

**The Companies Acts 1985 to 2006**  
**Company Limited by Guarantee and not having a Share Capital**  
**CERTIFICATE OF PASSING OF SPECIAL RESOLUTIONS**  
**of**  
**British Menopause Society ("the Company")**  
**Company No. 2759439**

The resolution set out below was passed as a special resolution at the Annual General Meeting of the Company duly convened and held on 5 July 2012 with the prior written consent of the Charity Commission

THAT

- (a) the draft Articles of Association circulated with the notice be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the Company's existing Articles of Association
- (b) the existing Memorandum of Association of the Company be amended and restated such that it conforms with the draft Memorandum of Association annexed hereto

Signed

S J. Morgan

Chair/ Company Secretary

Date

17 July 2012



**THE COMPANIES ACTS 1985 to 2006**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

**of the**

**BRITISH MENOPAUSE SOCIETY**

**Company No. 2759439**

**Incorporated 27<sup>th</sup> October 1992  
as a Company exempt from the  
requirement to use the word “Limited”**

**As amended by Special Resolutions passed on 3 July 2008 and 5 July 2012**

**Registered Charity No. 101544**

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**of**

**BRITISH MENOPAUSE SOCIETY**

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

Names and addresses of Subscribers:

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Mr Malcolm Ian Whitehead  
MB BS MRCS LRCP FRCOG  
Menopause Clinic  
Dept of Obstetrics and Gynaecology  
King's College School of Medicine and  
Dentistry  
Denmark Hill  
London SE5 8RX

Mr David William Sturdee  
MB BS DA MD FRCOG  
Dept of Obstetrics and Gynaecology  
Solihull Hospital  
Lode Lane  
Solihull  
W Midlands B91 2JL

The Companies Acts  
Company Limited by Guarantee and not Having a Share Capital

**Articles of Association**  
**of**  
**British Menopause Society**

**Interpretation**

1. In these Articles and the Memorandum the following terms shall have the following meanings

<b>Term</b>	<b>Meaning</b>
1 1 “address”	includes a number or address used for the purposes of sending or receiving documents by electronic means
1 2 “Articles”	these Articles of Association of the Society
1 3 “Society”	British Menopause Society
1 4 “circulation date”	in relation to a written resolution, has the meaning given to it in the Companies Acts
1 5 “clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1 6 “Companies Acts”	has the meaning given to it in section 2 of the Companies Act 2006
1 7 “electronic form” and “electronic means”	have the meanings respectively given to them in the Companies Act 2006
1 8 “hard copy” and “hard copy form”	have the meanings respectively given to them in the Companies Act 2006
1 9 “MAC”	Medical Advisory Council elected in accordance with Articles 9 to 18
1 10 “Memorandum”	the Schedule to these Articles which incorporates the provisions formerly in the Memorandum of Association of the

- |      |                                 |   |
|------|---------------------------------|---|
|      |                                 | Society   |
| 1 11 | <b>“Secretary”</b>              | the secretary of the Society (if any)                       |
| 1 12 | <b>“Trustee” and “Trustees”</b> | the director and directors as defined in the Companies Acts |

2 In these Articles and the Memorandum

- 2 1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Society
- 2 2 Subject to Article 2 1, any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

### Members

- 3 Such persons as are admitted to membership by the Trustees in accordance with the Articles shall be members of the Society The names of the members of the Society shall be entered in the register of members
4. Healthcare professionals and other individuals interested in furthering the objects of the Society shall be eligible for admission to membership of the Society
- 5 Every person who wishes to become a member shall apply to the Society in such form as the Trustees require The Trustees shall have power to admit persons to membership and may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing
- 6 Membership shall not be transferable and shall cease on death A member shall cease to be a member
- 6 1 on the expiry of at least seven clear days’ notice given by him or her to the Society of his or her intention to withdraw,
- 6 2 if any subscription or other sum payable by the member to the Society is not paid on the due date and remains unpaid at the end of the period of six calendar months beginning with the due date The Trustees may re-admit to membership any person who ceases to be a member on this ground on his or her paying such reasonable sum as the Trustees may determine,
- 6 3 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver (but not a receiver and manager appointed under Section 18 of the Charities Act 1993) appointed over all or any part of its assets or an order is made or a resolution passed for its winding up, or
- 6 4 if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests

of the Society. Such a resolution shall not be passed unless the member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A member expelled by such a resolution shall nevertheless remain liable to pay to the Society any subscription or other sum owed by him or her

