

Company No: 7256948

The Companies Act 2006

Company limited by guarantee  
and not having a Share Capital

## **ARTICLES OF ASSOCIATION**

**of**

## **THE LEARNED SOCIETY OF WALES**

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### **1. PRELIMINARY**

- 1.1 The name of the Company (hereinafter called “the Society”) is **The Learned Society of Wales** and it may also operate as **Cymdeithas Ddysgedig Cymru**.
- 1.2 The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Society and these Articles alone shall constitute the Articles of the Society.

### **2. INTERPRETATION**

- 2.1 In these Articles, unless the context otherwise requires:

**Act** the Companies Act 2006 including any statutory modification or reenactment thereof for the time being in force.

**Affiliate** a person or body corporate elected to be an Affiliate in accordance with Article 12.3

**Clerk** the person appointed under Article 23 as the clerk to the Council and as company secretary of the Society

<b>Council Member</b>	a person duly appointed or elected as a Council Member of the Society as provided by these Articles.
<b>Fellows</b>	The Founding fellows and those persons elected to be Fellows of the Society in accordance with Article 11.2
<b>Founding Fellows</b>	The subscribers to the Memorandum of Association and those persons listed in the Schedule to these Articles who agreed <i>ab initio</i> to support and promote the Objects of the Society.
<b>General Meeting</b>	A general meeting of the Society called in accordance with these Articles
<b>Honorary Fellows</b>	The persons so elected pursuant to these Articles or any Regulations made under them
<b>in writing</b>	includes printing, lithography, typewriting, photography, facsimile, electronic communication (as defined in the Electronic Communications Act 2000 and to the extent lawful and valid) and other modes of representing or reproducing words in permanent visible form
<b>Member</b>	a member of the Society
<b>Objects</b>	the charitable objects of the Society as set out in Article 4
<b>Regulations</b>	regulations, procedures, orders, bye-laws and other written provisions or dispensations of any kind made from time to time by the Council pursuant to these Articles
<b>President and Chair of Council</b>	the chief officer of the Society who shall ordinarily preside at meetings of the Council and at the General Meeting
<b>Society</b>	The company limited by guarantee known as The Learned Society of Wales

**Special Resolution** a resolution of the Society as defined and passed in accordance with Section 283 of the Act

**these Articles** these Articles of Association of the Society from time to time in force

2.2 Words importing the singular number only shall include the plural, and vice versa.

2.3 Subject as aforesaid, and unless the context otherwise requires, words and expressions defined in the Act shall bear the same meanings in these Articles.

2.4 Any reference herein to the provisions of any enactment shall extend to and include any amendment or re-enactment of or substitution for the same effected by any subsequent enactment.

### 3. **LIABILITY OF MEMBERS**

3.1 The liability of the Members is limited.

3.2 Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.

### 4. **THE OBJECTS**

4.1 The objects of the Society shall be for the benefit of the community, to advance learning and knowledge, and thereby to promote and contribute to cultural, social, environmental and economic development within Wales and beyond, including but without prejudice to the generality thereof:

4.1.1 to establish and carry on, a learned society for Wales comprised of Fellows of the Society;

- 4.1.2 to organise public lectures, meetings, debates and conferences;
- 4.1.3 to publish newsletters, journals and reports, and other publications related to the activities and objects of the Society;
- 4.1.4 to engage in outreach activities of all sorts;
- 4.1.5 to participate in, support, fund and disseminate research, innovation and other activities relating to the advancement of learning, scholarship or knowledge;
- 4.1.6 to advance public discussion and interaction on matters of national and international importance;
- 4.1.7 to enable Wales to participate at the highest level in the international world of learning and scholarship, and to promote the academic excellence and achievements of Wales to the wider world

