

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF THE BRITISH
SOCIETY FOR RHEUMATOLOGY

1. The Company's name is *The British Society for Rheumatology* and in this document it is called *The Society*.
2. The Society's registered office is to be situated in England and Wales.
3. The Society's objects (*the objects*) are to promote for the benefit of the public the development of clinical and scientific knowledge about arthritis and related illnesses.
4. In furtherance of the objects but not otherwise the Society may exercise the following powers:
 - a. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society;
 - b. to raise funds and to invite and receive contributions; provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property, rights or privileges;
 - d. subject to such consents as may be required by law to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;
 - e. to invest the moneys of the Society not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) imposed or required by law and subject also as hereinafter provided;
 - f. to invest the moneys of the Society in shares of a private company or private companies limited by shares provided that such company or companies shall be wholly owned subsidiaries of the Society;
 - g. subject to clause 5 below to employ staff, who shall not be directors of the Society (hereinafter referred to as the *trustees*), as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - h. to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
 - i. to co-operate with other organisations and bodies operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them;
 - j. to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;

- k. to do all such other lawful things as are necessary for the achievement of the objects.
5. The income and property of the Society shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society, and no trustee 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 in this document shall prevent any payment in good faith by the Society:
 - a. of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society who is not a trustee;
 - b. to any member or trustee of reasonable out-of-pocket expenses incurred or to be incurred in attending scientific meetings relevant to the promotion of the objects or otherwise in attending to the Society's activities.
 6. The liability of members is limited.
 7. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while she or he is a member or within one year after she or he ceases to be a member, for payment of the Society's debts and liabilities contracted before she or he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
 8. If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among members of the Society, but shall be given or transferred to some other charity or charities having objects similar to the objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Society by clause 5 above, chosen by the members of the Society at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signature	Name	Addresses
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Dated:

Witness to above Signatures:

Name:

Address:

Occupation:

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ARTICLES OF ASSOCIATION OF THE BRITISH
SOCIETY FOR RHEUMATOLOGY

INTERPRETATION

1. In these articles :

the Society means the company intended to be regulated by these articles;

the Act means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

the Articles means these Articles of Association of the Society;

clear days in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

executed includes any mode of execution;

the memorandum means the memorandum of association of the Society;

office means the registered office of the Society;

the seal means the common seal of the Society if it has one;

Company secretary means the chief executive officer or trustee of the Society appointed to perform the duties of the company secretary of the Society;

the trustees means the directors of the Society (and *trustee* has a corresponding meaning);

the United Kingdom means Great Britain and Northern Ireland; and

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 53 shall be members of the Society. No person shall be admitted a member of the Society unless her or his application for membership is approved by the trustees.
- (2) Unless the trustees or the Society in general meeting shall make other provision under Article 53, the trustees may in their absolute discretion permit any member of the Society to retire, provided that after such retirement the number of members is not less than five.

GENERAL MEETINGS

3. The Society shall hold an annual general meeting each year in addition to any other meetings in that year; and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next:

Provided that so long as the Society holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Society may call a general meeting.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called for at least twenty one days' clear notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - a. in the case of an annual general meeting, by all the members entitled to vote; and
 - b. in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meetings, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted by any meeting unless a quorum is present. Ten members entitled to vote upon the business to be transacted shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the trustees may determine.

9. The chairperson of the trustees or in her or his absence some other trustee nominated by the trustees shall preside as chairperson of the meeting, but if neither the chairperson nor other such trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairperson and, if there is only one trustee present she or he shall be chairperson.
10. If no trustee is willing to act as chairperson or if not trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.
11. The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.

When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - a. by the chairperson; or
 - b. by at least six members having the right to vote at the meeting.
13. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
15. A poll shall be taken as the chairperson directs and she or he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote she or he may have.
17. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken immediately or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

19. Subject to Article 16, every member shall have one vote.
20. No member shall be entitled to vote at any general meeting unless all moneys then payable by her or him to the Society have been paid.
21. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

TRUSTEES

22. The number of trustees shall be not less than five but not more than twelve.
23. The first trustees shall be those named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

POWERS OF TRUSTEES

24. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Society shall be managed by the trustees who may exercise all the powers of the Society. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
25. In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
 - a. to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;
 - b. To enter into contracts on behalf of the Society.

