

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Articles of Association of

THE BRITISH SOCIETY FOR THE HISTORY OF MATHEMATICS

Interpretation

1. In these articles

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

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

"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;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

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

"Honorary Secretary" means the honorary secretary of the Charity or any other person appointed to perform the duties of honorary secretary of the Charity;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

"council" means the council of trustees;

"the United Kingdom" means Great Britain and Northern Ireland; and

"year" means the period 1st October to the following 30th September

Expressions referring to any written form shall be construed as including references to printing, lithography, photography or any other mode of representing or reproducing words in a visible form unless the contrary intention appears.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1). The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless that person's application for membership is approved by the trustees.

(2). Unless the trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

(3). All members of the British Society for the History of Mathematics at the date of incorporation shall become members of the Charity.

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 the date of one Annual General Meeting of the Charity and that of the next: provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the calendar year of its incorporation or in the following calendar year. The Annual General Meeting shall be held at such times and places as the trustees shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
4. The trustees may call General Meetings and, on the written requisition of at least ten members sent to the Honorary Secretary shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a General Meeting, any trustee may call a General Meeting.

Notice of General Meetings

5. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice.

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 members, to the trustees, and to the auditors.

6. 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

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one twentieth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. 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 trustees may determine.
9. The chair, if any, of the trustees or, in the absence of the chair, some other trustee nominated by the trustees shall chair the meeting, but if neither the chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to chair the meeting and, if there is only one trustee present and willing to act, that trustee shall chair the meeting.
10. If no trustee is willing to chair the meeting, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to chair the meeting.
11. All members shall be entitled to attend, speak and (subject to Article 21) to vote at any General Meeting.
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 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
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 Act, a poll may be demanded:
 - (1) by the chair; or
 - (2) by at least two members present at the meeting.
14. Unless a poll is duly demanded a declaration from 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 directed by the chair who 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 poll is demanded.

The number of votes for and against any resolutions and any abstentions shall be precisely recorded in the minutes of the meeting.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote that person may have.
18. 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 thirty 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.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

20. Subject to Article 17, every member shall have one vote.
21. No member shall be entitled to vote at any General Meeting unless all moneys then payable by that member to the Charity have been paid.

The Honorary Treasurer and the Honorary Membership Secretary shall notify the chair prior to the start of the meeting of the names of any such members.

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. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation represented as the organisation could exercise if it were an individual member of the Charity.

Trustees

25. The affairs of the Charity will be administered by a council of trustees. The council of trustees shall consist of all the officers ex officio, three trustees elected by the members at the Annual General Meeting and up to three co-opted trustees appointed by the council under the provisions of Article 36. The officers shall be the President, the Honorary Secretary and the Honorary Treasurer together with any other officers specified in the Rules made under Article 61.
26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been selected under the articles. Future trustees shall be selected as provided subsequently in the articles. All trustees shall be members of the Charity.

Powers of trustees

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees 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 trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely
 - (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
 - (2) to enter into contracts on behalf of the Charity.

Appointment and retirement of trustees

29. At the first and every subsequent Annual General Meeting all the trustees shall retire from office and subject to Article 30 all retiring trustees shall be eligible for election or re-election.
30. Neither the President nor any trustee who does not hold honorary office shall serve as a trustee in that capacity for more than three consecutive years.
31. If any officer is prevented from exercising the responsibilities of the post the trustees may appoint an acting replacement to hold office until the following Annual General Meeting. The appointment shall not cause the maximum number (if any) of trustees to be exceeded.
32. No person other than a trustee retiring at an Annual General Meeting shall be elected or re-elected a trustee at any General Meeting unless
 - (1) recommended by the trustees; or

