

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

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**Memorandum**  
**of**  
**Royal Society of Tropical Medicine and Hygiene**

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209445/0001/000942237

*Farah Karadines*

**The Companies Act 2006**

**Company Limited by Guarantee and not Having a Share Capital**

**Memorandum of Association of Royal Society of Tropical Medicine and Hygiene**

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

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*Name of each subscriber*

*Authentication by each subscriber*

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**Professor Peter Winstanley**

**Professor Melanie Newport**

**Professor Stephen Ward**

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Dated 08 February 2012

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**of**  
**Royal Society of Tropical Medicine and Hygiene**

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## The Companies Act 2006

### Company Limited by Guarantee and not having a Share Capital

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## **The Companies Act 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of Royal Society of Tropical Medicine and Hygiene**

### **INTERPRETATION**

#### **1. Defined terms**

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

### **OBJECTS AND POWERS**

#### **2. Objects**

The Society's objects are to promote health and advance the study, control and prevention of diseases in man and other animals in the tropics and in disadvantaged communities around the globe by facilitating discussion and the exchange of information among those who are interested in diseases of such communities.

#### **3. Powers**

To further its objects the Society may:

- 3.1 provide services and facilities for Fellows;
- 3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.3 along with other specialist organisations, where appropriate, publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.5 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.6 enter into contracts to provide services to or on behalf of other bodies;
- 3.7 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;

- 3.8 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Society must comply as appropriate with the Charities Act 2011);
- 3.9 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Society must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.10 set aside funds for special purposes or as reserves against future expenditure;
- 3.11 invest the Society's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.12 arrange for investments or other property of the Society to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.13 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.14 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.15 accept (or disclaim) gifts of money and any other property;
- 3.16 raise funds by way of subscription, donation or otherwise;
- 3.17 trade in the course of carrying out the objects of the Society and carry on any other trade which is not expected to give rise to taxable profits;
- 3.18 incorporate and acquire subsidiary companies to carry on any trade;
- 3.19 subject to Article 4 (Limitation on private benefits):
  - 3.19.1 engage and pay employees, consultants and professional or other advisers; and
  - 3.19.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees
- 3.20 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.21 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Society's objects);
- 3.22 undertake and execute charitable trusts;

- 3.23 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body, including (without limitation) the acquisition of the undertaking, assets and liabilities of the Predecessor Organisation;
- 3.24 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.25 pay out of the funds of the Society the costs of forming and registering the Society;
- 3.26 insure the property of the Society against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Society;
- 3.27 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(1) shall be treated as references to officers of the Society); and
- 3.28 do all such other lawful things as may further the Society’s objects.

#### **LIMITATION ON PRIVATE BENEFITS**

#### **4. Limitation on private benefits**

- 4.1 The income and property of the Society shall be applied solely towards the promotion of its objects.

##### *Permitted benefits to Fellows*

- 4.2 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 by way of profit to any Fellow of the Society. This shall not prevent any payment in good faith by the Society of:
  - 4.2.1 any payments made to any Fellow (not being a Trustee) in his or her capacity as a beneficiary of the Society;
  - 4.2.2 reasonable and proper remuneration to any Fellow (not being a Trustee) for any goods or services supplied to the Society (including services performed by the Fellow under a contract of employment with the Society), provided that if such Fellow is a Trustee Articles 4.3, 4.4 and 4.5 shall apply;
  - 4.2.3 interest at a reasonable and proper rate on money lent by any Fellow (not being a Trustee) to the Society;
  - 4.2.4 any reasonable and proper rent for premises let by any Fellow (not being a Trustee) to the Society; and
  - 4.2.5 any payments to a Fellow who is also a Trustee which are permitted under Article 4.3, 4.4 or 4.5.



### ***Permitted benefits to Trustees and Connected Persons***

4.3 No Trustee may:

- 4.3.1 sell goods, services or any interest in land to the Society;
- 4.3.2 be employed by, or receive any remuneration from, the Society; or
- 4.3.3 receive any other financial benefit from the Society;

unless the payment is permitted by Articles 4.4 or 4.5 or is authorised in Writing by the Charity Commission.

4.4 A Trustee may receive the following benefits from the Society:

- 4.4.1 a Trustee or person Connected to a Trustee may receive a benefit from the Society in his or her capacity as a beneficiary of the Society;
- 4.4.2 a Trustee may be reimbursed by the Society for, or may pay out of the Society's property, reasonable expenses properly incurred by him or her when acting on behalf of the Society;
- 4.4.3 a Trustee or person Connected to a Trustee may receive interest at a reasonable and proper rate on money lent to the Society;
- 4.4.4 a Trustee or person Connected to a Trustee may receive reasonable and proper rent for premises let to the Society;
- 4.4.5 the Society may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.27; and
- 4.4.6 a Trustee or other officer of the Society may receive payment under an indemnity from the Society in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under this Article 4.4, Article 22 (Conflicts of interests) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

### ***Subsidiary Companies***

4.5 A Trustee may receive the following benefits from any Subsidiary Company:

- 4.5.1 a Trustee or a person Connected to a Trustee may receive a benefit from any Subsidiary Company in his or her capacity as a beneficiary of the Society or of any Subsidiary Company;
- 4.5.2 a Trustee or a person Connected to a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by him or her when acting on behalf of any Subsidiary Company;

- 4.5.3 a Trustee or a person Connected to a Trustee may, with the approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;
- 4.5.4 a Trustee or a person Connected to a Trustee may, with the approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;
- 4.5.5 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
- 4.5.6 a Trustee or a person Connected to a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;

provided that where benefits are conferred under Articles 4.5.3 or 4.5.4, Article 22 (Conflicts of interests) must be complied with by the relevant Trustee in relation to any decisions by the Trustees to approve the benefit.

