

*The Companies Acts, 1948-1985*

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL  
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Company No 691545

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**MEMORANDUM**

**and**

**ARTICLES of ASSOCIATION**

of

THE NEWCOMEN SOCIETY FOR THE STUDY OF  
THE HISTORY OF ENGINEERING AND TECHNOLOGY

Registered Charity No 215410

Incorporated the 3rd day of May, 1961

(As amended 8th December 1976 and 8th October 1980  
and 12<sup>th</sup> June 2002)

Richard M Swann  
Executive Secretary  
The Newcomen Society  
The Science Museum  
London SW7 2DD  
Tel: 020 7371 4445  
1<sup>st</sup> November 2007

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

## **Memorandum of Association**

of

THE NEWCOMEN SOCIETY FOR THE STUDY OF  
THE HISTORY OF ENGINEERING AND TECHNOLOGY

[1] The name of the Company (hereinafter called "the Association") is "THE NEWCOMEN SOCIETY FOR THE STUDY OF THE HISTORY OF ENGINEERING AND TECHNOLOGY".

[2] The registered office of the Association will be situate in England.

[3] The objects for which the Association is established are:

(A) To promote, encourage and co-ordinate the study of the history of engineering, industry, and technology and to implement these objects by the following means:-

(1) To disseminate historical information among the Members and the general public by meetings, intercourse, discussion, correspondence, circulation of notes and papers, and visits to objects and places of interest.

(2) To foster and maintain historical investigation and research; to act as a channel of communication between those who are engaged on similar lines of research or study; to indicate and record where information is to be found.

(3) To collect and preserve, or cause to be preserved, examples, records, MSS., drawings and illustrations of, or relating to, engineering work and industrial process.

(4) To collect and preserve, or cause to be preserved, biographical matter concerning those who have contributed to engineering or industrial progress.

(5) To arrange for the presentation of original Papers on subjects of historical engineering or technological interest, and to publish such papers, together with biographical notices, reports on the activities of the Association and other relevant information. To arrange for Extra Publications, such as reprints of books, articles, etc., of engineering or technological historical Interest, or of other matter, contributing to the aims and objects of the Association.

(6) To do all such acts as shall lead to active corporate life of the Association, and to co-operate for common objects as the Council shall see fit with any other Society or Association established for educational or charitable purposes.

(B) To take over the property of the unincorporated body known as the "Newcomen Society Society for the Study of the History of Engineering and Technology."

(C) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

(D) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.

(E) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.

(F) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

(G) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(H) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

(I) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

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

(ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the Incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

[4] The Income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member of the Association; but so that no Member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Council of Management or Governing Body may be a Member, and in which such Member shall not hold more than one hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

[5] (*formerly clause 7*) The liability of the Members is limited.

[6] (*formerly clause 8*) Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before 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, such amount as may be required not exceeding £1.

[7] (*formerly clause 9*) If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

## **NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

CHARLES EDWARD LEE, 2 Duke's Road, Tavistock Square, London WC1, Technical Journalist.

ARTHUR STOWERS, 15 The Highway, Sutton, Surrey, Keeper in the Science Museum.  
London SW7.

STANLEY BAINES HAMILTON, 17 Littleheath Road, Selsdon, South Croydon, Chartered  
Civil Engineer (Retired).

JAMES FOSTER PETREE, 36 Mayfield Road, Sutton, Surrey, Chartered Mechanical  
Engineer.

THOMAS MORTIMER SIMMONS, 14 Palace Road, East Molesley, Surrey. Retired Army  
Officer, and Assistant Keeper in the Science Museum, London SW7.

REGINALD WAILES, Davidge Cottage, Knotty Green, Beaconsfield, Bucks, Chartered  
Mechanical Engineer.

KEITH REGINALD GILBERT, The Old Cottage, Holmwood, Dorking, Surrey, A Deputy  
Keeper in the Science Museum, London SW7.

Dated this 5th day of April, 1961.

