



Memorandum & Articles  
of  
Association



**The British Society for the History of Science**

**MEMORANDUM OF ASSOCIATION**

**&**

**ARTICLES OF ASSOCIATION**

Introduction

The British Society for the History of Science elected to become a Registered Company (as defined by the Companies Act, 1948) in 1956. The Society has henceforth been known for legal purposes as "The British Society for the History of Science Limited" but for most purposes is not required to use the term "Limited". As a Registered Company, the BSHS has a legal status of its own and the personal assets of those who run the company (ie Council) are not at risk. The Company does not issue shares, and the liability of individual members is limited to £1 each in the event of the Company being wound up.

Registration as described above required the preparation of a Memorandum of Association (describing the aims and objectives of the Society) and Articles of Association (defining how those aims and objectives should be pursued). Both are legal documents and amendment is a lengthy and costly business. The Memorandum of Association remains in its original form; the Articles of Association have been amended several times, the most recent occasion being 1996. A copy of the documents, as amended by various Special Resolutions, is lodged with the Companies Registrar, Cardiff.

This booklet gives the original text of the Certificate of Incorporation and the Memorandum of Association, together with the details of the signatories. The revised Articles then follow and for completeness the signatories of the original Articles are listed.

Stanford in the Vale  
May 1997

G BENNETT  
Company Secretary

No. 562208  
THE COMPANIES ACT, 1948.  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
Memorandum  
AND  
Articles of Association  
OF  
THE BRITISH SOCIETY FOR THE HISTORY OF SCIENCE  
Incorporated the 3rd day of March, 1956.

Solicitors:  
BOOTH & BLACKWELL,  
3 and 4 Berners Street, London, W.1.

No. 562208  
Certificate of Incorporation  
I hereby Certify that  
THE BRITISH SOCIETY FOR THE HISTORY OF SCIENCE  
(the word ``LIMITED`` being omitted by Licence of the Board of Trade) is this day Incorporated under the  
Companies Act, 1948, and that the Company is Limited.  
Given under my hand at London this Third day of March, One thousand nine hundred and fifty-six.

W.B. LANGFORD,  
Registrar of Companies.

**The Companies Act, 1948**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**Memorandum of Association**  
**OF**  
**THE BRITISH SOCIETY FOR THE HISTORY OF SCIENCE**

1. The name of the Company (hereinafter called "the Society") is "THE BRITISH SOCIETY FOR THE HISTORY OF SCIENCE".

2. The registered office of the Society will be situate in England.

3. The objects for which the Society is established are:

(a) To promote and further the study of the history and philosophy of science in all its branches and by any and every means, as also of all or any other aspects of science or learning with which such study is consistent or which in the opinion of the Society can be advantageously and usefully carried out in connection therewith.

(b) With the objects and for the purpose aforesaid to take over, administer and continue the work and activities of the unincorporated Society known as The British Society for the History of Science, whose principal office is at Ravensmead Keston in the County of Kent, the objects and purposes of which have been similar to those hereinbefore set out.

(c) To provide such facilities as in the opinion of the Society are desirable for every kind of work in connection with the studies aforesaid and to establish, equip and maintain in England or elsewhere a centre or centres for study and research in connection with such studies and either at such centre or centres or elsewhere to provide and maintain properly equipped research accommodation, including laboratories, working museums, lecture and demonstration theatres, and libraries, and to employ and pay expert and other staffs in connection therewith or with any other objects of the Society.

(d) To arrange for meetings of members and others for the reading and discussion of papers and to arrange and pay for suitable accommodation for such meetings and to arrange, and if the Society so desires but subject to the provisions of Clause 4 hereof, to pay for lecturers, speakers or others whether members of the Society or not, to address members of the Society and other societies, associations, institutions and bodies and the general public upon any matter appertaining to or arising out of the objects of the Society.

(e) To promote in any other way research into science and scientific subjects and the apparatus and literature in connection therewith.

(f) To protect and assist in protecting places, objects, apparatus, pictures, drawings, publications and other things of every sort and kind which are or may be of interest in connection with science or with the study of the history or philosophy thereof.