## **LIMITATION OF LIABILITY AND INDEMNITY**

### **5. Liability of Fellows**

The liability of each Fellow is limited to £1, being the amount that each Fellow undertakes to contribute to the assets of the Society in the event of its being wound up while he or she is a Fellow or within one year after he or she ceases to be a Fellow, for:

- 5.1 payment of the Society's debts and liabilities contracted before he or she ceases to be a Fellow;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

### **6. Indemnity**

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.

## **TRUSTEES**

### ***TRUSTEES' POWERS AND RESPONSIBILITIES***

### **7. Trustees' general authority**

Subject to the Articles, the Trustees are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society.

## **8. Fellows' reserve power**

- 8.1 The Fellows may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.
- 8.2 No such special resolution shall invalidate anything which the Trustees have done before the passing of the resolution.

## **9. Trustees may delegate**

- 9.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.
- 9.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Society to any person or committee.
- 9.3 Any delegation by the Trustees may be:
  - 9.3.1 by such means;
  - 9.3.2 to such an extent;
  - 9.3.3 in relation to such matters or territories; and
  - 9.3.4 on such terms and conditions;as they think fit.
- 9.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 9.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 9.6 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.

## **10. Committees**

- 10.1 In the case of delegation to committees:
  - 10.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
  - 10.1.2 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;
  - 10.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be

reported promptly to the Trustees and every committee must appoint a secretary for that purpose;

- 10.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit;
  - 10.1.5 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; and
  - 10.1.6 the President shall be an ex officio member of all committees, unless the President chooses to delegate this responsibility to one or more of the Vice-Presidents
- 10.2 The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Trustees in so far as they apply and are not superseded by any Bye-Laws made by the Trustees.
- 10.3 The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles 9.1 and 10.1:
- 10.3.1 Finance & Audit Committee;
  - 10.3.2 Grants & Awards Committee;
  - 10.3.3 Meetings Committee;
  - 10.3.4 Education & Training Committee;
  - 10.3.5 Policy & Advocacy Committee; and
  - 10.3.6 International Members Committee.

## **11. Delegation of day to day management powers**

In the case of delegation of the day to day management of the Society to a chief executive or other manager or managers:

- 11.1 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;
- 11.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and
- 11.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Society and provide them regularly with management accounts which are sufficient to explain the financial position of the Society.

## **12. Delegation of financial management**

- 12.1 For the avoidance of doubt, the Trustees may (in accordance with Articles 9.1 and 10.1) delegate all financial matters to any committee provided that such committee shall include at least one Trustee.
- 12.2 The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for payments above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Society except in accordance with a budget which has been approved by the Trustees.

## **13. Delegation of investment management**

The Trustees may delegate the management of investments to a Financial Expert or Experts provided that:

- 13.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Trustees;
- 13.2 timely reports of all transactions are provided to the Trustees;
- 13.3 the performance of the investments is reviewed regularly with the Trustees;
- 13.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 13.5 the investment policy and the delegation arrangements are reviewed regularly;
- 13.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance; and
- 13.7 the Financial Expert or Experts must not do anything outside the powers of the Trustees.

## **14. Bye-Laws**

- 14.1 The Board of Trustees may from time to time make, repeal or alter such Bye-Laws as they think fit as to the management of the Society and its affairs. The Bye-Laws shall be binding on all Fellows of the Society. No Bye-Law shall be inconsistent with the Articles or any rule of law.
- 14.2 The Bye-Laws may regulate the following matters but are not restricted to them:
- 14.2.1 the duties of any officers or employees of the Society;
- 14.2.2 the admission of Fellows of the Society and the benefits conferred on Fellows, and any subscriptions, fees or payments to be made by Fellows;
- 14.2.3 the conduct of Fellows of the Society in relation to one another, and to the Society's employees and volunteers;

- 14.2.4 the conduct of business of the Board of Trustees or any committee (including, without limitation, how the Board of Trustees make decisions and how such rules are to be recorded or communicated to the Trustees);
  - 14.2.5 the procedure at general meetings;
  - 14.2.6 any of the matters or things within the powers or under the control of the Board of Trustees; and
  - 14.2.7 generally, all such matters as are commonly the subject matter of company rules.
- 14.3 The Society in general meetings has the power to alter, add to or repeal the Bye-Laws but no alteration of the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

### ***DECISION-MAKING BY TRUSTEES***

#### **15. Trustees to take decisions collectively**

Any decision of the Trustees must be either by:

- 15.1 a decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to Article 20); or
- 15.2 a unanimous decision taken in accordance with Article 21.