Witness to the above Signatures

IVY BARTHOLOMEW  
5 Little Chelsea House  
London SW10.  
Secretary

*The Companies Acts, 1948-1985*

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

## **Articles of Association**

of

THE NEWCOMEN SOCIETY FOR THE STUDY OF  
THE HISTORY OF ENGINEERING AND TECHNOLOGY

Company No 691545  
Registered Charity No 215410

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(As amended 8th December 1976, 8th October 1980  
and 12th June 2002)

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### **GENERAL**

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

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act, 1948.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Association.
The Council	The Council of Management for the time being of the Association
The Office	The registered office of the Association.
The Seal	The common seal of the Association.

The United Kingdom                      Great Britain and Northern Ireland

Month    Calendar month.

In writing                                        Written, printed or lithographed,  
or partly one and partly another,  
and other modes of representing or  
reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of Members with which the Association proposes to be registered is 750, but the Council may from time to time register an increase of Members.

3. The Provisions of Section 110 of the Act shall be observed by the Association, and every Member of the Association shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

4. The Association is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to Membership in accordance with the provisions hereinafter contained shall be Members of the Association.

6. Membership shall be open to all persons approved by the Council, irrespective of nationality or of sex, who have at heart the furtherance of the objects defined above. Nevertheless, the name of any Member whose conduct, after proper enquiry, at which the Member shall be entitled to be heard, shall have been adjudged by the Council to be such as to render him unfit for Membership, may be removed from the Register after which such Member shall cease to have any rights appertaining to Membership. Council shall have the power to decide whether libraries and institutions may be affiliated non-statutory Members. Affiliated non-statutory Members have the same rights and privileges as full Members (so far as may be) except that they shall have no right to receive notice of or attend or vote at any general meeting of the Association nor shall they have any such rights as are conferred by statute on Members of the Association. Persons who are under the age of 21 years or who are still receiving full time education and are under the age of 23 years may join the Association as Associate Members at such reduced subscription as the majority of Members present in person or by proxy at a General Meeting shall approve and such Associate Members shall not be entitled to receive the Transactions.

7. The subscription to the Association shall be such sum or sums as shall be approved by a majority of the Members present in person or by proxy at a General Meeting. The first subscription shall be payable on becoming a Member and subsequent subscriptions shall be payable in advance on 1<sup>st</sup> October. The Council shall have power to remit the annual subscription of any Member of long standing who has retired from full time occupation or employment. A Member wishing to take advantage of this provision must apply in writing to the Secretary. A person thus retained in Membership shall not be entitled to receive the Transactions. On the recommendation of the Council the majority of Members present in person or by proxy at a General Meeting shall have power to approve the appointment as Honorary Members of Members who are deemed to have rendered exceptional service to the Association and such Honorary Members shall be entitled to receive the Transactions.

8. All Members are entitled to receive the Transactions and the Bulletins of the Society published during the currency of their subscriptions as prescribed in Article 7 hereof. The Transactions and any Extra Publications issued by the Association may be sold to Members and the public at such prices as may be fixed by the Council.

### **GENERAL MEETINGS**

9. A General Meeting of the Association shall be held as the Annual General Meeting of the Association in every year, commencing with the year 1961, normally in January, at which the Annual Report of the Council and the Accounts for the twelve months ending 30th June previous shall be presented for the approval of the Members. The Association's year, for all purposes of these Articles (except for the period covered by the Accounts) shall be deemed to extend from 1st October up to and including 30th September next ensuing.

10. The quorum at any General Meeting shall be ten.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. An Extraordinary General Meeting may be convened by the Council and must be so convened upon a requisition to do so being made in writing by five or more Members. The requisition must specify clearly the purpose of the meeting and be delivered to the Secretary. The meeting must be held in London within three months of receipt of the requisition by the Secretary. Only the matter for which the meeting shall have been convened shall be dealt with. The provisions of this Article as to the requisitioning of meetings shall be without prejudice to Section 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day for which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other

than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of Members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

18. The President of the Association shall preside as Chairman at every General Meeting, but if there be no such President, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some Member of the Council, or if no such Member be present, or if all the Members of the Council present decline to take the chair, they shall choose some Member of the Association who shall be present to preside.

19. The Chairman may, with the consent of any 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 have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Association 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. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **VOTES OF MEMBERS**

25. Subject as hereinafter provided, every Member shall have one vote.

26. Save as herein expressly provided, no Member other than a Member duly registered, who has paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his Membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may attend and vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a Member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of

the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit –

“ THE NEWCOMEN SOCIETY FOR THE STUDY OF THE HISTORY OF ENGINEERING AND TECHNOLOGY.

