

THE COMPANIES ACT, 1929

COMPANY LIMITED BY GUARANTEE,
and NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

- of -

THE SOCIETY FOR ENDOCRINOLOGY

1. The name of the Company is "THE SOCIETY FOR ENDOCRINOLOGY".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the company is established is the advancement of public education in endocrinology and in furtherance of this object (but not otherwise) the Company shall have the following powers.
 - (A) To own and publish a journal devoted to the publication of communications which advance knowledge concerning the glands of internal secretion, the mode of their action, the nature of their secretions and the disorders of their functions; and to promote in such other ways as the Company shall from time to time determine the advancement of such knowledge.
 - (B) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges necessary for the furtherance of the object of the company.
 - (C) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company, with a view to the promotion of its objects.
 - (D) Subject to the provisions of the Section above referred to, to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company.
 - (E) To raise or borrow money on any terms or conditions upon the security of debenture stock, debentures, mortgages of, or charges upon, all or any of the property and assets of the Company, present or future, or without any such security,

and to make, accept, endorse and execute promissory note, bills of exchange and other negotiable instruments, and to issue and grant receipts and acknowledgements of moneys received or held on deposit or otherwise.

- (G) To do all such things that shall further the attainment of the said object.

Provided that the Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union. Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Company 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 Managers or Trustees of the Company shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Company, shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Company were not incorporated. In case the Company shall take or hold any property which may be subject to any trusts, the company shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company, as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Company. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any Member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any Member to the Company but so that no member of the Committee or governing body of the company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Member of such Council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Company. Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric, lighting, water, cable or telephone company of which a Member of the Council of Management or governing body may be a member or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.
5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other charitable institution or institutions, which has objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers

F H A Marshall	Fell and Dean of Christ's College, Cambridge, and University Reader in Agricultural Physiology
S Zuckerman	(University Demonstrator and Lecturer in Human Anatomy, Oxford)
G F Marrian	(Professor of Medical Chemistry, University of Edinburgh)
F A E Crew	Professor of Animal Genetics in the University of Edinburgh, Kings Buildings, Edinburgh 9
H H Dale	(Sir Henry Hallett Dale, Director of the National Institute for Medical Research, Hampstead, London NW3)
A S Parkes	(Member of the Scientific Staff, National Institute for Medical Research, London NW3)
F G Young	Member of the Scientific Staff, National Institute for Medical Research, Hampstead, London NW3
P M F Bishop	(Clinical Endocrinologist, Guy's Hospital, Warden's House, Guy's Hospital, SE1)
E C Dodds	Courtauld Professor of Biochemistry in the University of London, Middlesex Hospital, W1)
C R Harington	(Professor of Pathological Chemistry in the University of London, University College Hospital Medical School, WC1)

DATED the 19th day of January 1939

WITNESS to the above Signatures: (H H Dale, A S Parkes, F G Young, P M F Bishop, E C Dodds, C R Harington) – E S Carswell (Secretary) 4.1.39

F H E Crew, G F Marrian,
W BROWN, Technical Assistant 10/Jan/39

(S Zuckerman) G BOURNE, Beit Research Fellow 12/1/39

(F H A Marshall) W H NOBBS, Asst Sec.

**THE SOCIETY FOR ENDOCRINOLOGY
ARTICLES OF ASSOCIATION**

As adopted by special resolution on Tuesday 9 November 2021

**A Company (No. 349408) Limited by Guarantee and not having a Share Capital
Registered in England and Wales**

**Starling House | 1600 Bristol Parkway North | Bristol | BS34 8YU | UK
www.endocrinology.org**

Interpretation

1. In these Articles:

“Acts” means the Charities Act and the Companies Act;

“Auditors” means the auditors for the time being of the Charity;

“Articles” means the articles of association of the Charity;

“Byelaws” means the byelaws made by Council from time to time under the powers contained in these Articles;

“Charity” means the company intended to be regulated by these articles;

“Charities Act” means the Charities Act 2011 but so that any reference shall be deemed to include a reference to any statutory modification or re-enactment of that act for the time being and from time to time in force;

“Clear Days” in relation to the period of a notice means the 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;

“Companies Act” means the Companies Act 2006 but so that any reference shall be deemed to include a reference to any statutory modification or re-enactment of that act for the time being and from time to time in force;

“Company Secretary” means the company secretary of the Charity or any other person appointed to perform the duties of the company secretary of the Charity, including a joint, assistant or deputy company secretary;

“Committees” means the committees of the Charity for the time being;