APPOINTMENT AND RETIREMENT OF TRUSTEES

26. The trustees of the Society shall be appointed by general meetings, each individual appointment for a term of office as directed in the Rules of the Society. No person may be appointed as a trustee:

- a. unless she or he has attained the age of 18 years;
 - b. in circumstances such that, had she or he already been a trustee, she or he would have been disqualified from acting under the provisions of Article 28; and
 - c. unless she or he has been a member of the Society for at least twelve successive months, or for any such longer period as established in the Rules, and unless all moneys then payable by her or him to the Society have been paid; and
 - d. unless she or he has been elected by a ballot preceding the general meeting which has been open to all members eligible to vote under the regulations determined by the trustees and adopted by general resolution.
27. Subject as aforesaid, the Society may by ordinary resolution appoint a person who, not having been duly elected in accordance with Article 26(iv), is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed having been duly elected in accordance with Article 26(iv), she or he shall vacate office at the conclusion thereof.
28. Subject as aforesaid, a trustee who retires shall not be eligible for reappointment unless one year has elapsed since her or his retirement.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

29. A trustee shall cease to hold office if she or he:
- a. ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
 - b. becomes incapable by reason of mental disorder, illness or injury of managing and administering her or his own affairs;
 - c. resigns her or his office by notice to the Society (but only if at least five trustees will remain in office when the notice of resignation is to take effect); or
 - d. is absent without the permission of the trustees from all their meetings held within a period of six months.

TRUSTEES' EXPENSES

30. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration, except as provided for in Clause 5 of the memorandum.

TRUSTEES' APPOINTMENTS

31. Subject to the provisions of the Act and to clause 5 of the memorandum, the trustees may appoint one or more of their number to any unremunerated executive office under the Society. Any such appointment may be made upon such terms as the trustees determine.

Any appointment of a trustee to an executive office shall terminate if she or he ceases to be a trustee.

32. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Society is a party.

PROCEEDINGS OF TRUSTEES

33. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the company secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
34. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than four trustees.
35. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
36. The trustees may appoint one of their number to be the chairperson of their meetings and may at any time remove her or him from that office. Unless she or he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which she or he is present. But if there is no trustee holding that office or if the trustee holding it is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairperson of the meeting.
37. The trustees may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported in writing to the trustees, who shall duly record their approval of such acts and proceedings.
38. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
39. A resolution in writing, signed or assented to by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees. Such a resolution may consist of several documents in the same form, each signed or assented to by one or more of the trustees, or one document on which shall be recorded by the company secretary the assent of all the trustees.
40. Any bank account in which any part of the assets of the Society is deposited shall be operated by the treasurer on behalf of the trustees and shall indicate the name of the Society and its charitable status. All cheques and orders for the payment of money from such account shall normally be signed by the treasurer and one trustee, or by two trustees,

except that the trustees may authorise that such cheques and orders up to a sum agreed by the trustees may be signed by the company secretary or one trustee alone.

COMPANY SECRETARY

41. Subject to the provisions of the Act, the company secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any company secretary so appointed may be removed by them.

MINUTES

42. The Trustees shall keep minutes in books kept for the purpose:

- a. of all appointments of officers made by the trustees; and
- b. of all proceedings at meetings of the Society and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

THE SEAL

43. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the company secretary or by a second trustee.

ACCOUNTS

44. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

45. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

46. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

47. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

48. The Society may give any notice to a member either personally or by sending it by post in a prepaid enveloped addressed to the member at the address notified by her or him to the Society or by leaving it at that address. A member whose address notified to the Society is not within the United Kingdom and who gives the Society an address within the United Kingdom at which notices may be given to her or him shall be entitled to have notices given to her or him at that address, but otherwise no such member shall be entitled to receive any notice from the Society.

49. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
50. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted to an address in the United Kingdom.

