

BSC Constitution

MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE BRITISH SOCIETY OF CRIMINOLOGY

THE COMPANIES ACTS 1985 AND 1989 (as amended by subsequent Acts)

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF THE BRITISH SOCIETY OF CRIMINOLOGY

1. Name of Company.

The name of the Company is, The British Society of Criminology, called in this document "the Company".

2. Registered Office

The registered office of the Company will be in England and Wales

3. Objects of the Company

3.1 The objects of the Company are to advance public education about crime, criminal behaviour and the criminal justice systems in the United Kingdom

4. What the Company may do

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

- (a) To provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises which the Company may need for its Objects
- (b) To employ and pay any employees, officers, servants and professional or other adviser
- (c) Subject to any consents required by law to raise funds and borrow moneys invite and receive contributions from anyone through subscriptions or the running of a lottery or 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
- (e) To construct, alter and maintain any building or structures
- (f) To promote, encourage or undertake research and disseminate the results of such
- (g) To produce, print and publish anything in written, oral, visual or electronic media in furtherance of the objects
- (h) To provide or procure the provision of counselling and guidance in furtherance of the objects or any of them

- (i) To promote and advertise the Company's activities
- (j) To apply for, seek, obtain and accept government or other grants
- (k) To invest any money that the Company does not immediately need in any investments, securities or properties
- (l) To undertake any charitable trust or any charitable agency business which may promote the Company's Objects
- (m) 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
- (n) 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 Company or the trade is temporary and ancillary to the carrying out of the objects of the company.
- (o) To establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the objects of the Company through trading and to establish the same either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local authorities and finance the same if the Members of the executive committee see fit by way of secured loan or share subscription on commercial terms provided that the Company shall seek professional legal advice before financing such companies.
- (p) To establish support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own
- (q) To purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which the Company is authorised to join, and perform any of their engagements
- (r) To transfer any of the Company's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Company is authorised to join
- (s) To open and operate banking accounts and other banking facilities
- (t) To enter into any arrangements with any governments, authorities or any person, company or association necessary to promote any of the Company's Objects
- (u) To insure any risks arising from the company's activities
- (v) To pay out of the funds of the charity the cost of any premium in respect of indemnity insurance to cover the liability of the Executive Committee (or any Executive Committee member) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Executive Committee (or any

Executive Committee member) knew was a breach of trust or which was committed by those persons or person in reckless disregard of whether it was a breach of trust or not

(w) To make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commissioners.

(x) To pay all the expenses and costs of establishing this Company.

(y) To delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:

(i) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services Act 1986 as superseded by The Financial Services and Markets Act 2000.

(ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company:

(iii) the Managers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Company within 14 days and report regularly on the performance of investments managed by them;

(iv) the Company shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;

(v) the Company shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Company to undertake such reviews within the period of 12 months shall not invalidate the delegation;

vi) the Company shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers;

(z) To permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and pay any such nominee reasonable and proper remuneration for acting as such else within the law which promotes or helps anything

(aa) To establish, authorise the formalities of maintain control and manage branches in the United Kingdom and elsewhere for the purpose of promoting the objects of the society and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches and if thought fit to modify and dissolve the same property.

5.1 The income and property of the Company must be applied solely towards promoting its Objects. None of it may be paid or transferred directly or indirectly to members of the Company in any way except as shown below under "Allowed Payments"

6. Allowed Payments.

6.1 The Company may pay:

(a) Reasonable and proper payment to any officer or servant of the Company including any member of the company for any services to the Company

(b) Reasonable and proper remuneration to a member of the Executive Committee for services actually rendered to the Company 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 an partner of his, when instructed by the Company 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 employment with the Company are discussed;

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

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

(c) Interest on the money lent by any member of the Company 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 expenses will be paid to Executive Committee members some sub-committees and guests of the Company (most notably regional chairs and speakers at regional events) as per the expenses policy. A copy is available from the registered office.

(e) Reasonable and proper payment to a company 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 Company or its Executive Committee

(g) All reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in this Memorandum PROVIDED THAT no member of the Company or the Executive

Committee shall be present during the discussion of or voting on any decision to borrow money from or pay rent to that member.