“Council” means the Council of Management of the Charity for the time being;

“Councillors” means the elected members of the Council of Management of the Charity (including the Officers but excluding *ex officio* members and observers) who shall be the directors of the Charity and the trustees for the purposes of the Acts;

“Memorandum” means the Memorandum of Association of the Charity;

“Office” means the registered office of the Charity;

“Officer” means the President of the Charity, the General Secretary of the Charity, the Programme Secretary of the Charity, the Treasurer of the Charity and, if serving, the President-elect of the Charity, and/or the General Secretary-elect of the Charity, and/or the Programme Secretary-elect of the Charity, and/or the Treasurer-elect of the Charity;

“Seal” means the common seal of the Charity if it has one;

“United Kingdom” means Great Britain and Northern Ireland;

“Voting Member” means a member of the Charity eligible to vote as provided in the Byelaws;

“Working Groups” means time-bound groups of individuals with particular expertise and experience brought together to address a specific issue determined by Council.

In these Articles unless stated otherwise or unless the context requires otherwise:

- (1) Words importing the singular shall include the plural and vice versa.
- (2) Words importing any particular gender shall include all other genders.
- (3) Any reference to a person or persons shall include any natural person, company, firm, partnership, trust, public body or other organisation whether corporate or incorporate.
- (4) References to any statute shall include any modification re-enactment or consolidation of such statute.

Members

2. (1) A person shall not be admitted a member of the Charity unless their application for membership is approved by Council pursuant to the Byelaws.
- (2) Any member of the Charity may retire by giving written notice to Council pursuant to the Byelaws.
- (3) The privileges of membership shall not be transferable and shall cease on the member’s death, retirement or removal pursuant to the Byelaws.

General meetings

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between successive annual general meetings of the Charity. The annual general meeting shall be held at such times and places as the Council shall appoint.
4. Council may call general meetings and, pursuant to the provisions of the Companies Act, shall call a general meeting within twenty-one (21) days of receiving a request to do so from 5% or more of Voting Members. A general meeting so called shall be held on a date not more than twenty-eight (28) days after the date of the notice convening the meeting. If there are not within the United Kingdom sufficient Councillors to call a general meeting, any Councillor or any member of the Charity may call a general meeting.

Notice of general meetings

5. An annual general meeting and a general meeting called for the passing of a special resolution or a resolution appointing a person as a Councillor shall be called by at least twenty-one (21) Clear Days’ notice. All other general meetings shall be called by at least fourteen (14) Clear Days’ notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the Voting Members entitled to attend; and
 - (2) in the case of any other meeting by the majority in number of Voting Members having a right to attend, being a majority together holding not less than 90 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Councillors and the Auditors.

Special Business

6. All business shall be deemed special that is transacted at a general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the following exceptions:
 - (a) the consideration of the accounts and balance sheet of the Charity;
 - (b) the consideration of the reports of Council and the Auditors;
 - (c) the declaration of the results of the elections held pursuant to Article 35;
 - (d) the appointment of and the fixing of the remuneration of the Auditors.
7. 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

8. No business shall be transacted at any meeting unless a quorum is present. Fifteen members entitled to vote upon the business to be transacted shall constitute a quorum.
9. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine.
10. The President or, in their absence, some other Councillor nominated by Council shall preside as chair of the meeting but, if neither the chair nor such other Councillor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Councillors present shall elect one of their number to be chair and, if there is only one Councillor present and willing to act, they shall be chair.
11. If no Councillor is willing to act as chair, or if no Councillor is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
12. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded:
 - (1) by the chair; or

- (2) by at least five members having the right to vote at the meeting;
14. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
 16. A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the question requiring the poll is raised.
 17. A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than twenty-eight (28) Clear Days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
 18. No notice need be given of a poll not taken immediately if the time and the place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven (7) Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

19. Every Voting Member shall have one vote whether on a show of hands or on a poll.
20. Any Voting Member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the charity.
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by them to the Charity have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
23. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney.
24. The instrument appointing a proxy and the power of attorney (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the office not less than forty eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument is proposed to vote but no instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution.

25. (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that their authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.
26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy in respect of which the vote is given, unless an intimation in writing of the death or revocation shall have been received at the office at least forty-eight (48) hours before the meeting.
27. An instrument of proxy may be in the usual common form or in any other form approved or accepted by Council.