- 7 Subject to the Companies Acts, the Trustees may establish such classes or categories of membership as they think fit. The Trustees may at their discretion levy subscriptions on members of the Society at such rate(s) as they shall decide and may levy subscriptions at different rates on different classes or categories of members

#### **Associate Members**

- 8 The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make provided that no such associate members shall be members of the Society for the purposes of the Articles or the Companies Acts

#### **Medical Advisory Council**

9. The MAC consists of
- 9 1 One Gynaecologist,
- 9 2 One General practitioner,
- 9 3 One other medical specialist,
- 9 4 One nurse, and
- 9 5 Up to 8 other healthcare professionals

All members of the MAC must be members of the Society

#### ***Appointment, retirement, removal and disqualification of the MAC***

- 10 At every annual general meeting one-third of the members of the MAC who are subject to retirement by rotation, or the number nearest to one-third, shall retire from office. If there is only one member of the MAC who is subject to retirement by rotation, he or she shall retire. The Chair, Immediate Past Chair, Chair Elect and Honorary Secretary shall all be excluded from the retirement provisions and (unless at any stage they vacate their offices) shall remain as members of the MAC while they continue in office
- 11 The members of the MAC to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed to the MAC on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot

- 12 Subject to Article 13, if the Society at the meeting at which a member of the MAC retires by rotation does not fill the vacancy, the retiring member of the MAC shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for his or her reappointment is put to the meeting and lost
- 13 A member of the MAC who has served for two consecutive terms of office must take a break from office and may not be reappointed until the earlier of:
  - 13 1 the anniversary of the commencement of his or her break from office, and
  - 13 2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced
- 14 No person other than a member of the MAC retiring by rotation shall be appointed or reappointed to the MAC at any general meeting unless:
  - 14 1 he or she is recommended by the Trustees
  - 14 2 he or she is recommended by the MAC; or
  - 14 3 he or she is recommended by two members
- 15 The procedure for nominating and electing the MAC will be agreed by the Trustees
- 16 Subject to the above Articles, the Society may by ordinary resolution appoint a person who is willing to be a member of the MAC either to fill a vacancy or as an additional member of the MAC and may also decide the rotation in which any additional members of the MAC are to retire
- 17 Subject to the above Articles the MAC may appoint a person who is willing to act either to fill a vacancy or as an additional member of the MAC, provided that the appointment does not cause the MAC to exceed any number fixed by or in accordance with the Articles as the maximum size of the MAC. A MAC member so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the members of the MAC who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting
- 18 Subject to the above Articles, a member of the MAC who retires at an annual general meeting may, if willing to act, be reappointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting
19. A member of the MAC shall vacate their office if
  - 19 1 he or she ceases to be a member of the Society,
  - 19 2 he or she becomes prohibited by law from being a company director or acting as a trustee of a charity,

- 19 3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally,
- 19 4 the Trustees or the MAC reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,
- 19 5 he or she resigns by notice to the Society (but only if at least three MAC members will remain in office when the notice of resignation is to take effect),
- 19 6 he or she fails to attend three consecutive meetings of the MAC and the MAC resolve that he or she be removed for this reason,
- 19 7 at a general meeting of the Society, a resolution is passed that he or she be removed from office, or
- 19 8 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office Such a resolution shall not be passed unless the MAC member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees

#### *Officers of the Society*

- 20 1 The officers of the Society, who shall all be honorary, shall consist of the Chair, the Immediate Past Chair, the Chair Elect and the Honorary Secretary
- 20 2 The Officers shall be elected by the MAC At the last MAC meeting before each annual general meeting the MAC shall elect persons from among its number to fill any vacancies among the Officers which will arise at that annual general meeting The elections shall be by secret ballot such that the way each MAC member votes shall be known only to himself, the conduct of the ballot may be the subject of bye-laws to be made by the Trustees, and the result of the elections shall be announced at the annual general meeting, at the end of which those elected shall assume office
- 20 3 The Chair shall retire at the second annual general meeting after the annual general meeting at which he assumes office After his retirement from office he shall remain Immediate Past Chair until the next following annual general meeting, when he shall retire from the MAC and not be eligible for re-election He shall be eligible for election to the MAC at the next following or any subsequent annual general meeting
- 20 4 The Immediate Past Chair shall take the chair at MAC meetings during the Chair's absence and shall assume the office of Chair until the next annual general meeting if the Chair should die in office or otherwise leave office for any reason At such annual general meeting he shall revert to the office of Immediate Past Chair until the following annual general meeting, at which he shall retire as in Article 20 3
- 20 5 A Chair Elect shall be elected prior to the annual general meeting at which the Immediate Past Chair retires, with the intention that in the normal course of events the



Chair Elect should be elected to the office of Chair upon the Chair's retirement from office

- 20 6 After the retirement of the Immediate Past Chair, at any meeting of the MAC at which the Chair is not present, the Chair Elect shall take the chair. If, after the retirement of the Immediate Past Chair, the Chair should die in office or otherwise leave office for any reason, the Chair Elect shall assume the office of Chair of the MAC until the next annual general meeting. At such annual general meeting he shall be eligible for re-election as Chair of the MAC for a full term of office
- 20 7 The Honorary Secretary shall be elected for a term of four years. After the annual general meeting at which he retires, he shall be eligible for election to the MAC at the following or any subsequent annual general meeting

## **Trustees**

### ***Number of Trustees***

- 21 There shall be a minimum of three Trustees and a maximum of eleven Trustees. At least 50% of the Trustees should be healthcare professionals

### ***Appointment, retirement, removal and disqualification of Trustees***

- 22 The Trustees shall be appointed as follows.
- 22 1 The chair of the MAC, the Immediate Past Chair and the Chair Elect of the MAC shall be ex-officio Trustees unless they cease to be a Trustee in accordance with Article 28, and
- 22 2 The Trustees may co-opt up to seven further Trustees
- 23 Trustees appointed by the Trustees in accordance with Article 22 2 shall retire by rotation with one third of them retiring each year unless reappointed for a non-renewable second term in office
24. Subject to the Companies Acts, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot
- 25 The retirement and reappointment of Trustees shall take effect at the annual general meeting having been agreed by the Trustees in advance. If at the annual general meeting a Trustee retiring by rotation has not been replaced, subject to Article 26 he or she shall if willing to act be deemed to have been reappointed unless the Trustees have resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee has been put to the Trustees and lost
- 26 A Trustee who has served for two consecutive terms of office must take a break from office and may not be reappointed until the earlier of:
- 26 1 the anniversary of the commencement of his or her break from office, and

- 26 2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced
27. **No person may be appointed as a Trustee:**
- 27 1 unless he or she has attained the age of 18 years, or
- 27.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of the Articles
28. The office of a Trustee shall be vacated if
- 28 1 he or she ceases to be a Trustee by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Trustee,
- 28 2 he or she is disqualified under the Charities Act 1993 from acting as a Trustee,
- 28 3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally,
- 28 4 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,
- 28 5 he or she resigns by notice to the Society (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);
- 28 6 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason,
- 28 7 at a general meeting of the Society, a resolution is passed that he or she be removed from office, provided the meeting has invited the views of the Trustee concerned and considered the matter in the light of such views, or
- 28 8 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees

### ***Powers of Trustees***

- 29 Subject to the Companies Acts, the Memorandum and the Articles, the business of the Society shall be managed by the Trustees who may exercise all the powers of the Society. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees
- 30 The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the

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Trustees may only act for the purpose of increasing the number of Trustees or of summoning a general meeting of the Society

- 31 All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee
32. Subject to the Articles the Trustees may regulate their proceedings as they think fit

***Chair, Vice Chair and Treasurer***

- 33 The Trustees may appoint from amongst their number a chair of the Trustees, a vice-chair of Trustees and a treasurer and may at any time remove that individual from office

***Delegation of Trustees' powers***

- 34 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Society for such purposes and on such conditions as they determine.
- 35 The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Society to any person or committee in accordance with the conditions set out in these Articles