7. Alterations to this Memorandum.

7.1 No alterations to this Memorandum may be made which would cause the Company 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, 21 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 95% of the total number of members having the right to vote agree.

7.2 Alterations may only be made to the objects of the Company or any clause of this memorandum or articles which directs or restricts the way monies or the property of the Company 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 Company.

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

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

10. Winding-up of the Company.

10.1 If the Company 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 Company. 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 Company 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 Company at or before the time when the Company is wound-up or dissolved and if that cannot be done then to some other charitable object

11. Subscribers.

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

Signatures, addresses and occupations of Subscribers

Dated this day of 2002

Witness to the above signatures

THE COMPANIES ACTS 1985 AND 1989 (as amended by subsequent Acts).

Company Limited by Guarantee and not having a Share Capital.

ARTICLES OF ASSOCIATION OF THE BRITISH SOCIETY OF CRIMINOLOGY.

1. Meaning of Words.

1.1 In these Articles the words in Paragraph 1. 2 will have the meanings shown as long as this meaning is consistent with the subject or context:

1.2 Words Meanings.

Act The Companies Acts 1985 and 1989 as amended by subsequent Acts.

The Company; The British Society of Criminology.

The Articles; These Articles of Association and the regulations of the Company.

The Executive Committee; The Executive Committee of the Company whose members are the directors of the Company and as such are charitable trustees.

The Office; The registered office of the Company.

The Seal; The common seal of the Company.

The United Kingdom; Great Britain and Northern Ireland.

Month; Calendar month.

In writing; Written, printed or lithographed or partly one and partly another, electronic files, 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 Company 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 Company; Rights of Inspection by Members.

2.1 The Company 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 Company is unlimited

3.2 The Company 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 Membership is open to the subscribers and persons who satisfy the qualifications in one of the following constituencies:

(a) Academic - Persons engaged full- or part-time in any institution of higher education as a teacher or researcher who can demonstrate an interest in the study of criminology or a subject which has connections with it (ie sociology of deviance, sociology of law, forensic psychiatry, legal psychology, applied criminal law, etc.).

(b) Research and Practice - Persons engaged full- or part-time by, or in, any organisation, institution, department or foundation on research, administration or practice within the field of criminology or criminal justice or a subject closely connected with it (including researchers and practitioners in government departments, local authorities, police and probation departments, etc.)

(c) Postgraduate - Persons who are studying for a higher educational qualification within the field of criminology or a closely related discipline

(d) Any person who can demonstrate an interest in the field of criminology or a related subject who does not fall into categories a, b or c above.

4.2 Applications for membership shall be in a form approved by the Executive Committee of the Society.

4.3 The Executive Committee shall have a discretion to grant or reject applications for membership, by a simple majority of members voting thereon, the President (or whoever is in the Chair) having both a deliberative and a casting vote.

4.4 Exceptionally, the Executive Committee may elect members of the Society as Honorary Members, who shall not be required to pay subscriptions.

4.5 Groups and institutions may be affiliated to the Society if they can demonstrate an interest in the study of criminology or a subject closely connected with it. Affiliated groups and institutions are not members of the Society but will receive mailing from the Society.

5. Policy of Non-Discrimination.

The Company is committed to a policy of non-discrimination and equal opportunities in regard to its membership and its activities

6. Subscription.

6.1 Members shall pay annual subscriptions or amounts determined by the Executive Committee

6.2 Initial subscriptions shall be payable on admission to membership; thereafter subscriptions shall become due annually on the first week day of March. The initial subscription will be an amount calculated by the Executive Committee to reflect the cost of providing membership until the end of December in the year admitted.

6.3 The Executive Committee may determine that specific categories of members (e.g. student members and members not in full-time employment) be allowed reduced subscriptions at rates determined by the Executive Committee

7. No transfer of Membership.

7.1 None of the rights of any member of the Company may be transferred or transmitted to any other person

8. Ending of Membership.

8.1 A member stops being a member of the Company if:

(a) the member resigns from membership by giving notice in writing to the Company including by e-mail

(b) membership is ended under Article 9

(c) the member's subscription (if any) remains unpaid three months after it is due

8.2 However, the Executive Committee may make a resolution allowing anyone no longer eligible for membership to remain a member until the resolution is reversed by the Executive Committee or at a general meeting

9. Removal from Membership.

9.1 The Executive Committee may suspend any member by giving him or her notice in writing following a Resolution passed by two-thirds of its members.