Members of Council

28. Council shall consist of the Officers and eight duly elected Councillors unless otherwise determined by ordinary resolution.
29. The chairs of Committees shall be *ex officio* Members of Council but shall not thereby be entitled to vote on Council business.
30. Council may invite a person or persons to attend Council meetings with observer status. Such persons shall not be entitled to vote on Council business.

Powers of Council

31. Subject to the provisions of the Acts, the Memorandum and these Articles and to any directions given by special resolution, the business of the Charity shall be managed by Council which may exercise all the powers of the Charity. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by these Articles and a meeting of Council at which a quorum is present may exercise all the powers exercisable by Council.
32. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under these Articles Council shall have the following powers, namely:
- (1) to enter into contracts on behalf of the Charity;
- (2) to purchase or otherwise acquire for the Charity and to sell lease or otherwise deal with any property, rights or privileges which the Company is authorised to acquire on such terms as it thinks fit;
- (3) to appoint and remove agents and employees of the Charity and to determine their duties and powers and fix their remuneration;

- (4) to determine who shall be entitled to sign on the Charity's behalf, cheques, bills, notes, contracts, receipts and other documents;
 - (5) to regulate the finances and expenditure of the Charity in such manner as it shall think fit;
 - (6) to expend the funds of the Charity in such manner as it shall consider most beneficial for the achievement of the objects of the Charity;
 - (7) to invest the monies of the Charity not immediately required for the furtherance of its objects in such investments, securities or properties as it may think fit, including investment in a company carrying on a trade ancillary or incidental to the carrying out of the objects of the Charity (subject to the requirements of law [if any] from time to time), and from time to time to vary the same.
33. (1) Without prejudice to the provisions of Article 32(3) above Council may appoint as the investment manager for the Charity a person who, after enquiry, it is satisfied is a proper and competent person to act in that capacity and who is either:
- (i) an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 2021;
 - (ii) a company or firm of repute which is authorised under the Financial Services and Markets Act 2000 as having "a Part 4A permission" or such permission that replaces it in subsequent legislation.
- (2) Council may delegate to any investment manager so appointed power at their discretion to buy and sell investments for the Charity on behalf of Council in accordance with the investment policy laid down by Council from time to time. The Council may only do so on terms consistent with these provisions;
- (3) Where Council make any delegation under these provisions it shall:
- (i) inform the investment manager in writing of the extent of the Charity's investment powers;
 - (ii) lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;
 - (iii) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - (iv) ensure that Council is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise of their delegated authority;
 - (v) takes all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - (vi) reviews the appointment at such intervals not exceeding 24 months as Council thinks fit; and
 - (vii) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as Council shall decide and as are consistent with these provisions provided that such remuneration

may include commission fees and/or expenses earned by the investment manager if any only to the extent that such commission fees and/or expenses are disclosed to Council.

- (4) Where Council makes any delegation under these provisions it shall do so on terms that:
- (i) the investment manager shall comply with the terms of his or her delegated authority;
 - (ii) the investment manager shall not do anything which Council does not have the power to do;
 - (iii) Council may on reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with these provisions; and
 - (iv) Council shall give directions to the investment manager as to the manner in which they are to report to Council all sales and purchases of investments made on its behalf.

Appointment and Retirement of Council Members

34. The term of office of all Councillors except the Treasurer shall usually start from the annual general meeting at which their election to Council is first declared and end at the annual general meeting four years hence (for the avoidance of doubt they will serve a term of close to four years depending on the dates of the annual general meetings). The Treasurer will usually serve a term of close to six years starting and ending their term at an annual general meeting. Councillors who have served for a continuous term of four years shall retire from office and shall not be eligible for re-election for a period of three years unless elected as an Officer pursuant to the provisions of Articles 39 and 40.
35. The elections of Councillors shall be conducted on the following basis:
- (1) Vacancies should be openly advertised by issuing a notice of election to all Voting Members;
 - (2) The notices of election shall be issued by direction of Council not less than eight weeks before each annual general meeting;
 - (3) Each such notice shall:
 - (i) specify the names of Councillors whose retirement gives rise to the vacancies in respect of which the election is to take place;
 - (ii) include a role description, details of the responsibilities of the role, the skillset required and an outline of the future strategic direction of the Charity;
 - (iii) invite applications from members for candidates to fill these vacancies;
 - (iv) encourage applications from members who have not traditionally filled these roles, thus enhancing diversity;
 - (v) contain such other particulars as shall be prescribed by Council.
 - (4) Any applicant must be a Voting Member in good standing at the time of the election;

