

THE COMPANIES ACTS 1985 TO 2006

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF SOCIETY FOR FRENCH STUDIES

1. Name of Society

The name of the Society is Society for French Studies, called in this document "the Society".

2. Registered Office

The registered office of the Society will be in England and Wales.

3. Objects of the Society

3.1 The objects of the Society are to promote French studies in institutions of higher education in the British Isles and elsewhere.

4. What the Society may do

4.1 The Society may do anything lawful that may be necessary in order to promote its objects, including the use of the following powers:

(a) to acquire, construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land which the Society may need for its objects;

(b) to employ and pay any employees, officers, servants and professional or other advisers;

(c) subject to any consents required by law to raise funds and borrow moneys invite and receive contributions or grants or enter into contracts, seek subscriptions or raise monies in any other way;

(d) subject to any consent required by law to buy, take on lease, sell lease or otherwise dispose of, hire charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity;

(e) to promote, encourage or undertake study or research and disseminate the results of such;

(f) to produce, print and publish anything in written, oral or visual media in furtherance of the objects;

(g) to provide or procure the provision of services, training, consultancy, advice, support, counselling and guidance in furtherance of the objects of any of them;

(h) to promote and advertise the Society's activities;

(i) to invest any money that the Society does not immediately need in any investments, securities or properties;

(j) to undertake any charitable trust or any charitable agency business which may promote the Society's objects;

(k) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands and other dependants;

(l) to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Society or the trade is temporary and ancillary to the carrying out of the objects of the Society;

(m) to establish support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own;

(n) to purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which the Society is authorised to join, and perform any of their engagements;

(o) to transfer any of the Society's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Society is authorised to join;

(p) to open and operate banking accounts and other banking facilities and to give an indemnity to banks and other financial institutions in respect of direct debiting operations;

(q) to enter into any arrangements with any governments, authorities or any person, Society or association necessary to promote any of the Society's objects;

(r) to insure any risks arising from the Society's activities;

(s) to insure the Executive Committee members against the costs of a successful defence to a criminal prosecution brought against them as charity Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Executive Committee member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

(t) to pay all the expenses and costs of establishing this Society.

5. Use of income and property

5. 1 The income and property of the Society shall be applied solely towards the promotion of its objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Society and no member of the Executive Committee may be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society except as shown below under 'Allowed Payments'.

6. Allowed Payments

6.1 The Society may pay:

(a) Reasonable and proper payment to any officer or servant of the Society who is not a member of its Executive Committee for any services to the Society;

(b) Reasonable and proper remuneration to a member of the Executive Committee for services actually rendered to the Society including the usual professional charges for business done by any member of the Executive Committee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or her firm instructed by the Society to act in a professional capacity on its behalf, PROVIDED THAT:

(i) the number of members of the Executive Committee so remunerated shall not exceed a minority of the quorum of the members of the Executive Committee;

(ii) such member of the Executive Committee shall be absent from all meetings at which the terms and conditions of his or her employment with the Society are discussed;

(iii) such member of the Executive Committee shall not vote on any resolution relating to his or her employment;

(iv) the other members of the Executive Committee are satisfied that his employment, or that of his or her firm, is both necessary and expedient in the interests of the Society.

(c) Interest on the money lent by any member of the Society or its Executive Committee. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater;

(d) Reasonable out-of-pocket expenses to any member of the Executive Committee;

(e) Reasonable and proper payment to a Society of which a member of the Executive Committee holds not more than a hundredth of the capital;

(f) Reasonable and proper rent of premises demised or let by any member of the Society or its Executive Committee;

(g) All reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in this Memorandum;

(h) Any payment to a member of the Executive Committee under the indemnity provisions in the Articles of Association;

(i) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the Society or the Executive Committee shall be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give a benefit to that member.

7. Alterations to this Memorandum

7.1 No alterations to this memorandum may be made which would cause the Society to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, 14 clear days' notice of it must be given, and 75% of those voting must be in favour of it. Such a resolution may be passed on less notice if 90% of the total number of members having the right to vote agree. A special resolution may also be passed as a written resolution signed by at least 75% of the members of the Society.

