

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION
OF THE BRITISH SOCIETY FOR SURGERY OF THE HAND
(as amended by a Special Resolution passed on 3 November 2005)**

1. The Name of the Company (hereinafter called "the Society") is "THE BRITISH SOCIETY FOR SURGERY OF THE HAND".
2. The Registered Office of the Society will be situated in England.
3. (1) The Objects for which the Society is established are to promote and direct the development of Hand Surgery and to foster and co-ordinate education study and research in Hand Surgery including the dissemination and diffusion of knowledge of Hand Surgery among members of the Society and the Medical Profession by such means as are necessary to the attainment by the Society of its objects.
3. (2) In furtherance of the above mentioned objects but not further or otherwise the Society shall have the following powers:
 3. (2) (a) To acquire and undertake the property and liabilities and to continue the activities of the unincorporated body known as The British Society for Surgery of the Hand.
 3. (2) (b) To apply the capital and income of the funds of the Society in or towards the publishing of pamphlets and memoranda the arrangement of lectures and demonstrations and the conduct of or participation in meetings and conferences on medical or allied subjects the establishment of scholarships lectureships or foundations the provision of loans, grants and other benefactions either in the United Kingdom or elsewhere for enhancing the learning in and practice of Hand Surgery including giving donations and making subscriptions to other charitable bodies for promoting objects similar to the object of the Society.
 3. (2) (c) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of

its objects and to construct maintain and alter any buildings or erections necessary or convenient for the work of the Society.

3. (2) (d) To sell let mortgage dispose of or turn to account all or any of the property or assets of the Society as may be thought necessary with a view to the promotion of its objects.
3. (2) (e) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be necessary to its objects.
3. (2) (f) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
3. (2) (g) To invest the moneys of the Society not immediately required for its purpose on or upon such investments, securities or property as may be thought fit but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
3. (2) (h) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects.
3. (2) (i) To do all such other things as are necessary for the attainment of the above objects or any of them.

Provided that the Society's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners 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 Members of the Committee or Governing Body of the Society shall be chargeable for any such property that may come into their hands 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 Members have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division the Charity Commissioners over such Members but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such matter as allowed by law having regard to such trusts.

14. (1) The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company and no member of its council of management or governing body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Company.
4. (2) Notwithstanding the provisions of sub-clause (1) of this clause, nothing herein shall prevent any payment in good faith by the Company:
4. (2) (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or governing body) for any services rendered to the Company provided that, subject to sub-clause (3) of this clause, reasonable and proper remuneration may be paid to the a member of the Council of Management of the Society appointed to the office of Editor of the Journal of Hand Surgery (European Volume) (or any successor title to that Journal) in respect of his or her work on the said Journal notwithstanding that he or she is a member of the Council of Management or governing body;
4. (2) (b) of interest on money lent by any member of the Company or of its Council of Management or governing body at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England, or 3% whichever is the greatest;
4. (2) (c) of fees, remuneration or other benefit in money or monies worth to a Company of which a member of the Council of Management or governing body may be a
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member holding not more than one hundredth part of the capital of that Company;

4. (2) (d) to any member of its Council of Management or governing body, of out of pocket expenses.
4. (2) (e) of any premium in respect of any indemnity insurance to cover the liability of the members of the Council of Management of the Society,
 - (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or duty of which they may be guilty in relation to the Company or,
 - (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986:

Provided that any such insurance, in the case of (i), shall not extend to any claim arising from any act or omission which the members of the Council of Management of the Society knew to be a breach of trust or a breach of duty or which was committed by the members of the Council of Management of the Society in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Council of Management of the Society in their capacity as directors of the company and in the case of (ii), shall not extend to any liability to make such a contribution, where the basis of the director's liability in his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.

4. (3) Whenever a member of the Council of Management of the Society has a personal interest in a matter to be discussed at a meeting of the Council of Management, the member concerned must:
 4. (3) (a) declare an interest at or before discussion begins on the matter;
 4. (3) (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

4. (3) (c) not be counted in the quorum for that part of the meeting;
4. (3) (d) withdraw during the vote and have no vote on the matter.
5. The Liability of the Members is Limited.
6. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same 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 Society 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 Society 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 Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof such institution or institutions 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 this provision then to some other charitable object.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF THE BRITISH SOCIETY FOR SURGERY OF THE HAND**