- (5) Each application shall relate to one candidate only. To be eligible each application must contain such particulars as shall be prescribed by Council including a candidate statement providing evidence of how they demonstrate the required skills, how their interests, experience and attributes will contribute to developing the Society's goals, and a declaration signed by the candidate of their willingness to serve if elected as a Councillor;
 - (6) Every effort should be made to ensure a minimum of two candidates for each position, requiring members to vote. In cases where the number of valid applications does not exceed the number of vacancies all candidates shall be elected without any further procedure;
 - (7) If the number of applications for vacant Councillor positions exceeds the number of vacancies the Company Secretary shall, not less than twenty-one (21) days before the annual general meeting, instigate an election providing each Voting Member with:
 - (i) the names of the candidates in alphabetical order;
 - (ii) the candidate statement for each applicant;
 - (iii) a statement that each candidate is eligible for election;
 - (iv) directions on how to vote.
 - (8) A vote shall be valid if delivered to the Company Secretary by post or electronically no later than the latest time for receipt specified by Council and if electronically at the address specified by Council;
 - (9) At the annual general meeting the names of the duly elected candidates shall be declared.
36. No person may be appointed as a Councillor:
- (1) If they are not eligible to serve as a director of a UK company and/or a trustee of a UK charity as determined by the Acts or other relevant legislation; or
 - (2) Unless they have attained the age of 16 years; or
 - (2) In circumstances such that, had they already been a Councillor, they would have been disqualified from acting under the provisions of Article 41.
37. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Councillor either to fill a vacancy or as an additional Councillor.
38. Council may appoint a person who is willing to act to be a Councillor either to fill a vacancy or as an additional Councillor provided that the appointment does not cause the number of Councillors to exceed any number fixed by or in accordance with these Articles as the maximum number of Councillors. A Councillor so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, they shall vacate office at the conclusion thereof.

Appointment and retirement of the Officers

39. The provisions of Articles 34, 35, 36, 37 and 38 shall apply *mutatis mutandis* to the appointment of Officers provided that:
- (1) Officers shall not be required to retire at the end of each year following first election, and

- (2) The President, General Secretary and Programme Secretary shall serve a continuous term of four (4) years, the first year of which shall be in an 'elect' capacity during which, for the avoidance of doubt, they are a Councillor with full voting rights. In exceptional circumstances, they may serve for a further term of up to two (2) years with their consent and with Council's approval of this further term. The President, General Secretary and Programme Secretary shall retire from office no later than a maximum of six (6) years after commencement of the term of office.
 - (3) The Treasurer shall serve a continuous term of six (6) years, the first year of which shall be in an 'elect' capacity during which, for the avoidance of doubt, they are a Councillor with full voting rights. In exceptional circumstances, they may serve for a further term of up to two (2) years with their consent and with Council's approval of this further term. The Treasurer shall retire from office no later than a maximum of eight (8) years after commencement of their term of office.
40. Council shall have power to fill a casual vacancy. Any Officer so appointed shall hold office until the next annual general meeting. If not elected at such annual general meeting, they shall vacate office at the conclusion thereof.

Disqualification and removal of Councillors

41. A Councillor shall cease to hold office if they:
- (1) Cease to be legally eligible to serve as a trustee of a UK registered charity and / or as a director of a UK company, for example by virtue of any provision in the Acts;
 - (2) Become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
 - (3) Resign their office by notice to the Charity (but only if at least three Councillors will remain in office when the notice of resignation is to take effect);
 - (4) Are absent without the permission of Council from four consecutive meetings and Council resolve that their office be vacated;
 - (5) Cease to be a Voting Member of the Charity.

Expenses of Councillors

42. Councillors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Council or Committees of Council or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
43. Except to the extent permitted by Clause 4 of the Memorandum no Councillors shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Councillor in any other contract to which the Charity is a party.

Proceedings of Council

44. Subject to the provisions of these Articles, Council may regulate its proceedings as it thinks fit. Any two Councillors may, and the Company Secretary at their request shall, call a meeting of Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

