaking to contribute to the assets of the Society in accordance with Clause 8 of the Memorandum of Association of the Society.

v90.1

216431

EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that at 2.30pm in the afternoon(or immediately after the conclusion of the Annual General Meeting)on Saturday 4 December 1993 at the University of Manchester an Extraordinary General Meeting of the above company will be held at the same place when the following will be proposed as Special Resolutions.

1 To make alterations to the objects clauses and further alterations to the Memorandum of Association of the Company as follows:

[a] that the objects set forth in paragraphs 3[b] ,3[b][2],3[b][8] and 3[f] of the prin ted document produced to this meeting and for the purpose of identification signed by the Chairman hereof and reproduced in the Society's journal of June 1993 be approved and adopted as the objects of the Company,in sub stitution for,and to the exclusion of,all the existing objects thereof,and that the Memorandum of Association be altered accordingly.

[b] that the objects of the Company set forth in the Memorandum of Association of the Company be altered by the addition of paragraphs 3[b][9],3[b][10] and 3[b][11] as included in the printed document produced to this meeting and for the purpose of identification signed by the Chairman hereof and repro duced in the Society's journal of June 1993 and that the Memorandum of Association be altered accordingly.

[c] that the wording of paragraph 6 be amended by the substitution of one pound for one guinea.

THE COMPANIES ACTS 1908 to 1917

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

RADIO SOCIETY OF GREAT BRITAIN

(name of company altered from "The Incorporated Radio Society of Great Britain"
by *Special Resolution* dated the 18th day of December 1953)

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 situate 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, promote or support Exhibitions of instruments, apparatus or other appliances connected with the Amateur Service,the Amateur Service, 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 worldwide 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, subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908;

(d) Subject to the rules of law affecting champerty and maintenance to raise and administer funds for the purpose of protecting and indemnifying members of the Society from and against unfounded claims and to take steps to defeat such claims, and for the purpose of affording to its members legal advice and assistance in connection with their wireless experiments;

(e) 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;

(f) The doing all such other lawful things as 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 or Board of Education, 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 or the Board of Education 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 one pound.

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 year the accounts of the Society shall 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, W.9 (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).

(Amended by special resolutions dated the 18th day of December 1953, the 8th day of December 1984 and the 4th day of December 1993)

216431

RADIO SOCIETY OF GREAT BRITAIN

EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that at 2.30pm in the afternoon (or immediately after the conclusion of the Annual General Meeting) on Saturday 3 December 1994 at the Royal Society of Chemistry, London an Extraordinary General Meeting of the above company will be held at the same place when the following will be proposed as Special Resolutions :

1 That the Articles of Association of the Company be altered in the following manner :

[a] The deletion of Article 10 and replacement with a new Article 10 to read:

'The President shall be any Corporate Member who 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 Council fittingly represent the Society in such office. Upon taking office the President shall forthwith relinquish any other office he or she may then hold in the Society and may chair Council and shall serve for a period of one year from the 1st day of January immediately following his or her appointment. On the expiry of that year the Council may reappoint the serving President for a further term of one year and may thereafter reappoint such person as President for successive terms of one year each provided that no person shall serve in office as President for a continuous period longer than five years. On termination of the period of office as President, the person concerned shall be a member of the Council for a period of 1 year as Immediate Past President. On completion of that period the person will be eligible for election to the Council. The Council shall publish in the Society's Journal in October of each year the name of the member appointed to fill the office of President on the following first day of January. If the person concerned is a member of the Council at the time of the appointment, his or her previous position on the Council shall become vacant on the following 31st December.

[b] The deletion of Article 11 and replacement with a new Article to 11 read:

'Any Executive Vice President shall be a member of the Council, other than the President, who shall be appointed Executive Vice President at the first meeting of the Council held after the first day of January in each year and shall serve in such capacity, and may chair the meetings of Council in the absence of the President or when otherwise resolved by Council, until the 31st Day of December in such year. Such appointment to the position of an Executive Vice President shall not terminate his or her membership of Council or necessitate his or her relinquishing any office he or she may hold in the Society.

