



The Society of Homeopaths
representing professional homeopaths

1392004

Notice of an Extraordinary General Meeting (EGM)

Is given to members of The Society of Homeopaths to be held on Saturday, 9th November 2013 at The School of Pharmacy, 29-39 Brunswick Square, London, WC1N 1AX. The EGM will commence at 1:30pm with reception of members from 1pm

The purpose of the EGM is to consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

- 1 THAT the articles of association contained in the document produced to the meeting be and are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company including, for the avoidance of doubt, to the exclusion of those provisions treated pursuant to section 28 of the Companies Act 2006 as being provisions of the existing articles of association of the Company.

BY ORDER OF THE BOARD
Francis Treuherz
Honorary Secretary, Director
7th October, 2013

Registered Office.
11 Brookfield
Duncan Close
Moulton Park
Northampton
NN3 6WL

Notes:

- 1 You may not use any electronic address provided in either this notice or any related document (including the enclosed proxy form) to communicate with the Company for any purposes other than those expressly stated.
- 2 As a member of the Company you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the Extraordinary General Meeting convened by the notice set out above. A proxy need not be a member of the Company. Appointment of a proxy will not prevent you from attending and voting in person.
3. A form of proxy is enclosed with this notice. To be valid, the form of proxy must be deposited at the Company's registered office at 11 Brookfield, Duncan Close, Moulton Park, Northampton, NN3 6WL no later than 5.30pm on 7th November 2013.

Included in this notice:

EGM Agenda

Postal Voting Forms and Proxy Nomination forms (for those eligible to vote)
Registered Member Submissions – For and Against Information

PLEASE BRING THIS DOCUMENT TO THE AGM

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Email info@homeopathy-soh.org www.homeopathy-soh.org Company Limited by Guarantee Registered in England no 1392004

SATURDAY



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23/11/2013
COMPANIES HOUSE
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The Society of Homeopaths

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Minutes of the: **Extraordinary General Meeting**
At: The School of Pharmacy, 29-39 Brunswick Square, London
On: 9th November 2013, 1.30-4pm
Present: There were 32 Registered members present and Giselle Hathaway as a non-member proxy voter
Teller for EGM: Mike O'Farrell.
In attendance: Maria Apps, Tim Martin and Pamela Stevens

Minute		Action
1	Opening of the meeting Diane Goodwin opened the meeting and thanked all those present for attending. Mike O'Farrell, former CEO of the British Acupuncture Council (BACC) was introduced to the audience. Mike was present to moderate the discussion and act as teller for the meeting. Mike explained he was an independent advisor, present in a pro-bono capacity and how he would be officiating at the meeting as moderator.	
2	Apologies - Received from Shamim Akhtar, Mike Andrews, Marcus Fernandez and Teresa Moore.	
3	Draft Articles of Association discussion Miranda Parsons thanked the meeting for the opportunity to speak and was pleased to be sharing the process with those present. The Articles Working Group had since November 2011 been working on the revisions to the Articles. The Society, as a not-for-profit organisation, was required to have Articles that contain the purpose of the organisation and detail how the Board is required to conduct Society business. If ratified the revised Articles of Association will be filed with Companies House. The Society's Memorandum and Articles of Association were last updated in 2001. The changes to the document have been made to ensure it complies with Company Law and modern expectations about good governance. The Articles Working Group also updated the language so that it became gender-neutral and as much as possible, in plain English. Some Articles due to the nature of the content are dense but need to remain as they are. Two important changes to the document are that they allow voting rights to Society members who are also registered with the GMC and the introduction of three lay Board members who will have voting rights on the Board. Articles of other organisations – such as the National Council of Voluntary Organisations and the British Acupuncture Council – comparable to the Society have also been considered through this process to ensure our standards match theirs. The Articles have also been checked by staff, the Board and the Society lawyers for accuracy. Miranda said that working on the project had been both an interesting and challenging process and on behalf of the Directors and staff, who are entirely unanimous in recommending these as professional, fit-for-purpose Articles, she commended the revised Articles of Association to the meeting. Mike O'Farrell invited those present to respond. Rix Pyke responded by comparing the changing of the Articles to the removal of a load-bearing wall – an old-fashioned wall that is in the way and we could not get through it. She felt the changes would remove the fundamental principles on which the Society was based. The Society was formed by homeopaths as an organisation for homeopaths. It was unique and members of the GMC were not to have voting rights and that it had been reported that this idea is out of date. Rix felt the meeting needed to acknowledge why this rule was there and that as homeopaths without medical training this rule was very important. In Britain members practice under common law and we need to stay where we belong with other homeopathic organisations. Rix ended by saying antibiotic resistance is about to crash and then homeopaths will be needed. Mike O'Farrell asked for clarification from Rix that she was against the acceptance of the new Articles. Rix confirmed she was against. Jennifer Hautman, who works in a multi-disciplinary clinic, asked if the PSA application was about giving Society members more kudos as this hadn't been the case for the colleagues she worked with who had gone through this process with their professional organisations. She wasn't convinced this was the right path for the Society to take when we face so many attacks from detractors. Mike O'Farrell asked Jennifer to confirm if she was against the Articles. Jennifer confirmed she was.	

Mike O'Farrell asked Diane Goodwin if this was the general feeling of the membership Diane felt that it was not.