7.2 Alterations may only be made to the objects of the Society or any clause of this memorandum or articles which directs or restricts the way monies or the property of the Society may be used with the Charity Commission's prior written consent.

7.3 The Charity Commission and the Companies Registrar must be informed of alterations and all future copies of the Memorandum issued must contain the alteration.

8. Limited Liability

8.1 The liability of the members is limited.

9. Guarantee by Members of the Society

9.1 Every member of the Society agrees to contribute to the Society £1 or any smaller amount required if:

- (a) The Society is wound-up while he or she is a member or within a year afterwards, and
- (b) The Society has debts and liabilities which it cannot meet out of its assets.

10. Winding-up of the Society

10.1 If the Society is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Society. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar objects to those of the Society and must prohibit the distribution of its income and property among its members to an extent at least as great as that required by this Memorandum of Association.

10.2 The institutions will be chosen by the members of the Society at or before the time when the Society is wound-up or dissolved and if that cannot be done then the property shall be given to some other charity or charitable object.

11. Subscribers

We, the people whose names, addresses and descriptions are written below, wish to form into a Society with this Memorandum of Association

THE COMPANIES ACTS 1985 -TO 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF SOCIETY FOR FRENCH STUDIES

1 Meaning of Words

1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

1.2

Words

Meanings

Act	The Companies Acts 1985 to 2006 and as amended by subsequent Acts
The Society	Society for French Studies
The Articles	These Articles of Association
The Executive Committee	The Executive Committee of the Society whose members are the directors of the Society and as such are charity trustees
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 or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form

1.3 Words in the singular form include the plural and vice versa.

1.4 The words "person" or "people" include corporations.

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to Act in force when these Articles become binding on the Society will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6 Headings are not part of the Memorandum or Articles.

2. The Constitution of the Society; Rights of Inspection by Members

2.1 The Society is established for the Objects shown in the Memorandum of Association.

2.2 A copy of the Memorandum and Articles and any rules the Executive Committee make must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Executive Committee.

3. Members

3.1 The number of members of the Society is unlimited.

3.2 The Society must keep at the Office a register of members showing their name, address and date of membership.

3.3 The register is available for inspection.

4. Membership

4.1 Individual Members

(a) The Subscribers

(b) Anyone aged 18 or over that the Executive Committee decides to admit to membership.

4.2 Honorary Members

The Society may on the proposal of the Executive Committee admit to Honorary Membership members who have rendered outstanding services to the Society or its objects. Honorary Members shall be full voting members of the Society.

5. No transfer of Membership

5.1 None of the rights of any member of the Society may be transferred or transmitted to any other person.

6. Ending of Membership

6.1 A member stops being a member of the Society if:

(a) the member resigns from membership by giving notice in writing to the Society

(b) membership is ended under Article 7

(c) the member's subscription (if any) remains unpaid six months after it is due and the Executive Committee resolves to end that person's membership.

6.2 However, the Executive Committee may make a resolution allowing anyone no longer eligible for membership to remain a member on such terms as it thinks fit.

7. Removal from Membership

7.1 The Executive Committee may suspend the rights of any member by giving him or her notice in writing of the suspension.

7.2 Within 28 days of receiving that notice the member can send or give an appeal in writing to the Society against the suspension. If no appeal is received, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Executive Committee. The member has the right to be heard at the meeting. The meeting must either confirm the suspension, in which case the person is out of membership, or lift the suspension.

8. General Meetings

8.1 Each year, to the extent deemed expedient by the Executive Committee, the Society must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it.

9. Extraordinary General Meetings

9.1 All general meetings except annual general meetings are called extraordinary general meetings.

10. Calling of Extraordinary General Meetings

10.1 The Executive Committee may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if three members or 5% of the members of the Society request it.

11. Notice of General Meetings

11.1 An annual general meeting or an extraordinary general meeting must be called by giving at least 14 clear days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be

discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it. Members must be informed of their right to appoint a proxy.

11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed by 90% of the members entitled to attend and vote at it.

12. Ordinary and Special Business at General Meetings

12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the members of the Executive Committee and Auditors, the election of members of the Executive Committee in place of those retiring, the appointment of Auditors, and the fixing of the payments to the Auditors.

