



BSES EXPEDITIONS
BRITISH SCHOOLS EXPLORING SOCIETY

MEMORANDUM

and

ARTICLES OF ASSOCIATION

Company Number 02411786

HISTORICAL NOTES

PSES / BSES / BSES EXPEDITIONS

- Founded in 1932 by the late Surgeon Commander George Murray Levick, RN, a member of Scott's last expedition to the Antarctic 1910-13, the Society was originally known as the Public Schools Exploring Society until it resumed expeditions in 1947 after the 1939 - 45 war under its new name of The British Schools Exploring Society with an expedition to Newfoundland, the last to be led by the founder.
- In spite of its earlier name, expeditions from 1934 had included young expeditioners drawn from The National Association of Boys' Clubs, Scouts, and other organisations, and some schools other than Public Schools, with guests from the host countries. However the non-public schoolboys and guests were not eligible for membership of the Society, although retrospective action taken in 1963 by Council rectified the situation. Girls joined the expeditions for the first time in 1980 and subsequently were admitted as full members of the Society.
- The Society was registered as an Educational Charity in 1938, when members of the public were invited to subscribe to an Endowment Fund with Trustees nominated by the R.G.S. This Fund still exists.
- Surgeon Commander Murray Levick, or the "Admiral" as he was affectionately called within the Society, was elected its Honorary Chairman and Honorary Chief Leader of its expeditions from its inception in 1932. He was re-elected to these offices until his retirement in 1948, at which time he was elected the first President of the Society until his death on 30 May 1956. After his death, Sir Raymond Priestley, MC, the then President of the R.G.S., who had been a geologist and friend of "The Admiral" in the Northern Party on Scott's last expedition, was elected President, to be followed in 1964 by Lord Tweedsmuir, CBE, CD, LLD, FRSE. On Lord Tweedsmuir's retirement in March 1985, he was succeeded by Admiral of the Fleet The Lord Lewin, KG, GCB, LVO, DSC who was a "boy" on the PSES expedition to Newfoundland led by the "Admiral" in 1938. Lord Lewin's death in 2000 led to the appointment of Field Marshall Sir John Chapple, GCB, CBE, DL, who had been a "boy" on the Founder's last expedition, 1947 Newfoundland, and on the 1949 Norway Expedition, and who was a leader on the 1952 Iceland Expedition, the 1953 British Columbia Expedition, and the 1958 Labrador Expedition.
- His Royal Highness The Duke of York, LVO, ADC became Patron-in-Chief of the Society in 1983, eleven years after the tragic death in an aircraft accident of H.R.H. Prince William of Gloucester, who only a year earlier had succeeded his father, H.R.H. The Duke of Gloucester, in the office. The Duke had held the office of Patron-in-Chief for the previous 32 years. The first Patron-in-Chief was HRH The Prince of Wales KG (1934-36).
- Mrs. Audrey Murray Levick was elected Honorary Secretary of the Society at its inception, retaining the post (and going abroad in advance of eleven expeditions to organise the

logistics) until 1950, having also held the position of Vice-President from 1948 until she retired in 1957. Mrs. Murray Levick was then elected a Patron of the Society and an ex-officio Member of the Council until her death in August 1980.

- Other Vice-Presidents of the Society have been: Lt. Col. R.M.Greg (1957-67), Air Commodore H. Iliffe Cozens, CB, AFC (1968-89), and Dame Mary Glen Haig, DBE (1990 onwards).
- The Rules of the Society, drawn up by the Founder, which had governed its business and affairs from 1932 were changed to a formal constitution at the Annual General Meeting in 1985, with the approval of the Charity Commission, which had originally approved the decision to include girls on expeditions in 1980.