Charlotte Tiley said it had been stated in Society communications that the Articles had to be changed due to the PSA application Diane explained the communication had said updating the Articles would help the PSA application, but work on revising the Articles had started before it was agreed to make an application to the PSA It was also important for the Board to be able to obtain expert advice from lay Board members and the quorum had been set so that the Board could not make a decision without a majority of RSHom members being involved

There was discussion about what constituted a full member – namely a Registered Member with a vote in Board elections It was felt by some members that it was unfair that GMC members could not vote when they go through the same registration process and that they deserve the same rights

Jennifer Hautman and Rix Pyke retorted that Society members could not register with the GMC Mike O'Farrell asked those present to indicate if they had a concern that the Society was trying to merge with the GMC Three members indicated they also had this concern

Miranda Parsons reminded the meeting that the process is about being a company and that the Society has to comply with the law As a homeopath and business person it was evident to her that the Society needed to make sure it was compliant with corporate governance There was no other agenda

Paul Burnett did not share the same concern and was aware that the organisations were working together He asked what steps would be taken to ensure the Society is met at the same level when working with other organisations such as the GMC

Francis Treuherz explained he had worked with GPs for 15 years in a large group practice with one Dr, who was a Faculty member, and a Faculty student The student had sat in with him to learn more about homeopathy frequently However, Francis did not wish to join the Faculty It has been his experience that some Faculty members are encouraged to join us through working with RSHoms and knew of a current member that had trained, registered and joined us but could not vote Diane Goodwin said the GMC guidelines did not prevent an RSHom becoming a member of the GMC as long as they met the requirements

Rix Pyke pointed out the Faculty are a statutory body and the Society is a self-regulating, registering body and she did not want members from a different method of treating people Faculty members work outside in and homeopaths work inside out Rix confirmed she recognised and respected Drs but the Society should not give up its own clarity and vision as non-medical homeopaths

Charlotte Tiley said there are two GPs in her area that use homeopathy, one pro homeopathy and one not, she felt they do not understand the same philosophy as Society members do, or they wouldn't keep prescribing antibiotics

Ilana Dannheisser reminded those present that the meeting was about agreeing the Articles of Association and the fact that we are allowing GPs to register and vote with us She asked those present for a good example when allowing GPs to join/vote with an organisation has presented a problem Rix Pyke mentioned the American situation in the 1920s as an example Ilana said in that instance the people involved were not proper homeopaths

Russell McNeil felt it wasn't unreasonable to have concerns about this when in Belgium homeopathy has been made illegal for non-GPs He felt it may not be a problem with individuals but if enough medical homeopaths join the Society lay homeopaths could end up being outvoted

Zofia Dymitr, former board member and Society ECCH representative, said she had also been involved on the Articles Working Group Zofia explained the ECCH represent 27 associations from different countries and sees homeopaths in countries under threat However there are homeopathic associations who allow Drs to register with them and there has never been a problem of conflict of interest or them trying to take over that organisation She went on to say the Society already has different types of members vets, Drs etc who are also registered with their appropriate professional organisations and they also had never tried to take over the Society

Paul Burnett queried how Drs who attend a few weekends on a homeopathy course can register with the Society as the Society registration process surely expects more Sue Crump, Society Registrar, said a Dr who had trained in this way would not be eligible to apply for registration with the Society Sue said the vast majority of those who register with us have done 3-year full-time or 4-year part-time courses similar to or the same ones as most people in the audience have taken Sue confirmed if Drs wish to join the organisation they need to follow the same process as all RSHoms

Suse Moebius said the fear that Drs could take over the Board was not realistic, as members vote Directors onto the Board so can therefore prevent Drs joining the Board The Society has 1200 registered members and there are 400 GMC Faculty registered members so this was not likely to happen

Ellen McNeil, who qualified in 2008, said there had been much media negativity and felt making this change now was a big mistake. Ellen referred to a recent interview with Ian Hamilton and David Treddinick MP in the Journal and said one aspect of this that stood out was that there are lots of Drs using homeopathy but they are not up front about it and felt this was not clear accountability.

Mike O'Farrell reminded the meeting that it was moving away from the key areas of discussion. Mike confirmed his understanding of the Articles, and that they in no way made suggestion of a merger or integration with the GMC if their members are allowed voting rights or the Society can appoint lay members to its Board of Directors.

Ian Hamilton said many homeopaths in the room grew up in the 'hippy age' and have 'hippy' values but the world is a much smaller place now and the Society needs to be more integrated.

Sue Craven enjoys working with other professionals but wants a homeopathic body for homeopaths. She was against lay members joining the Board.

Mike O'Farrell asked the meeting if it would be willing to accept external advisors' advice on certain issues and not have lay members on the Board. The meeting applauded.

Joanne Brown, from Scotland, wanted the Society to be more business-like as this would enable members to have more successful businesses and was voting in favour of the Articles.

Ilana Dannheisser asked what role would lay members undertake on the Board? Francis Treuherz asked if Mike O'Farrell could give his experience of his involvement as a lay member on a Board. Mike O'Farrell felt it would not be appropriate for him to do this as this would mean he could sway the feeling of the meeting either way. Francis thanked him for his reply and said Mike was demonstrating the benefits of what lay members would be doing.

Miranda Parsons explained she had recently joined the Board but did not have a huge experience of business and said the Board need help/support in areas such as finance, HR and governance. Kiran Grover, director, agreed with Miranda's comment and said it was important for the Society to have a patient voice as well and lay Board members could also assist with this.

Rix Pyke asked for clarification on the term 'professional standards' in Article 14a. Sue Crump explained the meaning of other professional standards referred to in the article related to National Occupational Standards and the Core Criteria. Rix thanked Sue for the clarification.

A question was asked as to whether it was possible for three lay Board members, who were also GMC members, to be appointed to the Board. Phil Edmonds responded by saying he felt lay Board members would make the Society a more outward looking membership organisation. If lay members put themselves through the recruitment process it would be because they were wanting to further their cause for joining. The Board also needed to attract people with skills where we were lacking and looking for people who are sympathetic to our cause. At the point Mike O'Farrell brought the meeting to order.