[c] The deletion of Article 25 and replacement with a new Article 25 to read:

'The affairs of the Society shall be managed by the Council which shall consist of the President, the Immediate Past President for the first year after vacating the office of President, the Honorary Treasurer and not more than fifteen Ordinary Members of whom not more than seven shall be elected on a zonal basis. The zones and zone boundaries shall be determined by the Council and may be changed from time to time. Where there is no Immediate Past President in office then Council shall consist of the President, the Honorary Treasurer and not more than sixteen Ordinary Members of whom not more than seven shall be elected on a zonal basis. In order to fill the vacancy caused by the absence of an Immediate Past President, one Council member shall be co - opted in accordance with the requirements set out in Article 27

[d] The deletion of Article 33 and replacement with a new Article 33 to read:

'The Chair at a General Meeting shall be taken by the President or, in his or her absence, by an Executive Vice President. In the absence of the President and an Executive Vice President, or in the event that none of them wish to take the Chair at such a meeting, then the chair shall be taken by any Council member present who is selected by the Members present. Failing this, the Members present may elect any Corporate Member as Chairman'.

[e] Amending Article 65 by inserting after the words 'as it thinks fit' the words : ' The members of Council shall elect either the President or one of the Executive Vice Presidents to take the chair at meetings of Council. In the absence of the person so elected or if he or she does not wish to take the chair at a meeting, then the chair shall be taken by any Council member present who is selected by the other Members present.'

[f] Amending Article 27 at sub paragraph (b) by deleting the opening word 'the' and replacing it with 'an'.

Explanatory notes on the proposed changes are shown below

By Order of Council
J C Hall Company Secretary 1 October 1994

EXPLANATORY NOTES

Members entitled to attend and vote at the meeting may appoint a proxy to attend and , on a poll, vote on his or her behalf. The proxy need not be a member but is not allowed to speak at the meeting other than to join in the demand for a poll. The instrument appointing a proxy shall be deposited at the office of the Society not less than 48 hours before the time appointed for holding the meeting.

STATEMENT OF COUNCIL

At the Extraordinary General Meeting of the Society on 3 December 1994 the Council will be proposing 6 amendments to the constitution of the Society which it urges you to support.

SPECIAL RESOLUTION 1

This seeks to amend the Articles of Association of the Society so as to enable Council to elect a President for successive one year terms subject to a maximum of five years continuous service in the position in order to allow continuity of office common in many other European societies. The new article also seeks to remove the rigidity that always requires the President to chair Council allowing Council, if necessary, to divorce the role of President from that of Chairman of Council . In short, it allows for a flexibility of approach not allowed at present.

SPECIAL RESOLUTION 2

This seeks to amend the Articles of Association of the Society so as to allow an Executive Vice President to chair Council in the absence of the President or when so resolved by Council. The current Articles do not allow for a deputy chairman of Council to take the chair in the absence of the President. This amendment will also enable a President who has heavy private work commitments to concentrate on representing the Society and spending more time with the membership without the onerous additional demand of chairing Council meetings. The amendment also allows for Council to elect Executive Vice Presidents to take charge of important areas of Society work such as Membership Liaison.

SPECIAL RESOLUTION 3

This seeks to amend the Articles of Association of the Society so as to allow for the co option of a member to sit on Council on those occasions when no Immediate Past President is in office, thereby preventing a vacancy.

SPECIAL RESOLUTION 4

This seeks to amend the Articles of Association of the Society so as to continue to ensure the President chairs the Annual General Meeting, allows for any Executive Vice President to take the chair in the absence of the President and introduces appropriate phrasing, as in the other proposals, to allow for the President to be a woman - apparently something not envisaged by the current Articles.

SPECIAL RESOLUTION 5

This seeks to make provision for Council to elect a chairman of meetings and authority to make alternative arrangements much in line with the procedure required to be complied with at Annual General Meetings.

SPECIAL RESOLUTION 6

This is a minor amendment and is a consequence of making provision for Council to appoint more than one Executive Vice President

J Blue Company Secretary
4/12/94