- Following resolutions passed by the members at the Annual General Meeting on 13 January 1990, all the original Society's activities, assets, equipment and liabilities were transferred to a Company limited by guarantee and not having a share capital in the name of the British Schools Exploring Society. All members of the original Society automatically became members of the "new" BSES which continued without interruption. The Charity Commissioner re-registered BSES as a Charity No. 802196. The registered number allotted by Companies House on incorporation as a Company Limited by Guarantee in England is No. 2411786.
- The British Schools Exploring Society changed its name to BSES Expeditions by resolution at the AGM in January 1999, and both the Charity Commission and Companies House were so informed.
- BSES Expeditions made four amendments to its Articles and Memorandum of Association at the AGM in January 2004, having obtained the necessary consent of the Charity Commission, and both the Charity Commission and Companies House were so informed.
- BSES Expeditions changed its name to the British Schools Exploring Society at the AGM in January 2007 having obtained the necessary consent of the Charity Commission, and both the Charity Commission and Companies House were so informed.
- BSES Expeditions made alterations to Clause 3(b) of the Memorandum of Association and to clauses 6(b), 13(c) and 31 of the Articles of Association at the AGM in January 2007. Both the Charity Commission and Companies House were so informed.

Published by the Council of The British Schools Exploring Society at the Royal Geographical Society, 1 Kensington Gore, London, SW7 2AR (Tel: 020 7591 3141 Fax: 020 7591 3140 Email: bses@rgs.org Website: www.bses.org). BSES Expeditions is a Registered Charity No. 802196 and a Company Limited by Guarantee, Registered in England No. 2411786.

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

BRITISH SCHOOLS EXPLORING SOCIETY

**[formerly known as
BSES Expeditions and THE BRITISH SCHOOLS EXPLORING SOCIETY
and formed as
THE PUBLIC SCHOOLS EXPLORING SOCIETY]**

1. The name of the Company (hereinafter called "the Society") is "British Schools Exploring Society", formerly known as "BSES EXPEDITIONS" and "THE BRITISH SCHOOLS EXPLORING SOCIETY" and founded as "THE PUBLIC SCHOOLS EXPLORING SOCIETY".
2. The registered office of the Society will be situated in England.
- 3) (a) "The object of the Society is to advance the education of young people by providing inspirational, challenging, scientific expeditions to remote, wild environments and so promote the development of their confidence, teamwork, leadership, and spirit of adventure and exploration."

Furthermore the Society is to be accessible to all young people, whom it encourages to apply to become Young Explorers and leaders. It shall set out to provide each person with opportunity to,

- i) plan, organize and raise funds for participation in a major expedition;
- ii) experience personal challenges and adventure;
- iii) gain a better knowledge of their strengths, weaknesses and potential;
- iv) learn to fend for themselves and broaden their outlook;
- v) develop their teamwork and leadership skills as well as a feeling of community;
- vi) gain practical experience of the essentials of exploration, including scientific fieldwork;
- vii) balance the enjoyment and the preservation of wild environments;
- viii) produce general expedition and scientific reports, and
- ix) become a leader of society.

3 (b) In this Memorandum of Association:

The term “young people” shall mean young men and women who:

- a. are aged not less than 16 years and not more than Council may consider appropriate for the circumstances;
- b. have been selected by the Society as being suitable to participate in the expedition for which they have applied, and have agreed to accept the conditions the Society may impose, and
- c. words importing the masculine gender only shall include the feminine gender.

3. In furtherance of this object but not further or otherwise the Society shall have the following powers:

- a. To take over the whole or any part of the property of the unincorporated association known as BSES Expeditions (formerly known as The British Schools Exploring Society).
- b. To sponsor, organise and promote expeditions in the United Kingdom and abroad.
- c. To engage in, organise and promote research projects and experiments of all kinds to further the education of Young Persons and publish the useful results thereof.
- d. To undertake membership of or representation on other bodies or organisations whether in the United Kingdom or elsewhere membership of or representation on which is calculated to further the object of the Society.
- e. To provide publish and circulate both in the United Kingdom and abroad periodicals books and other publications relating to the object of the Society and subjects associated therewith; and to establish and maintain a library of publications relating to such subjects.
- f. To employ and remunerate staff and to pay and provide for pensions for ex-members of the staff and their dependants.
- g. 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 for the promotion of the object of the Society and to construct maintain and alter any buildings or erections in furtherance of the work of the Society.
- h. Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient.
- i. Subject to such consents as may be required by law to undertake and execute any charitable trusts which may lawfully be undertaken by the Society.
- j. To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit and to accept gifts and legacies whether in money or in kind.
- k. To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the

time being be imposed or required by law and subject also as hereinafter provided.