Tim Martin said there is already a lot of skill from non-homeopaths involved within the Society and the Board do have confidence in their ability. He felt having lay members on the Board would provide scrutiny within the organisation that can only be beneficial moving forward. The Board are strong and lay Board members will make the Board stronger. The Society Professional Standards Committee already has lay members who have been hugely beneficial to the work of the committee.

Charlotte Tiley said the Society already has adequate expertise within the staff team and does not need a Dr to make her believe in what she is doing.

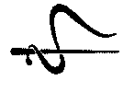
Russell McNeil understood the reason for allowing GPs voting rights and why lay Board members were needed but asked why it was felt necessary for lay Board members to have voting rights. Zofia Dymitr said the advice/contributions that lay Board members provide is invaluable to the organisation. As Directors the Board are passionate about homeopathy and as members pay the highest fees as we are committed to the organisation. The Directors need the support from lay Board members and would not appoint someone who is against homeopathy. There will be a proper appointment and evaluation process which would ensure these people are acting in best interests of organisation.

Mike O'Farrell contributed to the discussion as he sits on 4 Boards, each with 9 Directors. All the Boards agree to the Nolan principles of Governance and he has never seen anyone get onto a Board by default. The Board have the responsibility to ensure that the right people are appointed as lay Board members. If members have concerns about the people who join the Board, and they feel they do not represent their interests, they can raise the matter at Board level.

Jennifer Hautman said homeopaths are a very diverse group and most people come into the profession as adults with previous career skills. Jennifer did not want GPs on the Board and wanted the Society to be run by homeopaths for homeopaths.

Marita Byrne said the Society has members that were previously lawyers, HR professionals etc that are now

	homeopaths. However these people have been out of their profession for some time and may no longer be up to date with current thinking. She felt it important to look for people outside of Society membership for skills in these important areas. Iilana Dannheisser also felt the organisation needs non-homeopath Board members who could provide a different perspective. She felt homeopaths tended to navel-gaze too much sometimes and that lay Board members could provide better clarity. People who sit on Boards give their time and so must be passionate about why they are involved. Rix Pyke felt the Society was trying to fit a square peg in a round hole and that the money being spent on the PSA application could be better used within the organisation. Tim Martin said he had been involved with the Board for two years and the Board could get ad hoc advice when needed, but having permanent lay members on the Board will assist greatly. There is a strong selection process for the lay Board members and he did not anticipate anyone joining the Board who didn't have a passion for homeopathy. Stephen Gordon asked for clarification around why GMC members who currently register with the Society are not entitled to join the Board. Diane Goodwin explained the previous Articles only allowed members with full voting rights to stand for the Board and GMC members were not previously considered Full Members as they did not have voting rights. Russell McNeil asked for what term a lay Board member would be appointed. Diane Goodwin replied three years but processes are in place should for any reason they need to be removed – through the processes detailed in the Board Code of Conduct and Articles of Association. Mike O'Farrell alerted the audience that he would shortly be winding up the discussion in order for the vote to take place. Lindsay Hickey asked Mike if other organisation similar to the Society have lay Board members. Mike O'Farrell said yes, the British Acupuncture Council had three lay members, the physiotherapists and chiropractors have two and the herbalists also have 1 or 2. Stephen Gordon explained to the meeting that the GMC had previously been criticised, as their Board at one point was stacked only with Drs and they were forced to change this. They also now have lay members on their Board. They had to radically reform themselves to bring in lay members, to have a patient view on what they are doing. It is a reality of public life these days and patient representation is a huge requirement. His involvement since the inception of the Society enabled Stephen to understand why these important changes needed to be made and he said today we are professional homeopaths and a bona fide profession which needs to grow up and be counted. We have to have lay members. Rix Pyke restated that the GMC is a regulating and statutory body and is not comparable to the Society. Rix said if the Society is trying to become a regulating body for homeopaths then the Board should make this clear. Diane Goodwin said she was sorry that that was how Rix viewed what the Board are trying to do but that was not the case as the Society is already a regulatory organisation. Zofia Dymitr added that as soon as the Society set up a register it functioned as a self-regulating body and membership organisation and that is not about to change. At this point Mike O'Farrell brought the discussion to a close and pointed out that in the time he had been involved with the BAcC the opportunities for statutory regulation had diminished, with all political parties now not wishing to go down this route. Many appear to be looking for an organisation to be best for patients and these articles have focused on that. All of this is about the patient and members need to remember that when casting their vote. The meeting applauded.	
4	Voting results Diane Goodwin thanked all those present for taking part in the vote and said regardless of the outcome, that she hoped members would come together and move forward with the changes. The results of the vote were announced as follows: The total votes received were 465. 364 (78% of the votes cast) were in support of the revised Articles and 99 against. There were 2 spoiled votes. A 75% majority was required and therefore the vote was carried and the revised Articles of Association presented to the meeting were adopted. The votes were counted by Maria Apps and Pamela Stevens and verified by Mike O'Farrell as teller for the meeting. DG thanked all those who had participated in the voting process and was pleased with the high level of engagement received from members regarding the Articles. Phil Edmonds proposed a vote of thanks to Mike O'Farrell for his assistance with the proceedings. The meeting applauded.	
5	Close – At 15.45pm Diane Goodwin closed the meeting.	