“I,  
“of  
“a Member of the above named Association, hereby  
“appoint  
“of  
“and failing him,  
“of  
“to vote for me and on my behalf at the (Annual or  
“Extraordinary, or Adjourned, as the case may be]  
“General Meeting of the Association to be held on  
“the                    day of  
“and at every adjournment thereof.

"As witness my hand this        day of, 20   ."

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

**COUNCIL OF MANAGEMENT**

32. The affairs of the Association shall be conducted by a Council consisting of a President, the Immediate Past President, the Senior Vice-Presidents, the Hon. Treasurer and the Hon. Secretary if such posts be filled; and not more than nine elected Members of Council, together with such number of co-opted members (appointed by Council) as will bring the total of elected and co-opted members to not more than 12 members. All members of Council shall be Members of the Association. The Quorum at any Council meeting shall be six.

33. The first Members of the Council shall be the Members of the Council of the unincorporated body known as the Newcomen Society for the Study of the History of Engineering and Technology at the date on which the property of the unincorporated body is taken over by the Association or such of them as shall become Members of the Association not later than one month after its incorporation. The first Members of the Council shall be deemed to hold in relation to the Association the same respective offices as they held in the said unincorporated body and those of them who were elected Members of the Council of that body shall for the purposes of these Articles be deemed to be elected Members of the Council of the Association.

34. The Council shall have the power to fill vacancies in its number during the year, and to appoint any Member of the Association to serve on any Committee or sub-committee of the Council. Every such Committee or sub-committee shall retire at the first meeting of the new Council but may be re-appointed. The President shall be *ex-officio* a Member of all Committees and sub-committees.

35. No person who is not a Member of the Association shall in any circumstances be eligible to hold office as a Member of the Council or its committees.

### **POWERS OF THE COUNCIL**

36. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

37. The Members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the Members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to Membership of the Association, filling up vacancies in their body or of summoning a General meeting, but not for any other purpose.

38. Branches of the Association and affiliated Societies may be formed with the approval and sanction of the Council. Such bodies shall function under the President of the Association for the time being and under a Local Committee which shall elect Members and conduct the affairs and finances of the Body. Branches shall account to the parent Association, of which they shall form a financial part, for all moneys received and expended. Affiliated Societies shall operate as organizations entirely separate financially from the parent Association.

39. Every paper intended to be read at a Meeting of the Association shall be submitted to the Council for approval. A Paper already published or read elsewhere shall not be accepted. The Association shall have the property in, and copyright of, any Paper read and/or accepted for publication whether in full or in abstract, and the Council may deal with such rights and property as it may think fit provided that should the Council decide not to publish a paper which has been read to the Association, or only to publish it in Abstract then the property in and copyright of the entire paper shall revert to the author of the said paper. The attention of every Member and Author who submits a paper for presentation to the Association, shall be drawn to this Article and a copy of it shall be given to him.

40. The Volumes of *Transactions* of the Association shall be published as and when considered desirable by the Council. Every year must be included but a single volume may

include two or more consecutive years. The decision as to whether any Paper shall be published in the *Transactions* and if so whether in full or in abstract, and as to the remaining contents of a volume, shall be at the discretion of the Council. The Hon. Secretary shall supply to authors some free reprints of their Paper or Papers in the relevant volume, and, on terms to be arranged, such extra reprints as they may wish to purchase.

### **THE HONORARY TREASURER**

41. The Honorary Treasurer shall hold, and be responsible for, the uninvested funds of the Association except moneys held by the Secretary and Assistant Secretary for current expenses. He shall be responsible for the keeping of the accounts of the Association and for the disbursement of all uninvested funds. Any funds of the Society surplus to current requirements as decided by the Council shall be invested by the Council. If the office of Hon. Treasurer be vacant at any time his functions shall be carried out by such other officer of the Association as the Council may decide.

### **THE SECRETARY**

42. The Secretary (to be styled "Executive Secretary") shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### **THE SEAL**

43. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two Members of the Council and of the Secretary, and the said Members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

44. The office of a Member of the Council shall be vacated

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a Member of the Association.