- l. 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.
- m. To payout of the funds of the Society the costs charges and expenses of and incidental to the formation and registration of the Society.
- n. (i) To provide indemnity insurance to cover the liability of the members the Council:
 - (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Society;
 - (b) to make contributions to the assets of the Society in accordance with the provisions of section 214 of the Insolvency Act 1986.
- (ii) Any such insurance as in (i) (a) above shall not extend to:
 - (a) any liability resulting from conduct which the members of the Council knew, or must be assumed to have known, was not in the best interests of the Society, or which the members of the Council did not care whether it was in the best interests of the Society or not;
 - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud or dishonesty or wilful or reckless misconduct of the members of the Council;
 - (c) any liability to pay a fine.
- (iii) Any insurance in the case of (i) (b) above shall not extend to any liability to make such a contribution where the basis of the member of the Council's liability is his knowledge prior to the insolvent liquidation of that Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation.
- o. To do all such other lawful things as shall further the above object.

PROVIDED ALWAYS THAT

- i Notwithstanding anything herein expressed or implied to the contrary the object of the Society shall be of a charitable nature.
- ii The object of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- iii In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science the 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 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 Secretary of State for Education and Science 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.

- iv In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as may be allowed by law having regard to such trusts.

5. The income and property of the Society shall be applied solely towards the promotion of its object 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 Members of the Society and no member of its Council or Governing Body shall 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.

Provided that nothing herein shall prevent any payment in good faith by the Society:

- (a) of reasonable and proper remuneration to any Member, Officer or servant of the Society (not being a member of its Council or Governing Body) for any services rendered to the Society;
- (b) of interest on money lent by any Member of the Society or member of its Council or Governing Body at a rate per annum not exceeding two per cent less than the base lending rate of Lloyds Bank Public Limited Company for the time being or three per cent, whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any Member of the Society or member of its Council or Governing Body;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council or Governing Body may be a member holding not more than one-hundredth part of the capital of that company;
- (e) to any member of its Council or Governing Body of reasonable out-of- pocket expenses; and
- (f) of any premium in respect of any indemnity insurance to cover the liability of the members of the Council which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from conduct which the members of Council knew, or must be assumed to have known, was not in the best interests of the Society, or which the members of the Council did not care whether it was in the best interests of the Society or not, and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the members of the Council.

6. The liability of the Members is limited.

7. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that 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 the time at which he ceases to be a Member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributors amongst themselves such amount as may be required, not exceeding One pound. Associates and Honorary Members shall not be regarded as Members of the Society for the purposes of this Clause.

8. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Society and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 5 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 the aforesaid provision then to some other charitable object.

The Companies Act 1985

**COMPANY LIMITED BY GUARANTEE AND
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GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 1985
These presents	These Articles of Association of the Society from time to time in force.
The Society	The above-named Company.
The Council	The Council for the time being of the Society.
The Office	The registered office of the Society.
Chief Leader	A person who takes charge of an expedition at the invitation of the Council.
Leader	A person who leads within an expedition at the invitation of the Council.
The Seal	The common seal of the Society.
The United Kingdom	Great Britain, Northern Ireland, The Channel Isles and The Isle of Man.
Month	Calendar month
Year	Calendar year

Young Explorer A Young Person who has been selected by the Society as being suitable to participate in an expedition organised by the Society for which he has applied.

For the purposes of these presents and the Act Members of the Council shall be regarded as directors and the Council shall be regarded as the board of directors

The expressions "British Schools" and "Young Persons" shall bear the same meanings as those respectively ascribed to them by the Memorandum of Association of the Society Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

References to "days" in these Articles shall be taken to refer to clear days.

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 presents.

2. The number of Members with which the Society proposes to be registered is unlimited.
3. The provisions of section 352 of the Act shall be observed by the Society, and every individual wishing to become a Member of the Society shall sign a written application in such form as may from time to time be prescribed by the Council.
4. The Society is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association of the Society and such other persons as are admitted to membership in accordance with the provisions hereinafter contained shall be the Members of the Society.

MEMBERSHIP AND ASSOCIATION

6.
 - a. A person who has attended and completed a full expedition of the Society to the satisfaction of the Chief Leader either as a Young Explorer or as a Leader shall be eligible to apply for membership of the Society.
 - b. Any person elected to Membership of the Council who is not already a Member of the Society shall automatically become a member of the Society for the duration of their time on Council.
 - c. Notwithstanding the foregoing provisions of this Article a person who was or was entitled to be a Member, Associate or Honorary Member of the British Schools Exploring Society immediately prior to the date of adoption of these presents shall be deemed to be eligible and approved as a Member, Associate or

Honorary Member (as the case may be) of the Society and shall be entitled to be admitted as such.