INDEMNITY

51. Subject to the provisions of the Act every trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by her or him in that capacity in defending proceedings, whether civil or criminal, in which judgement is given in her or his favour or in which she or he is acquitted or in connection with any application in which relief is granted to her or him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.
52. The payment of any premium in respect of any indemnity insurance to cover the liability of the trustees (or any of them) 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 Society shall be made. Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any of them) knew was a breach of duty or breach of trust or which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.

RULES

53. (1) The Trustees may from time to time make such rules as they deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:
 - a. the admission and classification of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b. the conduct of members of the Society in relation to one another, and to the Society's servants;
 - c. the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
 - d. the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - e. generally, all such matters as are commonly the subject matter of company rules.
- (2) The Society in general meeting shall have the power to alter, add to or repeal the rules and the Trustees shall adopt such means as they think sufficient to bring to

the notice of the members of the Society all such rules, which shall be binding on all members of the Society. Provided that no rule shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

RULES OF THE BRITISH SOCIETY FOR RHEUMATOLOGY

The Society's governing instrument is its memorandum and articles of association, following incorporation as a company limited by guarantee on 1 January 1998 and these Rules should be read in conjunction with it.

1. Certain initiatives undertaken by the Society are associated with the name of Heberden. This designation is adopted in honour of the memory of William Heberden the Elder (1710 – 1801) and his pioneer contributions to British rheumatology in writing *Of the Rheumatism and the Gout* and in describing the *Nodi Digitorum* that bear his name.
2. In furtherance of the objects defined in the memorandum and articles of association, the scope of the Society's concern shall be the clinical, scientific, craft and public policy aspects of rheumatology.
3. Membership of the Society shall be open to all scientific and professional workers interested in and concerned with the objects of the Society, and shall not be restricted to medically qualified persons, nor restricted to British nationals.
4. Membership of the Society shall be in two principal cases – Fellows/Honorary Fellows, and Subscribing members:
 - 4.1 Fellows and Honorary Fellows of the British Society for Rheumatology can be awarded as a mark of respect in recognition of outstanding contributions to rheumatology or a related science:
 - 4.1.1 Fellow of the Society: awarded to existing members of the Society, who had made an outstanding contribution to rheumatology or a related science.
A lifetime award, this would not affect their rights as a member of the Society. Fellows of the Society are still able to vote, stand for office, and are expected to pay their full subscription to the Society.
 - 4.1.2 Honorary Fellow of the British Society of Rheumatology: awarded to non-members of the Society, who had made an outstanding contribution to the field of rheumatology.
A lifetime award, this would not carry with it any voting rights or other rights normally associated with membership of the Society. Honorary Fellows can choose to receive a complimentary subscription to the journal "Rheumatology".
 - 4.2 Subscribing members, who shall be divided into four categories:
 - 4.2.1 Ordinary members
 - 4.2.2 Overseas members
 - 4.2.3 Retired members
 - 4.2.4 Non-clinical scientists. This category would enjoy a reduced annual subscription but would not include receipt of the Journal. Applicants would require a letter from their supervisor to confirm their status as a non-clinical scientist. Those with tenured posts would not be eligible for the rate.

5. The general qualifications for, privileges of, and subscriptions due from subscribing determined by the trustees
6. Subscribing members who are three months in arrears shall be warned that, unless their subscriptions are paid forthwith, the privileges of membership shall be withdrawn. A subscribing member who is more than twelve months in arrears and has been duly notified thereof shall, unless immediate payment is made, cease to be a member of the Society. Subscribing membership may be restored at the discretion of the trustees on full payment of arrears of subscription.
7. Candidates for all classes of membership of the Society, except retired membership, shall require nomination in writing by two members of the Society.
8. Nominations for membership in all classes shall be dealt with by the trustees of the Society. Persons nominated shall be deemed duly elected to the appropriate class of membership unless two members of the trustees at the meeting at which such nominations are submitted shall vote against the election of such nominated person. Disputed nominations for subscribing membership shall be reported to the next general meeting of the Society, and the persons so nominated may be elected to the appropriate category of subscribing membership by a simple majority of ordinary members present at the meeting.
9. A scientific meeting shall be held every calendar year unless the trustees otherwise determine.
10. Additional scientific and educational meetings shall be held at the discretion of the trustees and at least one such meeting shall usually be held in each year. Additional scientific and educational meetings may be arranged in conjunction with other organisations and may be held outside the United Kingdom.
11. The business transacted at scientific and educational meetings shall consist of scientific communications, clinical case or other demonstrations, and educational and instructional sessions.
12. The dates of all scientific and educational meetings for the ensuing year shall be notified to all members at the annual scientific meeting. Formal notice together with a programme for the meeting, and abstracts of the papers to be presented, shall be sent to all members (except overseas members) at least ten days before the scheduled date of the meeting.
13. At the discretion of the President, visitors may be invited to scientific and educational meetings by members of the Society at such fee as may be determined by the trustees.
14. An annual general meeting shall be held on the occasion of the annual scientific meeting.
15. The trustees of the Society shall be the following honorary officers:
 - a. the President;
 - b. the President-elect;
 - c. the Honorary Treasurer
 - d. the Honorary Assistant Treasurer;
 - e. the Honorary Secretary;
 - f. the Honorary Deputy Secretary;
 - g. the Honorary Assistant Secretary;
 - h. the Chairperson of the Clinical Affairs Committee;