#### **16. Calling a Trustees' meeting**

- 16.1 Two Trustees may (and the President must at the request of two Trustees) call a Trustees' meeting.
- 16.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:
  - 16.2.1 all the Trustees agree; or
  - 16.2.2 urgent circumstances require shorter notice.
- 16.3 Notice of Trustees' meetings must be given to each Trustee.
- 16.4 Every notice calling a Trustees' meeting must specify:
  - 16.4.1 the place, day and time of the meeting;
  - 16.4.2 the general nature of the business to be considered at such meeting; and
  - 16.4.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 16.5 Notice of Trustees' meetings must be in Writing.

16.6 Article 56 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

**17. Participation in Trustees' meetings**

17.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

17.1.1 the meeting has been called and takes place in accordance with the Articles; and

17.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

17.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other. For the avoidance of doubt a Trustee may participate in a Trustees' meeting by telephone or other virtual or electronic means.

17.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

**18. Quorum for Trustees' meetings**

18.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

18.2 The quorum for Trustees' meetings until and including the Effective Date shall be two. Thereafter the quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than six and such quorum must include at least two Elected Trustees. Where the decision or issue under discussion concerns a matter in respect of which one or more of the Trustees has a Conflict of Interests, the quorum shall be six Trustees entitled to vote on the matter.

18.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:

18.3.1 to appoint further Trustees; or

18.3.2 to call a general meeting so as to enable the Fellows to elect further Trustees.

**19. Chairing of Trustees' meetings**

The President or in his or her absence the Vice-President shall preside as chair of each Trustees' meeting. In the absence of both the President and Vice-President, another Trustee nominated by the Trustees present shall preside as chair of the meeting.

**20. Casting vote**

20.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

20.2 Article 20.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **21. Unanimous decisions without a meeting**

21.1 A decision is taken in accordance with this Article 21 when all of the Trustees indicate to each other by any means (including without limitation by Electronic Means) that they share a common view on a matter. The Trustees cannot rely on this Article to make a decision if one or more of the Trustees has a Conflict of Interests which, under Article 22, results in them not being entitled to vote.

21.2 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.

21.3 A decision which is made in accordance with this Article 21 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

21.3.1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary (“the Recipient”), which person may, for the avoidance of doubt, be one of the Trustees;

21.3.2 following receipt of responses from all of the Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been formally approved by the Trustees in accordance with this Article 21.3;

21.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

21.3.4 the Recipient must prepare a minute of the decision in accordance with Article 59 (Minutes).

## **22. Conflicts of interests**

### *Declaration of interests*

22.1 Unless Article 22.2 applies, a Trustee must declare the nature and extent of:

22.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Society; and

22.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Society or his or her duties to the Society.

22.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.



### ***Participation in decision-making***

22.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a Conflict of Interests with or in respect of the Society, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

22.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a Conflict of Interests with or in respect of the Society, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

22.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:

- (a) any benefit received in his or her capacity as a beneficiary of the Society (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Society;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.27;
- (c) payment under the indemnity set out at Article 6; and
- (d) reimbursement of expenses in accordance with Article 4.4.2; or

22.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 22.5.

22.5 If a Trustee with a Conflict of Interests is required to comply with this Article 22.5, he or she must:

22.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

22.5.2 not be counted in the quorum for that part of the process; and

22.5.3 withdraw during the vote and have no vote on the matter.

### ***Continuing duties to the Society***

22.6 Where a Trustee or person Connected with him or her has a Conflict of Interests and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

22.6.1 the Trustee shall not be in breach of his or her duties to the Society by withholding confidential information from the Society if to disclose it would

result in a breach of any other duty or obligation of confidence owed by him or her; and

22.6.2 the Trustee shall not be accountable to the Society for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

**23. Register of Trustees' interests**

Each Trustee must complete a Register of Interests form each year.

**24. Validity of Trustee actions**

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.

***APPOINTMENT AND RETIREMENT OF TRUSTEES***

**25. Initial Boards**

25.1 Those persons notified to the Registrar of Companies as the first directors of the Society shall be the first Trustees until and including the Effective Date.

25.2 On the day immediately following the Effective Date, those persons who were trustees of the Predecessor Organisation on the Effective Date shall be the Trustees of the Society and shall be deemed to be Elected Trustees for the purposes of the Articles. Thereafter, the Trustees of the Society shall be elected or appointed in accordance with Articles 26 to 28.

**26. Composition of the Board**

26.1 Subject to Article 25, the Trustees shall be made up of the following persons:

26.1.1 not more than nine Elected Trustees, elected in accordance with Article 27; and

26.1.2 not more than five Appointed Trustees, appointed in accordance with Article 28.

26.2 Any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions of Article 30, may be elected or appointed to be a Trustee in accordance with Article 27 or 28 respectively.

26.3 No person may be appointed as a Trustee unless he or she has reached the age of 16 years.

26.4 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

## **27. Elected Trustees**

- 27.1 Subject to Article 25, up to nine Elected Trustees shall be elected by and from the Fellows at an election to be held in advance of an annual general meeting and in accordance with the Bye-Laws.
- 27.2 If an Elected Trustee resigns, is disqualified or is removed from office before the end of his or her term of office (the “Outgoing Trustee”), the vacancy may be filled by the appointment of a replacement Trustee by the Trustees. The replacement Trustee may but need not be a Fellow. Any individual appointed under this Article 27.2 shall be deemed to be an Elected Trustee for the purposes of the Articles and shall hold office until the term of office of the Outgoing Trustee would have expired.