## 5. **POWERS**

- 5.1 The Society shall have the following powers which it may exercise for the purpose of or in connection with carrying out or furthering its objects:
  - 5.1.1 To prescribe the conditions under which persons may be admitted as Fellows of the Society.
  - 5.1.2 To confer Honorary Fellowships and other Honorary Awards and Distinctions on persons approved by the Society.
  - 5.1.3 To institute and award Scholarships, Studentships, Bursaries, and Prizes.
  - 5.1.4 To institute such offices as the Society may require, to appoint persons to such offices, to remove them from such offices and to prescribe their conditions of service.
  - 5.1.5 To co-operate by whatever means with other persons, institutions, bodies or associations to further the objects of the Society, including, but without limitation, by establishing with them companies, trusts,

and other associations or bodies or by participating with them in joint ventures or joint working arrangements.

- 5.1.6 To demand, charge and receive fees in respect of any of the Society's activities.
- 5.1.7 To procure contributions to the funds of the Society and to raise money in such other manner as the Society may deem fit.
- 5.1.8 To act as Trustee or Manager of any property, endowment, legacy, bequest or gift made to the Society to further the objects of the Society and to invest any funds as the Society may think fit.
- 5.1.9 To provide research, consultancy and advisory services.
- 5.1.10 To acquire hold and dispose of property of any kind.
- 5.1.11 To establish and participate in the governance of subsidiary undertakings, companies and trusts, and to accept appointment as trustee, and to enter into joint ventures and partnerships, to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the Society, joint ventures or partnerships or other companies for any purpose which may directly or indirectly further all or any of the objects of the Society, and to give indemnity for, or to guarantee, support or secure any of the obligations undertaken on behalf of the Society by any of the Society's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the objects and powers of the Society.
- 5.1.12 To borrow and raise money and secure or discharge any debt or obligation of or binding on the Society in such manner as may be thought fit, and in particular, but without limiting the generality of the foregoing, by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the

Society, or by the creation and issue of bonds, debentures, debenture stock or other obligations or securities of any description.

5.1.13 To seek a Royal Charter for the learned society constituted by the Society.

5.1.14 To do all such other acts and things as may further the objects of the Society.

## **6. APPLICATION OF PROPERTY AND INCOME**

6.1 The income and property of the Society, shall be applied solely towards the promotion of the objects of the Society as set forth in these Articles and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Society and no member of its Council shall (except as hereinafter expressly mentioned) 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.

6.2 Provided that nothing herein shall prevent the payment or provision in good faith by the Society:

6.2.1 of any sum to any Member which is a Charity;

6.2.2 of interest on money lent by a Member of the Society or by a member of its Council at a reasonable rate per annum not exceeding 2 per cent less than the base lending rate for the time being prescribed by the Society's bankers or 3% whichever is the greater;

6.2.3 of reasonable and proper out-of-pocket expenses incurred by a Member of the Society or by a member of its Council in connection with his or her attendance to any matter affecting the Society;

6.2.4 of reasonable and proper rent for premises demised or let by any member of the Society or of its Council;

6.2.5 of fees remuneration or other benefit in money or moneys worth to any Company of which a member of the Council may also be a member holding not more than 1/100th part of the capital;

6.2.6 the payment of any premium in respect of any indemnity insurance to cover the liability (including in respect of legal and other professional fees) of the members of the Council (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 trust or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend so as to cover any individual member of the Council against the consequences of his or her own fraud or deliberate wrongdoing nor from having to repay to the Society any sums which he or she had wrongfully received from the Society; and

6.2.7 to any member of the Council of any sum or benefit which it is lawful for a Charity from time to time to pay or to provide to one of its trustees.

PROVIDED ALWAYS in each case that no such person shall be entitled to vote upon any resolution relating to any payment to nor benefit conferred upon himself or herself.

## **7. CONDUCT OF THE SOCIETY**

The affairs of the Society shall be conducted by the Council who may exercise all such powers of the Society as are not by the Act or by these Articles required to be exercised by the Society in General Meeting.