(g) To print and publish and to sell, lend and distribute any communications made to the Society or any other papers, treatises or communications relating to the objects of the Society and any reports of the proceedings and accounts of the Society, and for this purpose to cause translations to be made of any such papers, treatises, or communications as shall be in a foreign language, and to illustrate any of the publications.

(h) To invite from the members of the Society and other persons contributions, whether by way of annual or other subscriptions, donations or bequests, for carrying into effect the objects of the Society and to promote

them by making grants or donations.

(i) To establish, or undertake the direction or supervision of, or contribute to arrangements whether of a legal nature or otherwise, conducive directly or indirectly to the promotion of the objects of the Society, including any charitable fund, from which may be made donations or advances to persons who may be, wish to be, or have been engaged in or connected with any pursuit or occupation within the ambit of the objects of the Society.

(j) To establish, subsidise, promote, or amalgamate with, affiliate or become affiliated to, act as trustees or agents for, manage or lend money or afford other assistance to any association (corporate or unincorporate) anywhere in the world with objects similar to these present objects or any of them, provided such association is prohibited by its constitution from paying or distributing any dividend or profit to its members to an extent at least as great as is imposed by the constitution of this Society and to send representatives of the Society to attend any meetings of any such associations and (subject to the provisions of Clause 4) to pay their proper expenses therefor.

(k) To establish and support or assist the establishing and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees of the Society or the dependents or connections of such persons (not being members of the Society), and to grant pensions and allowances, or to purchase from any Government department or insurance company pensions or annuities for employees or former employees of the Society or their dependents or connections, and to make payments towards insurance. Provided that the Society shall not carry on the business of life assurance within the definition in the Assurance Companies Act, 1909, or any Act amending, extending or re-enacting the same.

(l) To acquire and take over and apply for the purposes and objects of this Society all or any of the assets and liabilities of any association or corporation having objects similar to those of this Society.

(m) To apply for and obtain any rights or privileges from, and to enter into any arrangements that are directly or indirectly conducive to the objects of the Society with any Authorities (supreme, local or otherwise).

(n) Subject to the provisions of Section 14 of the Companies Act, 1948, 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.

(o) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be expedient with a view to the promotion of its objects.

(p) To undertake and execute any trusts which may lawfully be undertaken by the Society and are conducive to its objects.

(q) To borrow or raise money for the purposes of the Society on such terms and on such security or without security as the Society thinks fit.

(r) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as the Society thinks fit but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(s) 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.

(t) To carry out any of these objects anywhere in the world either as principal or agent, to co-operate with any other person, body or institution whatsoever in so doing on such terms as may be determined, and to employ such person or persons in such capacity or capacities and to remunerate any person for services rendered or to be rendered in such manner as may be determined, subject as hereinafter mentioned.

(u) To do all such other things as are incidental or which the Society may think conducive to the attainment of the above objects or any of them in any part of the world.

Provided that the Society 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 Society would make it a Trade Union.

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 or Minister of Education, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Society shall be chargeable for any such property that 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 Council or Governing Body 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 or the Minister of Education over such Council or Governing Body, 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 manner as allowed by law, having regard to such trusts.

4. The income and property of the Society whencesoever derived, shall be applied solely towards the promotion of the objects of the Society 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 Society.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society in return for any services actually rendered to the Society, 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 Society, but so that no member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society 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 Society; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member and 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. No addition, alteration or amendment shall be made to or in the provisions contained in the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Society in pursuance of Section 19 of the Companies Act, 1948.

7. The liability of the members is limited.

8. 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.

9. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other 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 such provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society, 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 Society for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Society 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

HERBERT DINGLE, 104 Downs Court Road, Purley, Surrey. University Professor.

H. HAMSHAW THOMAS, 3 Millington Road, Cambridge. A Fellow of the Royal Society.

H.R. CALVERT, The Science Museum, South Kensington, London, S.W.7. Civil Servant.