## **28. Appointed Trustees**

- 28.1 Subject to Article 25, up to five Appointed Trustees shall be appointed by the Trustees.
- 28.2 The Appointed Trustees shall consist of individuals who have the skills and experience required by the Board. Appointed Trustees may include Fellows and non-Fellows.

## **28A Officers**

- 28A.1 The Trustees shall appoint an Elected Trustee to each of the following Officer Roles, in accordance with the Bye-laws:
- 28A.1.2 the President-elect; and
- 28A.1.3 Vice-President.
- 28A.2 If the Trustees are unable to appoint a suitable candidate from amongst the Elected Trustees who are willing to serve in the roles of President-elect or Vice-President, the Trustees may decide, by simple majority vote, to appoint an Appointed Trustee (who may but need not be a Fellow) to any of the Officer Roles.
- 28A.3 An individual shall cease to hold any Officer Role automatically if they cease to be a Trustee of the Society and if this gives rise to a vacancy (or if there is a vacancy in one or more of the Officer Roles for any other reason) the Trustees shall have the discretion to appoint a replacement Trustee to the vacant Officer Role or to make such other interim arrangements as the Trustees consider appropriate in the circumstances.
- 28A.4 In the event that there is a vacancy (for any reason) in the office of President, the President-elect shall automatically commence his or her term of office as President and the Trustees shall have the discretion to appoint a replacement Trustee to the vacant President-elect role or to make such other interim arrangements as the Trustees consider appropriate in the circumstances. Any individual who becomes President under this Article 28A.4 shall remain in the office of President for such period as the Trustees determine.

## **29. Terms of Office and Retirement of Trustees**

### ***Commencement of term***

- 29.1 Subject to Article 25, Elected Trustees shall commence their term of office at the end of the annual general meeting following their election.
- 29.2 Appointed Trustees shall commence their term of office on the date determined by the Board of Trustees.

### ***Automatic retirement***

- 29.3 Subject to Articles 29.4 and 29.5, Elected Trustees and Appointed Trustees shall retire from office at the end of the third annual general meeting following the commencement of their term of office.
- 29.4 The Trustees appointed in accordance with Article 25.2 shall agree among themselves the dates on which each of them shall retire from office and shall ensure that they are not all due to retire on the same date.
- 29.5 The Board of Trustees, when appointing an Appointed Trustee pursuant to Article 28.1, may decide that the Appointed Trustee shall retire from office at the end of the first annual general meeting following the commencement of his or her term of office.

### ***Officer Role Terms of Office***

- 29.6 The President shall retire from office as President at the end of the first annual general meeting following the commencement of his or her term of office as President.
- 29.7 The President-elect shall retire from office as President-elect at the end of the first annual general meeting following the commencement of his or her term of office as President-elect, at which point he or she shall automatically commence his or her term of office as President.
- 29.8 The Vice-President shall retire from office as Vice-President at the end of the second annual general meeting following the commencement of his or her term of office as Vice-President.

### ***Maximum term***

- 29.9 Subject to Articles 29.10 and 29.11, a Trustee who has served for two consecutive terms of office must take a break from office and may not be re-elected or re-appointed until the earlier of:
  - 29.9.1 the anniversary of the commencement of his or her break from office; and
  - 29.9.2 the annual general meeting following the annual general meeting at which his or her break from office commenced.

- 29.10 The Trustees in their absolute discretion may decide that any Trustee who has already served for the maximum term, as prescribed in Article 29.9, may serve for up to one further term before having to take a break from office.
- 29.11 For the purposes of Article 29.9 a term of office shall not include a term for which a Trustee served as one of the first Trustees in accordance with Article 25.1, or as a replacement Trustee appointed in accordance with Article 27.2.

### **30. Disqualification and removal of Trustees**

A Trustee shall cease to hold office if:

- 30.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 30.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 30.3 he or she is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of a charity;
- 30.4 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- 30.5 a composition is made with his or her creditors generally in satisfaction of his or her debts;
- 30.6 the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 30.7 notification is received by the Society from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least four Trustees will remain in office when such resignation has taken effect);
- 30.8 in the case of an Elected Trustee, he or she ceases to be a Fellow;
- 30.9 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;
- 30.10 at a general meeting of the Society, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or
- 30.11 at a meeting of the Board of 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 he or she 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 either (at his or her option) being heard by or of making written representations to the Trustees.

## **PATRONS**

### **31. Patrons**

The Trustees may appoint and remove any individual(s) as patron(s) of the Society on such terms as they shall think fit. A patron (if not a Fellow) shall have the right (subject to Article 42.3) to be given notice of, to attend and speak (but not vote) at any general meeting of the Society and shall also have the right to receive accounts of the Society when available to Fellows.

## **FELLOWS**

### ***BECOMING AND CEASING TO BE A FELLOW***

### **32. Admission of Fellows to the Society**

32.1 Until and including the Effective Date, the subscribers to the Memorandum shall be the Fellows of Society.

32.2 On the day immediately following the Effective Date, those persons who were fellows of the Predecessor Organisation on the Effective Date shall be the Fellows of the Society and their details shall be entered in the Society's Register of Fellows. Thereafter, the Fellows of the Society shall be admitted as a Fellow in accordance with the remaining provisions of this Article 32.