The Society of Homeopaths
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Articles of Association

Dated 26 July 1978
Re-issued 30 September 1992
Re-issued 11 March 2001
Re-issued November 2013

The Society of Homeopaths
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email info@homeopathy-soh.org
www.homeopathy-soh.org

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Company Limited by Guarantee, Reg. No 1392004
Registered address: 11 Brookfield, Duncan Close, Moulton Park, Northampton NN3 6WL

THE COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF THE SOCIETY OF HOMEOPATHS LIMITED

INTRODUCTION

- 1) The name of the Company (in this document called 'the Society') is 'The Society of Homeopaths Limited'
- 2) The Objects of the Society are
 - a) to promote and advance homeopathy
 - b) to promote and aid research into all aspects of homeopathy, and to disseminate the results
 - c) to promote the highest educational standards by providing a framework which supports a community of educational establishments, to work in partnership with them, maintaining appropriate structures and policies for a high quality teaching and learning environment
 - d) to develop and maintain a register of qualified and practising homeopaths in the public interest
 - e) to develop and maintain the highest standards for registration and a process of monitoring members' continuing professional development
 - f) to set the standards of conduct and practice expected of Registered Members or Student Clinical Members and to give advice in relation to the practice of homeopathy
 - g) to maintain and uphold standards by means of a Code of Ethics and Practice which encourages integrity and responsibility in the practice of homeopathy
 - h) to encourage professional and social relationships among the members
 - i) to use all forms of media to disseminate information in any way relating to the objects and aims of the Society
 - j) to organise conferences and meetings that fulfil the objects and aims of the Society
 - k) to carry on any other business or activities which in the opinion of the Directors of the Society is necessary to the achievement of its objects and aims
 - l) All of the above objects are independent and separate from each other
- 3) The income and assets of the Society, shall be applied solely towards the promotion of its objects
- 4) No part of the income and property of the Society may 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
- 5) This shall not prevent any payment in good faith by the Society with regard to
 - a) any member in their capacity as a beneficiary of the Society
 - b) reasonable and proper remuneration to any member for any goods or services supplied to the Society (including services performed by the member under a contract of employment with the Society)
 - c) interest at a reasonable and proper rate on money lent by any member to the Society

- d) any reasonable and proper rent for premises let by any member to the Society
- e) a member who is also a Director
- 6) A Director may receive the following benefits from the Society
 - a) a benefit from the Society in their capacity as a beneficiary of the Society
 - b) a Director may be reimbursed by the Society for reasonable expenses properly incurred when acting on behalf of the Society
 - c) a Director may be paid reasonable and proper remuneration by the Society
- 7) No Director may be employed by the Society as a member of staff
- 8) The liability of the members is limited Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while they are a member, or within one year after ceasing to be a member, for the payment of the debts and liabilities of the Society contracted before they cease to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1

PRELIMINARY & INTERPRETATION

- 9) From the date of incorporation, the Regulations contained in Table C in the Schedule to the Companies (Table A to F) Regulations 1985 shall not apply to the Society "

- 10) In these Articles

WORDS

"the Society"
 "the Act"

"Articles"
 "the Seal"
 "the United Kingdom"
 "Electronic Form"
 "in writing"

"the Office"
 "the Secretary"

"the Board"
 "Director"

"Lay Board Members"

MEANINGS

The Society of Homeopaths Limited
 The Companies Act 2006 including any statutory modification or reenactment thereof for the time being in force
 These Articles of Association of the Society
 The common Seal of the Society
 Great Britain and Northern Ireland
 Has the meaning given in section 1168 of the Act
 Written, printed, and other modes of representing or reproducing words in a visible form, including any words sent or supplied in Electronic Form
 The Registered Office of the Society
 The Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society, including a joint, assistant or deputy Secretary who fills the role of Company Secretary
 The Board of Directors of the Society for the time being
 A voting member of the Board of Directors
 (This does not include staff whose job title includes the term Director)
 Non-members, who are not homeopaths, appointed by the Board for their experience and willingness to assist the Society as Directors

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

Words importing the singular number only shall include the plural number and vice versa

MEMBERSHIP

- 11) The provisions of Section 112(2) of the Act shall be observed by the Society and every member of the Society shall sign a written consent to become a Member, and on becoming a Member every Member of the Society shall have seen a copy of the Articles of Association of the Society and the Code of Ethics and Practice
- 12) The Board shall admit to membership such persons as it shall think fit and the Board may from time to time by resolution prescribe (and vary) criteria for membership. The Board need not give reasons for declining to accept any person as a Member
- 13) The Board may in its discretion levy subscriptions on all Members of the Society at such rate(s) as it shall determine
- 14) There shall be several classes of membership as the Board shall decide, including
 - a) A Registered Member is a Member whose name has been entered on the Society's Register of Homeopaths as a professional homeopath who meets its requirements for such entry and who shall practise homeopathy in accordance with the Society's Code of Ethics and Practice and any other professional standards which may have been agreed by the Board
 - b) Only Registered Members are entitled to vote at General Meetings of the Society or to stand for election as a Director
 - c) A Registered Member who no longer wishes to practise homeopathy due to age or ill health, and is unlikely to resume practice, may retire permanently from the Register and cease insurance cover. They shall retain the status of a Registered Member and shall be eligible for election as a Director or for co-option to the Board. They shall be entitled to use the initials RSHom(Rtd). Retired status and use of the designation RSHom(Rtd) is conditional on the Member retiring fully from practice. This status can be withdrawn at the absolute discretion of the Board if such Member practises at any time on a professional basis (and this applies to membership of other registers), or is deemed to have discredited the Society in any way. Reinstatement of a Retired Member to the Register shall be on written application by the Member to the Board, whose decision shall be final. A Retired Member may not use the designation RSHom unless the Board has reinstated them to the Register
 - d) An Overseas Registered Member, someone who has completed their registration in the UK but moves overseas, shall be entitled to remain on the Register but cease insurance cover if they have no requirement to treat patients in the UK