CHARLES SINGER, Kilmarth, Par, Cornwall. Emeritus Professor.

N.H. DE V. HEATHCOTE, "Houghton", 80 Colney Hatch Lane, Muswell Hill, London, N.10. University Teacher.

J.R. PARTINGTON, 211 Mill Road, Cambridge. Emeritus Professor.

THOMAS MARTIN, 8 Bramerton Street, Chelsea, London, S.W.3. Civil Servant.

DATED this 20th day of February, 1956.

WITNESS to the Signatures of Herbert Dingle, H. Hamshaw Thomas, H.R. Calvert and Thomas Martin:

E. BOOTH, Solicitor, 4 Berners Street, London, W.1.

WITNESS to the Signature of Charles Singer:

ELLA HARRISON, Private Secretary, "Chainford", Par, Cornwall.

WITNESS to the Signature of N.H. de V. Heathcote:

A.D. MCKNIGHT, 78 Colney Hatch Lane, N.10, Bank Official.

WITNESS to the Signature of J.R. Partington:

FANNY L. RANDALL, Housekeeper, 211 Mill Road, Cambridge.

**The Companies Act, 1985, & The Companies Act 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**Articles of Association**  
**OF**  
**THE BRITISH SOCIETY FOR THE HISTORY OF SCIENCE**

**GENERAL**

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 subjects or context:-

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act, 1948 or any Act amending, extending or re-enacting the same.
Articles	These Articles of Association as amended from time to time and the regulations of the Society from time to time in force.
The Society	The above-named Society.
The Council	The Council of Management for the time being of the Society.
Office	The registered office of the Society.
Seal	The common seal of the Society.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

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 on which these presents become binding on the Society shall, if not inconsistent with the subject or context bear the same meanings in these Articles.

2. The number of the members with which the Society proposes to be registered is unlimited.
3. Every member of the Society shall sign a written consent to become a member.
4. The Society is established for the purposes expressed in the Memorandum of Association.

**MEMBERS**

5. The subscribers to the Memorandum of Association, the members of the said unincorporated British Society for the History of Science at the date of incorporation of the Society and such other persons as are by these presents nominated or as the Council shall admit to membership in

accordance with the provisions hereinafter contained shall be members of the Society. From them shall be chosen the President, any Vice-Presidents it may be decided to appoint, the officers of the Society and the members of the Council. If the Council shall so determine, bodies corporate (not being themselves members) and unincorporate contributing such sum as the Council may from time to time decide to the funds of the

Society for so long as the Council may from time to time decide, may each nominate a representative approved by the Society, who if so approved, shall be a fully qualified member of the Society.

6. There shall be two classes of members known as Ordinary Members and Associate Members. There shall be three grades within the class of Associate Member known as Student, Retired and Unemployed.

7. Without prejudice to the provisions of Article 10

(a) Ordinary Membership shall be open to all persons who shall have applied to the Council in writing for such membership, and are approved by the Council and elected at a business or non-business meeting of the Society.

(b) Associate Membership shall be open to all persons who shall have applied to the Council in writing for such membership, or applied earlier for Ordinary Membership, and are approved by the Council and elected at a business or non-business meeting of the Society provided always that each associate member satisfies the requirements for the grade of either Student, Retired or Unemployed:

(i) Any person who provides documentary evidence that they are undergoing a course of higher education acceptable to the Council as within the objectives for which the Society is established may apply in writing annually to the Council to enter the grade of Student. Associate Membership in the grade of Student is limited to a maximum of five years.

(ii) Any person who has been a member of the Society either Ordinary or Associate for a period of at least four consecutive years and is in the opinion of Council of retired age may enter the Retired grade.

(iii) Any person who is seeking active employment but is currently unemployed or any person who is experiencing extreme financial hardship may send details in writing to the Council who may approve entry into the Unemployed grade.