9.2 Within 28 days of receiving that notice the member can send or give an appeal in writing to the Company 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

10. General Meetings.

10.1 Each year, the Company 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. The first annual general meeting must be held within 18 months of the incorporation of the Company after which not more than 15 months must pass between one annual general meeting and the next

11. Extraordinary General Meetings.

11.1 All general meetings except annual general meetings are called extraordinary general meetings

12. Calling of Extraordinary General Meetings.

12.1 The Executive Committee may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if three members of the Executive Committee or 5% of the members of the Company request it. Attendance at extraordinary general meetings can take place by circulation and/or electronic means or a physical meeting.

13. Notice of Meetings.

13.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of the Company 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

13.2 However, even if shorter notice is given than that shown in Article 11.1, the meeting will be treated as having been correctly called if it is so agreed:

(a) in the case of an annual general meeting, by all the members entitled to attend and vote at it

(b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Company members who have voting rights.

13.3 For the purposes of section 13.1 above, "in writing" shall be deemed to include communications sent by email with documents attached or accessible via the internet, save where a member has been a member since before 18 th September 2007 and wishes to retain the right to receive communications covered by section 13.1 by ordinary post

14. Ordinary and Special Business at General Meetings.

14.1 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

15. Quorum.

15.1 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 [25] unless shown differently below

16. Adjournment if no Quorum.

16.1 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 the same day in the next week at the same time and place, or to another day, time and place as the Executive Committee may decide

16.2 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

17. Chairperson.

17.1 The President (if any) of the Company must preside as Chairperson at every general meeting of the Company. If the President is unable to attend a general meeting, then the Vice-President (if any) of the Company must preside as Chairperson. If neither the President or the Vice-President is 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

18. Election of Chairperson by Members.

18.1 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

19. Adjournment of the Meeting.

19.1 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

19.2 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

20. Voting on Resolutions.

20.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or when 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. No proxy votes are allowed.

21. Declaration of Chairperson is Final.

21.1 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 minutes is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book

21.2 The demand for a poll may be withdrawn

22. When a poll is taken.

22.1 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

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

23. Voting and Speaking.

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

23.2 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

24. Written Agreement to Resolution.

24.1 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) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend general meetings

(c) it may consist of two or more documents in identical form signed by members

25. Officers of the Company

25.1 The Officers are The President, The Vice-President, The Honorary Treasurer, The Executive Secretary and The Company Secretary.

25.2 The Officers shall be elected by a ballot of all members.

25.3 The Officers shall be elected from constituencies A and B.

25.4 The President shall hold office for a term of three years and shall be eligible for re-election for a further period of one year. After a fourth year in office, the President is ineligible for re-election. There shall lapse a period of three years before the President becomes eligible for re-election as President. However, he or she may serve as a member of the Executive Committee for the first twelve months following his/her term of office.

25.5 The Vice-President shall hold office for a term of three years. After a third year in office, the Vice-President is ineligible for re-election. There shall lapse a period of three years before the Vice-President becomes eligible for re-election as Vice-President. The ballot of all members for the election of the Vice-President should not normally be held at the same time as a ballot of all members for the President.

25.6 The Executive Secretary, Honorary Treasurer and The Company Secretary shall hold office for no more than six years and shall then be ineligible for re-election to the same posts for a further term of three years.

25.7 The Officers, after retirement, shall be eligible to serve on any sub-committee of the Executive Committee.

25.8 The Officers shall be elected by the time of the Annual General Meeting when the next vacancy shall occur.

25.8 For the purposes of section 25.7 above, nominations for election as an officer of the Society may be solicited and submitted by electronic means, save where a member has been a member since before 18th September 2007 and wishes to receive calls for nominations by ordinary post

26. The Sub-Committees

26.1 There shall normally be no fewer than eight sub-committees who will have responsibility for the following areas:

Finance and General Purposes (FGP) Committee

Publications Committee

Regional Groups and Specialist Networks Committee

Professional Affairs and Ethics Committee

Public Relations (including web design) Committee

Conferences Committee

Prizes Committee

Postgraduate Committee

26.2 The Executive Committee can create additional committees as and when necessary.

26.3 Each chair of the sub-committees will be a member of the Executive Committee.

26.4 Sub-committees **may conduct** business 'virtually' by electronic means.

26.5 Sub-committees will discuss and conduct their business with regard to the remit and purpose of the sub-committee and an overarching understanding of the objects of the Company.