***Delegation to committees***

- 36 In the case of delegation to committees
- 36 1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number),
- 36 2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify,
- 36 3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary,
- 36 4 all delegations under this Article shall be variable or revocable at any time,
- 36 5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit, and
- 36 6 no committee shall knowingly incur expenditure or liability on behalf of the Society except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees

- 37 For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee
- 38 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any regulations made by the Trustees

***Delegation of day to day management powers***

- 39 In the case of delegation of the day to day management of the Society to a chief executive or other manager or managers
- 39 1 the delegated power shall be to manage the Society by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget,
- 39 2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority, and
- 39 3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Society and provide them regularly with management accounts sufficient to explain the financial position of the Society

**Members' Meetings**

- 40 Articles 41 to 75 shall apply to members' meetings

***Annual general meetings***

- 41 The Society shall hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit

***Other general meetings***

- 42 The Trustees may call a general meeting at any time The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings In default, the requisitionists may call a general meeting in accordance with the Companies Acts

***Length of notice***

- 43 Unless Article 44 applies, all general meetings shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period
- 44 A general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the members

### *Contents of notice*

- 45 Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is general or annual general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Society there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

### *Service of notice*

- 46 Notice of general meetings shall be given to every member, to the Trustees, to any patron(s) and to the auditors of the Society.

### *Manner of serving notice*

- 47 Notice of general meetings shall be served in accordance with Articles 95 to 100.

### *Quorum*

48. No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member, or one thirtieth of the total membership, whichever is the greater, shall be a quorum. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting 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 Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

### *Attendance*

- 49 A Trustee may, even if not a member, attend and speak at any general meeting.

### *Chair*

50. The chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting, but if neither the chair nor such other Trustee (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, he or she shall be chair. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair.

### *Adjournment*

- 51 The chair may, with the consent of a general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and

from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a general meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

### ***Poll***

- 52 A resolution put to the vote of a general meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded
- 52.1 by the chair; or
- 52.2 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes, or
- 52.3 by at least two members present in person or by proxy and having the right to vote at the meeting, or
- 52.4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 53 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 54 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 55 A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 56 A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 57 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case

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

### ***Votes***

- 58 On a show of hands and on a poll every member present in person or by proxy shall have one vote
59. In the case of an equality of votes, whether on a show of hands or on a poll, provided the chair is a member, he/she shall be entitled to a casting vote in addition to any other vote he or she may have
- 60 No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Society have been paid
- 61 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office of the Society, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable
- 62 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chair whose decision shall be final and binding

### ***Proxies***

- 63 The appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) -

**“[British Menopause Society]**

**[Name of member appointing the proxy:**

**Address:**

**I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Society to be held on [date], and at any adjournment thereof.**

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

<b>Resolution No 1</b>	<b>*for</b>	<b>*against</b>	<b>*abstain</b>	<b>*as the proxy thinks fit</b>
<b>Resolution No 2</b>	<b>*for</b>	<b>*against</b>	<b>*abstain</b>	<b>*as the proxy thinks fit</b>
<b>All other resolutions properly put to the meeting</b>	<b>*for</b>	<b>*against</b>	<b>*abstain</b>	<b>*as the proxy thinks fit</b>

**\*Strike out whichever is not desired.**

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

**Signed: .....**

**Dated: .....”**

- 64 Unless the appointment of a proxy indicates otherwise, it must be treated as
- 64 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 64 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
- 65 The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Trustees may
- 65 1 in the case of an instrument in writing be deposited at the registered office of the Society or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 65 2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means
- 65 2 1 in the notice convening the meeting, or
- 65 2 2 in any instrument of proxy sent out by the Society in relation to the meeting, or
- 65 2 3 in any invitation to appoint a proxy issued by the Society in relation to the meeting which is sent by electronic means,
- be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,



- 65 3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll, or
- 65 4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary (if any) or to any Trustee,
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid
- 66 A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body
- 67 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Society at the registered office of the Society or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll
- 68 An appointment of a proxy may be revoked by delivering to the Society a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy

#### ***Remote attendance at general meetings***

- 69 The Society may make arrangements for members to attend a general meeting by televisual or other electronic or virtual means provided that all remote attendants may securely identify themselves, hear the proceedings and cast their votes on line