- d. A Member may at any time withdraw from the Society by giving at least seven days notice to the Society.

7. A person who wishes to associate himself with the Society and to assist its object shall be eligible to apply for admission as an Associate. An Associate shall pay a donation annually on 1st. November of each year, the minimum amount to be determined by the Council. An Associate shall not be regarded as a Member of the Society. He shall be entitled to receive notices of and to attend at meetings of the Society but shall not be entitled to vote thereat.
8. The name and address of every individual admitted to membership or association shall be entered in the Register of Members or of Associates as the case may be and an announcement of such admission shall be given at the Annual General Meeting next following.
9. Membership and association shall not be transferable or transmissible.

HONORARY MEMBERSHIP

10.
 - a. The number of Honorary Members shall be unlimited. Member or Associate of the Society may at any time nominate as an Honorary Member of the Society an individual who has distinguished himself in exploration or in some other field or endeavour considered to be relevant to the object of the Society. Such nomination shall be proposed and seconded and forwarded to the Council with a written citation in support.
 - b. The Council may elect Honorary Members at any Meeting.
 - c. The name and address of every individual admitted to honorary membership shall be entered in the Register of Honorary Members and an announcement of such admission shall be given at the Annual General Meeting next following.
 - d. An Honorary Member shall be elected for life or until he gives notice in writing to the Society of his resignation as an Honorary Member.
 - e. An Honorary Member shall not be regarded as a Member of the Society. He shall be entitled to receive notices of and to attend at meetings of the Society but shall not be entitled to vote thereat.

EXPULSION

11. If the Council in its opinion considers that a Member, Associate or Honorary Member is willfully or persistently guilty of conduct prejudicial or injurious to the interests of the Society it shall give written notice to such Member, Associate or Honorary Member of the complaint against him and of the time and place of the Meeting of the Council at which such complaint shall be considered. The Member, Associate or Honorary Member shall have the right to attend and speak at such Meeting and after such Member, Associate or Honorary Member has been heard the Council shall vote (the votes of any members of the Council unable to be present being taken by post in a manner and within such time as the chairman of the meeting shall direct). If not less than three quarters of the members of the Council shall vote in favour of the expulsion of the Member, Associate or Honorary Member such Member, Associate or Honorary Member

shall be expelled from the Society forthwith whereupon his membership, association or honorary membership shall cease and any subscription paid by him shall be forfeited.

12. A person who ceases to be a Member shall remain liable for any annual subscription or other monies which may be due from him to the Society under these presents at the time of his ceasing to be a Member and for any sums which may thereafter become payable by him under the Memorandum of Association.

SUBSCRIPTIONS

13.
 - a. All Members (but not Honorary Members and Honorary Associates) shall pay life or annual subscriptions to become and remain Members of the Society.
 - b. The subscriptions payable by Members shall be fixed by the Council and may be varied from time to time by the Council as it considers expedient. The current rates of subscription shall be published from time to time in the Annual Report of the Society or in the Society's newsletter and Members shall be advised of any variation of the subscription rates by not less than six months notice.
 - c. Annual subscriptions shall be due on a date determined by Council. If after one year from the due date the arrears and the current subscription have not been paid the defaulting Member shall cease to be a Member of the Society. The Council may waive any arrears of subscription should it consider there to be genuine financial hardship in a particular case.

GENERAL MEETINGS

14. The Society shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it. Each Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
15. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
16. The Council shall convene an Extraordinary General Meeting of the Society at any time by order of the President or the Vice-President or the Chairman or seven or more members of the Council or twenty-five or more Members of the Society whose subscriptions are paid up to date.
17. Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.
18. A Member may propose a resolution for consideration by the Society at its Annual General Meeting by giving notice in writing of his wish to do so to the Secretary at the Office no later than the 31st. October immediately preceding the Annual General Meeting at which the resolution is to be proposed. Such notice shall be signed by two

Members and shall either take the form of a draft resolution or consist of a statement which fully and clearly sets out the nature and purpose of the subject matter of the proposed resolution. The Council shall, with the assistance of its officers and advisers where necessary, indicate to the proposer any defect which might render the resolution ultra vires the Annual General Meeting, inappropriate for consideration by such a meeting or otherwise ineffective. The Council shall be entitled to reject a Member's resolution unless any such defect is cured in sufficient time for the corrected or amended version to be included in the notice of Annual General Meeting.