PRELIMINARY

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act, 1948
These presents	These Articles of Association and the regulations of the Association from time to time in force.
The Society	The above-named Society
The Council	The Council for the time being of the Society
The Office	The Registered Office of the Society
The Seal	The Common Seal of the Society
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed, photographed or lithographed, or partly one and partly another and made visible by any other mode of representing or reproducing words in a visible form

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine; and

Words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date of the incorporation of the Society shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

MEMBERS

2. The number of Members with which the Society proposes to be registered is unlimited.
3. The provisions of Section 110 of the Act shall be observed by the Society; and every Member of the Society shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
4. The Subscribers to the Memorandum of Association and such of the first Members hereinafter mentioned of the Council as shall have become Members of the Society within one month after its incorporation shall be the first Members of the Society.
5. There shall be: Members
Overseas Members
Honorary Members
Senior Members
Associates and
Companion Members
6. Members and Overseas Members shall be registered medical practitioners of consultant or equivalent status and permanently established surgeons who have given evidence of satisfactory scientific and practical attainments in Hand Surgery and practitioners in allied disciplines of medicines who are interested in the hand.
7. (a) Honorary Members shall be distinguished surgeons or persons of distinction whose merit is esteemed by the Society.
7. (b) Full members who have retired from active clinical and medico legal practice may apply to the Honorary Secretary to be considered for Senior Membership. Such members will pay no subscription

to the Society but will receive no journals and have no voting rights.

8. Associates shall be medical practitioners registered in the country in which they practise who are interested in hand surgery.
9. Companion Members shall be colleagues from allied non-medical disciplines who have a particular interest in hand surgery. They will have no voting rights. Applications for inclusion in this category should be made in writing to the Honorary Secretary.
10. The Council shall review annually the composition of the membership.
11. The Council may from time to time admit such other persons as it thinks fit to Membership of the Society subject to their complying with Article 3.
12. Candidates for membership shall be sponsored by two Members of the Society. Their names shall be sent to the Honorary Secretary for consideration by the Council. The names of those deemed suitable shall be submitted to a General Meeting for election. If a poll is demanded a majority of two-thirds of those Members present shall be required.
13. Candidates for Associateship shall be similarly sponsored and elected.
14. The nomination for election of Honorary Members shall be made by the Council to the Society and the election shall be made by a unanimous vote of the Members present and voting.
15. A Member of the Society shall cease to hold that position:-
 15. (a) if he becomes of unsound mind or permanently incapable of acting;
 15. (b) if he becomes bankrupt or makes any arrangement with his creditors;
 15. (c) if he sends to the Society notice in writing of his retirement; or
 15. (d) if by reason of conduct deemed by the Council to render him unfit to continue as a Member he is removed by a resolution passed by a three fourths majority of the Members of the Council present and voting at a Meeting of the Council of which notice showing the intention to propose a resolution in that behalf has been duly given and

at which such Member has been given a reasonable opportunity of attending and being heard.

16. Membership shall be personal to the Member and shall not be transmissible or transferable by the act of the Member or by operation of law.

OFFICERS

17. The Officers of the Society shall be a President, a Vice-President (who shall be President-elect), an Honorary Secretary, an Honorary Treasurer and an Editor.

18. The Officers shall be nominated by the Council from amongst the Members of the Society. These nominations shall be offered for election at the next Annual General Meeting.

Potential candidates for Vice-President, Honorary Secretary, and Honorary Treasurer will be suggested to Council by a Subcommittee consisting of the President, the Immediate Past President, the Honorary Secretary, the Honorary Treasurer, and the two most senior elected Members of Council, whose role also will be to receive opinion from the membership of the Society.

19. The Term of Office for the Honorary Secretary of the Society will be three years and the Term of Office for the Treasurer of the Society will be five years each commencing on the 1st January next following their election. The President and the Vice-President shall hold office for a period of one year commencing on the 1st January next following their election. At the discretion of Council the Honorary Secretary may be elected at the Annual General Meeting fourteen months before he is due to take office, permitting him an overlap of one year with the outgoing Honorary Secretary. During this time he may perform the duties of Assistant Honorary Secretary and be co-opted to Council meetings.

20. Any Officer of the Society other than the President and the Vice-President shall be eligible for re-election.

21. The President or in his absence the Vice-President or in his absence a Member of the Council elected by the meeting shall preside at all General and Council Meetings. The persons so presiding shall have a casting vote which shall be exercisable in all cases where the number of votes cast in favour of any proposal is equal to the number of votes cast against such proposal and whether such votes shall

have been cast by postal ballot or on a show of hands or on a poll.