- (2) notice is given to the Honorary Secretary not less than two weeks before the date set for the meeting of the intention to nominate that person for election or re-election. Such nomination shall be signed by at least two members of the Charity and shall state the particulars which would be required for inclusion in the Charity's register of trustees, together with a statement by the nominee expressing a willingness to be elected or re-elected.
33. No person may be appointed as a trustee who
- (1) has not attained the age of 18 years; or
 - (2) would, if already a trustee, have been disqualified from acting under the provisions of Article 38.
34. Not less than seven nor more than twenty-eight clear days before the date set for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a trustee retiring at the meeting) who is recommended by the trustees for election or re-election as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose that person at the meeting for election or re-election as a trustee. The notice shall give the particulars which would, if that person were so elected or re-elected, be required to be included in the Charity's register of trustees.
35. Subject as aforesaid, the Charity may by ordinary resolution elect a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.
36. The trustees may co-opt a person who is willing to be a trustee as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees.
37. Subject as aforesaid, a trustee who retires at an Annual General Meeting may, if willing to act, be elected or re-elected.

Disqualification and removal of trustees

38. Trustees shall cease to hold office if they
- (1) cease to be trustees by virtue of any provision in the Act or are disqualified from acting as trustees by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
 - (3) resign office by notice to the Charity (but only if at least two trustees will remain in office when the note of resignation is to take effect); or
 - (4) are absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that they be removed.

Trustees' expenses

39. Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the council or committees of trustees or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments

40. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if that person ceases to be a trustee. A trustee holding executive office shall be eligible for re-election under the provisions of Article 29.
41. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Any trustee who has a direct or indirect personal financial interest in any matter to be discussed shall declare such interest and not vote on that issue; any such declaration and withdrawal from voting shall be recorded in the minutes of that meeting.

Proceedings of trustees

42. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the Honorary Secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. 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.
43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
44. The trustees may act notwithstanding any vacancies in their number but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
45. The President shall take the chair at every meeting of the council. If the President is unwilling or unable to do so or is not present within ten minutes after the time set for the meeting the Immediate Past President or Vice President shall chair the meeting. If the Immediate Past President or Vice President is unwilling or absent, the trustees may choose one of their number to chair the meeting.
46. The council may appoint one or more committees consisting of two or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee : provided that all acts and proceedings of any such committees shall be fully and promptly reported to the trustees.
47. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 trustee and had been entitled to vote.

48. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for payments of money in excess of a sum to be determined by the trustees from such accounts shall be signed by two trustees.

Company Secretary

50. Subject to the provisions of the Act, the Company Secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any Company Secretary so appointed may be removed by them.

Minutes

51. The trustees shall keep minutes in books kept for the purpose :
- (1) of all elections of officers made by the trustees or members at a general meeting; and
 - (2) of all proceedings at meetings of the Charity and of the council and of committees of trustees including the names of the trustees present at each such meeting.

The Seal

52. The seal (if any) shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the Company Secretary or by a second trustee.

Accounts

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

54. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

55. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

56. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
57. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the registered address of the member or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the charity an address within the United Kingdom shall be entitled to have notices sent to that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
58. 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.
59. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

60. Subject to the provisions of the Act trustees, employees or auditors of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

61. (1). The trustees may from time to time make such rules or bye laws as they 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, they may by such rules or bye laws 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 servants;

- (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, council meetings and committees of trustees in so far as such procedure is not regulated by the 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 rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity; provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Dissolution

62. The Charity shall be wound up only following a decision of a General Meeting confirmed by a postal ballot of members. The proposal to wind up the Charity shall appear in the notice of the General Meeting and shall require the approval of at least two thirds of the members present. The ballot shall be confined to members who have paid the subscription for the current year and shall require the approval of at least two thirds of the members voting in the ballot. The ballot forms shall be sent out at least four weeks before the date specified for their return which shall not be more than ten weeks after the General Meeting. The ballot papers shall include a statement of intention concerning the disposal of any remaining assets of the Charity in accordance with the decision of the General Meeting, subject to the provisions of clause 8 of the Memorandum of Association.

Signatures, Names and Addresses of Subscribers

1.

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