

Council 2020 revisions in red for AS 07.01.21 AGM

The Companies Acts 1948 to 2006

**Company limited by guarantee and not having a share capital
Memorandum of Association of the
Anatomical Society**

- 1) The name of the Company (hereinafter called “the Society”) is the “**Anatomical Society**”.
- 2) The Registered Office of the Society will be situated in England and Wales.
- 3) The Society is established for the public benefit for the following objects:
 - (i) the promotion, development and advancement of the anatomical sciences;
 - (ii) the promotion of research in furtherance of the above object and the publication of the useful results of such research;
 - (iii) the promotion and advancement of education in the anatomical sciences.
- 4) In furtherance of the foregoing objects or any of them the Society shall have all or any of the following powers:
 - (i) To hold educational congresses, conferences, meetings, lectures and exhibitions for the consideration and discussion of matters concerning or affecting or incidental to the anatomical sciences, and to employ all other suitable means to promulgate teaching of the anatomical sciences and the results of anatomical research;
 - (ii) To issue reports of meetings and to collect and publish information and advice in furtherance of the objects of the Society;
 - (iii) To assist in the application of anatomical research for the public benefit by publicising the results of such research;
 - (iv) To award prizes and to make grants towards the expenses of undertaking, communicating and encouraging research and other original work in the anatomical sciences;
 - (v) To organise and finance education and training courses concerned with the objects of the Society;
 - (vi) To establish, manage, and dissolve where necessary local groups in the United Kingdom for the purpose of promoting the objects of the Society provided that all such groups shall be exclusively charitable according to the law of England;
 - (vii) To prepare, publish, acquire and circulate (or to assist in the same), journals, books, papers and other literary undertakings and films and other electronic, visual or audio aids for the purpose of promoting the objects of the Society;
 - (viii) To establish and maintain a library of literature, films, recordings and other materials relating to the anatomical sciences and to afford (under appropriate supervision) facilities for the public use of the same, subject to any statutory restrictions;

- (ix) To raise funds from any person by way of subscription, donation and otherwise, provided that the Society shall not undertake any permanent trading activities in raising funds for its charitable objects;
- (x) To borrow or raise any money that may be required by the Society and to secure or discharge any debt of the Society in such manner as may be deemed desirable and in particular by mortgage or charge of all or any part of the property of the Society;
- (xi) To invest the funds of the Society not immediately required for its purposes in or upon such investments, or property as may be thought fit and from time to time to realise such investments subject nevertheless to such conditions as may for the time being be imposed law and subject also as hereinafter provided;
- (xii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges therein and to construct, alter, and maintain any building which may be required from time to time by the Society and to manage, provide accommodation and catering facilities in, develop, sell, demise, let, mortgage, or otherwise deal with all or any part of the same;
- (xiii) To undertake, execute and perform any charitable trusts that may lawfully be undertaken by the Society and may be conducive to any of its objects;
- (xiv) To pay such fees, salaries and pensions in respect of persons employed and their dependents or others rendering services to the Society;
- (xv) To establish and support any charitable associations and to raise, subscribe or guarantee money for charitable purposes in any way connected with its objects;
- (xvi) To amalgamate or affiliate with or to acquire any charitable association having objects similar to those of the Society and all or any of the assets thereof, which the Society may lawfully acquire;
- (xvii) To do all such other necessary things as shall further the above objects or any of them.

Provided that:

- (a) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The objects of the Society shall not extend to the regulation of employment relations.
- (c) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of the Society shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, and defaults, and for the due administration of such property in the same manner and to the same extent as it would as such Council have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control exercisable by the courts of law or the Charity Commission over such Council but its members shall as regards any such property be subject jointly and separately to such control as if the Society were not incorporated.