## **8. THE PRESIDENT AND CHAIR OF COUNCIL**

8.1 The President and Chair of Council of the Society shall be elected by the Fellows from amongst their number, and shall ordinarily preside at meetings of the Council and at the General Meeting.

8.2 Under procedures which shall be determined by Regulations, the Fellows may remove the President and Chair of Council from office.

**9. THE VICE-PRESIDENT(S)**

9.1 There shall be one or more Vice-Presidents of the Society, whose number shall be determined by Regulations.

9.2 The Council shall appoint one or more of their number other than the Council member holding the post of President and Chair of Council to the office of Vice-President of the Society and, in accordance with procedures which shall be determined by Regulations, may remove any person so appointed from that office.

**10. FOUNDING FELLOWS**

The Founding Fellows shall be Fellows of the Society in addition to and on the same terms as any Fellows appointed pursuant to Article 11.

**11. FELLOWS**

11.1 Fellows shall be persons resident in Wales, persons of Welsh birth who are resident elsewhere and others with a particular connection with Wales; in each case, having a demonstrable record of excellence and achievement in one of the academic disciplines or, being members of the professions, the arts, industry, commerce or public service, having made a distinguished contribution to the world of learning.

11.2 Each year, such persons may be elected to be Fellows in a number to be determined by Regulations and under procedures to be determined in accordance with this Article 11 and by Regulations.

11.3 No person may be elected a Fellow pursuant to Article 11.2 unless that person has been nominated by at least two existing Fellows.

11.4 All Fellows (except for those who have been elected Honorary Fellows) shall pay an annual subscription to the Society, at a level to be determined by the Council from time to time. Any person may be removed as a Fellow by the



Council if he or she is in arrears with his or her subscription, and fails to clear the arrears having been asked by the Council to do so.

11.5 If any Fellow has done anything which, in the reasonable opinion of the Council, brings or may bring the Society or such Fellow into disrepute, the Council may (on no less than 21 days' notice) propose a motion for removal of such Fellow at the next Annual General Meeting, giving full details of the conduct alleged. In cases of serious wrongdoing, the Council may suspend such Fellow from membership until the next Annual General Meeting. Such Fellow has the right (1) to prepare a written statement justifying why he or she should not be removed as a Fellow, and to require the Clerk to circulate it to all Fellows before the date of any Annual General Meeting where a motion to remove such Fellow is to be heard and/or (2) at such General Meeting to make a presentation of no more than 30 minutes in length, justifying why he or she should not be removed as a Fellow. A simple majority of Fellows present and voting at such Annual General Meeting may resolve to remove such Fellow.

11.6 A person shall cease to be a Fellow if:

11.6.1 he or she dies;

11.6.2 he or she withdraws from membership of the Society by giving one month's notice in writing to the Clerk of his or her intention so to do;

11.6.3 he or she is removed pursuant to Article 11.4 or 11.5.

11.7 No person may refer to himself or herself as a Fellow of the Society after he or she ceases to be a Fellow, unless re-elected.

11.8 A person shall cease to be a Fellow on ceasing to be a Member, and vice versa.

## 12. **OTHER CATEGORIES OF FELLOWS AND AFFILIATES**

### 12.1 **Honorary Fellows**

12.1.1 The Fellows may, under procedures to be determined by Regulations, elect persons to be Honorary Fellows whose excellence and achievement mean that their election to be Honorary Fellows is deemed to be of benefit to the reputation and activities of the Society.

12.1.2 An Honorary Fellow shall not be obliged to pay any subscription as a condition of being an Honorary Fellow.

12.1.3 Honorary Fellows shall not be Members nor be entitled to vote at General Meetings or on any other Society business, but shall otherwise be entitled to all the privileges of being a Fellow.

12.1.4 Articles 11.5 to 11.7 inclusive apply mutatis mutandis to Honorary Fellows as they do to Fellows.

## 12.2 **Further Categories**

12.2.1 The Council may by Regulations create further categories of Fellows subject to such conditions as shall be set out in such Regulations.