45. The quorum for the transaction of the business of Council may be fixed by Council but in the absence of any such determination five Councillors shall form a quorum.
46. Council may act notwithstanding any vacancies in its number, but, if the number of Councillors is less than the number fixed as the quorum, the continuing Councillor or Councillors may act only for the purpose of filling vacancies or of calling a general meeting.
47. Unless they are unwilling to do so, the duly elected President shall preside at every meeting of Council at which they are present. If the President is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Councillors present may appoint one of their number to be chair of the meeting.
48. If a conflict of interests arises for a Councillor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Memorandum or these Articles the unconflicted Councillors may authorise such a conflict of interests where the following conditions apply:
 - (1) The conflicted Councillor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person, and / or;
 - (2) The conflicted Councillor does not vote on any such matter and is not counted when considering whether a quorum of Councillors is present at the meeting, and / or;
 - (3) The unconflicted Councillors consider it is in the interests of the charity to authorise a conflict of interest in the circumstances applying.
49. A Councillor must declare the nature and extent of any interest, perceived or real, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Councillor must absent themselves from any discussions of the Councillors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
50. Council may appoint Committees or Working Groups for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of Council would be more conveniently undertaken or carried out by a Committee or Working Group provided that all acts and proceedings of any such Committee or Working Group shall be fully and promptly reported to Council.
51. All acts done by a meeting of Council or of a Committee of Council or of a Working Group shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Councillor or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Member of Council and had been entitled to vote.
52. A resolution in writing, signed by a simple majority of all Councillors entitled to receive notice of a meeting of Council shall be as valid and effective as if it had been passed at a meeting of Council duly convened and held provided that it is received at the Office within 28 days beginning with the circulation date. Such a resolution may consist of several documents in the same form, each signed by one or more Councillors.
53. Subject to the provisions of these Articles, Councillors participate in a meeting of Council, or part of a meeting of Council, when:
 - (1) The meeting has been called and takes place in accordance with these Articles, and

(2) They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

54. In determining whether Councillors are participating in a meeting of Council, it is irrelevant where any Councillor is or how they communicate with each other.

55. If all the Councillors 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.

Proceedings of committees

56. The provisions of Articles 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54 and 55 shall apply *mutatis mutandis* to all Committees of the Charity.

Company Secretary

57. Subject to the provisions of the Acts, the Company Secretary shall be appointed by Council for such term, at such remuneration (if not a Member of Council) and upon such conditions as it may think fit; and any Company Secretary so appointed may be removed by it.

Minutes

58. Council shall keep minutes in physical and / or electronic form kept for this purpose:

(1) Of all appointments of Councillors; and

(2) Of all proceedings at meetings of the Charity and of Council and of Committees of the Council and of Working Groups including the names of the Councillors present at each such meeting.

The Seal

59. The Seal shall only be used by the authority of the Councillors. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Councillor and by the Company Secretary or by a second Councillor.

Accounts

60. Accounts shall be prepared and audited in accordance with the appropriate legal requirements.

Annual Report and Annual Return

61. Council shall comply with its statutory obligations under the Acts with regard to the preparation and filing of an annual report and annual return.

Notices

62. Any notice to be given to or by any person pursuant to these Articles must be in writing or must be given using electronic communication.

63. The Charity may give any notice to a member either:

(1) Personally, or

- (2) By sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address, or
 - (3) By using electronic communication, for example FAX or e-mail, to the member's address.
64. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
65. A notice shall be deemed to be given at the expiration of forty-eight (48) hours after the envelope containing it was posted or in the case of electronic communication forty-eight (48) hours after it was sent.

Indemnity

66. To the extent permitted by the laws of England, every Councillor and every Officer and every member of each Committee and every member of each Working Group and every employee of the Charity shall be indemnified out of the funds of the Charity from and against all legal liabilities incurred in connection with the business of the Charity or with the business of Council or any such Committee or Working Group except when in the opinion of the Council such liability shall have been incurred wilfully or maliciously as a result of failing to conform to any direction given or made by Council or any duly authorised Committee or Officer of the Charity.

Rules

67. (1) Council may from time to time make Byelaws or such other rules as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of, and conditions, of membership and in particular, but without prejudice to the generality of the foregoing, it may by Byelaws or rules regulate:
- (i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the conduct of members of the Charity in relation to one another, and to the Charity's Councillors and employees;
 - (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the Council and Committees of the Council and Working Groups in so far as such procedure is not regulated by these Articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the Byelaws or other rules and Council shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such Byelaws or other rules, which shall be binding on all members of the Charity. No Byelaw or rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or these Articles.

Electronic and Website Communication

68. Subject to and in accordance with the provisions of the Acts the Charity may make available on its website its annual report and accounts and may use electronic communication for information and documents generally.

Signatures, Names and Addresses of Subscribers

Dated:

Witnesses to the above Signatures:

Names:

Addresses:

Occupation:

November 2021



Society for Endocrinology
Starling House
1600 Bristol Parkway North
Bristol BS34 8YU
UK

www.endocrinology.org

Company Limited by Guarantee. Registered in England, No 349408. Registered Charity No 266813