13. Quorum

13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 20 members present in person or by proxy unless shown differently below.

14. Adjournment if no Quorum

14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to another day, time and place as the Executive Committee may decide.

14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

15. Chairperson

15.1 The President (if any) of the Society must preside as Chairperson at every general meeting of the Society. If there is no President, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the members of the Executive Committee present must elect one of their number to be Chairperson of the meeting.

16. Election of Chairperson by Members

16.1 If at any meeting no member of the Executive Committee is willing to act as Chairperson or if no member of the Executive Committee is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be Chairperson of the meeting.

17. Adjournment of the Meeting

17.1 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

17.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

18. Voting on Resolutions

18.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the Chairperson or at least two members who are present.

18.2 A person holding a proxy may vote on any resolution.

18.3 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the form set out in Article 18.5 or in any usual or common form or in such other form as the Executive Committee may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument

appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting (excluding bank holidays and weekends).

18.4 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Society at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or (in the case of a poll taken more than 48 hours after it is demanded) before the time appointed for taking the poll.

18.5 A proxy in the following form will be acceptable:

"I
a member of Society for French Studies
hereby appoint
and failing him or her
as my proxy to vote for me on my behalf at the [Annual/Extraordinary] General Meeting of the Society to be held on
the _____ day of _____ and any adjournment thereof.

Signed on the _____ day of _____ "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

19. Declaration of Chairperson is Final

19.1 Unless a poll is demanded, the Chairperson's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

19.2 The demand for a poll may be withdrawn.

20. When a poll is taken

20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken whenever the Chairperson says so. Business which is not the subject of a poll may be dealt with before or during the poll.

20.2 The Chairperson will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

21. Voting and Speaking

21.1 Every member has one vote including the Chairperson. If the votes are level, the Chairperson has a casting vote.

21.2 A member of the Executive Committee shall have the same rights to attend and speak as a member even if he or she is not a member.

22. Written Agreement to Resolution

22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in writing;
- (b) in the case of a special resolution it must be signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- (c) in the case of an ordinary resolution it must be signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- (d) it may consist of two or more documents in identical form signed by members.

23. The Elected Officers

23.1 The Elected Officers of the Society shall be a President, a Vice President, an Honorary Secretary, an Honorary Treasurer, a Membership Secretary, a Conference Officer, a Publicity Officer, a Post-Graduate Officer and an IT Officer. The Elected Officers of the Society (other than the President and the Vice President) shall be elected at an Annual General Meeting to hold office for a period of one year. They shall be eligible for re-election.

23.2 The President shall be pre-elected at an Annual General Meeting of the Society in the year preceding that in which he or she is to hold office as President. Upon pre-election he or she shall serve for one year as Vice President followed by two years as President and one further year as Vice President. There is no election to the office of Vice President except in the circumstances specified in Article 23.3. The Vice President shall nevertheless be considered as Elected Officer of the Society by virtue of the fact that the holder of the office shall have been pre-elected as President, or shall have served as the elected President during the previous two years. The President is not eligible for immediate re-election.

23.3 Notwithstanding the provisions made elsewhere in these Articles the Society shall have the right at a General Meeting to vary the terms and conditions of appointment of any of the Appointed Officers, Co-opted Members of the Executive Committee or any other appointee of the Executive Committee. Similarly, in the event that an Elected Member of any committee, board or panel is unable or unwilling to remain in office the Society may elect a replacement to hold office for a term that the Society shall specify at the time of the election.

24. The Appointed Officers

The Appointed Officers of the Society shall be the General Editor, and any Co-Editors, of the journal *French Studies*, the Editor of *French Studies Bulletin*, and the General Editor of *Research Monographs in French Studies* (Legenda). Appointed Officers of the Society, and any Assistant Editor of the *French Studies Bulletin* shall be appointed by the Executive Committee to hold office for a period not exceeding five years. They shall be eligible for reappointment for one further term of office not exceeding five years. When a new General Editor of *French Studies*, a new Editor of *French Studies Bulletin* or a new General Editor of *Research Monographs in French Studies* (Legenda) is to be appointed, the Executive Committee may be advised by a sub-committee chaired by either the President or the Vice President, but comprised otherwise of members of the relevant editorial board.