32.3 To be eligible for admission to the Society as a Fellow, an individual shall:

32.3.1 be a medical or veterinary practitioner, scientist, student or other individual interested in the objects of the Society; and

32.3.2 hold qualifications that are satisfactory to the Trustees.

32.4 An individual shall be admitted to the Society as a Fellow in accordance with the Bye-Laws.

32.5 The Trustees may in their absolute discretion decline to admit any individual as a Fellow and need not give reasons for so doing.

### **33. Termination of Fellowship**

33.1 Fellowship shall not be transferable and shall cease on death.

33.2 A Fellow shall automatically cease to be a Fellow of the Society if:

33.2.1 he or she opts out of fellowship by giving written notice to the Society; or

33.2.2 a resolution is passed at a meeting of the Trustees at which at least half of the Trustees are present resolving that the Fellow be expelled on the grounds that his or her continued fellowship is harmful to or is likely to become harmful to the interests of the Society. Such a resolution shall not be passed unless the Fellow 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 representations in Writing to the Trustees; or

33.2.3 a resolution is passed at a general meeting of the Fellows by at least 75% of those present and voting that the Fellow be expelled on the ground that his or her continued fellowship is harmful to or is likely to become harmful to the interests of the Society. Such a resolution shall not be passed unless the Fellow 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 representations in Writing to the meeting; or

33.2.4 if any subscription or other sum payable by the Fellow to the Society is not paid on the due date and remains unpaid at the end of the period of two calendar months beginning with the due date. The Trustees may re-admit as a Fellow any person removed on this ground on him or her paying such reasonable sum as the Trustees may determine.

#### **34. Subscriptions**

34.1 Subject to Articles 34.3 and 36.2, every Fellow shall pay a subscription as set by the Board of Trustees.

34.2 The name of a newly elected Fellow shall not be placed on the Register of Fellows, nor shall he or she be entitled to any of the privileges of fellowship until his or her first subscription has been paid.

34.3 A former President is exempted from payment of any further subscriptions without loss of privileges.

#### **35. Privileges of Fellowship**

35.1 Fellows' details shall be entered in a Register of Fellows.

35.2 The benefits, rights and obligations of the Fellows shall be set out in Bye-Laws of the Society.

35.3 Without prejudice to their other rights under the Articles of the Companies Acts, every Fellow of the Society (but not Honorary Fellows) shall have the right to attend and speak at all meetings of the Society and to vote on all resolutions put before a general meeting.

#### **36. Retired Fellows**

36.1 A Fellow who retires from active professional life after being a paid-up Fellow of the Society for at least 20 years shall be eligible for admission to the Society as a Retired Fellow in accordance with the Bye-Laws.

36.2 A Retired Fellow shall receive a 50% reduction in the standard subscription rate (the standard Retired Subscription Rate).

36.3 Retired Fellows shall be Fellows for the purposes of the Companies Acts and the Articles and shall be entitled to vote on any matter in general meeting

**37. Honorary Fellows**

37.1 An individual who has made outstanding contributions towards the objectives of the Society shall be eligible for admission to the Society as an Honorary Fellow in accordance with the Bye-Laws.

37.2 An Honorary Fellow shall pay no subscription.

37.3 Honorary Fellows shall not be Fellows for the purposes of the Companies Acts or the Articles and shall not be entitled to vote on any matter in general meeting.

***ORGANISATION OF GENERAL MEETINGS***

**38. Annual general meetings**

The Society shall hold an annual general meeting once in each financial year. Not more than 18 months shall pass between the date of one annual general meeting and the next. The annual general meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Fellows to attend, usually in association with a Society Event.

**39. Other general meetings**

39.1 The President or the Trustees may call a general meeting at any time.

39.2 The President shall call a general meeting on receiving a requisition to that effect signed by at least 5% of Fellows having the right to attend and vote at general meetings.

**40. Length of notice**

All general meetings must be called by either:

40.1 at least 14 Clear Days' notice; or

40.2 shorter notice if it is so agreed by a majority in number of the Fellows having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Fellows.

**41. Contents of notice**

41.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted. If the meeting is an annual general meeting, the notice must say so and the business to be transacted shall include:

41.1.1 ratification of minutes of the previous annual general meeting;



- 41.1.2 receiving the report of the Trustees on the Society's activities since the previous annual general meeting;
  - 41.1.3 receiving the accounts of the Society for the previous financial year;
  - 41.1.4 receiving the report of the Honorary Treasurer to the Trustees;
  - 41.1.5 appointment of the auditors, as required from time to time;
  - 41.1.6 election of up to three Fellows of the Society (other than Trustees) to the Audit Committee for the coming year;
  - 41.1.7 in those years when Elected Trustees are elected, announcement of the result of the ballot;
  - 41.1.8 the retiring President shall announce his or her successor, and present him or her with the chair and the Chain of office;
  - 41.1.9 announcement by the new President of the name of the President-elect who has been appointed by the Board of Trustees to act during his or her term of office;
  - 41.1.10 in those years where the Vice-President is retiring, announcement by the new President of the name of the new Vice-President who has been appointed by the Board of Trustees;
  - 41.1.11 consideration of resolutions for the alterations of the Constitution or for other purposes of which due notice has been given;
  - 41.1.12 consideration of any other business approved by the Trustees and appearing on the Agenda;
  - 41.1.13 presentation of medals and awards awarded by the Society during the year; and
  - 41.1.14 open questions to the Trustees by the Fellows.
- 41.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 41.3 In every notice calling a meeting of the Society there must appear with reasonable prominence a statement informing the Fellow of his or her rights to appoint another person as his or her proxy at a meeting of the Society.
- 41.4 If the Society gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