12.2.2 Such Regulations shall include procedures for the election and removal of such persons as Fellows, which shall be by the Fellows.

12.2.3 A person elected to be a Fellow within such a category shall not be a Member. Subject thereto, such a Fellow shall have such privileges as shall be set out in such Regulations.

## 12.3 **Affiliates**

12.3.1 The Council may by Regulations make provision for persons who are not Fellows or for corporate bodies to become Affiliates of the Society, subject to such conditions as shall be set out in such Regulations.

12.3.2 Such Regulations shall include procedures for the election and removal of such persons or corporate bodies as Affiliates, which may be by the Fellows or by the Council.

12.3.3 An Affiliate shall not be a Member, but shall have such privileges as shall be set out in those Regulations.

**13. THE SELECTION AND PRIVILEGES OF FELLOWS**

13.1 The Council shall make and from time to time review Regulations determining:

13.1.1 the method of selecting appropriate candidates for nomination to be elected as Fellows of all categories.

13.1.2 the privileges of being a Fellow, including (but without limitation) such matters as what titles or other descriptions Fellows may adopt.

**14. THE MEMBERS**

14.1 All Fellows except those elected in accordance with Articles 12.1 or 12.2 shall be Members of the Society.

14.2 Every person who is entitled or has been admitted to membership of the Society shall either give his or her written consent to act as Member beforehand or sign the register of Members on becoming a Member.

**15. GENERAL MEETINGS**

15.1 The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place in Wales as the Council shall determine.

15.2 Save where the notice calling the meeting (to the extent permitted by law) specifies otherwise, all business transacted at a General Meeting shall be deemed special (which shall require the approval of the Members by the passing of a Special Resolution) except for the following business transacted at an Annual General Meeting: consideration of the income and expenditure account, balance sheet, reports of the Council and the Auditors; elections; the

announcement of the results of elections; appointment of, and fixing the remuneration of, Auditors.

- 15.3 The Council, any ten Fellows or the President and Chair of Council may call a General Meeting at any time by notice in writing to the Clerk, who shall convene a meeting as soon as possible.

## **16. NOTICE OF GENERAL MEETINGS**

- 16.1 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least 21 clear days' notice in writing. All other General Meetings shall be called by at least 14 clear days' notice in writing. Each notice shall be inclusive both of the day on which it is served or deemed to be served and of the day for which it is given. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and shall be given to all Members, Council Members and Auditors.

- 16.2 A General Meeting may also be called by shorter notice if it is so agreed in accordance with section 307 of the Act.

- 16.3 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 of that meeting.

- 16.4 No defect in the qualification, appointment, election or continuance in office of any Member shall invalidate any decision of any General Meeting or of any Committee in which he or she participated, except for any decision to remove a Fellow under Article 7.5, unless it can be established that any decision of the General Meeting would have been different had he or she not participated in it or proceedings relating to it.

## **17. PROCEEDINGS AT GENERAL MEETINGS**

- 17.1 The President and Chair of Council and in his or her absence a Vice-President shall be the Chair at a General Meeting, but if none of these is present within

fifteen minutes after the time appointed for holding the same, the Members present shall choose a Chair from amongst the Members present.

- 17.2 The quorum for a General Meeting shall be the lesser of twenty or one third (or the next higher whole number) of the Members, who shall be present in person or by proxy.
- 17.3 Except in the case of a General Meeting that shall have been adjourned in accordance with Article 17.4, no business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.
- 17.4 If no quorum is present within half an hour from the time for which a General Meeting was called, or if a quorum ceases to be present at any time during the meeting, the meeting shall be adjourned for a period of no more than 42 and no less than 28 days.
- 17.5 A General Meeting which shall have been adjourned and re-convened in accordance with Article 17.4 may proceed to business in the absence of a quorum.
- 17.6 Subject to the other provisions of this Article 17, proceedings at General Meetings shall be as determined by the Council in Regulations from time to time.