25. Management by members of the Executive Committee

25.1 The business of the Society is managed by the Executive Committee. They may pay all the expenses of promoting and registering the Society. They may use all powers of the Society which are not, by the Act or by these Articles, required to be used by a general meeting of the Society. But the members of the Executive Committee are at all times governed first by the Act, second by the Memorandum and Articles, and third by any regulations that a general meeting may prescribe.

25.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one which invalidates any prior act of the members of the Executive Committee which would otherwise have been valid.

26. Powers of the Executive Committee

26.1 The Executive Committee may subject to such consents as the law requires use all the powers of the Society to:

- (a) borrow money;
- (b) mortgage or charge its property or any part of it;
- (c) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Society or any charitable third party;
- (d) resolve pursuant to the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy.

27. Payment of Subscriptions

27.1 The annual subscription to the Society shall be determined by the Executive Committee. It shall include subscription to the journal *French Studies* together with its quarterly supplement the *French Studies Bulletin* and any

other benefits that may be agreed from time to time by the Executive Committee. It shall be payable in advance on 1 January each year.

28. Cheques and Bills etc

28.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Society shall indicate the name of the Society in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Executive Committee decides from time to time and cheques shall be signed by two Executive Committee members unless the Executive Committee otherwise decides.

29. Indemnity of members of the Executive Committee

29.1 In the management of the affairs of the Society no member of the Executive Committee shall be liable for any loss to the property of the Society arising by reason of improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member of the Executive Committee in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than willful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

29.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Executive Committee may otherwise be entitled every member of the Executive Committee or other officer of the Society shall be indemnified out of the assets of the Society against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties in relation thereto.

29.3 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the Executive Committee may otherwise be entitled the Society may indemnify every member of the Executive Committee out of the assets of the Society against all costs and liabilities incurred by him/her which relate to anything done or omitted or alleged to have been done or omitted by him/her as a member of the Executive Committee save that no member of the Executive Committee may be entitled to be indemnified:

- (a) for any liability incurred by him/her to the Society or any associated company of the Society (as defined by the Act for these purposes);
- (b) for any fine imposed in criminal proceedings;
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (d) for any liability which he/she has incurred in defending any criminal proceedings in which he/she is convicted and such conviction has become final;
- (e) for any liability which he/she has incurred in defending any civil proceedings brought by the Society or an associated company in which a final judgment has been given against him/her; and
- (f) for any liability which he/she has incurred in connection with any application under the Act in which the court refuses to grant him/her relief and such refusal has become final.

29.4 To the extent permitted by law from time to time, the Society may provide funds to every member of the Executive Committee to meet expenditure incurred or to be incurred by him/her in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him/her as a member of the Executive Committee, provided that he/she will be obliged to repay such amounts no later than:

- (a) in the event he/she is convicted in proceedings, the date when the conviction becomes final;
 - (b) in the event of judgment being given against him/her in proceedings, the date when the judgment becomes final;
- or

- (c) in the event of the court refusing to grant him/her relief on any application under the Act, the date when refusal becomes final.

30. Payment of reasonable expenses to members of the Executive Committee

30.1 The members of the Executive Committee may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Society but shall not be paid any other remuneration save as permitted in the memorandum of association.

31. The Keeping of Minutes

31.1 The Executive Committee must have minutes entered in the minute books:

- (a) of all appointments of officers by the Executive Committee;
- (b) of the names of the members of the Executive Committee present at each of its meetings and of any committee of the members of the Executive Committee;
- (c) of all resolutions and proceedings at all meetings of:
 - (i) The Society;
 - (ii) The Executive Committee;
 - (iii) Sub-committees of the Executive Committee.