They will also not be entitled to the support of the Professional Conduct Department should a complaint be made against them as they will be governed by the legalities of practice in the country they reside. They shall retain the status of a Registered Member and shall be entitled to use the initials RSHom

- e) A Member who wishes to withdraw temporarily from the Register may do so for a period of up to three years. During that period of temporary retirement no insurance cover shall be provided and the designation RSHom may not be used by the Member
 - f) A Student Clinical Member is a person not yet qualified who is in regular attendance at a course of homeopathic training recognised by the Society, and may only practise homeopathy within the process of supervision administered on the course. During such practice the Student Clinical Member must abide by the Society's Code of Ethics and Practice
 - g) A Student Member is a person not yet qualified who is undergoing homeopathic training acceptable to the Board, and may only practise homeopathy within the process of supervision administered on their course or other training. During such practice the Student Member must abide by the Society's Code of Ethics and Practice
 - h) Any other classes as shall be determined from time to time by the Board
- 15) The Board shall determine the privileges and conditions of each class of membership, subject to the other provisions of these Articles, providing that voting membership is available only to Registered Members. The Board may determine to admit or refuse admission at its absolute discretion.
- 16) No person shall be admitted to membership until the required subscription has been paid.
- 17) All Registered Members and Student Clinical Members shall have full professional indemnity and public/products liability insurance provided or approved by the Society

AWARDS

- 18) The Board shall determine awards to members and non members as it sees fit for services to homeopathy or the Society

RESIGNATION AND TERMINATION OF MEMBERSHIP

- 19) Any Member may terminate their membership of the Society by notice in writing served on the Society and then the member shall be deemed to have resigned and their name shall be removed from the Register of Members (Refer also to Article 33)

20) Where subscriptions or levies due to the Society have been left unpaid for one month after the due date, in the case of any Member of the Society who is not a Registered Member, or left unpaid for three months in the case of any Member of the Society who is a Registered Member, their membership may be deemed to be terminated and if necessary their name removed from the Register of Homeopaths

21) Readmission of a former Member shall be at the absolute discretion of the Board

THE REGISTER OF HOMEOPATHS

22) Registered Members may use the title "Registered Homeopath" and/or "Registered with the Society of Homeopaths", and/or the abbreviation "RSHom" or such other designation as the Board shall from time to time decide

23) Members, other than those on the Register of Homeopaths, shall not use their membership, nor the name, goodwill or facilities of the Society, to enhance personal reputation, to solicit patients, to obtain personal benefit, or for any professional purpose whatsoever

24) A Registered Member may withdraw their contact details from the published Register of Homeopaths, for reasons agreed with the Board, while retaining Registered Membership and continuing in practice. The member's name shall subsequently be returned to the published Register upon request to the Registrar at any time

25) A Registered Member who has not continued in practice and has withdrawn or retired for more than three years may be reinstated to the Register upon application to the Board, who may in its absolute discretion reassess that Member's proficiency to practise and may refuse reinstatement to the Register of Homeopaths as it sees fit

26) Upon resignation or cessation of membership of the Society, a Registered Member's name shall also be removed from the Register of Homeopaths, and notification to the membership of the Society and general public may be given at that time

REGISTRATION

27) The Board shall appoint a Registrar, to administer and supervise the admission of persons to the Register of Homeopaths

28) The requirements governing the admission of persons to the Register of Homeopaths shall be determined by the Board after consulting with the Registrar and shall be set out in the Society's registration document, as published and amended from time to time by the Society, provided that no person shall be admitted to the Register of Homeopaths until any appropriate subscription has been paid.

29) If a candidate for registration or examination wishes to appeal against a decision they may do so on the following grounds

- a) that the registration procedures have not been properly followed, or
 - b) that a breach of the relevant Code of Ethics and Practice has occurred
- A formal appeal may be made through the Registrar and will be dealt with in accordance with the Society's Registration procedures

CODE OF ETHICS AND PRACTICE AND PROFESSIONAL CONDUCT PROCEDURES

30) The Board shall publish a Code of Ethics and Practice and Professional Conduct Procedures to ensure that members are fully informed and supported with regard to the conduct that is expected of them. The Board shall also maintain those procedures and remain responsible that they are carried out effectively.

CESSATION OF REGISTERED MEMBERSHIP AND REINSTATEMENT

31) A Registered member may resign from membership by giving notice in writing. Any outstanding Professional Conduct procedures will be completed

32) If it appears to the Board that any Member shall have committed a serious breach of the Code of Ethics and Practice of the Society or they have, by any act or omission, shown themselves to be unfit to be a Member, or have brought Members or the Society into disrepute, then the Board shall refer the incident to the Professional Conduct Officer who shall act in accordance with the Professional Conduct Procedures, and who may request that the Board invoke their authority to temporarily suspend such Member from the enjoyment of the rights and privileges of membership pending the outcome of an investigation

33) If, following the proper procedures as referred to above, an adjudication hearing is deemed necessary, these rules shall apply

- a) a date, time and place shall be appointed for the hearing of the allegation,
- b) the Member concerned shall be informed in writing of the date, time and place where the hearing shall take place and the nature of the allegation, with sufficient notice prior to the appointed date for the hearing
- c) the Member shall be entitled to attend and make either written or verbal personal representations at the hearing and may call witnesses, and shall be entitled to legal or other representation

34) The Adjudication Panel, after holding such a hearing, may decide to do all or any of the following if, in their opinion the Member concerned has been found to be in breach of the Code of Ethics and Practice of the Society or having, by any act or omission, shown themselves to be unfit to be a Member, or have brought Members or the Society into disrepute