22. The Vice-President shall deputize for the President on all occasions when the President is absent and if the President ceases to hold office during his term the Vice-President shall become the President for the remainder of the term.
23. The Honorary Secretary shall be responsible for the organisation and keep the minutes of all Scientific and Business Meetings and Meetings of the Council. He shall be empowered to sign cheques on behalf of the Society.
24. The Honorary Treasurer shall collect all monies due to the Society and shall be the custodian thereof. He shall inform each Member when his subscription for the forthcoming year is due. He shall present the accounts of the Society each year to an Annual General Meeting. He shall be empowered to sign cheques on behalf of the Society.
25. The Editor shall be responsible for producing the Journal of Hand Surgery (European Volume) in which the British Society for Surgery of the Hand retains the copyright.

COUNCIL

26. The executive body of the Society shall be known as the Council. The Council shall, unless and until otherwise determined by the Society in General Meeting, consist of the President, the Vice-President, the Immediate Past President, the Honorary Secretary, the Honorary Treasurer and eight elected Members.

The Chairman of the Committee of Management for the Journal, the Chairman of the Education and Training Committee, the Honorary Archivist, the IFSSH representative, the Editor and the Chairman of the Research and Audit Committee will, ex-officio be invited to attend Council meetings, but will not be entitled to vote. The other Members of the Council shall be elected from the Members of the Society. Nominations must be proposed and seconded by two Members and received by the Honorary Secretary before the end of July. Nominations will be circulated with the Agenda at least twenty-eight days before the Annual General Meeting. If there are more nominations than vacancies, voting papers will be circulated which must be returned to the Honorary Secretary at least seven days before the Annual General Meeting.

27. The Council shall have power to co-opt any Member of the Society to fill a casual vacancy. Any Member so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election. A quorum at the Council Meeting shall consist of any three Members of the Council including the President or Vice-President or Honorary Secretary.

Council shall have power to invite any Member of the Society to attend meetings of Council, but that Member will not be entitled to vote.

28. The other Members of the Council shall hold office for a period of four years commencing on the 1st of January next following the Annual General Meeting at which they were elected.

The term of office of the Chairman of the Committee of Management for the Journal will be five years.

The term of office of the Chairman of the Education and Training Committee will be four years.

29. The Council shall be responsible for the arrangements of the General Meetings of the Society and for all other business.

30. The Council shall appoint annually such subcommittees as it may deem necessary and it shall also appoint the officers of these committees.

31. The Council shall appoint as necessary the delegate to the Council of the International Federation of Societies for Surgery of the Hand who shall be ex-officio invited to attend meetings of Council, but will not be entitled to vote.

32. The first Members of the Council shall be:-

President:	John Ivor Pulsford James
Vice-President:	Maurice Kinmonth
Honorary Secretary:	Douglas Watson Lamb
Honorary Treasurer:	Stewart Hamilton
	Harrison
Editor:	Hugh Graham Stack
Council:	John Netterville Barron
	James Stokes Ellis
	Basil Helal
	Ian Alexander McGregor
	Kenneth Morley Backhouse

33. No person who is not a Member of the Society shall be eligible to hold office as a Member of the Council;

but a person may be appointed a Member of the Council subject to his becoming a Member of the Society within one month of the date of his appointment.

34. The Council shall consist of such number not unless otherwise determined by the Society in General Meeting being less than three nor more than five of elected Members as shall from time to time be determined by the Society in General Meeting.
35. The Members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the Members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to Membership of the Society filling up vacancies in their body or of summoning a General Meeting of the Society but not for any other purpose.
36. A Member of the Council shall cease to hold office:-
- (a) if he ceases to be a Member of the Society;
 - (b) if by notice in writing to the Society he resigns his office;
 - (c) if he ceases to hold office by reason of any order made under Section 188 of the Act;
 - (d) if he is removed from office by a resolution duly passed pursuant to Section 184 of the Act;
 - (e) if he ceases to be a Member by virtue of Section 185 of the Act.
37. The business of the Society shall be managed by the Council who may pay all such expenses of and preliminary and incidental to the promotion formation establishment and registration of the Society as they think fit and may exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by statute or by those presents required to be exercised or done by the Society in General Meeting subject nevertheless to any regulations of these presents to the provisions of the statutes for the time being in force and affecting the Society and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Society in General Meeting but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which

would have been valid if such regulation had not been made.