5) 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 profit to the members of the Society and no members of its Council shall be appointed to any office of the Society paid by salary or fees, or normally receive any remuneration or other benefit in money or money's worth from the Society

- 6) Provided that nothing herein shall prevent any member of the Society whose appropriate subscription is not in arrear to receive copies of the publications of the Society and provided further that nothing herein shall prevent any payment in good faith by the Society
- (a) of reasonable and proper remuneration to any member, officer, or employee of the Society for any services rendered to the Society;
 - (b) of interest on money lent by any member of the Society or its Council at a rate per annum as agreed by the Council;
 - (c) of reasonable and proper rent for premises let by any member of the Society;
 - (d) to any member of its Council for out of pocket expenses;
 - (e) of fees, remuneration or other benefit in money or money's worth to a company of which a member of its Council may be a member unless the member so declares an interest to the Council which then approves the payment;
 - (f) of reasonable and proper charges to any member of the Society or its Council or by any firm or company in which such member may be beneficially interested for professional services rendered to the Society; or
 - (g) of grants and prizes in accordance with the Society's Powers.

Provided in each case that no member of Council shall be entitled to vote on any resolution relating to any sum payable to that member.

- 7) The liability of the members is limited.
- 8) Members of the Society undertake to contribute to the assets of the Society, in the event of the same being wound up while they are members or within one year after they cease to be members, for payment of the debts and liabilities of the Society contracted before they cease to be members, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
- 9) If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to the members of the Society but shall be given to some other charitable institution having objects similar to the objects of the Society and which shall prohibit the distribution of its income and property to an extent at least as great as is imposed on the Society under or by virtue of this Memorandum, such institution to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

The Companies Acts 2006

Company limited by guarantee and not having a share capital
Articles of Association of the

Anatomical Society

Interpretation

1. In these Articles:

“the Society” means the company

“the Act” means the Companies Act, 2006

“the Statutes” means the Act and every other Act for the time being in force concerning companies and affecting the Society

“the Articles” means these Articles of Association as originally adopted or as from time to time altered

“the Council Members” means the members of the Council who shall be the directors of the Society for the purposes of the Statutes

“the Council” means the Council of the Society as a body or a quorum thereof at a meeting

“Business Meeting” means a general meeting (as opposed to a scientific meeting) of the Society

“Members” means the members of the Society for the purposes of the Act as defined in the Articles

“the Officers” means the Officers of the Society as provided in the Articles

“the Secretary” means the Secretary of the Society as provided in the Articles

“Regulations” means Regulations of the Society made by the Council pursuant to the powers in that behalf conferred upon it by the Articles

“the Register” means the Register of Members of the Society kept pursuant to the Act

“the Office” means the Registered Office for the time being of the Society

Unless the context otherwise requires or the contrary intention appears:

- (a) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form including electronic form.
- (b) Words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender.
- (c) Words or expressions contained in the Articles shall bear the same meaning as in the Act or any statutory modification thereof at the date at which the Articles become binding on the Society.
- (d) Any reference in these Articles to an Act of Parliament shall include a reference to the same as amended or re-enacted from time to time.

1.1 Pursuant to the Companies Act 2006, the provisions of the Memorandum, other than to incorporation, are treated as being part of these Articles and are not duplicated herein other than, for ease of reference, the Objects are repeated as:

- (i) the promotion, development and advancement of the anatomical sciences;
- (ii) the promotion of research in furtherance of the above object and the publication of the useful results of such research;
- (iii) the promotion and advancement of education in the anatomical sciences.

