



The British Journal of Surgery Society Ltd.

Owners of THE BRITISH JOURNAL OF SURGERY

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At an Annual General Meeting of the British Journal of Surgery Society Ltd duly convened and held at Cardiff International Arena on the 24th day of May 2000, the following special resolution was passed:

Special Resolution

The Society considered and unanimously passed a special resolution granting the Association of Surgeons of The Netherlands Privileged Body Status. The resolution passed was:

- a) That the Articles of Association of the British Journal of Surgery Society Limited be amended by inserting "the Association of Surgeons of The Netherlands" immediately following "...the Surgical Research Society" in the definition of "privileged bodies" in Article 1, and inserting ", and any other body that becomes a privileged body by a special resolution of the Society" at the end of the definition".
- b) "That the Association of Surgeons of the Netherlands become a "privileged body" as that term is defined in Article 1 of the Articles of the Association of The British Journal of Surgery Society Limited and have all rights attached to Privileged Bodies as provided for in the Articles of Association".

Note: Every member entitled to attend and vote at a meeting of the Society is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Society.

R. C. G. Russell.

Mr R C G Russell
Chairman



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THE COMPANIES ACT 1948 to 1967
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
of
THE BRITISH JOURNAL OF SURGERY SOCIETY LIMITED

- 1 The name of the Company (hereinafter called "the Society") is THE BRITISH JOURNAL OF SURGERY SOCIETY LIMITED.
- 2 The registered office of the Society will be situate in England.
- 3 The objects for which the Society is established are to advance and improve education in surgery and to diffuse knowledge of new and improved methods of teaching and practising surgery in all its branches and in furtherance of the foregoing objects but not further or otherwise the Society shall have the following powers:-
 - 3.1 To promote the foregoing objects by publishing, collaborating in, assisting in or procuring the publication of a journal called "The British Journal of Surgery" or an journal or periodical of a nature which will further the principal object of the Society.
 - 3.2 To further the principal object of the Society, by promoting and assisting in the dissemination of knowledge of surgery by means of lectures, demonstrations, pamphlets and other publications.
 - 3.3 To take over the whole or any part of the property and assets (whether real or personal) of, and to undertake all or any of the liabilities of, the unincorporated society known as The British Journal of Surgery Society.
 - 3.4 Subject to obtaining any consents or licences required by law, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate. which may be deemed necessary or convenient for any of the purposes of the Society.
 - 3.5 To construct, maintain, and alter any houses, buildings, or works necessary for the purposes of the Society.
 - 3.6 To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Society.
 - 3.7 To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, annual subscriptions, or otherwise.
 - 3.8 To print and publish any newspapers, periodicals, books or leaflets that the Society may think necessary for the promotion of its objects.
 - 3.9 To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Society.
 - 3.10 To borrow and raise money in such manner as the Society may think fit.



- 3.11 To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- 3.12 To undertake and execute any trusts which may seem directly or indirectly necessary to the objects of the Society.
- 3.13 To subscribe to any local or other charities, and to provide a superannuation fund for the servants of the Society or otherwise to assist any such servants, their widows and children.
- 3.14 To establish and support, and to aid in the establishment and support of, any other charitable associations formed for all or any of the objects of the Society.
- 3.15 To amalgamate with any charitable companies, institutions, societies or associations having objects similar to those of the Society.
- 3.16 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the charitable companies, institutions, societies or associations with which the Society is authorised to amalgamate.
- 3.17 To transfer all or any part of the property, assets, liabilities and engagement of the Society to any one or more of the charitable companies, institutions, societies or associations with which the Society is authorised to amalgamate.
- 3.18 To do all such other lawful things as are necessary to the attainment of the above objects or any of them.

Provided that:

- (1) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (2) The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (3) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or governing body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or governing body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

- 4 The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society and no member of its Council of Management or governing body shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth

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

- 4.1 of reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of its Council of Management or governing body) for any services rendered to the Society;
 - 4.2 of interest at a rate not exceeding six per cent. per annum, of money lent or reasonable and proper rent for premises demised or let by any member of the Society or of its Council of Management or governing body;
 - 4.3 to any member of its Council of Management or governing body of out-of-pocket expenses;
 - 4.4 to a company of which a member of the Council of Management or governing body may be a member holding not more than one hundredth part of the capital of such company.
- 5 The liability of the members is limited.
- 6 Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound-up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs, charges, and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £25.
- 7 If upon the winding-up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

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

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH JOURNAL OF SURGERY SOCIETY LIMITED

INTERPRETATION

1. In these Articles:-

"The Act" means the Companies Act 1948.