## 18. **COUNCIL**

- 18.1 The Council shall from time to time make Regulations for the nomination, election, co-optation, appointment and reappointment of the Council and for the appointment and reappointment of the President and Chair of Council and of the Vice-President(s).
- 18.2 The Council shall consist of:
  - 18.2.1 not less than ten persons comprising Fellows of the Society who shall initially be elected by the Founding Fellows from among their number and who shall thereafter be such as are elected by the Fellows from among their number in accordance with the Regulations;

18.2.2 not more than two persons comprising Fellows of the Society whom the Council may co-opt in accordance with the Regulations.

18.3 No defect in the qualification, appointment, election or continuance in office of any member of the Council shall invalidate any proceedings or decision of the Council or of any Committee in which he or she participated, except for any proceedings or decision of the Council in relation to a matter coming under Article 6 from which he or she benefited, unless it can be established that any decision of the Council would have been different had he or she not participated in it or proceedings relating to it.

**19. TENURE OF OFFICE OF COUNCIL MEMBERS**

19.1 The Council shall at its first meeting adopt Regulations for determining the terms of office of the initial Council Members, so as to ensure that their terms of office are staggered, with no initial Council Member having a term of office which exceeds four years.

19.2 Council Members shall thereafter hold office for such term as may be determined by the Regulations (but which shall expire not later than the end of the fourth Annual General Meeting after that during which they were appointed).

19.3 Subject to the Regulations, any Council Member shall be eligible to be reappointed or elected (as the case may be) (as long as that Council Member is still eligible in accordance with this Article 19).

19.4 No person shall be eligible for appointment as a Council Member if, on the date of the appointment taking effect, the person in question is under the age of 18.

19.5 A Council Member shall cease to be a Council Member if he or she:

19.5.1 being a Fellow, ceases to be a Fellow;

19.5.2 resigns his or her office as Council Member by one month's notice in writing to the Clerk, such resignation being effective from the date of

receipt of the notice or date of resignation specified therein whichever shall be the later;

19.5.3 becomes a patient as defined in the Mental Health Act 1983;

19.5.4 becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

19.5.5 is absent from attendance at meetings of the Council continuously for a period of twelve months without special leave of absence from the Council, and the Council passes a resolution that he or she has by reason of such absence vacated office;

19.5.6 is unable or unfit to discharge the functions of a Council Member, and the Council passes a resolution that he or she is, by reason of being unable or unfit to discharge the functions of a Council Member, removed from office;

19.5.7 is the subject of any disqualification order made under the Company Directors Disqualification Act 1986 or is otherwise prohibited by law from acting as a director of a company or trustee of a charity;

19.5.8 is removed from office by resolution duly passed pursuant to Section 168 of the Act.

19.6 Subject to the Regulations, the Council may appoint an individual to fill a casual vacancy in the office of Council Member.

## 20. **POWERS AND DUTIES OF THE COUNCIL**

20.1 Subject to the other provisions of these Articles, the Council has responsibility for the entire control and management of the Society.

20.2 The functions and duties of the Council shall (without limitation) include:

20.2.1 the determination of the educational character and mission of the Society and the supervision of its activities;

- 20.2.2 the effective and efficient use of resources, the solvency of the Society and safeguarding its assets;
  - 20.2.3 the approving plans and formulating policy;
  - 20.2.4 the approving annual estimates of income and expenditure;
  - 20.2.5 the appointment, appraisal, discipline, suspension and dismissal and the determination of the grading, pay and conditions of staff; and
  - 20.2.6 the appointment of Auditors.
- 20.3 Subject to the other provisions of these Articles, the Council may create, dissolve and set terms of reference for such committees of the Council as it sees fit, which may include persons who are not members of the Council.
- 20.4 Subject to Articles 20.5 and 20.6 and to any other restrictions on delegation imposed by these Articles or by law, the Council may delegate to any committee of the Council, to the Chair or Vice-Chair of the Council or of any committee thereof, to the Clerk or to another officer or member of staff, and on such terms and conditions as it shall from time to time think fit, the exercise of all or any of the powers and duties conferred upon it by these Articles.
- 20.5 The Council shall not delegate any matter relating to:
- 20.5.1 making recommendations to the Society in General Meeting for changes to the name of the Society;
  - 20.5.2 making recommendations to the Society in General Meeting for changes to the educational character and mission of the Society or of its objects;
  - 20.5.3 making recommendations to the Society in General Meeting for the distribution of any surplus following dissolution of the Society;
  - 20.5.4 proposing a motion to the Society in General Meeting for the removal of a Fellow;