Members and Fellows

2. a. Persons interested in the study or applications of the anatomical sciences shall be eligible for nomination for election to membership of the Society.
b. Admission and Expulsion Procedures
 - i. The Society reserves the right to refuse admission to Membership or Fellowship or revoke Membership or Fellowship if the person's activities may bring the Society into disrepute and/or the person's professional activities are not in keeping with the aims of the Society or in line with its regulation.
 - ii. Council will give reasons for rejection or revoking and inform the person accordingly within one month of the Council meeting.
 - iii. Persons have the right of appeal if they do not agree with the decision by writing to the Honorary Secretary of the Society within one month of being notified of the decision.
 - iv. Any appeal will be dealt with by three individuals, appointed by Council, who have not been concerned with the matter so far – two of whom will be members and the other to be an independent (i.e. not a member) – who will review the decision to reject and will hear any oral or read any written evidence from the parties.
 - v. Council will appoint an additional individual to present Council's views to those reviewing the decision.
 - vi. The person has the right to be present at the Appeal hearing and or represented by a legal representative as does the Society.
 - vii. The Appeal Panel will decide and give a written decision with reasons within one month of the appeal. The decision of the Appeal Panel will be final.
3. The Council may from time to time create, vary and close down classes of membership and specify the rights and obligations attaching to any such class including one or more classes which shall not constitute membership of the Society for the purposes of the Act. The acceptance of membership shall be deemed to imply an agreement to be bound by the Memorandum, Articles and Regulations. Particulars of persons admitted to the classes which do not confer membership for the purposes of the Act will not be entered in the Register.
4. 4.1 The members of the Society for purposes of the Act shall be the subscribers to the Memorandum of Association of the Society and such other persons who are elected to categories of membership that afford full voting rights. All classes of members may attend General Meetings but only members who shall have been entered in the Register may vote at Business Meetings.
4.2 Pursuant to Article 4.1, there shall be a class of member know as a Fellow of the Anatomical Society. Election thereto shall be in the absolute discretion of Council upon nomination of at least five members of the Society. The conditions of such

election shall be determined by Council from time to time and shall be published in the Regulations. Those elected, who must already be members of the Society at the time of their nomination, shall be entitled to describe themselves as Fellows of the Anatomical Society and use the postnominal designation of FAS. Otherwise, their rights and duties shall be as for other members of the Society.

4.3 Pursuant to Article 4.1, there shall be a class of member known as Honorary Fellow of the Anatomical Society. Election thereto shall be in the absolute discretion of Council upon the nomination of Council itself or at least five members of the Society. Such election shall recognise those who have made a considerable contribution to the anatomical profession. The conditions of such election shall be determined by Council from time to time and shall be published in the Regulations. Those elected need not be members of the Society at the time of nomination. They shall be entitled to describe themselves as Hon Fellows of the Anatomical Society and use the postnominal designation of Hon FAS. Otherwise, their rights and duties shall be as for the other members of the Society.

5. Membership of the Society and all rights of a member shall be personal to the member and shall not be transferable.
6. No member shall act contrary to the objects and interests of the Society.
7. Members of the Society shall cease to be a member:
 - (a) if they resign by giving notice in writing of their resignation to the Secretary;
 - (b) if they die or are compulsorily admitted to hospital under Mental Health legislation;
 - (c) if they are excluded from membership by expulsion;
 - (d) if they cease to qualify for membership under the Articles; or
 - (e) if they fail to pay their subscription within three months after it became due and the Council decides that they should be removed from the Register of the Society.

Election to membership of the Society

8.
 - (a) Members shall be nominated according to the criteria agreed by Council and published in the Regulations.
 - (b) The election of all new Members shall take place at the next meeting of the Council following their nomination.

Termination of Membership or Fellowship due to failure to pay the annual subscription

9. Members and Fellows of the Society who fail to pay their annual subscription by the due date may be removed from the Membership Register having been sent at least two reminders.

The annual subscription

10. The Council shall decide, from time to time, the levels of annual subscription to be paid by members according to their classes of membership.

Meetings of the Society and their conduct

11. Meetings of the Society shall comprise Scientific and General Meetings.

General meetings

12. The Society shall hold in each year an Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint **and may be held electronically in whole or in part.**
13. All other General Meetings shall be called Extraordinary General Meetings, which may be convened by the Council whenever it thinks fit, or on the requisition of at least twenty Members **and may be held electronically in whole or in part.**

Notice of General and Scientific meetings

14. Meetings of the Society including the Annual General Meeting shall be called by at least twenty-one calendar days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served, and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society to such persons as are under the Articles entitled to receive such notices from the Society.
15. A meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:
 - (a) in the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting.
16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

17. All business that is transacted at an Annual or Extraordinary General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Council and the Auditors and the fixing of the remuneration, if any, of the Auditors, shall be deemed special business and require special notice of such business in the notice convening the meeting.

18. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the quorum at any General Meeting shall be twenty Members.
19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned at the discretion of the Chairperson to such time and place as the Chairperson shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.
20. The President of the Society shall preside as Chairperson at every General Meeting of the Society or, if the President shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a senior Officer shall, if present and willing to act, preside. Failing which, the members present shall elect one of their number to be Chairperson of the meeting.
21. The Chairperson may, with the consent of any meeting (and shall if so, decided by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Votes of Members

22. Every member who is eligible to vote shall have one vote.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairperson or by at least two members present and entitled to vote. Unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
24. Subject to the provisions of the Articles, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
25. In the case of an equality of votes whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second and casting vote.
26. Members who cannot attend a general meeting may vote on resolutions, by completing a proxy voting form that must be returned to the Secretary by the day before the meeting at which the vote is to take place.

27. Subject to the provision of the Statutes, a resolution to which members on the Register have signified their approval in writing shall be as valid and effectual as if it had been passed at a General Meeting of the Society duly convened and held.

The Council and Honorary Officers

28. (a) The Society shall be governed by a Council of Trustees. The Council shall be legally responsible for the overall governance, management and policy of the Society and for ensuring that the charitable objectives for which the Society was established are met. The Trustees shall be the Directors of the Society and shall also be the Directors of the company known as the Company of Anatomists Ltd. The Council shall consist of up to 16 elected Trustees in total including the Honorary Officers and an Early Career member or a Postgraduate Student who is a member of the Society at the point of election.
- (b) The Honorary Officers of the Society shall be the President, Honorary Secretary, Deputy Secretary, Honorary Treasurer, Deputy Treasurer, Education Officer, Meetings Officer, Membership Officer, Research Officer and Website, Media and Communications Officer. The members of Council, including the Honorary Officers, shall all be members of the Society at the time of their election and while they remain members of Council. The Honorary Officers are nominated by Council and elected by the members of the Society. Ordinary Councillors are nominated and elected by members of the Society, who are entitled to vote at General Meetings. (For these purposes, members of the Society shall be those on the Register of Members who have paid their subscription for the current membership year and who do not owe the Society any outstanding payments).
- (c) The Council members and other committee members shall not normally participate in making decisions on matters in which they, or those they are associated with, have a personal interest. They must declare any such interest and then abide by the decisions of the other Council or committee members as to their withdrawal from the meeting while the matter concerned is discussed, or their remaining but not participating in the relevant discussions, or even remaining to contribute to the discussion. However, it should be a rarity that any conflicted trustee or committee member were allowed to vote on the matter concerned.
- (d) Board and Committee meetings shall be held at such times and venues as the Board and its committees respectively shall decide, and may be held by electronic means when the Board or a committee agrees that such means are appropriate.

Election of Honorary Officers and Council Members

29. (a) Any member on the Register of the Society may be elected as an Honorary Officer.
- (b) Nominations of Honorary Officers shall be made by the Council.
- (c) Council Members who are not Officers of the Society shall be nominated and elected by the membership.

- (d) The Council Members to retire in every year shall be those who have been longest in office since their last election.
- (e) Each Council Member shall normally be elected for a three-year term of office: if a Council Member stands down before the end of this period, another may be elected to serve for the remainder of the term. Council Members may stand for re-election provided they have not already served for a continuous period of six or more years, in which case they will normally stand down for at least one year, unless taking up the office of President-elect. The Council may from time to time co-opt attenders at Council Meetings, usually to meet a skills gap or need. Co-opted attenders, who shall not have a vote on Council business, shall serve for a period of one year, may be co-opted for a second year and may thereafter stand for election. The Council may also invite members who are not Trustees to attend Council meetings in order to gain experience of the calendar of the Council. Each year nominations for Council Members' vacancies shall be invited from the members of the Society. Each nomination shall require the support of three members, and an indication that the nominee is willing to serve if elected. Nominations must reach the Secretary at least two months before the date of the Annual General Meeting. If more valid nominations are received in any one year than there are places, Council Members shall be elected by ballot from those nominated. If fewer valid nominations are received, the Council may make such additional nominations as are required to fill the vacancies.
- (f) Not less than twenty-one calendar days before the Annual General Meeting, the Secretary shall send to every member of the Society entitled to vote at such meeting a ballot paper bearing the names of the members nominated as Honorary Officers of the Society and as Council Members together with the names of their proposers. Any member wishing to vote shall return the ballot paper to the Secretary five working days before the day of the meeting. Election shall be by a simple majority of those voting. The results of the ballot will be announced at the AGM.