(c) The method of voting at a business or non-business meeting for the election of Ordinary Members and Associate Members shall be as follows: the name of the candidate shall be posted in a list in a prominent position at least 30 minutes before the meeting is due to start and copies of the list shall be made available at the meeting. The list shall not display any information to denote the class or grade of membership of any person on the list. The Chairman shall cause the meeting to elect those persons on the list for whom approval of membership is given to be members of the Society. A ballot may be demanded by a member in respect of any person on the list thought to be unsuitable as a prospective member of the Society. If a ballot is so demanded it shall be taken in such manner as the Chairman directs and if the candidate shall receive a majority of the votes cast, at least 12 members having voted, he shall be declared elected. The demand for a ballot may be withdrawn.

(d) Any person who has applied for membership of the Society and paid the subscription and entrance fee as appropriate may be accorded those rights, benefits and privileges of membership the Council may define from time to time from the effective date of their application to the date of their election to membership.

8. (a) Members whether Ordinary or Associate shall, subject to the provisions of these Articles, have the right of receiving notice of all non-business meetings of the Society, of attending all non-business meetings of the Society, of introducing visitors at non-business meetings of the Society, and of obtaining copies of such periodical publications of the Society and other publications as the Council may from time to time determine and upon such terms as the Council may appoint. The Council may vary the publications to be received and the terms on which they may be received as between Ordinary members and each grade of Associate members.

(b) In the case of fully qualified members representing bodies corporate or unincorporate as many representatives thereof may attend non-business meetings of the Society as the Council may from time to time determine and the Council may determine that different numbers of persons may so attend in the case of different bodies but their representatives shall not have the right to vote at meetings or hold office in the Society.

(c) Ordinary members and Associate members shall subject to the provisions of these Articles have the right to receive notices of and attend and vote at all meetings of the Society and Ordinary members alone shall have

the right of serving on the Council or in any office of the Society if duly elected thereto, save that any ordinary member of the Council may if duly elected be an Associate member in the grade of Student.

9. Every member shall pay to the Society in each year such subscription on such date and in such manner as the Council shall from time to time determine. The Council may fix different subscriptions for different classes and grades of members and may fix rates for compounding annual subscriptions. Council may enter into covenants with members for the promised payment of subscriptions. Council shall have the power to fix and charge a fee of such amount as the Council shall from time to time determine for entrance to all classes or grades or for any class of membership with power to increase, decrease, discharge and recharge any such fee. Notwithstanding that any such fee shall have been fixed, the Council may remit the same in any case in which the Council considers it desirable to do so.

10. Notwithstanding the provisions of Article 7, relating to the election of members, the Council may remit any of the conditions specified in that Article as necessary for the eligibility for election in the case of any person whom the Council think it desirable to admit as a member of the Society, notwithstanding that all the said conditions are not fulfilled.

11. Any member may withdraw from the Society by giving notice so to do, and upon receipt of the notice their membership shall cease.

12. The Council shall have power to suspend the rights or cancel the membership of any member of the Society after giving such member an opportunity of being heard. Any member receiving notice of such suspension or cancellation may by notice in writing given within fourteen days of such receipt to the Secretary appeal to an Extraordinary General Meeting, for which notice shall be issued within 21 days of the receipt of the notice of appeal, when an ordinary resolution shall be required to confirm the suspension or cancellation. If the suspension or cancellation of membership be not confirmed the member shall be reinstated. The member shall be entitled to be heard at such general meeting.

13. Subject and without prejudice to article 31, if any member shall be in arrears for six weeks in the payment of their annual subscription from the time duly announced previously as being when annual subscriptions shall be due that member shall not be entitled to any of the rights, benefits or priveleges of membership of the Society until they have paid the subscription due together with a further sum in penalty charged at rates which Council shall fix from time to time. At the expiry of the six weeks aforementioned the member shall be sent a notice with an intimation that after a further three months, unless all outstanding subscriptions and penalty charges are paid, they will be liable to have their name erased from the list of members. In default of payment the Council may order their name to be erased accordingly, whereupon their membership shall cease.

14. Any person who, by resignation or otherwise, shall cease to be a member, shall remain liable for and shall pay to the Society any sums which at the time of cessation of membership may be due from them to the Society for subscription money or otherwise. Upon such cessation of membership an entry to that effect shall be made in the register of members and such entry shall be sufficient evidence thereof.