38. The Seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two Members of the Council and of the Honorary Secretary and the said Members and the Secretary shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

PRESIDENT

39. The first President of the Society shall be JOHN IVOR PULSFORD JAMES who shall be entitled (subject to his remaining a Member of the Council) to hold office until the conclusion of the first Annual General Meeting of the Society.

40. The Council shall at its first Meeting following any casual vacancy in the office of President elect one of its number to be President of the Society and the person so elected shall be entitled (subject to his remaining a Member of the Council) to hold office until the conclusion of the next succeeding Annual General Meeting of the Society.

HONORARY SECRETARY

41. The Honorary Secretary shall be appointed by the Council for such term at such remuneration and upon such conditions as they think fit. The provisions of Section 177 and 179 of the Act shall apply and be observed. The Council may from time to time appoint an Assistant or Deputy Secretary and any person so appointed may act as Honorary Secretary if there be no Honorary Secretary or no Honorary Secretary capable of acting.

ROTATION OF MEMBERS OF THE COUNCIL

42. At the close of the first Annual General Meeting of the Society and at the close of every subsequent Annual General Meeting the whole of the Members of the Council for the time being shall retire from office and shall be eligible for re-election.
43. The Society may at the Meeting at which a Member of the Council retires in manner aforesaid fill up the vacated office by electing a person thereto and in default the retiring Member shall if offering himself

for re-election be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill up such vacated office or unless a resolution for the re-election of such member shall have been put to the Meeting and lost.

44. No person not being a Member of the Council retiring at the Meeting shall unless recommended by the Council for election be eligible for office on the Council at any General Meeting of the Society unless within the prescribed time before the day appointed for the Meeting there shall have been given to the Honorary Secretary notice in writing by some Member duly qualified to be present and vote at the Meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the Meeting there shall be not less than four nor more than twenty-eight intervening days.
45. The Society may from time to time in General Meeting increase or reduce the number of Members of the Council and may make the appointments necessary for effecting any such increase.

PROCEEDINGS OF THE COUNCIL

46. The Council may meet together for the dispatch of business adjourn and otherwise regulate their Meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined there shall be a quorum in accordance with Article 27. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the President shall have a second or casting vote.
47. A Member of the Council may and on the request of a Member of the Council the Honorary Secretary shall at any time summon a Meeting of the Council by notice served upon the several Members of the Council. A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a Meeting.
48. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.
49. The Council may delegate any of their powers to subcommittees consisting of such persons (whether or

not Members of the Council or of the Society) as they think fit provided that not less than two thirds of the Members of any subcommittee must be Members of the Council or of the Society. Any subcommittee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The Meetings and proceedings of any such subcommittee shall be governed by the provisions of these presents for regulating the Meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

50. All acts bona fide done by any Meeting of the Council or of any subcommittee of the Council or by any person acting as a Member of the Council shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or subcommittee as the case may be.
51. The Council shall cause proper Minutes to be made of all appointments of Officers made by the Council and of the proceedings of all Meetings of the Society and of the Council and of subcommittees of the Council and all business transacted at such meetings and any such Minutes of any Meetings if purporting to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding Meeting shall be sufficient evidence without further proof of the facts therein stated.
52. A resolution in writing signed by all the Members for the time being of the Council or of any sub-committee of the Council shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such subcommittee duly convened and constituted.
53. Each Member of the Council may by notice in writing to the Society under his hand delivered to the President or Honorary Secretary appoint any Member of the Society approved by the Council to be his alternate to act for him at any Meeting of the Council from which he is absent and such appointment shall have effect for such Meeting or Meetings or for such period as is expressed in such appointment and such appointee whilst he holds office as an alternate Member of the Council shall be entitled to notice of all Meetings of the Council and to attend and vote at any meeting of the Council from which the person

appointing him is absent; but he shall ipso facto vacate office if and when the appointing Member shall cease to hold office or such appointment is determined either by effluxion of time or by notice in writing to the Society delivered to the President or Honorary Secretary.

HONORARY OFFICERS

54. The Council may from time to time elect such honorary officers as it thinks fit and may invest such officers with such duties and privileges (not being of an executive character) as it deems suitable. An honorary officer need not be a Member of the Society.

55. Every honorary officer shall hold office until he resigns or dies or until another person is appointed to his office by an Extraordinary Resolution of the Society of which notice showing the intention to propose such appointment has been duly given.

GENERAL MEETINGS

56. There shall be an Annual General Meeting held once in every calendar year. This shall normally be in November unless otherwise determined by the Council.