32. The Make-up of the Executive Committee

32.1 The first Executive Committee consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Society is formed or appointed by them. They hold office until the first annual general meeting. After that, the Executive Committee consists of:

- (a) The Elected Officers;
- (b) The Appointed Officers of the Society;
- (c) Two representatives of the Editorial Board of French Studies (who shall be elected by the Board). Any Co-Editor of French Studies shall be deemed to be one of the two representatives.
- (d) Nine Elected Members (who shall be elected at an Annual General Meeting of the Society for a period of three years ("the Elected Members"))

32.2 No-one may stand for Elected Officer or Elected Member unless either the nomination is made by the Executive Committee or at least 21 clear days prior to the AGM a written nomination by a member of the Society is received by the Company Secretary. The nomination by a member of the Society must be seconded by at least one other member and be accompanied by a statement of the nominee's willingness to serve.

33. Retirement of members of the Elected Members of the Executive Committee

33.1 At each annual general meeting one-third of the Elected Members of the Executive Committee shall retire but all are eligible for re-election for one further three year term. Those longest in office since co-option or election shall retire first. In the case of an equal period of service in default of agreement between the Elected Members, those to be retired shall be selected by lot.

34. Change in Make-up and Number of the Executive Committee

34.1 The make-up and number of the Executive Committee may be varied but not reduced below ten. Variation can only be by resolution approved by two-thirds of the Executive Committee and ratified at a general meeting by a majority vote of the members present at the meeting.

35. Notification of Change of members of the Executive Committee to the Registrar of Companies

35.1 All appointments, retirements or removals of directors must be notified to the Registrar of Companies.

36. Replacement of vacancies in the membership of the Executive Committee and Co Options to the Executive Committee

36.1 The Executive Committee can appoint anyone to fill a vacancy in the membership of the Executive Committee. They will hold office until the next annual general meeting. They will be eligible for re-election.

36.2 The Executive Committee may co-opt up to four members who shall be members of the Society. Co-opted members shall be co-opted for a period of one year and may be co-opted for up to two further terms of one year.

37. Ending of Executive Committee Membership

37.1 A member of the Executive Committee must cease to hold such office if he or she:

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes barred from membership of the Executive Committee because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (d) resigns the office by notice in writing to the Society but only if at least ten members of the Executive Committee will remain in office when the resignation takes effect; or
- (e) is directly or indirectly involved in any contract with the Society and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or
- (f) is removed from office; or
- (g) if a member of the Executive Committee fails to attend three consecutive meetings of the Executive Committee, the Executive Committee may resolve that he or she be removed from the Executive Committee. The member must be given at least 7 days' notice in writing of the resolution.

38. Removal of a member of the Executive Committee by a General Meeting

38.1 A general meeting of the Society may remove any member of the Executive Committee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Society and the member may say.

38.2 Removal can take place only by the Society passing an ordinary resolution saying so. At least 28 days' notice must be given to the Society and at least 21 days' notice to the membership. Once the Society receives such notice it must immediately send a copy to the member of the Executive Committee concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting.

39. Conflicts of Interest

39.1 Where the duty of a member of the Executive Committee under section 175(1) of Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular transaction or arrangement, the duty is not infringed if:

- (a) the matter in relation to which that duty exists has been proposed to the Executive Committee at a meeting of the Executive Committee and has been authorised by them;
- (b) any requirement as to the quorum of such meeting is met without counting the member of the Executive Committee in question, or any other interested member of the Executive Committee; and
- (c) the matter was agreed to without any such member of the Executive Committee voting, or would have been agreed to if the vote of any such member of the Executive Committee had not been counted.

39.2 The Executive Committee shall also observe the rules in the Act, and such other rules as the Executive

Committee adopts, as to the management of conflicts of duty or interest and to the extent required by law every member of the Executive Committee shall fully disclose to the Executive Committee the circumstances giving rise to any conflict or potential conflict that he or she has.

40. Meetings of the Executive Committee

40.1 The Executive Committee may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

40.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal, the Chairperson has a casting vote.

40.3 Notice of a meeting need not be given to any member of the Executive Committee who is out of the United Kingdom.

41. Quorum of the Executive Committee

41.1 A general meeting of the Society must fix the quorum necessary for business to be done at an Executive Committee meeting. The quorum must be at least a third of the membership of the Executive Committee subject to a minimum of three.

42. Vacancies on the Executive Committee

42.1 The Executive Committee may act despite any vacancy on the committee. But if the number of members falls below the quorum, it may act only to summon a general meeting of the Society.