## MEETINGS

15. Subject to the provisions of these Articles all meetings of or conducted by the Society or for which the Society is responsible, other than business meetings, shall be held at such times and places and upon such notice and shall be conducted as the Council may appoint. The procedures and rules for the meeting shall be defined by the Council before the meeting and the meeting shall be conducted in accordance with those procedures and rules.

16. The business meetings of members shall be Extraordinary General Meetings and, if required by statute or

by other legal process, Annual General Meetings.

17. Whenever the Society is not obliged to hold an Annual General Meeting, an Extraordinary General Meeting shall be called every calendar year for the purposes of electing a new Council of Management and providing an opportunity for any member to raise one or more matters of Society business. Any member wishing to raise such matters shall inform the Secretary in writing not less than 2 weeks before the date of the Extraordinary General Meeting of the subject of and reason for each matter to be raised. If any member raises an item of Society business in the aforesaid manner the Secretary shall incorporate that item in an Agenda for the Meeting.

18. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.

19. Twenty-one days' notice in writing at the least (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which the notice is given), of every general meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are entitled to receive such notices from the Society; but with the consent of all members entitled to receive notices thereof, (or in the case of General Meetings other than Annual General Meetings of such proportion of them as is prescribed by the Act), a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive the same shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT MEETINGS

20. Deleted.

21. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other cases it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

23. The President shall preside as Chairman at every meeting of the Society (except that Council may nominate different persons to act as Chairman at different times during non-business meetings) but if there be no President or if at any meeting the President has not arrived within fifteen minutes after the time appointed for holding the same, or is unwilling to preside, the Vice-Presidents present in order of seniority as such shall so preside and in their absence or unwillingness as aforesaid, the members present shall choose as Chairman some member of the Council or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Society who shall be present to preside. As between Vice-Presidents of equal seniority the right to preside shall in default of agreement be decided by lot.

24. The Chairman may (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. If a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as

aforesaid members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

25. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman or by at least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Society shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

26. Subject as provided in the next following Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

27. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

29. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

30. Subject as herein provided, every member shall have one vote.

31. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of their membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

32. Votes may be given on a poll either personally or by proxy.

33. The instrument appointing a proxy shall be in writing under the hand of the appointer or their attorney duly authorised in writing.

34. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office or certified copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

35. 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, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

36. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will

admit or in such other form as may be approved by the Council:-

"THE BRITISH SOCIETY FOR THE HISTORY OF SCIENCE.

I, \_\_\_\_\_ of  
a member of THE BRITISH SOCIETY FOR THE HISTORY OF SCIENCE, hereby appoint  
of \_\_\_\_\_ another member of the Society and failing them,  
of \_\_\_\_\_ another member of the Society to vote for me on my behalf at the [Annual or Extraordinary  
or adjourned, as the case may be] General Meeting of the Society to be held on the  
day of \_\_\_\_\_, and at every adjournment thereof. As witness my hand this \_\_\_\_\_ day of 19 \_\_\_\_.

#### THE COUNCIL

37. Unless otherwise determined by the Society in General Meeting the Council shall consist of the Officers (other than the paid officers) of the Society and nine other members of the Society to be known as Ordinary Members of the Council. Council may include at least one Associate member in the Student grade in its annual nominations for Ordinary Members of the Council. The Society may from time to time by Special Resolution vary the number of Ordinary Members of the Council and accordingly the other provisions of these Articles dependent thereon shall be read as though the new number had therein been substituted for the old. The Society may also (without prejudice to the Act) by extraordinary resolution remove any member of the Council before the expiration of their period of office and may by ordinary resolution appoint another member in their stead, provided that the member so appointed shall retain that office only so long as the member in whose place they are appointed would have held the same had they not been removed.