(D) If by notice in writing to the Association he resigns his office.

(E) If he ceases to hold office by reason of any order made under Section 188 of the Act.

(F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

(G) If he ceases to be a Member by virtue of Section 185 of the Act.

### **ROTATION OF MEMBERS OF THE COUNCIL**

45. On the 1<sup>st</sup> October each year the President, the Vice-Presidents, any Honorary Officers and the number nearest to but not exceeding one-third of the elected Members of the Council shall retire. The President shall not be eligible to hold office for more than two consecutive years. Elected Members of the Council shall not continue in Membership of the Council for more than three consecutive years, after which they shall be ineligible for one year for re-election.

46. The elected Members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between Members of equal seniority, the Members to retire shall in the absence of agreement be selected from among them by lot. The length of time a Member has been in office shall be computed from his last election or appointment. A retiring Member of the Council shall be eligible for re-election after a lapse of one year.

47. Nominations for the election of the President, Vice-Presidents, and the Honorary Officers shall be made by the Council. Nominations for elected Membership of the Council may be made by any Member and must be notified in writing to the Secretary at the Society's Headquarters by 1st November in each year. The names of all nominees shall be printed in the notice convening the Annual General Meeting, and at that Meeting appointments (to take effect on the following 1<sup>st</sup> October) shall be made from among such nominees to fill the vacated offices.

48. The Association may from time to time in General Meeting increase or reduce the number of Members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

49. In addition and without prejudice to the provisions of Section 184 of the Act, the Association may by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Member in his stead; but any person so appointed shall retain his office so long only as the Member in whose place he is appointed would have held the same if he had not been removed.

### **PROCEEDINGS OF THE COUNCIL**

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

51. Any three Members of the Council may, and on the request of any three Members of the Council the Secretary shall, at any time summon a meeting of the Council by notice served upon the several Members of the Council. A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

52. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be Chairman of the meeting.

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

54. The Council may delegate any of their powers to committees consisting of such Member or Members of the Association as they think fit, and any such committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

55. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council.

56. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

57. A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

## **ACCOUNTS**

58. The Council shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions.

59. The books of account shall be kept at the office, or, subject to section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Members of the Council.

60. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members, other than Members of the Council, of the accounts and books of the Association, or any of them, and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such Members at all reasonable times during business hours.

61. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or, in the case of the first account, since the incorporation of the Association) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 162 of the Act.

## **AUDIT**

62. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

63. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the Members of the Council being treated as the Directors mentioned in those Sections.

## **NOTICES**

64. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members.

65. Any Member described in the register of Members by an address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.

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

## **DISSOLUTION**

67. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated In these Articles.

## **NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

CHARLES EDWARD LEE, 2 Duke's Road, Tavistock Square, London WC1, Technical Journalist.

ARTHUR STOWERS, 15 The Highway, Sutton, Surrey, Keeper in the Science Museum, London SW7.

STANLEY BAINES HAMILTON, 17 Littleheath Road, Selsdon, South Croydon, Chartered Civil Engineer (Retired).

JAMES FOSTER PETREE, 36 Mayfield Road, Sutton, Surrey, Chartered Mechanical Engineer.

THOMAS MORTIMER SIMMONS, 14 Palace Road, East Molesley, Surrey, Retired Army Officer and Assistant Keeper in the Science Museum, London SW7.

REGINALD WAILES, Davidge Cottage, Knotty Green, Beaconsfield, Bucks, Chartered Mechanical Engineer.

KEITH REGINALD GILBERT, The Old Cottage, Holmwood, Dorking, Surrey, A Deputy Keeper in the Science Museum, London SW7.

Dated this 5th day of April, 1961.

Witness to the above Signatures  
IVY BARTHOLOMEW  
5 Little Chelsea House  
London SW10  
Secretary

Re-typed and amended by R M Swann  
Revised 9th August 2002

**I certify that this is a true copy of the original Memorandum and Articles of Association as amended by an Extraordinary General Meeting of the Membership of the Association held on Wed, 12<sup>th</sup> June 2002**

**Signed:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Mr R M Swann**  
**Executive Secretary**  
**The Newcomen Society**