26.6 A motion shall be carried with the agreement of a majority of members of the sub-committee.

26.7 Members of the sub-committee can be nominated by themselves or by another member of the sub-committee. Election is through nomination and then seconding by another member of the sub-committee.

26.8 Members of sub-committees must be members of the British Society of Criminology.

26.9 Employees of the Society will attend sub-committee meetings when necessary or when invited.

26.10. Minutes of each of sub-committee meetings will be kept and presented to the Executive Committee annually as a report.

27. Management by members of the Executive Committee.

27.1 The business of the Company is managed by the Executive Committee. They may pay all the expenses of promoting and registering the Company. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company. 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.

27.2 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

28. Powers of the Executive Committee.

28.1 The Executive Committee may subject to such consents as the law requires use all the powers of the company 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 Company or any charitable third party;

(d) resolve pursuant to the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy.

29. Payment of Subscriptions.

29.1 All members must pay subscriptions that the Executive Committee will review from time to time.

30. Cheques and Bills etc.

30.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall indicate the name of the Company 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, telephone or on-line transactions may be authorised by a single signatory to the societies bank account.

31. Indemnity of members of the Executive Committee.

31.1 In the management of the affairs of the Company no member of the Executive Committee shall be liable for any loss to the property of the Company 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 hereof 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 wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable

31.2 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 or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgement 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 Company and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto

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

32.1 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 Company but shall not be paid any other remuneration save as permitted in the memorandum of association

33. The Keeping of Minutes.

33.1 The Executive Committee keep minutes in electronic or other form

(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 Company;

(ii) The Executive Committee;

(iii) Committees or subcommittees of the Executive Committee.

34. The Executive Committee is constituted as follows:

34.1 The Executive Committee consists of The President, The Vice President, The Executive Secretary, The Honorary Treasurer and The Company Secretary, together with the Chairs of the main sub-committees and up to four other members (without portfolio) who due to their expertise are seen as being necessary for the efficient running of the society in the conduct of its business. Amongst this number may be the previous President of the Society should they wish to remain.

34.2 The President Elect will be a member of the Executive Committee for a period of up to one year immediately before taking up office.

34.3 Employees of the Company may attend Executive Committee meetings but have no voting rights.

35. When executive members retire.

At every annual general meeting one-third of the ordinary members of the Executive Committee shall retire in rotation and those Officers whose terms of office ends at that meeting shall retire. Where possible, the appointment of officers shall be staggered so that no more than one officer shall be required to retire in any given year. Each Officer will hold office for a term of three years which will end at his/her third AGM. All retiring ordinary members are eligible for re-election.

36. Deleted

37. Filling vacancies.

If the Company at the meeting at which an ordinary member or officer retires by rotation, does not fill the vacancy the retiring ordinary member or officer shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the ordinary member or officer is put to the meeting and lost.

38. Nominations and election.

Nominations and elections for ordinary members shall be by postal ballot in accordance with procedures set out in the Regulations.

38.1 For the purposes of section 38 above, nominations may be solicited and submitted by electronic means, save where a member has been a member since before 18th September 2007 and wishes to retain the right to receive calls for nominations by ordinary post.

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

39.1 The make-up and number of the Executive Committee may be varied but not reduced below five. 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

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

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

41. Co-option of members of the Executive Committee.

41.1 The Executive Committee can appoint anyone to fill a vacancy in the membership of the Executive Committee or can co-opt additional members of the Executive Committee. But no more than four extra members may be co-opted. They will hold office until the next annual general meeting. They will be eligible for re-election

42. Ending of Executive Committee Membership.

42.1 A member of the Executive Committee must cease to be a member if he or she:

- (a) is employed by the Company or holds any office of profit under the Company; or
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (c) 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
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (e) resigns the office by notice in writing to the Company but only if at least two members of the Executive Committee will remain in office when the resignation takes effect; or
- (f) is directly or indirectly involved in any contract with the Company 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
- (g) is removed from office.