38. The officers of the Society shall consist of (a) a President, (b) Vice-Presidents (if any) not exceeding six in number and (c) a Secretary, (d) a Treasurer, and (e) such other officers as the Society in General Meeting shall from time to time determine. The Society may appoint the Treasurer, Secretary and such other officers either as honorary officers or at such remuneration and upon such terms not in conflict with the provisions of these Articles as the Society shall from time to time think fit, and shall have power to discontinue any office included in Class (e) above Provided that no paid officer of the Society shall during any time when they received any payment for such services be entitled to vote at or in any way participate other than in an advisory or clerical capacity in the proceedings of the Council.

39. The first members of the Council shall be such of the persons whose names are set out in a Schedule, which for the purpose of identification has been marked 'B' and signed by the signatories to the Memorandum of Association and filed at the Companies Registry with these Articles as shall either have subscribed the Memorandum of Association or become members within 28 days after the incorporation of the Society.

40. All the members of the Council shall retire from office on 30th June each year. New members of Council elected in accordance with these Articles shall have their elections take effect from 1st July each year. Officers shall be eligible for re-election to their offices provided that unless otherwise decided at a general meeting of the Society the Presidency be not held for more than two consecutive years by the same person and that Vice-Presidents shall not hold office for more than three consecutive years. Not more than six of the ordinary members of Council shall be eligible for immediate re-election in that capacity.

41. (a) Not less than nine weeks before the date of the General Meeting described in Article 17 for the purpose of re-electing a Council there shall be posted to each member of the Society, whose address is known, a list of the names of those members of the Society nominated by the Council as Officers and as Ordinary Members of the Council for the ensuing year. The names shall be accompanied with biographical statements

describing each nominee who shall have expressed willingness to Council to be so nominated.

(b) Additional nominations may be made by members of the Society. Such nominations, signed by not less than five members (and accompanied by a statement whereby the nominee consents to be nominated), for Officers and Members of Council, must be in the hands of the Secretary or other Officer appointed for that purpose not less than six weeks before the General Meeting.

(c) If no such additional nominations are received the persons nominated by the retiring Council shall subject to the provisions of the Act, be declared duly elected at the General Meeting.

(d) If more than one person is nominated for any office, or more than nine persons all told are nominated as Ordinary Members of the Council, an election by ballot shall be held. At the General Meeting two members of the Society who are present, not being members of the Council or nominees therefor, shall be appointed Scrutineers of the ballot. A voting paper, containing a list of the names of all persons duly nominated shall be posted to each member of the Society in the manner provided for the sending of notices not less than twenty-one days before the date of the General Meeting. No vote shall be cast for any person whose name is not contained in the voting list and no member may vote for more than the number of persons required to complete the total number of the Council. Every member voting shall place their voting paper when duly completed in an envelope which shall then be closed and placed in another envelope for return to the Scrutineers. The outer envelope must also be closed and must bear the name of the member voting, but no indication of the voter's identity shall appear on the inner envelope or on the voting paper. The envelopes containing the voting papers shall be either (i) delivered to the Secretary at the General Meeting, or (ii) returned by post, or otherwise, so as to be received by the Secretary before the day of the General Meeting. The Secretary having satisfied himself that the name on the outer envelope is that of a member entitled to vote, shall remove the outer envelope and hand the inner envelope to the Scrutineer, who shall thereupon count the vote. The Secretary shall destroy the outer envelopes without disclosing them to any other person. If, after one re-count, two or more candidates have the same number of votes, the election of those candidates shall be conducted by ballot at the meeting in such a manner as the Chairman directs.

42. The Council may appoint from time to time, and during such period as they shall think fit, members in an advisory capacity only, provided that the total number of such members shall not at any time exceed four. Such members shall have the right to attend any meeting of the Council, but shall not have the right to vote upon any resolution proposed at any such meeting.

43. The Council may from time to time and at any time appoint any member of the Society as a member of the Council to fill a casual vacancy. Any member so appointed shall retain that office only until the next 30th June, but shall then be eligible for re-election.

44. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Council.