19. At least twenty-one days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least fourteen days' notice in writing of every other 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) accompanied by a copy of any resolutions to be proposed at such meeting shall be given in the manner hereinafter appearing to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Society, but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at such meeting.

PROCEEDINGS AT GENERAL MEETINGS

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the income and expenditure accounts and balance sheets, and the reports of the Council and of the Auditors, and the appointment of and the fixing of the remuneration of the Auditors.
22. 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 fifteen Members personally present shall be a quorum.
23. If within half an hour from the time appointed for the holding of a meeting a quorum is not present or if during a meeting a quorum ceases to be present the meeting if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine.
24. The Chairman of the Council or in his absence the Vice-Chairman shall preside as chairman of the meeting. In the absence of the Chairman and the Vice-Chairman more than fifteen minutes after the time appointed for the holding of the meeting the

members of the Council present shall choose 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 one of their number who shall be present to preside as chairman of the meeting.

25. No amendment proposed to a resolution which is before the meeting and of which due notice has been given shall be accepted unless in the opinion of the chairman of the meeting such amendment does not materially alter the effect of the resolution.
26. The chairman of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to a later time, date and place convenient to the majority, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Whenever a meeting is adjourned for thirty days or more, at least seven days' notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
27. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have to use at his discretion.

VOTES OF MEMBERS

28. Subject as hereinafter provided every Member personally present at a general meeting shall have one vote.
29. No Member other than a Member duly registered, who shall have paid his subscription up-to- date and such other sum (if any) which shall be due and payable to the Society in respect of his membership. shall be entitled to vote on any question at any general meeting.

THE COUNCIL

30. Subject as provided by Article 66 below the Council shall manage and control all the affairs of the Society and in particular shall direct and approve expedition policy and shall supervise the disbursement and investment of the Society's funds.
31. The Council shall consist of not more than 20 members; additionally the President, the Vice-President, the Director / Chief Executive of The Defence Geographic and Imagery Intelligence Agency (or its successor), the Executive Director, any members of staff determined by the Council, are ex officio members of Council, not to be counted in the above number of 20, there to advise and warn, but without the right to vote, and thereby exempt from the legal responsibilities of the voting members of Council.

32. In addition to the 20 permitted members of the Council, persons who have accepted the Council's invitation to become Chief Leaders and are not already members of the Council may at the Council's invitation attend all meetings of the Council during the twelve months preceding the departure date of the expeditions which they are to lead and for the six months following their return. Any person so attending shall have all the privileges of a member of the Council and shall be entitled to vote on all resolutions of the Council, except on a resolution appointing himself to fill a vacancy on the Council.
33. The first members of the Council shall be the subscribers to the Memorandum of Association of the Society.
34. Only Members, Associates or Honorary Members of the Society shall be eligible to hold office as members of the Council.
35. At the first Annual General Meeting of the Society all the members of the Council shall retire from office and at the Annual General Meeting in every subsequent year one third of all the members of the Council shall retire or if their number is not three or a multiple of three then the number nearest to one third shall retire. Subject to the provisions of the Act the members to retire shall be those who have been longest in the office since their last appointment or re-appointment, but as between persons who became or were last re-appointed members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. No person, other than an Officer of the Society or a Chairman of one of Council's committees, shall be entitled to stand for more than two consecutive three year terms; at least one year must elapse after the second term before that person is entitled to stand again for election to Council. This does not disbar any such person from being a member of any of the Council's committees.
36. The Council shall have the power at any time to appoint a person either to fill any casual vacancy which may arise from time to time amongst its members or as an additional member of the Council, provided that the appointment does not cause the number of members of the Council to exceed any number fixed by or in accordance with these presents as the maximum number of members of the Council. Any member of the Council so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for election. The failure of a member to be elected by the Members of the Society shall not prevent such member from being appointed by the Council to fill another casual vacancy.
37. The Council shall attach to the notice convening the Annual General Meeting in each year a list of those candidates seeking election or who are nominated by the Council or by any two Members whose subscriptions are fully paid up as members of the Council at such Annual General Meeting.
38. Members of the Council may be elected at the Annual General Meeting of the Society from those candidates being Members, Associates or Honorary Members of the Society nominated proposed and seconded by either the Council or any Members whose subscriptions are fully paid up. Nominations shall be in writing and shall specify the