43. Removal of a Member of the Executive Committee by a General Meeting.

43.1 A general meeting of the Company 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 Company and the member may say

43.2 Removal can take place only by the Company passing an ordinary resolution saying so. At least 28 days' notice must be given to the Company and at least 21 days' notice to the membership. Once the Company 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.

44. Removal of a Member of the Executive Committee by the Executive Committee.

44.1 If a member of the Executive Committee fails to attend three consecutive meetings of the Executive Committee without good cause, 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 and given the opportunity to make representations against the decision.

45. Meetings of the Executive Committee.

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

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

45.3 A member of the Executive Committee may, and the Executive Secretary if requested by a member of the Executive Committee must, summon a meeting of the members of the Executive Committee

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

46. Quorum of the Executive Committee.

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

47. Vacancies on the Executive Committee.

47.1 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 Company

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

48.1 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

49. Validity of Acts Done at Meetings.

49.1 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

50. Delegation of Executive Committee Powers to Sub-Committees

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

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

50.3 All acts and proceedings of the subcommittee shall be reported to the Executive Committee as soon as possible.

50.4 The number and remit of sub-committees may be varied by the Executive Committee but initially there shall be the following nine sub-committees: Finance and General Purposes Committee, Conference Committee, Publications Committee, Regions and Specialist Networks Committee, Professional Affairs Committee, Ethics Committee, Postgraduate Committee, Public Relations Committee and Prizes Committee.

50.5 The Executive Committee, at each of its meetings, shall receive reports from each of the sub-committees.

51. Chairperson of Sub-Committees.

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

51.2 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

52. Meetings of Sub-Committees.

52.1 A sub-committee may meet and adjourn whenever it chooses

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

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

53. Appointment and Removal of the Company Secretary.

53.1 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. Any Company Secretary who is paid may not also be a member of the Executive Committee

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 Company 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 at 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;
- (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

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 Company, and for what;
- (b) all sales and purchases by the Company;
- (c) the assets and liabilities of the Company.

56.2 The books of account must give a true and fair view of the state of the Company'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 Company 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 Company if the right is given by law or authorised by the Executive Committee or a general meeting

59. Income and Expenditure Account and Balance Sheets.

59.1 The Executive Committee must, for each accounting reference period, put before a general meeting of the Company:

any income and expenditure accounts;

statement of financial activities

a report by the Executive Committee on the state of the Company as required by the Act and the Charities Act 1993

a balance sheet

59.2 The Executive Committee must file with the Company's Registrar and the Charity Commission the annual returns that are required

60. Copies for Members.

60.1 Certain documents must be sent to members of the Company at least 21 days before the date of the general meeting. These documents are:

(a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Company at the general meeting.

(b) a copy of any Auditors' or Reporting Accountant's report.

(c) a copy of the report of the members of the Executive Committee.

60.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Company does not know

61. Appointment of Auditors or Reporting Accountants.

61.1 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or asset from time to time requires the appointment of auditors

62. Service of Notices.

62.1 The Company may give notice to any member either personally or by delivering it or sending it by ordinary post to his or her registered address. 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 Company for that purpose. 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. 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

63. Accidental Omission of Notice.

63.1 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

64. Who is Entitled to Notice of General Meetings.

64.1 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 Company an address for notices within the United Kingdom);

(b) an Auditor or reporting accountant of the Company (if any);

(c) all members of the Executive Committee;

(d) all those with rights of nomination to the Executive Committee (if any);

(e) any staff employed by the Company

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

65. Alteration of the Articles.

65.1 The Company may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of members of which 21 days notice has been given of the intention to pass a special resolution and at which 75% of those voting must be in favour of. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree

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

66. Dissolution of the Company.

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

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

67. Regional Groups.

67.1 Regional groups will be sub-committees of the Regional Groups and Specialist Networks (RGSN) sub-committee. Each of the chairs of the Regional Groups will be a member of the RGSN. They have the function of organising local activities under the delegated authority of the Executive Committee. They must conform to the Memorandum and Articles of Association of the British Society of Criminology.