### ***Written resolutions***

- 70 Subject to Article 71, a written resolution of the Society passed in accordance with these Articles 70 to 75 shall have effect as if passed by the Society in general meeting
- 70 1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members
- 70 2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members A written resolution is not a special resolution unless it states that it was proposed as special resolution
- 70 3 In relation to a resolution proposed as a written resolution of the Society the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 71 A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution
- 72 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse Communications in relation to written resolutions shall be sent to the Society's auditors in accordance with the Companies Acts
- 73 A member signifies their agreement to a proposed written resolution when the Society receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution
- 73 1 If the document is sent to the Society in hard copy form, it is authenticated if it bears the member's signature
- 73 2 If the document is sent to the Society by electronic means, it is authenticated if it is from an email address specified by the member to the Society for the purposes of receiving documents or information by electronic means
- 74 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 75 A proposed written resolution lapses if it is not passed within 40 days beginning with the circulation date

### **Trustees' meetings**

- 76 Articles 77 to 85 shall apply to Trustees' meetings

### ***Notice***

- 77 Two Trustees may (and the Secretary, if any, shall at the request of two Trustees) call a Trustees' meeting
- 78 A Trustees' meeting shall be called by at least seven clear days' notice unless either -
- 78.1 all the Trustees agree, or
- 78 2 urgent circumstances require shorter notice
- 79 Notice of Trustees' meetings shall be given to each Trustee
80. Every notice calling a Trustees' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting
- 81 Notice of Trustees' meetings shall be given in accordance with Articles 95 to 100

### ***Quorum***

- 82 The quorum for Trustees' meetings may be fixed by the Trustees and, unless so fixed at any other number, shall be four or one-third of the total number of Trustees, whichever is the greater

### ***Chair***

- 83 The chair, if any, of the Trustees or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting

### ***Decision making by Trustees at meetings***

- 84 Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have

### ***Virtual meetings***

- 85 A Trustees' meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants

### ***Decisions without a meeting***

- 86 The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing
87. The Trustees may take a majority decision without holding a Trustees' meeting if
- 87 1 a Trustee has become aware of a matter on which the Trustees need to take a decision,

87 2 that Trustee has made the other Trustees aware of the matter and the need for a decision,

87 3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other, and

a majority of the Trustees indicate their agreement by any means to a particular decision on that matter

### **Conflicts of interest**

88 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting (whether a general meeting or a Trustees' meeting) or in relation to which a decision is proposed to be made in accordance with Article 86 or 87, or whenever a Trustee has an interest in another organisation whose interests are reasonably likely to conflict with those of the Society in relation to a matter to be discussed at a meeting (whether a general meeting or a Trustees' meeting) or in accordance with Article 86 or 87, he or she must

88.1 declare an interest before discussion begins on the matter,

88.2 withdraw from that part of the meeting unless expressly invited to remain (or decline to participate in any discussion on the matter unless expressly invited to do so);

88 3 in the case of personal interests not be counted in the quorum for that part of the meeting, and

88 4 in the case of personal interests withdraw during the vote and have no vote on the matter

### **Register of Trustees' interests**

89 The Trustees shall cause a register of Trustees' interests to be kept

### **MAC Meetings**

90 The MAC shall meet at least once a year to appoint Trustees prior to the annual general meeting Meetings of the MAC shall be conducted in the same way as Trustee meetings as set out in Articles 77 to 85 inclusive

### **Irregularities**

91 The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Acts

## **General**

### ***Secretary***

- 92 A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary
- 92.1 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, and
- 92.2 anything else required or authorised to be done by or to the Secretary of the Society may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees

### ***Minutes***

- 93 The Trustees shall cause minutes to be made in books kept for the purpose
- 93.1 of all appointments of officers made by the Trustees,
- 93.2 of all resolutions of the Society and of the Trustees, and
- 93.3 of all proceedings at meetings of the Society and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting,
- and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Society, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision

### ***Records and accounts***

- 94 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Society Commission of
- 94.1 annual reports,
- 94.2 annual returns,
- 94.3 annual statements of account