name, address and occupation of the candidate. All nominations shall be signed by the proposer and seconder and endorsed with the candidate's consent to accept office if elected. All nominations shall reach the Secretary of the Society at the Office not later than the 31st. October (or the first working day thereafter) preceding the date of the Annual General Meeting next following.

39. If the number of candidates duly nominated for election as members of the Council does not exceed the number of vacancies such candidate or candidates shall be elected without a vote being required.
40. If the number of candidates duly nominated for election as members of the Council exceeds the number of vacancies the candidate or candidates who receive the highest number of votes shall be elected.

41. When a vote is required members of the Council shall at the discretion of the chairman of the meeting be elected by a show of hands, by postal ballot or by ballot at the Annual General Meeting of the Society provided that whichever method of voting is used a Member shall not be obliged to vote in respect of every vacancy.
42. Whenever a postal ballot is held to determine the election of members of the Council there shall be sent to every Member of the Society not less than seven days before the Annual General Meeting voting lists which shall contain the following particulars:
- a. The names in alphabetical order, addresses and occupations of the candidates standing for election as members of the Council and, where such candidates have been nominated by the Council or by two Members of the Society in accordance with Article 38 above, the names and addresses of their respective nominators.
 - b. The date on or before which the voting list must be returned.
 - c. A summary of Article 43.
 - d. The address of the Office for return of the voting list.
 - e. The number of vacancies for members of the Council.
- 43.
- (a) Each Member of the Society shall be entitled to exercise a number of votes equal to not more than the number of vacancies for members of the Council but shall not give more than one vote to anyone candidate.
 - (b) A vote shall be exercised by placing a cross in ink on the right-hand side of the voting list opposite the name of each candidate for whom the member completing the voting list intends to vote.
 - (c) Any voting list returned to the office after the prescribed time shall be rejected by the scrutineers appointed under Article 44.
 - (d) The voting list must be returned to the Office in a sealed envelope to arrive by close of business on the date specified in the notice.
- 44.
- (a) The envelopes containing the voting lists shall be opened and the votes counted in the presence of two scrutineers (not being candidates for election as members of the Council) appointed by the chairman of the meeting, and the scrutineers shall report the result to the chairman of the Annual General Meeting or of any adjournment thereof.
 - (b) The candidate or candidates who receive the highest number of votes (such candidate or candidates having attained a majority of the votes) shall be elected.
 - (c) If in any election two or more candidates obtain an equal number of votes in such circumstances as would render it uncertain which candidate would be elected the Chairman of the Society shall give a casting vote in writing.

APPOINTMENT AND REMOVAL OF OFFICERS OF THE SOCIETY

45. (a) The members of the Council will from time to time appoint the following Officers of the Society to serve in office for such period as is determined by the Council:
- (i) A President

(ii) A Vice-President

(b) The members of the Council may from time to time appoint from their number the following Officers of the Society to serve in office for such period as is determined by the Council:

- (i) A Chairman
- (ii) Two Vice-Chairmen
- (iii) A Treasurer

and such other officers with such other titles or powers as the members of the Council think fit.

46. An Officer of the Society shall resign his office on ceasing to be a member of the Council or if called upon to do so by a vote of not less than two thirds of all the members of the Council for the time being the votes of any members of the Council unable to be present at the Council meeting being taken by post in a manner and within such time as the chairman of the Council meeting shall direct provided that a sufficient report of any statement made by the Officer in reply to the resolution calling for his resignation shall be included in the voting papers sent to the absent members of the Council.

47. Details of all appointments and removals of Officers shall be given in the next Society newsletter following such appointment or removal as the case may be.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

48. The office of a member of the Council shall be vacated if:

- (a) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) he becomes of unsound mind; or
- (c) by notice in writing to the Society he resigns as a member of the Council; or
- (d) he is removed from office by a resolution duly passed pursuant to section 303 of the Act; or
- (e) he ceases to be a member by virtue of any provision of the Act or becomes prohibited by law from being a member of the Council; or
- (f) he shall for more than twelve consecutive months have been absent without permission of the members of the Council from meetings of the Council held during that period and the members of the Council resolve that his office be vacated.