67.2 Regional Groups must have at least nine members drawn from the members of the Society who live or work within the specified region. As far as possible, the Regional Group will include representatives from each of the Society's constituencies.

67.3 Deleted

67.4 Each Regional Group must elect a Chairperson who will normally serve for a three year term.

67.5 The elections for Regional Chairs will be organised by the Regional Chair of that Region or the Regional and Specialist Chair of the Executive Committee. Each member of the Society who lives or works in a designated Region is eligible to stand for election and to vote. The results of the elections will be reported to the Regional and Specialist Networks Chair of the Executive Committee.

67.6 The Chairperson of a Regional Group may, with the consent of the Executive Secretary acting on behalf of the Committee, designate an Alternate to attend one or more meetings of the Executive Committee.

67.7 The Chairperson of the Regional Group will submit to the Regional and Specialist Networks Chair of the Executive Committee, at regular intervals, a list of projected activities together with a budgetary request (including estimates of income and expenditure) for consideration and ratification by the EC.

67.8 Deleted

67.9 Chairs of Regional Groups are eligible to serve as 'Officers' of the Society. A post of Officer and Chairperson of a Regional Group or Network may be held simultaneously.

68. Regional and Specialist Network (RGSN) Chair

68.1 The RGSN chair will be a member of the Executive Committee and an officer of the Society.

68.2 The RGSN Chair will be a member of all regional groups.

68.3 The role of the RGSN Chair will be to ensure that regional groups operate according to the Memorandum and Articles of Association of the British Society of Criminology.

69. Specialist Groups' and 'Networks'.

69.1 Specialist Groups and Networks are sub-committees of the Executive Committee and have the function of organising activities on specialised areas of academic interest under the delegated authority of the Executive Committee. They shall conform to the Memorandum and Articles of Association of the Society.

69.2 Specialist Groups and Networks will comprise at least nine members drawn from the members of the Society. As far as possible, the Specialist Group or Network will include representatives from each of the Society's constituencies.

69.3 At least two members of the Executive Committee must be members of each Specialist Group or Network.

69.4 Each Specialist Group or Network may elect a Chairperson, who will normally serve for a three-year term. The Chairperson will be a member of the RGSN of the British Society of Criminology. The election procedures for Chairs of Specialist Groups and Networks must be approved by the Executive Committee, which has the authority to designate a Chairperson in the absence of such election. The results of such elections must be reported to the Executive Committee.

69.5 Chairs of Specialist Groups and Networks are eligible to serve as 'Officers' of the Society and/or as ordinary or co-opted members of the Executive Committee. Membership of the Executive Committee and Chairperson of a Regional Group or Network may be held simultaneously.

69.6 The Chairperson of the Specialist Group or Network will submit to the EC, at regular intervals, a list of projected activities together with a budgetary request (including estimates of income and expenditure) for consideration and ratification by the EC.

69.7 Specialist Groups or Networks will have ring-fenced accounts within the overall framework of the Society's bank account. Money generated by a Specialist Group or Network will be credited to that Group's or Network's account as will money credited to the Group or Network by the Society.

Signatures, addresses and occupations of subscribers

Dated this day of 200_

Witness to the above signatures:

Memorandum and Articles of Association prepared by:

SINCLAIR TAYLOR MARTIN, 9 Thorpe Close, Portobello Road, London W10 5XL

August 12th , 2002

REGULATIONS OF THE BRITISH SOCIETY OF CRIMINOLOGY.

The areas to be covered by the company regulations referred to in the attached Articles of Association include:

1. financial regulations governing inter alia branch accounts and budgeting
2. provision for nominations and elections of branch officers, the terms of office, and eligibility for re-election
3. provision for nomination and elections of ordinary Council members (constituencies A, B, C and D), their terms of office and eligibility for re-election, together with provision for retirement in rotation
4. in order to allow for retirement in rotation, following the retirement of present members due in 1999, one-third of the new Council will then be elected for one year, one-third for two years and one-third for three years. thereafter, one-third will retire annually in rotation.

BSC Registered Office:

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The BSC is a company limited by guarantee, no. 3515512; and a registered charity, no. 1073154.

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