45. The members of Council shall be treated as the Directors of the Registered Company by which the Society is known in accordance with the Act. The members of Council shall assume the powers and responsibilities of the Trustees of the Society during any period when the Society is a Registered Charity. The Secretary shall inform each member of Council immediately following the election or appointment of that member to the Council of the requirements aforesaid for them to act as Director and as Trustee. Continuance in service as a member of the Council shall be taken to show approval by that member so to act.

## POWERS OF THE COUNCIL

46. (a) 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 the Act or by these Articles required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent therewith 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.

(b) The Council shall from time to time make repeal and amend all such Bye-laws and regulations as the Council shall think expedient for the conduct of the affairs of the Society and such Bye-laws and regulations shall be binding upon the members of the Society until repealed by the Council or set aside by resolution at a General Meeting of the Society, provided always that no Bye-law or regulation shall have any validity or effect if it constitutes or involves such an alteration of or addition to these Articles as could only lawfully be made by special resolution.

47. The continuing members of the Council may act notwithstanding any vacancy in their body; provided always that in case the Ordinary Members of the Council shall at any time be reduced in number to less than 3 it shall be lawful for the continuing members to act as the Council for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

48. The Council may from time to time, by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of such appointment to be the Secretary.

#### THE SEAL

49. The Council shall provide a common seal for the Society, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. Such common seal shall be deposited at the office.

50. The seal of the Society shall not be affixed to any instrument save within the terms of the Act and with the consent of the Council.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

51. Any member holding the office of President, Vice-President, other officer of the Society or Ordinary Member of the Council shall vacate that office if

- (a) subject to a receiving order or if making any arrangement or composition with creditors.
- (b) found lunatic or of unsound mind.
- (c) membership of the Society ceases.
- (d) resigning by notice in writing to the Society.
- (e) ceasing to hold office by virtue of any provision of the Act.
- (f) removed by a Resolution duly passed pursuant to the Act.
- (g) requested in writing by all the other members of the Council to resign.

#### PROCEEDINGS OF THE COUNCIL

52. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine from time to time the quorum necessary for the transaction of business. Unless otherwise determined, three ordinary members in addition to such of the officers as attend the meeting, shall be a quorum. The President shall preside at every meeting of the Council or if there shall be no President or if the President has not arrived within five minutes after the time appointed for the holding of the meeting or is unwilling to preside, the members of the Council then present shall elect their own Chairman from amongst them. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes,

the Chairman shall have a second or casting vote.

53. On the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members thereof. If the Secretary shall not within 10 days of receiving such request call a meeting any member of the Council may do so. A member of the Council who is absent abroad shall not be entitled to notice of a meeting.

54. The Council may delegate any of their powers to committees, consisting of such number of members of the Society as they think fit, and any committee so formed shall, in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The Council may authorize the formation of specialist groups or sub-divisions within the Society. The meetings and proceedings of any such committee, specialist group or sub-division shall be governed by the provisions of these Articles 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. Persons who are not members of the Society may be co-opted to serve on committees but shall not be entitled to vote.

55. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council or of such Committee 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 committee.

56. The Council shall cause proper minutes to be made of all appointments of officers and of the proceedings of all meetings of the Society and of the Council and of committees thereof and all business transacted at such meetings and any such minutes of any meeting, if signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

57. A resolution in writing signed by all the members for the time being entitled to receive notice of a meeting of the Council or of any 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 committee thereof duly convened and constituted.

## TREASURER

58. It shall be the duty of the Treasurer to receive all sums of money due to the Society and to disburse all sums payable by the Society out of the funds in hand. No payment exceeding a sum to be determined from time to time by the Council (except for rent, taxes or wages) shall be made by the Treasurer without the consent of the Council.

59. Subject to the provisions of the Memorandum of Association all sums of money which the Council shall decide to treat as capital, as well as any other sums which there is no present occasion for spending shall be invested by the Treasurer in such Government or other securities as shall be approved of and directed by the Council.

## ACCOUNTS

60. The Council shall cause proper books of account to be kept in accordance with the requirements of the Act with respect to

- (a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Society; and
- (c) the assets and liabilities of the Society.