"Table C" means Table C in the First Schedule to the Act.

"The Society" means The British Journal of Surgery Society Limited.

"The Council" means the Council of Management of the Society to be constituted pursuant to these Articles.

"Privileged Bodies" means the Association of Surgeons of Great Britain and Ireland, the Surgical Research Society, the Association of Surgeons of The Netherlands and the Joint Meeting of the Surgical Colleges in the British Isles representing the Royal College of Surgeons of England, the Royal College of Surgeons of Edinburgh, the Royal College of Physicians and Surgeons of Glasgow and the Royal College of Surgeons of Ireland¹ and any other body that becomes a privileged body by a special resolution of the Society.²

PRELIMINARY

2. Articles 2 and 3 and the first two sentences in article 32 of Table C shall not apply to the Society but the Articles hereinafter contained and the remaining articles of Table C (subject to the modifications hereinafter expressed) shall constitute the Articles of the Society and references in Table C to "these articles" shall be construed as references to the Articles of Association of the Company whether contained in Table C or in these Articles.

3. The words "the Company", "the Directors" and "Director" wherever they occur in Table C shall be deleted and replaced respectively by "the Society" "the Members of the Council" and "Member of the Council".

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

MEMBERSHIP

5. The number of members with which the Society proposes to be registered is twenty but the Council may from time to time register an increase of members.

6. Only a person who is a qualified person shall be eligible for membership of the Society.

1 Note - February 1999: The Joint Meeting of the Surgical Colleges etc is now referred to and known as The Senate of the Royal Colleges of Surgeons.

2 The underlined wording was added pursuant to a Special Resolution passed on 24th May 2000.

7. A qualified person shall be a person under the age of 65 who shall be either (a) a person who holds a recognised medical qualification or degree and specialises in surgery in any of its aspects or, (b) a person proposed for membership by one of the Privileged Bodies.
8. Any qualified person desiring to be elected as a member of the Society shall deposit with the Secretary a form of application in such form as shall from time to time be laid down by the Council signed by him and also either by two existing members of the Society acting respectively as his sponsor and seconder or in the case of a person proposed for membership by one of the Privileged Bodies by the Chairman or duly authorised officer of that Privileged Body PROVIDED THAT no Privileged Body shall propose a person for membership whilst any other member originally proposed for membership by that Privileged Body is and remains a member.
9. All applications for membership of the Society shall be considered for acceptance by the Council and in the case of any application so accepted the Secretary shall thereupon enter the name of the applicant in the books of the Society and upon such entry the applicant shall become a member accordingly. The Council shall not, and shall not be obliged to, give any reasons for rejecting an application for membership.
10. An member of the Society who shall desire to retire shall give notice of such desire in writing to the Secretary who shall thereupon remove the name of such member from the list of members and such member shall thereupon cease to be a member of the Society. A member on attaining the age of 65 shall automatically be deemed to have given the Secretary due notice of his desire to retire and shall cease to be a member accordingly.
11. No right or privilege of any member shall be in any way transferable or transmissible but all such rights and privileges shall cease upon the member ceasing to be such whether by death, retirement or otherwise.
12. The Council shall have power to determine the membership of any member of the Society and, upon a resolution to this effect being passed by the Council, the Secretary shall remove the name of such member from the list of members and such member shall thereupon cease to be a member of the Society.

COUNCIL OF MANAGEMENT

13. The Council of Management shall, unless otherwise determined by the Society in General Meeting, consist of not more than 15 Members.
14. Each of the Privileged Bodies shall be entitled by notice in writing to the Secretary to nominate one member of the Society originally proposed for membership of the Society by that Privileged Body as a Member of the Council and any person so nominated shall thereupon become a Member of the Council. A person so nominated shall not be subject to the provisions of articles 39 and 40 of Table C. A Privileged Body may at any time and from time to time by notice in writing to the Secretary remove from office and replace any Member of the Council so nominated by that Privileged Body. Any vacancy on the Council occurring by reason of the exercise by a Privileged Body of its power under this Article to remove from office a Member of the Council or by the retirement or removal from office (other than under the powers contained in this Article) of any Member of the Council originally nominated by a Privileged Body shall not be filled by either the Council or the Society and articles 43, 45 and 47 of Table C shall be modified accordingly.
15. No person shall be eligible for membership of the Council if he is over 65 and if a Member of the Council attains the age of 65 he shall forthwith retire.
16. From article 37 of Table C the following words shall be omitted "and every director present at any meeting of directors or committee of directors shall sign his name in a book kept for that purpose".
17. In article 38 of Table C the following paragraph shall be added after paragraph (g); "(h) ceases to be a member of the Society".