- a) expel a Member from the Society,
- b) suspend a Member for any period from the exercise or rights, benefits and privileges of membership,
- c) warn the Member as to their conduct; and/or
- d) direct the Member to pay such costs caused by the conduct of the Member as the Board thinks just
- e) or make a recommendation that any other such action as they may consider to be appropriate is followed

35) If the Member concerned shall be dissatisfied with the decision of the Adjudication Panel, and shall give notice in writing of such dissatisfaction and the reasons for the same within 14 days of the adjudication panel's decision, then such Member shall be entitled to appeal. The appeals procedures as set out in the Professional Conduct Procedures will be followed

36) The Board may

- a) ratify the decision of the Adjudication Panel or of the Appeals Panel
- b) not ratify the decision of the Adjudication Panel or of the Appeals Panel and determine the case is closed

All parties concerned will be notified within 7 working days giving reasons for the decision

37) In the case of a decision following a hearing to suspend or to expel a Member, the suspension or expulsion shall begin after twenty-eight clear days from the date of the notice of such decision being given to the Member, if no appeal has been lodged, or at the conclusion of an appeal meeting

38) The Society shall be entitled to publish, in any of its publications, and in the general press or other publications selected by the Board, notice of the suspension or expulsion of any Member subject to the provisions of these Articles, provided that such publication contains only the name and address of the Member and the formal grounds for such suspension or expulsion

39) Upon application by a former Registered Member to be reinstated to membership and/or the Register of Homeopaths after expulsion, the Board may exercise absolute discretion whether or not to reinstate the former Member and to which class of membership of the Society they shall be reinstated

40) A Registered Member who has withdrawn from practice and from Registered Membership may be reinstated to their former membership upon application to the Board who shall have discretion, without right of appeal, to reassess that member's proficiency to practise and who may recommend further training before readmission

41) Upon the disappearance of a Registered Member, their membership shall be deemed to have ceased as and when the subscription is overdue and unpaid for three months. The former member may apply to the Board for reinstatement but the Board may exercise absolute discretion whether or not to reinstate this person to registered membership

GENERAL MEETINGS

42) The Board shall hold a General Meeting in every calendar year as its Annual General Meeting during March or April or such other near date and at such time and place as the Board shall determine and shall specify the Meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Board and that of the next.

43) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

44) The Board may, when they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting may also be convened by signed requisition of at least 5% of the Registered Membership as provided by Section 303 of the Act

NOTICE OF GENERAL MEETINGS

45) 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, and a Meeting of the Society other than an Annual General Meeting or a Meeting for the passing of a special resolution 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 the Meeting and, in case of special business, the general nature of that business, and shall be given, in manner mentioned below, 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 notices from the Society

46) Provided that a Meeting of the Society shall, notwithstanding that it is called by shorter notice be deemed to have been duly called if it is so agreed

- a) in the case of a Meeting called as the Annual General Meeting, by 90% of the members entitled to attend and vote
- b) 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 90% of the total voting rights at that Meeting of all the members.

47) Notice of meetings shall be given to all the Members entitled to vote and to the Board and Auditors

48) 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

49) The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Board and auditors; to elect Directors in place of those retiring and also additional Directors and to elect auditors. All other business transacted at an Annual General Meeting shall be deemed special.

50) No business shall be transacted at any Meeting, except the adjournment of the Meeting, unless a quorum of Registered Members is present at the time when the Meeting proceeds to business, and such quorum shall consist of twenty Registered Members entitled to vote.

51) If within thirty minutes from the time appointed for the Meeting a quorum be 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 time and place as the member or members present may determine, and if at such adjourned Meeting a quorum be not present within thirty minutes from the time appointed for the Meeting, the Member or Members present shall be deemed to be a quorum and may do all business which a full quorum might have done

52) The Chair (if any) of the Board, or in the absence of the Chair, the Vice-Chair (if any) shall preside at every General Meeting of the Society. If there be no such Chair, or if at any Meeting the Chair is not present within thirty minutes after the time appointed for holding the Meeting, the Members present shall choose one of the Directors present to be the Chair, or if no Director be present, and willing to take up the Chair, the Members present shall choose one of their number to be Chair.

53) The Chair 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 twenty-one days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Apart from this, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

54) At any General Meeting, Members representing at least 5% of members eligible to vote, may bring a resolution to the Meeting.

55) Subject to the proceedings of the Act and of the next succeeding Article, if a poll be demanded as above it shall be taken at such time and place and in such manner as the Chair 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.

56) No poll shall be demanded on the election of a Chair of a Meeting or on any question of adjournment.

57) In the case of an equality of votes, whether on a show of hands or on a poll the Chair of the Meeting shall be entitled to a second or casting vote.

58) The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.

59) If the Board wish to pass an ordinary or a special resolution of the Members, without calling a General Meeting, they shall submit a written resolution to the Members in accordance with sections 288 to 291, inclusive, of the Act. A written resolution shall be passed when the required majority of eligible Members have signified their agreement to it, in accordance with section 296 of the Act.

VOTES OF MEMBERS

60) Subject as provided here, every Registered and Retired Member shall have one vote.

61) Subject to the information provided here, no voting Member other than a voting Member who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of membership shall be entitled to vote on any question either in person, by post, or by proxy. A Member can also act as a proxy for another voting Member, at any General Meeting.

62) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in matters concerning mental disorder, may not vote.

63) No person shall vote on any matter in which they have a personal interest whether pecuniary or otherwise or debate on such matter without the permission of the majority of the persons treated as voting such permission to be given or withheld without discussion.

64) On a poll, votes may be given either personally or by proxy. On a vote in person, votes may only be given by Members present in person. A proxy need not be a member.