- i. the Chairperson of the Education and Training Committee;
 - j. the Chairperson of the Heberden Committee;
 - k. the Chairperson of the External Relations Committee.
16. In addition there shall be 6 honorary officers who shall not be trustees, viz the Immediate past President, Honorary Editor, Honorary Heberden Librarian, and the Vice Chairpersons of the three Standing Committees.
 17. To be eligible for nomination as President a candidate must have been an ordinary member of the Society for not less than five years and have served on the Council or on one of its standing committees.
 18. The Honorary Editor of the *British Journal of Rheumatology* shall be appointed by the Council on the recommendation of a sub-committee established by the Council for the purpose of examining nomination for the post. The Editor shall normally hold office for a term of five years, shall be responsible for editing the Society's Journal, subject to the directives of the Council and to the advice of the editorial board appointed by the Council, and shall present an annual report to the annual general meeting.
 19. The Honorary Heberden Librarian shall be appointed by the Council normally for a term of five years, shall serve as Curator of the Heberden Library, shall purchase additions thereto as appropriate, shall be responsible for administering and rendering account of the Heberden Library Fund, and shall present an annual report to the annual general meeting.
 20. All trustees shall be appointed by an annual general meeting of the Society and shall assume their duties as agreed by the general meeting. Upon ceasing to hold any honorary office (including that of immediate past President, Deputy Honorary Secretary or Assistant Honorary Treasurer) a member shall not normally be eligible to serve on the Council for one year.
 21. A President-elect shall be elected once every two years. After holding this office for one year the Member so elected shall succeed to the office of President and shall hold this office for two years. The term of office as President may be extended at the discretion of Council for a period of up to one year. The member shall continue to serve as immediate past President for a further year after these two periods of office shall have been completed and thereafter shall not be eligible for re-election to either of these offices.
 22. The Honorary Treasurer shall serve for three years and shall be responsible for directing the Society's financial transactions. An Assistant Honorary shall be elected once every three years. After holding office for one year, the member so elected shall succeed to the office of Treasurer and shall hold this office for three years. The term of office as Treasurer may be extended at the discretion of Council for a period of up to one year. Thereafter the holder of this office shall not be eligible for re-election to the same office.
 23. An Assistant Honorary Secretary shall be elected once every two years. After holding this office for one year, the member so elected shall succeed to the office of Honorary Secretary and shall hold this office for two years. The term of office as Honorary Secretary may be extended at the discretion of Council for a period of up to one year. After these two periods of office shall have been completed, the member shall serve as Deputy Secretary for a further year. Thereafter the holder of this office shall not be eligible for re-election to the same office.