POWERS OF THE COUNCIL

49. The affairs of the Society shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as they think fit, and may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Society, 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.

50. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by law or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting individuals to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
51. The Council may exercise all the powers of the Society to borrow from time to time for the purposes of the Society such sums as they think fit, and may secure the repayment of any such sums by mortgage or charge upon all or any of the property or assets of the Society or otherwise as they may think fit.
52. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

CHAIRMAN AND VICE-CHAIRMEN

53. The Chairman will take the chair at all meetings of the Society and of the Council. He shall also perform such other duties as may be prescribed by these presents or the Council.
54. Either of the Vice-Chairmen in the absence of the Chairman may perform the duties and exercise the powers of the Chairman and shall perform such other duties as may be prescribed by these presents, the Society in General Meeting or the Council. In the absence of the Chairman and of both the Vice-Chairmen the Council will elect a chairman for the meeting.

THE SECRETARY

55. Subject to the provisions of the Act, the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any Secretary so appointed may be removed by them.

THE TREASURER

56. The Treasurer shall perform such duties as may be prescribed by these presents or the Council and, if and when directed so to do by the Society or the Council, shall keep full and accurate accounts of the receipts and disbursements of the Society and shall render to the Council at regular meetings of the Council or whenever they may require it a statement of the financial condition of the Society.

THE SEAL

57. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by another member of the Council or by some other person appointed by the Council for the purpose, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

PROCEEDINGS OF THE COUNCIL

58. The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined, seven members of the Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.

59. The Council shall convene for meetings at least three times per annum. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by fourteen days written notice containing a full summary of the business to be transacted at the meeting served upon each member of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

60. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

61. The Council may delegate any of their powers to committees or sub-committees and any committee so formed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. Committee members, other than the chairman of a committee, need not be Members of the Society. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council and all acts undertaken by any such committee shall be reported back to the Council as soon as possible.

62. 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, 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.

63. The Council and any committee of the Council may invite attendance at its meetings by persons who are not members of the Council.
64. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
65. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or as the case may be of a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more members of the Council or committee as the case may be.

THE CHIEF LEADER

66. In relation to an expedition in the field exclusive control and authority shall be vested in the Chief Leader, save that he shall (except unavoidably in the case of emergencies) observe any financial budget laid down by the Council. The Council may appoint Leaders, Medical Officers and other persons to serve under the Chief Leader, but the Chief Leader shall not be obliged to take with him on any expedition any person of whom he does not approve.

FULL TIME STAFF

67. The Council shall have power to appoint such full-time, part-time or honorary staff as it considers necessary for the conduct of the affairs of the Society and shall also have power to suspend or discharge such staff. It may allow such staff salaries, gratuities, honoraria and privileges as it considers fit.

PATRONS

68. The Council may invite an eminent person to accept the office of Patron-in-Chief and other suitable persons to accept office as Patrons of the Society. On acceptance a Patron or Patron-in-Chief shall remain in office for life or until his resignation.
69. Patrons will be considered to be Honorary Members of the Society if not already Members or Associates. Patrons who are not members of the Council may, if invited to do so by the Council, attend and speak at Council Meetings but shall not vote unless they are members of the Council.
70. The number of Patrons shall be unlimited.

ACCOUNTS

71. The Council shall cause accounting records to be kept in accordance with sections 221 and 222 of the Act.
72. The accounting records shall be kept at the Office or, subject to section 222 of the Act, at such other place or places as the Council think fit, and shall always be open to the inspection of the Council.
73. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members, Associates and Honorary Members not being members of the Council and no Member, Associate or Honorary Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.
74. The Council shall from time to time in accordance with the Act cause to be prepared and laid before the Society in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.
75. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditors' report and the Council's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Council, every holder of debentures of the Society, every Trustee of the Endowment and other Trust Funds and on request to Members, Associates and Honorary Members of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

76. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

77. A notice may be served by the Society upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members.
78. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only

those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Society.

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

DISSOLUTION

80. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these presents.