57. The Council may call an Extraordinary General Meeting whenever it thinks fit and Extraordinary General Meetings shall also be convened by the Honorary Secretary within one month from the receipt of a requisition signed by not less than ten Members stating the purpose for which the Extraordinary General Meeting is to be convened.

58. Any Member of the Society who wishes to move a formal resolution shall give notice in writing to the Honorary Secretary and shall submit a copy of such resolution not less than twenty-eight days before the date of the meeting.

59. An Annual General Meeting and a Meeting called for the casting of a special resolution shall be called by twenty-one days notice in writing at the least and a Meeting of the Company other than an Annual General Meeting or a Meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall specify the place day and hour of the Meeting and in case of special business the general nature of that business. Provided that a Meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Regulation be deemed to have been duly called if it is so agreed.

59. (a) In the case of a Meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
59. (b) In the case of any other Meeting by a majority in number of Members having a right to attend and vote at the Meeting being a majority together holding not less than 95% in nominal value of the shares giving that right.
60. The quorum for a General Meeting shall be ten members present in person.
61. At any General Meeting of the Society a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
61. (a) by the Chairman or
61. (b) by at least three Members present in person
- A poll shall be taken in such manner and at such time as the Chairman may direct.
62. Every Member and Overseas Member shall have one vote. Honorary Members and Associates shall not have a vote. A Member entitled to vote shall not be entitled to appoint a proxy.

SCIENTIFIC MEETINGS

63. Members shall be entitled to bring one medical guest to Scientific Meetings and shall be responsible for any expense incurred. They shall give due notice of their intention to the Honorary Secretary. Scientific Meetings shall be held at least twice a year at times and places to be decided by the vote of a majority at a General Meeting but the Council shall have power to alter these arrangements if necessary.

ACCOUNTS

64. The Council shall cause proper books of account to be kept with respect to:-
64. (a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
64. (b) all sales and purchases of goods by the Society; and

64. (c) the assets and liabilities of the Society

Proper books shall not be deemed to be kept if there are no such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

65. The books of account shall be kept at the Office or subject to Section 147 (3) of the Act at such other place or places as the Council shall think fit and shall always be open to the inspection of the Members of the Council.

66. The Society in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Society or any of them and subject to such conditions and regulations the accounts and books of the Society shall be open to the inspection of Members at all reasonable times during business hours.

AUDIT

67. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

68. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act and Section 14 of the Companies Act 1967 the Members of the Council being treated as the Directors mentioned in those sections.

NOTICES

69. A notice may be served by the Society upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members or to his last known address.

70. Any Member described in the Register of Members by an address not within the United Kingdom who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him at such address but save as aforesaid and as provided by the Act only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Society.

71. Any notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

SUBSCRIPTION

72. Annual subscriptions shall be determined by and annually reviewed by Council. Annual subscriptions shall be payable on commencement of membership and thereafter on June 1st each year. Members appointed on any date other than June 1st shall pay such proportion of the annual subscription as the Council may in its absolute discretion consider appropriate.

The annual subscription for Members shall include payment for the Journal of Hand Surgery (European and American volumes). The annual subscription for other categories of member shall include payment for the Journal of Hand Surgery (European volume).

73. A Member whose subscription is twelve months in arrears and who has been duly notified thereof shall cease to be a Member of the Society. Re-instatement shall be possible with consent of the Council after formal application and payment of arrears has been made.
74. The Society's financial year shall end on 31st May.
75. Cheques shall be signed by the Honorary Treasurer or in his absence or incapacity by the Honorary Secretary.

ALTERATION OF CONSTITUTION AND RULES

76. The Constitution and Rules shall be altered only by the vote of at least three-fourths of the Members of the Society present at the Meeting specially convened for the purpose. The Honorary Secretary shall despatch a notice of such a meeting and of every proposed alteration by post to every Member not less than twenty-eight days before the date of the meeting and no rule shall be altered unless such notice has been given subject to Section 141(i) and (ii) of the Act.

Thirty Members shall form a quorum at a Meeting convened to alter the Constitution and Rules of the Society.

DISSOLUTION

77. The Society may at any time by a resolution passed in General Meeting be wound up and dissolved and in that event the books and records of the Society shall be disposed of in accordance with the directions of the Council and all other property of the Society shall be transferred to such charitable body or bodies whether incorporated or not as shall be specified by the resolution for winding up. Provided that such charitable body has or have objects analogous to the objects of the Society. If no such body or bodies be specified by the resolution then the said property of the Society shall be transferred to such charitable body or bodies as may be determined 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 such provision then to some other charitable object.