61. The books of account shall be kept at the office, or (subject to 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.

62. The Council may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members of the Society of the accounts and books of the Society, or any of them, and subject to any such restrictions the accounts and books of the Society shall be open to the inspection of the members at all reasonable times during business hours.

63. The accounting date of the Society shall be 31st December. In every calendar year the Council shall assemble an Annual Report consisting of

(a) the report of Council on the activities of the Society for the preceding calendar year

(b) advance information, if any, on important developments forecast for the Society in the ensuing year, and

(c) the report of the auditors, the balance sheet and the income and expenditure account for the period since the last preceding account.

A copy of the Annual Report shall be sent to all persons entitled to receive notices from the Society.

## AUDIT

64. 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.

65. Auditors shall be appointed in accordance with the Act.

## NOTICES

66. A notice may be served by the Society upon any member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at their registered address as appearing in the register of members.

67. 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 them shall be entitled to have notices served upon them at such address but save as aforesaid only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Society.

68. 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, prepaid, and put into the post office or a post-box thereof.

## INDEMNITY AND RESPONSIBILITY

69. So far as allowed by the Act or any re-enactment or statutory modification thereof for the time being in force, but not further or otherwise, every member of the Council may be indemnified out of the assets of the Society against all losses or liabilities which they may sustain or incur in or about the execution of duties or otherwise in relation thereto.

70. Subject to the provisions of the Act or any re-enactment or statutory modification thereof for the time being in force, no member of the Council shall be liable for the acts, receipts, neglects or defaults of any other member of the Council or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Society

or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any persons with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by an error of judgment or over-sight on their part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto.

#### WINDING UP

71. The provisions of clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

#### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS TO THE ORIGINAL ARTICLES DEFINED UNDER THE COMPANIES ACT 1948 (AND PRIOR TO AMENDMENT ON 2ND MAY 1992 AS GIVEN ABOVE)

HERBERT DINGLE, 104 Downs Court Road, Purley, Surrey. University Professor.

H. HAMSHAW THOMAS, 3 Millington Road, Cambridge. A Fellow of the Royal Society.

H.R. CALVERT, The Science Museum, South Kensington, London, S.W.7. Civil Servant.

CHARLES SINGER, Kilmarth, Par, Cornwall. Emeritus Professor.

N.H. DE V. HEATHCOTE, "Houghton", 80 Colney Hatch Lane, Muswell Hill, London, N.10. University Teacher

J.R. PARTINGTON, 211 Mill Road, Cambridge. Emeritus Professor.

THOMAS MARTIN, 8 Bramerton Street, Chelsea, London, S.W.3. Civil Servant.

DATED this 20th day of February, 1956.

WITNESS to the Signatures of Herbert Dingle, H. Hamshaw Thomas, H.R. Calvert and Thomas Martin:

E. BOOTH, Solicitor, 4 Berners Street, London, W.1.

WITNESS to the Signature of Charles Singer:

ELLA HARRISON, Private Secretary, "Chainford", Par, Cornwall.

WITNESS to the Signature of N. H. de V. Heathcote:

A.D. MCKNIGHT, 78 Colney Hatch Lane, N.10, Bank Official.

WITNESS to the Signature of J.R. Partington:

FANNY L. RANDALL, Housekeeper, 211 Mill Road, Cambridge.

*Signed for the purposes of identification as the document being the Articles of Association in their amended form presented to the Extraordinary General Meeting of the British Society for the History of Science on 12th June 1996 for approval by Special Resolution.*

G BENNETT  
Company Secretary



The British Society for the History of Science Ltd  
is a registered company limited by guarantee and  
registered in England no. 562208.

It is also a registered charity no. 258854.  
The registered address is 5 Woodcote Green,  
Fleet, Hants GU51 4EY, England.

Tel/Fax: +44 (0) 1252 641135

Email: [execsec@bshs.org.uk](mailto:execsec@bshs.org.uk) Website: [www.bshs.org.uk](http://www.bshs.org.uk)