24. To be eligible for nomination as Chairperson of the Education and Training Committee, of the Heberden Committee of the External Relation Committee, or of the Clinical Affairs Committee, a candidate must have been a member of that committee for not less than one year. The successful candidate shall serve one year as the Chair-Elect on the committee, before taking up the post as Chairperson. The Chair-elect is not a trustee of the Society. The term of office as Chairperson may be extended at the discretion of Council for a period of up to one year. Thereafter the holder of this office shall not be eligible for re-election to the same office.
25. In the event of an officer being unable to complete the appointed term of office, those duties shall be assumed until the next annual general meeting by the designated successor or by such other member of the Council as the Council shall nominate. If an officer post is not filled for any other reason, then the designated successor or Council nominee shall similarly assume those duties until the next annual general meeting.
26. The governing body of the Society shall be the executive committee of trustees.
27. The policy making body of the Society shall be the Council, and shall consist of the trustees and twelve elected members, at least one of whom shall be a member of the Society of the status of specialist registrar or its equivalent nominated by such junior members of the society. The Honorary Editor shall, and the Honorary Heberden Librarian may, be invited to attend all meetings of the Council but they shall not be members of the Council and shall not have the right to vote.
28. Candidates for election as elected members of Council shall require nominations by two ordinary members of the Society.
29. Elected members of the Council shall be appointed at an annual general meeting of the Society and shall assume their duties as agreed by the general meeting. The period of office of elected members of the Council shall be limited to three years, but without prejudice to their eligibility for honorary office within or immediately after such period. Upon the expiration of such term, a member shall not normally be eligible to serve on the Council for one year.
30. The Council shall be responsible for determining the Society's representation on other bodies. Seven members of the Council shall be a quorum, of whom at least four must be elected members of Council.
31. The Council shall have the power to co-opt and set up committees for such purposes and with such functions and powers as it may from time to time determine. The chairman of any such committee, if not already a member of the Council, shall be invited to attend meetings of the Council and shall report the recommendations of the committee to the Council at its next meeting.
32. The Council shall usually meet at least three times in every year.
33. Any ordinary member of the Society may propose candidates as trustees of the Society or for elected membership of the Council by sending in writing the name of each such candidate supported by the endorsement of another member of the Society and consent of the candidate to the company secretary to arrive not less than four weeks before the scheduled date of the annual general meeting. Proposals received after this date will be declared invalid. If no nominations are received by this date, the deadline for nominations may be extended at the discretion of the trustees.

34. If candidates for office are nominated in excess of the number of vacancies available, the company secretary shall send a ballot paper to each ordinary member not less than fourteen days before the scheduled date of the annual general meeting. Ordinary members shall record their votes and return the ballot paper to the company secretary by post, no later than seven clear days before the annual general meeting. Voting papers returned after this date shall be invalid. Scrutineers shall be appointed by the trustees to count the votes and the results shall be announced at the meeting, the candidates securing the largest number of votes being elected to the vacancies that exist. In the case of elections to office at President-elect, the ballot will be conducted using the single transferable vote system as directed by the trustees.
35. The submission by any member of any literary work for publication in the Society's journal shall be deemed to constitute a declaration by such member that she or he owns the copyright therein and an agreement that on acceptance of the work for publication she or he will assign the said copyright to the Society; and any such member, whenever required by the Society so to do, shall at the cost of the Society do any further act necessary to complete the assignment of the said copyright to the Society.
36. It shall be the duty of the President, the President-Elect or the immediate past President, and the Chairman of the Heberden Committee to review each year the claims of possible candidates for the award of honours by the Society. The President shall report on these matters, and decision shall be taken by the Council.
37. Every year at their discretion the Council shall, as a mark of distinction, appoint an orator to deliver the Heberden Oration at the annual scientific meeting. The Orator shall be presented with the Heberden medal. The die for this medal was presented to the Society by a former President, Dr W S C Copeman.
38. Every year at their discretion the Council may acknowledge contributions to clinical rheumatology by such means as the appointment of a Roundsman to conduct the Heberden Round. The Roundsman shall be presented with the Heberden Round Medal. The die for this medal was presented to the Society by a former President, Dr A G S Hill.
39. The Council shall have the power to seek and accept the affiliation of or amalgamation with other organisations and to affiliate the Society to other organisations, provided that by such acts the Society shall not cease to be a charity.
40. The Council shall have the power to make, vary, and repeal regulation for the conduct of the general affairs of the Society, its officers and servants, and for the despatch of the business of the Society but so that no such regulations shall be of effect if and so far as they are inconsistent with or repugnant to the provisions of the governing instrument or these rules. The Council shall report to the next ensuing general meeting of the Society any regulations enacted.
41. Any changes to these rules, as opposed to the Memorandum and Articles of Association, may only be agreed by the annual general meeting at which two thirds of those present and voting agree the rule changes.
42. Notice of any proposal to amend or alter these rules must be sent to the company secretary no later than eight weeks before the next ensuing annual general meeting. Such proposal shall be circulated to all members and shall appear on the agenda of the said meeting in the form of a motion.