- 20.5.5 making recommendations to the Society in General Meeting for the approval, revoking, amendment or variation of these Articles or any of them;
  - 20.5.6 the termination of the membership of any Council Member;
  - 20.5.7 the approval of the annual estimates of income and expenditure of the Society;
  - 20.5.8 ensuring the solvency of the Society and the safeguarding of its assets;
  - 20.5.9 the recommendation of the annual accounts to the Society in General Meeting and all matters referred to in Article 24.2;
  - 20.5.10 the approval, revoking, amendment or variation of Regulations or any of them; or
  - 20.5.11 any act or thing which under or by law cannot be delegated.
- 20.6 The Council shall not delegate to any person who is not a Council Member or to any body or committee that does not consist of a majority of Council Members the authorisation of expenditure of any moneys or the disposal of any assets of the Society except in accordance with such Procedures and within such limits as the Council deems reasonably necessary for the proper performance by such person or body of the functions assigned to that person or body and notified to them accordingly.
- 20.7 No decision made by the Council in respect of any of the matters provided for under Articles 20.5.1 to 20.5.6, inclusive, shall take effect unless it shall have been approved by resolution of two thirds of the Council Members present and voting.

## 21. **PROCEEDINGS OF THE COUNCIL**

- 21.1 The President and Chair of Council and in his or her absence a Vice-President chosen by the Members of Council present from among those Vice-Presidents present shall ordinarily preside at meetings of the Council but if the President and Chair of Council and the Vice-President(s) are all absent or unable or

unwilling to preside at a meeting of the Council, the Council Members present may appoint one of their number to chair the meeting.

21.2 The quorum for meetings of the Council shall be the lesser of eight Council Members or one third (or the next higher whole number) of the Council Members but in any event no fewer than four Council Members. No business shall be transacted at any meeting of the Council unless a quorum is present.

21.3 If no quorum is present within half an hour from the time for which the meeting was called, the meeting shall be cancelled. If a quorum ceases to be present at any time during the meeting, the meeting shall be adjourned.

21.4 Proceedings of the Council shall be as determined by the Council in Regulations from time to time.

## **22. INTERESTS OF COUNCIL MEMBERS AND CODE OF CONDUCT**

22.1 A Council Member shall declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any such matter in which he or she shall have any such interest and shall not vote thereon and shall (unless invited to remain) withdraw during the course of discussion, other than where proposals for the insurance of members of the Council against liabilities are being discussed. If necessary, the President and Chair of Council or in his or her absence or where the matter relates to the interests of the President and Chair of Council, a Vice-President shall determine whether or not there is a conflict of interest for any Council Member at a particular time. In the case that the interests of the President and Chair of Council are to be considered and no Vice-President is present, a Chair or Vice-Chair of a Committee of the Council who is also a member of Council shall determine the matter. In the case that the interests of a Vice-President are to be considered and neither the President and Chair of Council nor any other Vice-President is present, a Chair or Vice-Chair of a Committee of the Council who is also a member of Council shall determine the matter.

22.2 The Council shall maintain, publish and keep under review a code of conduct for Council Members. The code of conduct shall (without limitation and

without prejudice to Article 22.3 or any Regulations made under it) include provisions for securing that the governance of the Society and the proceedings of the Council are conducted in accordance with the law, with integrity and in an accountable manner, and that any conflicts of interest are identified, and appropriately dealt with. Each Council Member shall adhere to the code of conduct.