## **42. Service of notice**

Notice of general meetings shall be given to:

- 42.1 every Fellow;
- 42.2 the Trustees;
- 42.3 any patron of the Society known to be permanently or temporarily resident in the UK;  
and
- 42.4 the auditors of the Society (if any).

**43. Location of Meetings**

Annual and general meetings may be carried out at one single venue or simultaneously at a maximum of three separate venues with a video, audio or other real-time link between all of the venues. At the start of such meetings, each venue must indicate by majority vote that they are satisfied with the meeting set-up and technology.

**44. Quorum for general meetings**

- 44.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 44.2 The quorum for general meetings until and including the Effective Date shall be two. Thereafter thirty persons entitled to vote upon the business to be transacted, each being a Fellow (but excluding Trustees), shall be a quorum.
- 44.3 If such 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 other day, 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 the Fellows present shall be a quorum.

**45. Chairing general meetings**

- 45.1 The President or in his or her absence the Vice President shall preside as chair of the meeting. In the absence of the President and Vice President, the Trustees present shall choose one of their number to be chair. In the absence of a Trustee who is willing to chair, the Fellows present and entitled to vote shall choose one of their number to be chair. For the avoidance of doubt, a proxy holder who is not a Fellow shall not be entitled to be appointed chair of the meeting under this Article 45.1.
- 45.2 On all points of procedure the ruling of the chair of the meeting, acting in good faith, shall be final.

**46. Attendance and speaking by Trustees, patrons and non-Fellows**

- 46.1 Trustees may attend and speak at general meetings, whether or not they are Fellows, but may not vote in such capacity.
- 46.2 Patrons may attend and speak at general meetings, whether or not they are Fellows, but may not vote in such capacity.

46.3 The chair of the meeting may permit other persons who are not Fellows of the Society (or otherwise entitled to exercise the rights of Fellows in relation to general meetings) to attend and speak at a general meeting but such persons may not vote in such capacity.

#### **47. Adjournment**

47.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

47.1.1 the meeting consents to an adjournment; or

47.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

47.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

47.3 When adjourning a general meeting, the chair of the meeting must:

47.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and

47.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

47.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Society must give at least 7 Clear Days' notice of it:

47.4.1 to the same persons to whom notice of the Society's general meetings is required to be given; and

47.4.2 containing the same information which such notice is required to contain.

47.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

### ***VOTING AT GENERAL MEETINGS***

#### **48. Voting: general**

48.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

48.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

48.2.1 has or has not been passed; or

48.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 59 is also conclusive evidence of that fact without such proof.

48.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

48.4 No Fellow shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Society have been paid.

## **49. Votes**

### ***Votes on a show of hands***

49.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

49.1.1 each Fellow present in person at a general meeting; and

49.1.2 (subject to Article 53.3) each proxy present at a general meeting who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that, if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

### ***Votes on a poll***

49.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

49.2.1 every Fellow voting in advance of the general meeting in accordance with Article 50.3;

49.2.2 every Fellow present in person at a general meeting unless he or she has already voted in advance of the meeting in accordance with Article 50.3; and

49.2.3 every Fellow present by proxy at a general meeting (subject to Article 53.3).

## **50. Poll votes**

50.1 A poll on a resolution may be demanded:

50.1.1 in advance of the general meeting where it is to be put to the vote; or

50.1.2 at a 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.

- 50.2 A poll may be demanded by:
- 50.2.1 the chair of the meeting;
  - 50.2.2 the Trustees;
  - 50.2.3 two or more persons having the right to vote on the resolution;
  - 50.2.4 any person, who, by virtue of being appointed proxy for one or more Fellows having the right to vote on the resolution, holds two or more votes;  
or
  - 50.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Fellows having the right to vote on the resolution.
- 50.3 Where a poll on a resolution is demanded in advance of the general meeting, subject to the requirements of the Bye-Laws, the vote on that resolution may include votes cast in advance of the meeting. Polls demanded in advance of a meeting shall be taken in accordance with the requirements set out in the Bye-Laws or the directions issued by the Trustees from time to time, which shall include details of the procedure for casting votes in advance of a general meeting under this Article 50.3.
- 50.4 Subject to the Articles and the Bye Laws, polls at general meetings must be taken immediately and in such manner as the chair of the meeting directs.
- 50.5 A demand for a poll may be withdrawn if:
- 50.5.1 the poll has not yet been taken; and
  - 50.5.2 the chair of the meeting consents to the withdrawal.

## **51. Errors and disputes**

- 51.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 51.2 Any such objection must be referred to the chair of the meeting whose decision is final.