### ***Communications by and to the Society***

- 95 Subject to the provisions of the Companies Acts and these Articles

- 95 1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Society) by making it available on a website,
- 95.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement, and
- 95 3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts
- 96 Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Society's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member, provided that
- 96 1 a member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Society, and
- 96.2 the Society is not required to send notice of a general meeting or a copy of its annual report and accounts to a member for whom it no longer has a valid address
- 97 Any document to be served on the Society or on any officer of the Society under the Articles may only be served
- 97 1 in the case of documents in hard copy form, by sending or delivering them to the Society's registered office or delivering them personally to the officer in question, or
- 97 2 in the case of documents in electronic form, by sending them by electronic means
- 97 2 1 to an address notified to the members for that purpose, and
- 97 2 2 from an address previously notified to the Society by the member (other than by electronic means) for the purpose of sending and receiving documents and information
- 98 A member present in person or by proxy at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called
- 99 Where a document or information is sent or supplied under the Articles
- 99 1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope

containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.

99.2 Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.

99.3 Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when -

99.3.1 the material is first made available on the website, or

99.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website

100 Where any document or information has been sent or supplied by the Society by electronic means and the Society receives notice that the message is undeliverable

100.1 if the document or information has been sent to a member and is notice of a general meeting of the Society or a copy of the annual report and accounts of the Society, the Society is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Society's register of members, but may in its discretion choose to do so; and

100.2 in all other cases, the Society will send a hard copy of the document or information to the member's postal address as shown in the Society's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person

100.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies

### ***Indemnity***

101 Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Society shall be indemnified out of the assets of the Society in relation to any liability incurred by him or her 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 him or her in that capacity, but only to the extent permitted by the Companies Acts

### ***Winding-up***

102 The provisions of clauses 6 and 7 of the Memorandum relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in the Articles

### ***Regulations***

- 103 The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Society and its affairs, as to the duties of any officers or employees of the Society, as to the conduct of business of the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Companies Acts, the Memorandum, the Articles or any rule of law

### ***Incorporation of Schedule 1***

The Schedule to these Articles, incorporating provisions formerly in the Memorandum of Association of the Charity, forms part of these Articles



**SCHEDULE 1**  
**PROVISIONS FORMALLY CONTAINED IN**  
**THE MEMORANDUM OF ASSOCIATION**  
**OF THE**  
**BRITISH MENOPAUSE SOCIETY**

- 1 The company's name is the British Menopause Society (hereinafter called "the Society")
- 2 The Society's registered office is to be situated in England and Wales.
3. The Society's objects are -
  - (1) to facilitate the advancement of education by the promotion of interest in all matters relating to the menopause (meaning the short and long term consequences of ovarian failure and the associated life events occurring in women) and gynaecological disorders;
  - (2) to facilitate the multi-disciplinary study of matters relating to the menopause and exchange of information and ideas between persons working in this field,
  - (3) to promote high standards of training for those involved in advising women about the menopause and its consequences,
  - (4) to relieve women suffering from gynaecological disorders

In furtherance of such objects but not further or otherwise, the Society shall have power -

- (i) to foster and promote research relating to the menopause and gynaecological disorders, and for this purpose to make donations, grants, prizes and other awards, and to disseminate the useful results of such research,
- (ii) to sponsor and hold meetings, symposia, conferences, lectures, classes, seminars, courses and exhibitions either alone or with others,
- (iii) to provide a forum for the fostering and promotion of contacts and exchange of information and ideas relating to the menopause and gynaecological disorders among persons engaged in this field,
- (iv) to sponsor continuing education programmes for medical and nursing practitioners, other health care professionals, social scientists and the public,
- (v) to cause to be written, published and circulated gratuitously or otherwise, and to encourage contribution to and publication of, periodicals, journals, books, leaflets and other documents and films, recorded tapes and communications in any medium,