BYELAWS

1. Ordinary Members

- i) Ordinary membership is open to anyone working or normally resident in the United Kingdom or Eire who has a special interest or experience in any field relevant to rheumatology.
- ii) The privileges of Ordinary Membership shall include eligibility for election to office in or to serve on the Council of the Society, the right to nominate candidates for office and for membership of the Society, the right to attend and vote at business meetings and to attend all other meetings and activities of the Society, the right to receive the Society's Journal, membership of the British League against Rheumatism, and provide support for the Heberden Library Fund.

2. Overseas Members

- i) Overseas membership is open to anyone working or normally resident outside the United Kingdom or Eire, who has special interest or experience in any field relevant to rheumatology.
- ii) The privileges of Overseas Membership shall include receipt of the Society's Journal and the Annual Report of the Society, in which shall be included notification of meetings scheduled for the year following.
- iii) Overseas Members may attend business meetings of the Society but may not vote thereat. They will not be eligible for election to office or to serve on the Council of the Society and will not have the right to nominate candidates for office or for membership of the Society.

3. Retired Members

- i) Ordinary Members who retire from practice in the National Health Service or from equivalent appointments because of ill-health or attainment of the customary age of retirement are eligible to become Retired Members.
- ii) The privileges of Retired Membership shall include the right to attend all meetings and other activities of the Society, the right to receive the Society's Journal and membership of the British League against Rheumatism, but the privileges do not include the right to vote at business meetings.

4. Subscription

- i) Subscription rates apply to a calendar year or part thereof, and are due annually on 1st January. Members elected at the Annual General Meeting shall not be liable for subscription until the 1st January immediately following, but the subscription of members elected at other times shall be due within twenty-one days of election; only one-half the annual subscription shall be due for the year of election from members elected after 1st July.

5. Committees of Council

- i) The Council shall set up Standing Committees to which it shall delegate initiatives on the following matters:
 - a) scientific meetings (the Heberden Committee), with responsibility for the content and organisation of all such meetings of the Society;
 - b) education, with responsibility to consider all aspects of education and training and to arrange educational courses and take such other initiatives as it considers desirable;

- c) clinical affairs, with responsibility to consider all aspects relating to medical professional matters in connection with rheumatological practice and to the organization and provision of services for the relief of persons suffering from rheumatic disorders.
- ii) The members of Standing Committees shall be appointed by the Council and shall consist of:
 - a) a chairman
 - b) a vice-chairman
 - c) a chair elect
 - d) up to three members of the Council
 - e) a member of the Society of the status of Specialist Registrar or its equivalent
 - f) up to three other members
 - g) chairs of any society working groups or sub-committees reporting to the committee
 - h) co-opted members from other organisations, bodies or committees.

The Clinical Affairs Standing Committee shall normally be composed of medically qualified Members of the Society.

The Standing Committees will have the power to co-opt additional members from other organisations, bodies or committees as appropriate. Such appointments will be subject to approval by Council. Co-opted members will have the right to vote in meetings, subject to approval and review by Council. Such appointments will be for a period of up to five years.
- iii) The Council may set up such other committees and working parties as it considers desirable to assist in the prosecution of the Society's business. In particular, the Council shall set up a Joint Manpower Committee in conjunction with the British League against Rheumatism, and this committee shall have a status equivalent to one of the Standing Committees of Council.
- iv) The President, the Honorary Secretary, and the Assistant or Deputy Honorary Secretary shall be members of all the Council's committees ex-officio, and the Honorary Secretary or the Assistant or Deputy Honorary Secretary shall be required to attend all meetings of the committees.
- v) Appointment as Chairman or Vice-Chairman of a committee, or to serve on a committee, shall be for a term not exceeding three years, but without prejudice to reappointment if the Council so determines.
- vi) The Council shall appoint an Editorial Board to advise the Editor of the Society's Journal and, with him, to determine the policy of the Journal.
- vii) Membership of the Council's committees and the Editorial Board shall not be limited to Members of the Society, and the committees and the Board shall have the power to co-opt.