Casual vacancies among Honorary Officers and Council Members

- 30. In the event of a casual vacancy arising in any of the offices of the Society, or on the Council itself, the Council shall fill that vacancy by its appointment for the remainder of that term until the AGM.

Tenure of Offices and membership of Council

- 31. (a) The President of the Society shall serve until the end of the third Annual General Meeting following election.
- (b) The President-elect shall serve until the next Annual General Meeting following election.
- (c) Each of the Officers shall serve until the end of the third Annual General Meeting following their election. They shall be eligible for re election to the same office for one further term of three years after which they will normally stand down for at least a year.
- (d) Council Members elected by the Membership shall serve until the end of the third Annual General Meeting following their election. They shall be eligible for re election to the Council for up to one further term of three years after which they will normally stand down for at least a year.

- (e) Notwithstanding any of the foregoing provisions of these Articles, the office of Council Member shall be vacated if Council Members:
 - (i) resign their office by notice in writing to the Society;
 - (ii) are removed by a resolution of the Society;
 - (iii) become bankrupt or make any arrangement or composition with their creditors generally;
 - (iv) become prohibited from being a director by reason of any order made under the Companies Act ; or
 - (v) die or are compulsorily admitted to hospital under Mental Health legislation.
- (f) Persons who are not members of the Society but have been elected as Council Members shall not act as Council Members until their names have been entered into the Register and they shall cease to be Council Members on ceasing to be members of the Society.
- (g) Council Members shall not vote in respect of any contract in which they are interested or any matter arising therefrom;
- (h) For the purposes of this Article Council Members shall be deemed not to be interested in any contract or any matter arising therefrom if their interest therein arises solely by virtue of their being a member, officer or representative of the Anatomical Society.

Regulations

- 32. The Council shall have power to make and alter Regulations concerning such matters regarding the government and management of the Society as it shall from time to time think fit. Provided that no Regulation shall have effect if and to the extent that it shall be inconsistent with the Memorandum and Articles of Association of the Society.

Accounts

- 33. The Council shall cause accounting records to be kept in accordance with the provisions of the Statutes.
- 34. The accounting records shall be kept at such place as the Council thinks fit, and shall always be open to the inspection of the Officers of the Society
- 35. The Council shall from time to time cause to be prepared and to be laid before the Society at a General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes. The Auditors' report shall be open to inspection and be read before the meeting.
- 36. (a) A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society at a General Meeting, together with a copy of the Auditors' report and the Council's report, shall not less than twenty one calendar days before the date of the meeting be sent to every member of the Society who is entitled to receive notice of a General Meetings, to the Auditor or Examiner for the time being.
 (b) The accidental omission to send copies of the documents specified in (a) above to, or the non-receipt of copies of such documents by any persons not entitled to receive such documents shall not invalidate the proceedings at the relevant General Meeting.

Audit or examination

37. Auditors or Examiners shall be appointed and their powers, rights, duties and remuneration regulated in accordance with the Statutes.

Notices

38. (a) A notice may be given by the Society to any members from time to time by electronic communication to an address for the time being notified for that purpose to the person giving the notice or personally or by sending it by post to them or their registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of posting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post and in the case of a notice contained in an electronic communication, at the expiration of twenty four hours after the time it was sent.
- (b) A Member present at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.

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