WINDING UP

18. The Society shall be wound-up voluntarily whenever a special resolution is passed requiring the Society to be so wound-up. Clause 7 of the Memorandum of Association of the Society shall have effect as if the provisions thereof were repeated herein.

THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

TABLE C

1. In these articles :-

"the Act"	means the Companies Act 1948.
"the seal"	means the common seal of the <u>Society</u> .
"secretary"	means any person appointed to perform the duties of the secretary of the <u>Society</u> .
"the United Kingdom"	means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Society.

MEMBERS

2. The number of members with which the Society proposes to be registered is 500, but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the Society.

GENERAL MEETINGS

4. The Society shall in each year hold a general meeting at its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next. Provided that so long as the Society holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Members of the Council shall appoint.
5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The Members of the Council may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum, any Member of the Council or any two members of the Society may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Members of the Council.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Society other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the articles of the Society, entitled to receive such notice from the Society:

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed -

1. in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
 2. in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent, of the total voting rights at that meeting of all the members.
8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting;

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Members of the Council and auditors, the election of Members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Members of the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
12. The chairman, if any, of the board of Members of the Council shall preside as chairman at every general meeting of the Society, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members of the Council present shall elect one of their number to be chairman of the meeting.
13. If at any meeting no Member of the Council is willing to act as chairman or if no Member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
14. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so

directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. 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 -
1. by the chairman; or
 2. by at least three members present in person or by proxy; or
 3. by any member of members present in person or by proxy and representing not less than 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 and an entry to that effect in the book containing the minutes of 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.

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman at the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Society duly convened and held.

VOTES OF MEMBERS

20. Every member shall have one vote.
21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Society have been paid.

23. On a poll votes may be given either personally or by proxy.
24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.
25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

" Limited.

I/We of in the county of ,
being a member/members of the above named Society, hereby appoint
of or failing
him of as my/our proxy to vote for me/us
on my/our behalf at the [annual or extraordinary, as the case may be] general
meeting of the Society to be held on the day of 19
, and at any adjournment thereof.

Signed this day of 19 ."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

" Limited.

I/We of in the county of ,
being a member/members of the above named Society, hereby appoint
of or failing
him of as my/our proxy to vote for me/us
on my/our behalf at the [annual or extraordinary, as the case may be] general
meeting of the Society to be held on the day of 19
, and at any adjournment thereof.

Signed this day of 19 .

This form is to be used * in favour of / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. 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 such death, insanity or revocation as aforesaid shall have been received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any corporation which is a member of the Society may by resolution of its Members of the Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society.

MEMBERS OF THE COUNCIL

31. The number of the Members of the Council and the names of the first Members of the Council shall be determined in writing by the subscribers of the memorandum of association or a majority of them.
32. ~~The remuneration of the Members of the Council shall from time to time be determined by the Society in general meeting. Such remuneration shall be deemed to accrue from day to day.~~ The Members of the Council shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Members of the Council or any committee of the Members of the Council or general meetings of the Society or in connection with the business of the Society.

BORROWING POWERS

33. The Members of the Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and 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.

POWERS AND DUTIES OF MEMBERS OF THE COUNCIL

34. The business of the Society shall be managed by the Members of the Council, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by these articles, required to be exercised by the Society in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid 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 Members of the Council which would have been valid if that regulation had not been made.
35. The Members of the Council may from time to time and at any time by power of attorney appoint any Society, firm or person or body of persons, whether nominated directly or indirectly by the Members of the Council, to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Members of the Council under these articles) and for such period and subject to such conditions as they 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 Members of 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.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Members of the Council shall from time to time by resolution determine.

37. The Members of the Council shall cause minutes to be made in books provided for the purpose -
1. of all appointments of officers made by the Members of the Council;
 2. of the names of the Members of the Council present at each meeting of the Members of the Council and of any committee of the Members of the Council;
 3. of all resolutions and proceedings at all meetings of the Society, and of the Members of the Council, and of committees of Members of the Council;
- ~~and every Member of the Council present at any meeting of Members of the Council or committee of Members of the Council shall sign his name in a book to be kept for that purpose¹.~~

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of Member of the Council shall be vacated if the Member of the Council -
1. without the consent of the Society in general meeting holds any other office of profit under the Society; or
 2. becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 3. becomes prohibited from being a Member of the Council by reason of any order made under section 188 of the Act; or
 4. becomes of unsound mind; or
 5. resigns his office by notice in writing to the Society; or
 6. ceases to be a Member of the Council by virtue of section 185 of the Act;
 7. is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by section 199 of the Act.