65) A poll on a resolution may be demanded (i) in advance of the General Meeting where it is to be put to the vote, or (ii) at the General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

66) A poll vote may be demanded by (i) the Chair of the Meeting, (ii) the Directors, (iii) two or more persons having the right to vote on the resolution, or (iv) a person or persons representing not less than 10% of the total voting rights of all the Members having the right to vote on the resolution.

67) A demand for a poll may be withdrawn if the poll has not yet been taken and the Chair of the Meeting consents to the withdrawal.

68) Polls must be taken immediately and in such manner as the Chair of the meeting directs.

69) An appointment of a proxy shall be in writing, in the usual common form or in such other form as the Board may accept, and signed by the appointer or the appointer's attorney, authorised in writing and need not be witnessed.

70) An appointment of a proxy shall authorise the proxy to demand or join in demanding a poll. Unless the appointment states the contrary, the proxy shall be in place for any adjournment of the Meeting as well as for the Meeting to which it relates. To have effect, an appointment of proxy must be received at the Office, or such other place specified in the notice convening the Meeting, not less than forty-eight hours before the time of the Meeting or adjourned Meeting or, in the case of a poll, before the close of the poll at which it is to be used. In calculating the notice period for the receipt of an appointment of proxy, no account shall be taken of any part of a day that is not a working day as defined in section 1173(1) of the Companies Act 2006.

71) 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, unsound mind or revocation shall have been received at the office before the start of the Meeting or adjourned Meeting at which the proxy is used.

- 72) Any instrument appointing a proxy shall be maintained by the Company Secretary and issued to members accordingly

DIRECTORS

- 73) The Board shall be the governing body of the Society. The Board shall consist of up to nine members, six of whom shall be Members of the Society, elected in accordance with these Articles, and three non-Members (who are not also members of staff) who shall be appointed by the Board

- 74) The Directors shall be entitled to receive remuneration as set out in in Articles 6 & 7

- 75) Registered and Retired Registered members of the Society shall be eligible to hold office as a Director. The Lay Board members shall be appointed by the Board

BORROWING POWERS

- 76) The Board 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 DIRECTORS

- 77) The business of the Society shall be managed by the Board of Directors, 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 the Articles and to such regulations, being not inconsistent with the above 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 Board which would have been valid if that regulation had not been made

- 78) The Board 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 Board, 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 Board 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 Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in the attorney

- 79) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. The Board may enter into any indemnity regarding the performance of any obligations by the Society

- 80) The Board shall cause minutes to be kept. The minutes will record
a) all appointments of officers made by the Board

- b) the names of the Directors present at each meeting and committee meetings
c) all resolutions and proceedings at all Meetings of the Society, and of the Directors, and of committees of Directors
d) The Chair of each meeting shall sign a copy of the minutes

- 81) The Board for the time being may act notwithstanding any vacancy in their number, provided always that if at any time the Directors be reduced in number below the minimum prescribed by these Articles, it shall be lawful for the Directors available to act for the purpose of admitting persons to membership of the Society, filling up vacancies in their number or of summoning a General Meeting but for no other purpose

- 82) The Board may from time to time appoint any Member of the Society as a Director either to fill a casual vacancy or by way of addition to the Board, or to replace a Director removed from office, provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain office only until the next Annual General Meeting, but then shall be eligible for election

- 83) Without prejudice to the general powers conferred by Article 73 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Board shall be entrusted with the following powers from time to time to make all such regulations and bye laws as they think proper with regard to the affairs and concerns of the Society, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no bye laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles as could only legally be made by a special resolution passed in accordance with the provisions of Section 283 of the Act

CONFLICT OF INTEREST

- 84) The Board may authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director breaching their duty under section 175 of the Act to avoid conflicts of interest

- 85) Any authorisation will be effective only if the matter in question shall have been proposed by any Director for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Board, any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Director in question; and the matter was agreed to without that Director voting or would have been agreed to if their vote had not been counted

- 86) Any authorisation of a conflict of interest extends to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised or be subject to such terms and for such duration, or impose such limits or conditions as the Board may determine; and be terminated or varied by the Board at any time (but no such termination or variation shall affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation).

87) In authorising a conflict of interest the Board may decide that if a Director has obtained any information through their involvement in the conflict of interest otherwise than as a Director of the Society and in respect of which they owe a duty of confidentiality to another person, the Director is under no obligation to disclose such information to the Board or to any Director or other officer or employee of the Society, or to use or apply any such information in performing their duties as a Director, where to do so would amount to a breach of that confidence

88) Where the Board authorise a conflict of interest they may provide, without limitation, that the Director is excluded from discussions (whether at meetings of the Board or otherwise) related to the conflict of interest and is not given any documents or other information relating to the conflict of interest; and may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Board in relation to any resolution relating to the conflict of interest

89) Where the Board authorise a conflict of interest the Director will be obliged to conduct themselves in accordance with any terms imposed by the Board in relation to the conflict of interest and the Director will not infringe any duty they owe to the Society by virtue of sections 171 to 177 of the Act provided they act in accordance with such terms, limits and conditions (if any) as the Board impose in respect of its authorisation

90) A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Society for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a conflict of interest which has been authorised by the Directors or by the Society in General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract, transaction or arrangement shall be liable to be avoided on such grounds.