- (vi) to foster and promote greater interest in and accurate knowledge of the menopause and gynaecological disorders among the medical, nursing and social science communities and the public and for this purpose to assist the media in providing factual information on the subject of the menopause and gynaecological disorders,
- (vii) to form and maintain a library of literature and other material in connection with the Society's objects,
- (viii) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (ix) to accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, licences and any real, intellectual or personal property, to construct, maintain and alter any of the same as are necessary for any of the objects of the Society and (subject to such consents as may be required by law) to sell, let or otherwise dispose of, turn to account or mortgage any such property as may be thought expedient with a view to the promotion of its objects,
- (x) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Society by way of donations, subscriptions or otherwise, provided that no permanent trading shall be undertaken,
- (xi) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts,
- (xii) to borrow or raise money for the purposes of the Society on such terms and (subject to such consents as may be required by law) on such security as may be thought fit, provided that the Society shall not undertake any permanent trading activities in raising funds for the purposes of the Society;
- (xiii) to take and accept any gifts of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Society,
- (xiv) to invest the monies of the Society not immediately required for its objects in or on such investments, securities or property in such manner 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 provided below,
- (xv) to make any charitable donation either in cash or assets for the furtherance of the objects of the Society,
- (xvi) to establish and support or aid in the establishment or support of any charitable association or body and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects,

- (xvii) to employ and pay any persons, not being directors or members of committees of the Society, to supervise, organise, carry on the work of and advise the Society,
- (xviii) to insure and arrange insurance cover for and to indemnify its officers, employees and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit, provided that such persons shall not be indemnified against any wilful or individual fraud, wrongdoing or wrongful omission and shall be sought to be made liable for such acts,
- (xix) subject to the provisions of Clause 4 to make provision for the welfare of and for the payment of pensions and superannuation to or on behalf of employees, their widows and other dependants,
- (xx) to subscribe to, become a member of or support in any lawful way any charitable corporation, society or other body of persons, whether English or otherwise, having objects of a similar nature to that of the Society and to affiliate or otherwise associate with the Society any such corporation, society or body,
- (xxi) to acquire and undertake all or any part of the property, assets, liabilities and engagements of any persons, corporations, societies or other bodies pursuing any charitable object which the Society is authorised to pursue,
- (xxii) to amalgamate with any corporations, societies or other bodies of persons which are charitable at law and have objects altogether or mainly similar to those of the Society and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association,
- (xxiii) to undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may promote its objects,
- (xxiv) to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society,
- (xxv) to establish where necessary local branches (whether autonomous or not),
- (xxvi) provide indemnity insurance for the Trustees or any other officer of the Society in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 189 shall be treated as references to officers of the Society), and
- (xxvii) to do all such other lawful things as shall further the above objects or any of them,

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 Trustee shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Society, provided that nothing herein shall prevent the payment in good faith by the Society -

- (a) of reasonable and proper remuneration to any member, officer or employee of the Society (not being a Trustee) for any services rendered to the Society, provided that any person may receive reasonable and proper remuneration for secretarial services rendered to the Society,
- (b) of interest at a reasonable and proper rate on money lent or of reasonable and proper rent for premises demised or let by any member, officer or employee, Trustee or member of a committee of the Society,
- (c) to any member, officer, employee, Trustee or member of a committee of the Society for out of pocket expenses,
- (d) to a company of which a member, officer, Trustee or member of a committee of the Society is a member holding not more than one-hundredth part of the capital of such company
- (e) the Society may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 3(xxvi),
- (f) reasonable and proper remuneration to any Trustee for any goods or services supplied to the Society (excluding the service of acting as a Trustee and service performed under a contract of employment with the Society) provided that
  - (i) the Trustee is absent from the part of any meeting at which there is discussion of his or her remuneration, or any matter concerning the contract, or his or her performance of the contract,
  - (ii) the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting,
  - (iii) the other Trustees are satisfied that it is in the interests of the Society to contract with that Trustee rather than with someone who is not a Trustee,
  - (iv) the reason for their decision is recorded by the Trustees in the minutes, and
  - (v) a majority of the Trustees then in office have received no such payments
- (f) In this clause 4:
  - (i) "Society" shall include any company in which the Society

- holds more than 50% of the shares, or
- controls more than 50% of the voting rights attached to the shares, or
- has the right to appoint one or more directors to the board of the company,

(11) “Trustee” shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner

5 The liability of members is limited

6 Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society’s assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Society’s debts and liabilities 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.

7 If upon the winding-up or dissolution of the Society there remains after satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to one or more other societies, institutions or organisations having objects similar to those of the Society which shall be established for charitable purposes only 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 imposed on the Society by Clause 4 hereof, such societies, institutions or organisations to be determined by the members of the Society at or before the time of dissolution, and if so and so far as effect cannot be given to the aforesaid provision, then to some other charitable object