¹ Omitted pursuant to BJS article 16.

8. ceases to be a member of the Society.²

A Member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF MEMBERS OF THE COUNCIL³

39. At the first annual general meeting of the Society all the Members of the Council shall retire from office, and at the annual general meeting in every subsequent year one-third of the Members of the Council for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
40. The Members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
41. A retiring Member of the Council shall be eligible for re-election.
42. The Society at the meeting at which a Member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Member of the Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Member of the Council shall have been put to the meeting and lost.

² Added by BJS article 17

³ A person nominated to the Council shall be eligible for re-election. This is stipulated by the Articles of Association of the British Journal of Surgery Society Limited. See BJS article 14. The British Journal of Surgery Society Limited
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43. No person other than a Member of the Council retiring at the meeting shall unless recommended by the Members of the Council be eligible for election to the office of Member of the Council at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Society notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.⁴
44. The Society may from time to time by ordinary resolution increase or reduce the number of Members of the Council, and may also determine in what rotation the increased or reduce the number is to go out of office.
45. The Members of the Council shall have power at any time, and from time to time, to appoint any person to be a Member of the Council, either to fill a casual vacancy or as an addition to the existing Members of the Council, but so that the total number of Members of the Council shall not at any time exceed the number fixed in accordance with these articles. Any Member of the Council so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Members of the Council who are to retire by rotation at such meeting.
46. The Society may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Member of the Council before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Society and such Member of the Council. Such removal shall be without prejudice to any claim such Member of the Council may have for damages for breach of any contract of service between him and the Society.
47. The Society may by ordinary resolution appoint another person in place of a Member of the Council removed from office under the immediately preceding article. Without prejudice to the powers of the Members of the Council under article 45 the Society in general meeting may appoint any person to be a Member of the Council either to fill a casual vacancy or as an additional Member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of the Council on the day on which the Member of the Council in whose place he is appointed was last elected a Member of the Council.
48. The Members of the Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Member of the Council may, and the secretary on the requisition of a Member of the Council shall, at any time summon a meeting of the Members of the Council. It shall not be necessary to give notice of a meeting of Members of the Council to any Member of the Council for the time being absent from the United Kingdom.
49. The quorum necessary for the transaction of the business of the Members of the Council may be fixed by the Members of the Council, and unless so fixed shall be two.
50. The continuing Members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Society as the necessary quorum of Members of the Council, the continuing Members of the Council or Member of the Council may act for the purpose of increasing the number of Members of the Council to that number, or of summoning a general meeting of the Society, but for no other purpose.

⁴ See BJS article 14 - vacancies in nominees of Privileged Bodies are to be filled by them and not in the manner referred to in this article or in articles 45 and 47.

51. The Members of the Council may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Members of the Council present may choose one of their number to be chairman of the meeting.
52. The Members of the Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Members of the Council.
53. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
55. All acts done by any meeting of the Members of the Council or of a committee of Members of the Council, or by any person acting as a Member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of the Council 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 and was qualified to be a Member of the Council.
56. A resolution in writing, signed by all the Members of the Council for the time being entitled to receive notice of a meeting of the Members of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Members of the Council duly convened and held.

SECRETARY

57. The secretary shall be appointed by the Members of the Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
58. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as Member of the Council and as, or in place of, the secretary.

THE SEAL

59. The Members of the Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Members of the Council or of a committee of the Members of the Council authorised by the Members of 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 Members of the Council for the purpose.

ACCOUNTS

60. The Members of the Council shall cause proper books of account to be kept with respect to -
 1. all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
 2. all sales and purchases of goods by the Society; and

3. 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 Society's affairs and to explain its transactions.

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

62. The Members of 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 members not being Members of the Council, and no member (not being a Member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Members of the Council or by the Society in general meeting.

63. The Members of the Council shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Society in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Society. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

NOTICES

66. A notice may be given by the Society to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

67. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

1. every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them;
2. every person being a legal personal representative of a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
3. the auditor for the time being of the Society.

No other person shall be entitled to receive notices of general meetings.