SUSPENSION, DISQUALIFICATION AND REMOVAL OF DIRECTORS

91) A Director shall be suspended from office

- a) where a Director chooses to suspend themselves
- b) where a Director is suspended in accordance with the Directors' Code of Conduct.
- c) where a Director fails to fulfill their duties and obligations as a Director and it is in the interests of the Society for the Board to suspend the Director until the failure ceases or the Director vacates the office

92) The office of a Director shall be vacated if

- a) the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director
- b) the Director becomes bankrupt or makes any arrangement or composition with creditors generally
- c) the Director is, or may be, suffering from mental disorder and either admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 2007 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 2007, or an order is made by a court having

jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to personal property or affairs

- d) the Director resigns office by notice in writing to the Society
- e) the Director shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolve that this office be vacated
- f) the Director is directly or indirectly interested in any contract with the Society and fails to declare the nature of such interest in manner required by Section 182(1) of the Act
- g) the Director is suspended or expelled from membership of the Society.

93) The Society may by ordinary resolution, of which special notice has been given in accordance with Section 168 of the Act, remove any Director before the expiration of the period of office notwithstanding anything in these Articles or in any agreement between the Society and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between the Director and the Society

ROTATION AND ELECTION OF DIRECTORS

94) Directors seeking election at an Annual General Meeting who have been in office as a Director for three consecutive years shall retire from office. These Directors shall be eligible for re-election. After two consecutive terms in office, a Director shall stand down for a minimum of one year before seeking re-election, unless at the discretion of the Board it is unanimously agreed that the Director concerned shall be eligible for re-election forthwith

95) Only Registered Members are eligible for election as a Director and only Registered Members can nominate them for election. A minimum of two Registered Members shall be required to nominate a Member for election. A Member may only nominate one Member to stand at any one election

96) Members nominated for election shall sign a declaration that they are willing to seek election

97) All nominations and declarations of acceptance of nomination shall be received by the Secretary between ten and five weeks before an Annual General Meeting at which they will be voted. All Registered Members will be notified of the dates of this period at least fifteen weeks before the date of the Annual General Meeting

98) All Members shall be notified of the date and venue of an Annual General Meeting at least 21 days before it is due to take place, together with details of all accepted nominations, retiring Directors seeking re-election, any Directors appointed since the previous Annual General Meeting and Directors continuing in office.

- 99) The Society may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increase or reduced number is to stand down from office

PROCEEDINGS OF DIRECTORS

- 100) The Board 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 Chair shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom

- 101) The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be four. At least three of this quorum to be Directors who are Registered Members. A meeting of the Board 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 Board generally

- 102) A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote

- 103) The continuing Directors 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 Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Society, but for no other purpose

- 104) The Board may elect a Chair of their Board and subcommittee meetings and determine the period for which that person is to hold office, but, if no such Chair is elected or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chair of the meeting.

- 105) The Board shall have power to appoint subcommittees as it considers necessary and desirable and may delegate any of its powers to such subcommittees. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any requirements that may be imposed on it by the Board

- 106) A subcommittee 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 Chair shall have a second or casting vote

- 107) All acts bona fide done by any meeting of the Board or of any committee of the Board shall remain valid even if it is discovered afterwards that there was some defect in the appointment or continuance in office of any such Director or person acting, or that they, or any of them were disqualified from being a Director

- 108) A resolution in writing signed by all the Board or by all members of any committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted

SECRETARY

- 109) The Secretary shall be appointed by the Board for such term and upon such conditions as they think fit, and shall act as Company Secretary, and any Secretary so appointed may be removed by them

- 110) If there is no Secretary anything authorised or required to be given or sent to, or served on, the Society by being sent to its Secretary may be given or sent to, or served on, the Society itself, and if addressed to the Secretary shall be treated as addressed to the Society. The Board may do anything else required or authorised to be done by or to the Secretary of the Society by or to a Director, or a person authorised generally or specifically in that behalf

THE SEAL

- 111) The Board shall be responsible for the appropriate use of the seal and it shall only be used with the authority of the Board of Directors. Any instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose

INCOME OF THE SOCIETY

- 112) The income of the Society shall be applied solely towards the promotion of all or any of the objects of the Society as set forth in the Society's Articles of Association as the Board may from time to time think fit (and in particular the Board shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the objects of the Society in such manner as they shall think best) with power to the Board to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the Board shall think fit also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Board either be employed in the business of the Society, or be invested from time to time in such investment as the Society may think fit

ACCOUNTS

- 113) The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place
- a) all sales and purchases of goods by the Society and
 - b) 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

- 114) The books of account shall be kept at the office, or, subject to Section 388 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Board

- 115) The Board shall from time to time determine whether and to what extent and 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 of the Society, and no 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 Board or by the Society in General Meeting

- 116) The Board shall present a financial statement to each Annual General meeting. This statement will be for the period since the last preceding accounts, and shall be completed to a date not more than four months before the Annual General Meeting. Directors shall present additional reports and copies of financial details as required by the Act and other statutory requirements. Directors shall also send any other documents required by law to the auditors and all other persons who are entitled to receive notices of General Meeting. These documents shall be sent not less than twenty-one clear days before the date of the Meeting, subject to the provisions of Section 434 of the Act

- 117) Auditors shall be appointed and their duties regulated in accordance with the Act

NOTICES

- 118) Any notice or document may be served by the Society on any member by any means covered in the Act either personally or by sending it through the post or by some electronic form to such member at the address appearing in the register of members or to such other address as they may supply to the Society for the giving of notices, and any notice so served shall be regarded as having been properly served

- 119) Any notice or document shall be regarded as having been served at the time when sent, and in proving such service it shall be sufficient to show that the letter or electronic communication was properly sent.

- 120) 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 them, shall be entitled to have notices served 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

WINDING UP

- 121) 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 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 among its or their members to an extent at least as great as is imposed on the Society under or by virtue of these articles, 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

INDEMNITY

- 122) Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Society shall be indemnified out of the assets of the Society in relation to any liability incurred by them in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Society may be indemnified out of the assets of the Society in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Acts