6. Scientific Meetings

- i) The initiative for inviting the Society to hold a Scientific Meeting at a particular location rests with individual Members.
- ii) Scientific communications for presentation at Scientific Meetings shall be prepared in accordance with such instructions as the Heberden Committee may from time to time determine.
- iii) The Heberden Committee shall assess all abstracts of scientific communications submitted to them entirely on merit, and shall make their decision on the acceptability of the material without knowledge of authorship or the institution wherein the work was done.

7. Publications

- i) The Society's Journal, currently called the *British Journal of Rheumatology*, is the Society's property and its profits or losses shall be shared between the

Society and the Publisher on the basis of agreements determined by these parties.

Control of the Society's Journal shall be exercised by the Council in accordance with the relevant provisions of the Society's Constitution and Bye-Laws.

- ii) The Annals of the Rheumatic Diseases is a specialist journal of the British Medical Association, and is affiliated to the Society. It is administered by an Editorial Committee the membership of which includes two representatives of the BSR council, the Editor of the British Medical Journal and a Technical Editor. The Chairman of this Committee is the Editor. Members of the Society may obtain the Annals at a concessionary rate.

8. Election of the President Elect

A single transferable vote system shall be used for the election of the President Elect when more than one candidate for office is nominated for any individual vacancy.

The method of voting shall be as follows:

- i) each member eligible to vote shall have one transferable vote.
- ii) each such member in recording his vote on the ballot paper must place on the ballot paper the figure 1 opposite the name of the candidate for whom he votes and may indicate the order of his preference for as many other candidates as he please by placing against their respective names the figures 2,3,4 and so on.
- iii) the Scrutineers shall examine the ballot papers and shall sort them into parcels according to the first preference recorded for each candidate, rejecting any that are invalid.
- iv) the Scrutineers shall count the ballot papers in each such parcel and shall credit each candidate with a number of votes equal to the number of valid papers on which a first preference has been recorded for that candidate.
- v) if the vote for any one candidate equals or exceeds the votes of all the other candidates combined, that candidate shall be declared elected.
- vi) if not, the Scrutineers shall exclude together the two or more candidates with the least votes if the total vote of such two or more candidates does not exceed the vote of the candidate next above; otherwise they shall exclude the candidate having the fewest votes.
- vii) the papers of the excluded candidates shall be transferred to whichever of the continuing candidates is marked by that member as his next available preference and the votes thus transferred shall be added to the first preference votes of those candidates.
- viii) any paper on which no further preference is marked shall be set aside as non-transferable and the total of all such papers shall be recorded.
- ix) this process shall be continued until the vote for some one candidate exceeds or equals the votes for all other continuing candidates combined, and that candidate shall then be declared elected.
- x) **Ties:**
 - a) if, when a candidate has to be excluded, two or more candidates have each the same number of votes and are lowest in the poll, the candidate with the lowest number of votes at the earliest stage in the count, at which the candidates in question had an unequal number of votes, shall be excluded.
 - b) if two or more candidates are still equal and lowest the Scrutineers shall decide which shall be excluded.
- xi) **Definitions**
 - a) The expression 'first preference' means the figure 1 standing alone opposite the name of a candidate.

- b) The expression 'valid paper' means a ballot paper on which a first or only preference is unambiguously expressed.
- c) The expression 'invalid paper' means a ballot paper on which no first or only preference is expressed, or on which any first preference is void for uncertainty.
- d) The expression 'continuing candidate' means any candidate not yet excluded.
- e) The expression 'next available preference' means a second or subsequent preference recorded in consecutive numerical order for a continuing candidate, passing over earlier preferences for candidates already excluded.
- f) The expression 'transferable paper' means a ballot paper on which a next available preference is unambiguously expressed.
- g) The expression 'non-transferable paper' means a ballot paper on which no next available preference for a continuing candidate is expressed, or on which any next available preference is void for uncertainty.