43. A Resolution may be Approved by Signature Without a Meeting

43.1 A resolution in writing signed by all the members of the Executive Committee or any sub-committee is as valid as if it had been passed at a properly held meeting of the Executive Committee or sub-committee. The resolution may consist of several documents in the same form signed by one or more members of the Executive Committee or sub-committee.

44. Validity of Acts Done at Meetings

44.1 It may be discovered that there was some defect in the appointment of a member of the Executive Committee or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Executive Committee is as valid as if there were no defects or disqualification.

45. Delegation of Executive Committee Powers to Sub-Committees

45.1 The Executive Committee may delegate the administration of any of its powers to Committees consisting of one or more of its members. A sub-committee must conform to any regulations that the Executive Committee imposes on it.

45.2 The members of the Executive Committee on the sub-committee may (unless the Executive Committee directs otherwise) co-opt any person or people to serve on the sub-committee.

45.3 All acts and proceedings of the sub-committee must be reported to the Executive Committee as soon as possible.

46. Chairperson of Sub-Committees

46.1 A sub-committee may elect a Chairperson of its meetings if the Executive Committee does not nominate one.

46.2 If at any meeting the sub-committee's Chairperson is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be Chairperson of the meeting.

47. Meetings of Sub-Committees

47.1 A sub-committee may meet and adjourn whenever it chooses.

47.2 Questions at the meeting must be decided by a majority of votes of the members present.

47.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be given to all members of the Executive Committee.

48. Society Publications

48.1 The Society shall own and publish the journal *French Studies* and its quarterly supplement *French Studies Bulletin*, the on-line database *Current Research in French Studies at Universities in the United Kingdom and Ireland* (hereafter referred to as *Current Research*) and such supplementary publications as may be authorised from time to time by the Executive Committee. The copyright of all the Society's publications is owned by and vested in the Society. The Society is also responsible for the selection and editing of titles for the *Research Monographs in French Studies* series, which is published under the LEGENDA imprint and owned by Maney Publishing and the MHRA.

49. French Studies

49.1 The editorial responsibility for *French Studies* shall rest with the General Editor and an Editorial Board, which shall be assisted by an Advisory Board. With advice from the General Editor, the Executive Committee may also appoint one or two Co-Editors. The General Editor and any Co-Editor appointed by the Executive Committee are Appointed Officers of the Society. The Editorial Board shall consist of the General Editor, any Co-Editors that have been appointed, and no fewer than 6 nor more than 12 Elected Members, who shall be elected by the Society at its Annual General Meeting, on the proposal of the Executive Committee after consultation with the General Editor and the existing Editorial Board. They shall be elected for a period not exceeding five years and shall be eligible for immediate re-election normally not more than once. Members of the Advisory Board shall be elected in the same manner as the Elected Members of the Editorial board, but shall serve without any specific time limited to their period of office.

50. French Studies Bulletin

50.1 The editorial responsibility for the *French Studies Bulletin* shall rest with the Editor and a Consultation Panel. The Editor is an Appointed Officer of the Society. With advice from the Editor the Executive Committee may also appoint an Assistant Editor. The Consultative Panel shall consist of the Assistant Editor (if appointed) and eight Elected Members who shall be elected by the Society at its Annual General Meeting, on the proposal of the Executive Committee after consultation with the Editor and the existing Consultation Panel. Elected Members of the Consultative Panel shall be elected for a period not exceeding four years, and shall be eligible for re-election. Two of the eight members shall be elected each year.

51. Current Research

The editorial responsibility for *Current Research* shall rest with the IT Officer, who is an Elected Officer of the Society. With advice from the IT Officer the Executive Committee may appoint an Assistant Editor for *Current Research*.

52. Research Monographs in French Studies (Legenda)

The editorial responsibility for *Research Monographs in French Studies* (Legenda) shall rest with the General Editor, who is an Appointed Officer of the Society, and with the Editorial Board, who shall be elected by the Society at its Annual General Meeting.

COMPANY SECRETARY

53. Appointment and Removal of the Company Secretary

53.1 To the extent required by law, the Society must have a Company Secretary. The members of the Executive Committee appoint the Company Secretary. They decide his or her period of office, pay (if not a member of the Executive Committee) and conditions of service. They may also remove the Company Secretary.