22.3 The Council may make such Regulations relating to conflicts of interest or other matters contained in the code of conduct as it determines from time to time.

### 23. **THE CLERK**

The Council shall appoint a Clerk to the Council, who shall act as Secretary of the Society, and may suspend or remove such person from that appointment. If required, the Council may from time to time appoint an assistant Clerk or Clerks to act in the absence of the Clerk and may suspend or remove such person or persons from that appointment.

### 24. **ACCOUNTS AND FINANCIAL PROCEDURES**

24.1 The Council shall ensure that all matters relating to Accounts and financial procedures shall be conducted in accordance with the law and such Regulations as the Council may make from time to time.

24.2 The Council shall from time to time in accordance with the Act, and as otherwise required by these Articles or the Regulations, cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in the Act, these Articles or the Regulations.

24.3 Except as provided by law or authorised by the directors or an ordinary resolution of the Society, no person is entitled to inspect any of the Society's accounting or other records or documents merely by virtue of being a Member.

25. **AUDITORS**

Auditors shall be appointed and their duties regulated in accordance with the Act, these Articles and the Regulations.

26. **REGULATIONS**

26.1 The Council shall have power to make Regulations concerning such matters with regard to the government and conduct of the Society as it shall think fit. Any specific provision of these Articles which requires the Council or gives the Council the power to make Regulations in relation to particular matters or in particular circumstances shall be without prejudice to the general power of the Council to make Regulations, whether relating to such particular matters or circumstances or otherwise.

26.2 Provided that no Regulation shall have effect if and to the extent that it is inconsistent with these Articles.

26.3 Save as provided in this Article, every Regulation made by the Council shall have effect as if the same was contained in these Articles save that it may at any time or times be revoked or varied by the Council in like manner as it may be made.

27. **DISSOLUTION**

27.1 In the event of the discontinuance of the Society the following provisions of this Article shall take effect.

27.2 The Members shall be responsible for the winding up of the affairs of the Society (including in particular the termination of Contracts of Employment of and all necessary consequential payments to persons employed for the purposes of the Society) and for settling all liabilities lawfully incurred by the Society, and the Members shall to the extent that funds available from other sources are insufficient for the purpose provide the Council with any necessary funds out of the property of the Society.

27.3 If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever then that property shall not be paid to or distributed among the members of the Society but shall be given or transferred to such other charitable institution or institutions in Wales as the Members shall decide, having objects in regard to education similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Society.

## SCHEDULE

The following persons shall be deemed to be Founding Fellows of the Society:

**Name:**

Professor Sydney Anglo FBA FSA FRHistS  
Professor Huw Beynon DSocSc AcSS  
Sir Leszek Borysiewicz KBE FRCP FRCPATH FMedSci FRS  
Sir John Cadogan CBE DSc FRS FRSE FRSC  
Professor Richard Carwardine FBA FRHistS  
Professor Thomas Charles-Edwards FBA  
Professor Ian Clark FBA  
Professor Stuart Clark FBA FRHistS  
Professor Marc Clement FIEE  
Professor David Crystal OBE FBA FRSA  
Sir Barry Cunliffe CBE FBA FSA MRAH  
Professor Martin Daunton LittD FBA FRHistS  
Sir David Davies CBE DSc FRS FREng FIET  
Professor Wendy Davies OBE FBA FSA FRHistS  
Professor Robert Dodgshon FBA  
Professor Kenneth Dyson FBA AcSS FRHistS  
Professor Dianne Edwards CBE ScD FRS FRSE  
Sir Sam Edwards FRS FRSC  
Professor Richard Evans DLitt FBA FRHistS FRSL  
Professor Robert Evans FBA  
Professor Roy Evans CBE FREng FICE FIStructE  
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