**52. Proxies**

***Power to appoint***

52.1 A Fellow is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a meeting of the Society. A proxy must vote in accordance with any instructions given by the Fellow by whom the proxy is appointed.

***Manner of appointment***

52.2 Proxies must be appointed by a notice in writing (a “Proxy Notice”).

52.3 A Proxy Notice shall be in the following form (or in any other form which the Trustees may approve):

Royal Society of Tropical Medicine and Hygiene

Name of Fellow 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 1</b>	<b>*for</b>	<b>*against</b>	<b>*abstain</b>	<b>*as the proxy thinks fit</b>
<b>Resolution 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: .....”

52.4 Proxy Notices must be signed by or on behalf of the Fellow appointing the proxy, or authenticated in such manner as the Trustees may determine.

52.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

- 52.5.1 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
- 52.5.2 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.

### **53. Delivery of Proxy Notices**

53.1 The Proxy Notification Address in relation to any general meeting is:

- 53.1.1 the registered office of the Society;
- 53.1.2 any other Address or Addresses specified by the Society as an Address at which the Society or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
- 53.1.3 any electronic Address falling within the scope of Article 53.2.

53.2 If the Society gives an electronic Address:

- 53.2.1 in a notice calling a meeting;
- 53.2.2 in an instrument of proxy sent out by it in relation to the meeting; or
- 53.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 53.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

#### ***Attendance of Fellow***

53.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Society by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

#### ***Timing***

- 53.4 Subject to Articles 53.5 and 53.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 53.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

- 53.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
  - 53.6.1 received in accordance with Article 53.4; or
  - 53.6.2 given to the chair, Secretary or any Trustee at the meeting at which the poll was demanded.

***Interpretation***

- 53.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 53.

***Revocation***

- 53.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 53.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
  - 53.9.1 the start of the meeting or adjourned meeting to which it relates; or
  - 53.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

***Execution***

- 53.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

**54. Amendments to resolutions**

- 54.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 54.1.1 notice of the proposed amendment is given to the Society in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
  - 54.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 54.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - 54.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and



- 54.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 54.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

### ***WRITTEN RESOLUTIONS***

#### **55. Written resolutions**

##### ***General***

- 55.1 Subject to this Article 55 a written resolution agreed by:
- 55.1.1 Fellows representing a simple majority; or
- 55.1.2 (in the case of a special resolution) Fellows representing not less than 75%;  
of the total voting rights of eligible Fellows shall be effective.
- 55.2 On a written resolution each Fellow shall have one vote.
- 55.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 55.4 A Fellows' resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

##### ***Circulation***

- 55.5 A copy of the proposed written resolution must be sent to every eligible Fellow together with a statement informing the Fellow how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 55.6 In relation to a resolution proposed as a written resolution of the Society the eligible Fellows are the Fellows who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 55.7 The required majority of eligible Fellows must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 55.8 Communications in relation to written resolutions must be sent to the Society's auditors in accordance with the Companies Acts.

##### ***Signifying agreement***

- 55.9 A Fellow signifies his or her agreement to a proposed written resolution when the Society receives from him or her (or from someone acting on his or her behalf) an authenticated Document:
- 55.9.1 identifying the resolution to which it relates; and

55.9.2 indicating the Fellow's agreement to the resolution.

55.10 For the purposes of Article 55.9:

55.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

55.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:

(a) the identity of the sender is confirmed in a manner specified by the Society; or

(b) where no such manner has been specified by the Society, if the communication contains or is accompanied by a statement of the identity of the sender and the Society has no reason to doubt the truth of that statement.

55.11 If the Society gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

## **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

### **56. Communications by the Society**

#### ***Methods of communication***

56.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Society under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Society, including without limitation:

56.1.1 in Hard Copy Form;

56.1.2 in Electronic Form; or

56.1.3 by making it available on a website.

56.2 Where a Document or information which is required or authorised to be sent or supplied by the Society under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.

56.3 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by

the means which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

***Deemed delivery***

- 56.4 A Fellow present in person or by proxy at a meeting of the Society shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 56.5 Where any Document or information is sent or supplied by the Society to the Fellows:
- 56.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 56.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 56.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
  - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 56.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Fellow) may agree with the Society that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

***Failed delivery***

- 56.7 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:
- 56.7.1 if the Document or information has been sent to a Fellow or Trustee and is notice of a general meeting of the Society, the Society is under no obligation to send a Hard Copy of the Document or information to the Fellow's or Trustee's postal address as shown in the Society's Register of Fellows or Trustees, but may in its discretion choose to do so;
- 56.7.2 in all other cases, the Society shall send a Hard Copy of the Document or information to the Fellow's postal address as shown in the Society's Register of Fellows (if any), or in the case of a recipient who is not a Fellow, to the last known postal address for that person (if any); and
- 56.7.3 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.

### ***Exceptions***

- 56.8 Copies of the Society's annual accounts and reports need not be sent to a person for whom the Society does not have a current Address.
- 56.9 Notices of general meetings need not be sent to a Fellow who does not register an Address with the Society, or who registers only a postal address outside the United Kingdom, or to a Fellow for whom the Society does not have a current Address.

### **57. Secretary**

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:

- 57.1 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
- 57.2 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.

### **58. Irregularities**

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.