54. Actions of Directors and Company Secretary

54.1 The Act says that some actions must be taken both by a member of the Executive Committee (a Director) and by the Company Secretary. If one person is both a member of the Executive Committee and the Company Secretary, it is not enough for him or her to do the action first as a Executive Committee member and then as Company Secretary.

55. The Seal

55.1 If the Society shall decide to use a Company Seal the Executive Committee must provide safe custody of the Seal.

55.2 The Seal may only be used as the authority of the Executive Committee or of a sub-committee authorised by the Executive Committee to use it.

55.3 Everything to which the Seal is affixed must be:

(a) signed by a member of the Executive Committee; and

(b) countersigned by the Company Secretary or by a second member of the Executive Committee or by some other person appointed by the Executive Committee for that purpose.

ACCOUNTS

56. Proper Accounts must be Kept

56.1 The Executive Committee must have proper books of account kept in accordance with the law. In particular, the books of account must show:

(a) all amounts received and spent by the Society, and for what;

(b) all sales and purchases by the Society;

(c) the assets and liabilities of the Society.

56.2 The books of account must give a true and fair view of the state of the Society's affairs and explain its transactions. Otherwise they are not proper books of account.

57. Books must be Kept at the Office

57.1 The books of account must be kept at the Registered Office of the Society or at other places decided by the Executive Committee. The books of account must always be open to inspection by members of the Executive Committee.

58. Inspection of Books

58.1 The Executive Committee must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Executive Committee. A member who is not on the Executive Committee may only have the right to inspect a book of account or document of the Society if the right is given by law or authorised by the Executive Committee or a general meeting.

59. Accounts and Returns

59.1 To the extent required by law, the Executive Committee must, for each accounting reference period, put before a general meeting of the Society such reports, statements or accounts as are from time to time required by law, and must comply with all other legal requirements from time to time as to the circulation of such reports, statements or accounts to the members.

59.2 The Executive Committee must file with the Registrar of Companies and the Charity Commission all annual returns and other documents that are required to be filed.

60. Appointment of Reporting Accountants or Auditors

60.1 The Society must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Society's income or assets from time to time makes this legal requirement.

61. Service of Notices

61.1 The Society may give notice to any member either:

- (i) personally; or
- (ii) by delivering it or sending it by ordinary post to the member's registered address; or
- (iii) if the member has provided the Society with a fax number, by sending it by fax to that member. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
- (iv) if the member has provided the Society with an email address, by sending it by email to that address. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
- (v) in accordance with the provisions for notice on a website set out below.

If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Society for that purpose or in accordance with (i), (iii), (iv) or (v) above.

61.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Society receives no indication that it has not been properly sent.

61.3 If sent by post in accordance with this Article, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent.

61.4 The Society may assume that any fax number or email address given to it by a member remains valid unless the member informs the Society that it is not.

61.5 Where a member has informed the Society in writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Society by means of a website, notice will be validly given if the Society sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must be sent in accordance with this Article and must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

62. Accidental Omission of Notice

62.1 Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

63. Who is Entitled to Notice of General Meetings

63.1 Notice of every general meeting must be given to:

- (a) every Member (except those members who lack a registered address within the United Kingdom and have not given the Society an address for notices within the United Kingdom);
- (b) Reporting Accountants or Auditor of the Society;
- (c) all members of the Executive Committee; and
- (d) all those with rights of nomination to the Executive Committee (if any).

63.2 No-one else is entitled to receive notice of general meetings.

64. Alteration of the Articles

64.1 The Society may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of members of which 14 days' notice has been given of the intention to pass a special resolution and at which 75% of those voting vote in favour of the resolution. Such a resolution may be passed on shorter notice if 90% of members having the right to vote agree. A special resolution may also be passed as a written resolution signed by at least 75% of the members.

64.2 No alteration may be made to an article which directs or restricts the way monies or property of the Society may be used without the Charity Commission's prior written approval.

65. Dissolution of the Society

65.1 The Executive Committee or a general meeting may decide at any time to dissolve the Society. The Society shall then call a meeting of all members and those entitled to notice of general meetings.

65.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.