### **59. Minutes**

The Trustees must cause minutes to be made:

- 59.1 of all appointments of officers made by the Trustees;
- 59.2 of all resolutions of the Society and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and
- 59.3 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 Fellow or Trustee of the Society, be sufficient evidence of the proceedings.

## **60. Records and accounts**

60.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a Register of Fellows, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

60.1.1 annual reports;

60.1.2 annual returns; and

60.1.3 annual statements of account.

60.2 The Society's statutory registers, including (without limitation) its Register of Fellows, and copies of the minutes referred to in Article 59 shall be kept at the Society's registered office or an alternative place of inspection notified to the Registrar of Companies. Except as provided by law or authorised by the Trustees or an ordinary resolution of the Society, no person is entitled to inspect any of the Society's accounting or other records or Documents merely by virtue of being a Fellow.

60.3 Without prejudice to Article 60.2, any Fellow of the Society shall have the right to ask the Trustees questions in Writing about the content of any Documents referred to in Article 60.1.

## **61. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

## **WINDING UP**

### **62. Winding up**

62.1 At any time before, and in expectation of, the winding up or dissolution of the Society, the Fellows of the Society or, subject to any resolution of the Fellows, the Trustees, may resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Society be applied or transferred in any of the following ways:

62.1.1 directly for the objects of the Society; or

62.1.2 to any institution or institutions which is or are regarded as charitable under the law of every part of the United Kingdom:

i. for the purposes similar to the objects of the Society; or

ii. for use for particular purposes that fall within the objects of the Society.

62.2 In no circumstances shall the net assets of the Society be paid to or distributed among the Fellows of the Society under this Article 62.

62.3 If no resolution is passed in accordance with Article 62.1 the net assets of the Society shall be applied for such purposes regarded as charitable under the law of every part of the United Kingdom as are directed by the Charity Commission.

**SCHEDULE**  
**INTERPRETATION**

**Defined terms**

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

<i>Term</i>	<i>Meaning</i>
1.1 <b>“Address”</b>	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
1.2 <b>“Appointed Trustee”</b>	a Trustee appointed in accordance with Article 28;
1.3 <b>“Articles”</b>	the Society’s articles of association;
1.4 <b>“Board of Trustees”</b>	the board of Trustees of the Society;
1.5 <b>“Bye-Laws”</b>	the bye-laws setting out the working practices of the Society made from time to time in accordance with Article14;
1.6 <b>“Charity Commission”</b>	the Charity Commission for England and Wales;
1.7 <b>“Circulation Date”</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.8 <b>“Clear Days”</b>	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;
1.9 <b>“Companies Acts”</b>	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Society;
1.10 <b>“Conflict of Interests”</b>	includes a conflict of interest and a conflict of duties;
1.11 <b>“Connected”</b>	any person falling within one of the following categories:  (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or  (b) the spouse or civil

- partner of any person in (a); or
- (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or
- (d) any company, LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
- 1.12 **“Document”** includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.13 **“Effective Date”** the date on which the undertaking previously carried on by the Predecessor Organisation is transferred to the Society;
- 1.14 **“Elected Trustee”** a Trustee elected in accordance with Article 27;
- 1.15 **“Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.16 **“Fellows”** members of the Society;
- 1.17 **“Financial Expert”** an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.18 **“Hard Copy” and “Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;
- 1.19 **“Honorary Treasurer”** the Trustee appointed as the honorary treasurer of the Society in accordance with the Bye Laws;
- 1.20 **“Memorandum”** the Society’s memorandum of association;
- 1.21 **“Officer Roles”** the roles of President, President-elect and/or Vice-President;
- 1.22 **“Predecessor Organisation”** the charitable unincorporated association (charity no. 208204) registered under the name ‘Royal Society of Tropical Medicine and Hygiene’;
- 1.23 **“President”** the president of the Society, as appointed by the Board of Trustees in accordance with the Articles and Bye Laws;



- 1.24 **“President-elect”** the president-elect of the Society, as appointed by the Board of Trustees in accordance with the Articles and Bye Laws, who shall serve in the office of President-elect in accordance with Article 29.7;
- 1.25 **“Proxy Notice”** has the meaning given in Article 52;
- 1.26 **“Proxy Notification Address”** has the meaning given in Article 53;
- 1.27 **“Public Holiday”** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Society is registered;
- 1.28 **“Register of Fellows”** the statutory register of the names and addresses of Fellows for the purposes of Section 113 of the Companies Act 2006;
- 1.29 **“Registrar of Companies”** has the meaning given in Section 1060 of the Companies Act 2006;
- 1.30 **“Scientific Meeting”** an event put on by the Society for Fellows and visitors;
- 1.31 **“Secretary”** the company secretary of the Society (if any);
- 1.32 **“Society”** the charitable company limited by guarantee regulated by these Articles;
- 1.33 **“Subsidiary Company”** any company in which the Society holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
- 1.34 **“Trustee”** a director of the Society, and includes any person occupying the position of director, by whatever name called;
- 1.35 **“Vice-President”** the vice-president of the Society, as appointed by the Board of Trustees in accordance with the Articles and Bye Laws; and
- 1.36 **“Writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.

3. Subject to paragraph 4 below, any reference in the Articles 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.
4. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Society.