THE COMPANIES ACT, 1929.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A CAPITAL DIVIDED INTO SHARES.

Memorandum

AND

Articles of Association

OF

The British Federation of University Women, Limited.

Incorporated 16th August, 1933.

No. 278795.

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LINKLATERS & PAINES, 2, Bond Court, Walbrook, E.C.4.

THE COMPANIES ACT 1929.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A CAPITAL DIVIDED INTO SHARES.

Memorandum of Association

OF

The British Federation of University Women, Limited.

- 1. The name of the Company (hereinafter called "the Federation") is "The British Federation of University Women, Limited."
- 2. The registered office of the Federation will be situate in England.
 - 3. The objects for which the Federation is established are:-
 - (a) To further and promote and to assist in the association and co-operation of University Women with a view to their higher education and wider learning.
 - (b) To promote the acquisition by University Women of knowledge and the diffusion of such knowledge.
 - (c) To encourage research work by University Women.
 - (d) To promote and further the friendly association and cooperation of University Women of all countries and to promote goodwill and friendly relations between such countries.

- (e) To educate and fit University Women to take part in public affairs and in the public service and to develop and increase their efficiency for such service.
- (f) To assist and enable University Women to enter and engage in the learned and other professions and vocations beneficial to the public interests.
- (g) To assist and enable University Women to engage and take part in industries and employments beneficial to the public and the nation.
- (h) To hold and take part in conferences and meetings in any country for the investigation, discussion and consideration of subjects and matters in relation to the objects herein authorised.
- (i) To acquire and hold any interest in Crosby Hall established by the Voluntary Association known as the British Federation of University Women before the incorporation of the Federation, and for this purpose to acquire and hold any shares in the Crosby Hall Association Ltd.
- (j) To acquire, construct, develop and maintain any freehold or leasehold lands or buildings to further the objects and purposes of the Federation or to be used as Colleges or meeting places or as halls of residence, club houses or hostels (whether in conjunction with Crosby Hall or otherwise) and to provide, equip and maintain lecture rooms, libraries, reading rooms, laboratories, studios, museums, gymnasia, playing fields and facilities for research, study, exhibition or recreation and other similar accommodation, and generally to acquire and develop, and to accept by way of gift (whether subject to any trust or not), any real or personal property for any one or more objects of the Federation.
- (k) To endow professorial chairs, establish fellowships and scholarships, make grants and loans, and offer monetary and other prizes in furtherance of any of the objects for which the Federation is incorporated.
- (l) To print and publish, or to contribute to or guarantee the expenses of printing and publishing, any books, reports, periodicals, leaflets or other literature which the Federation may think desirable for the promotion of any of its objects.
- (m) To assist necessitous members and the children and relatives of such members and to act as treasurer and distributor of any benevolent fund or funds which may be

- contributed to by members or others, and to make any contributions to any such fund or funds or to any insurance schemes out of the income or assets of the Federation.
- (n) To promote and encourage provision by the members against the consequences of old age, sickness, misfortune or death and to assist financially or otherwise towards such provision.
- (o) To act as trustee of Wills and Settlements, to act as trustee for charitable institutions and generally to undertake and execute trusts of all kinds, with or without remuneration, to act as executor or administrator, and to receive money, securities and property on deposit or for safe custody or management.
- (p) To create trusts or settlements, to subscribe to or invest funds in other corporate bodies and for the purpose of furthering any of the objects for which the Federation is incorporated, to create trusts or settlements and to subscribe or advance money to any body or society having objects similar to those of the Federation.
- (q) To invest any moneys of the Federation as may be thought fit, whether in the manner for the time being authorised by law for the investment of trust money or otherwise, to make loans and advances with or without security, and to draw, make, issue, accept, endorse, collect and negotiate cheques, bills of exchange, promissory notes, and other negotiable instruments.
- (r) To borrow or raise money for the purposes of the Federation, and to secure repayment thereof by mortgage or charge of all or any of the property of the Federation and to create and issue perpetual or redeemable debentures, debenture stock or other obligations in such manner as the Federation may think fit, and to give and enter into any guarantees and indemnities.
- (s) To secure for the Federation or the officers or members thereof, or to the holders of any vouchers or other instruments issued by or for the Federation, any chattels, benefits or special privileges.
- (t) To amalgamate or enter into partnership, profit sharing or joint adventure with, or to become affiliated to or accept the affiliation of, any Society, Company or persons having objects or carrying out activities similar or analogous to any of those of the Federation or whose association might be of benefit to the Federation or its members.

- (u) To apply for and obtain any Act of Parliament or any act, decree or order of the legislature or government of any dominion, Colony or foreign country or of any other authority, local, municipal or otherwise, which may seem conducive to the objects of the Federation or any of them or for effecting any modification of the constitution of the Federation and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Federation.
- (v) To procure the Federation to be registered or legally recognised in any country or place.
- (w) To grant pensions or gratuities to any persons who are or have been officers or employees of the Federation or of the Voluntary Association referred to in paragraph (i) of this Clause or to the relatives or dependants of any such person.
- (x) To sell or dispose of any property of the Federation, and to distribute any assets of the Company in specie.
- (y) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- (z) To do all or any of the foregoing things in any part of the world, and either alone or in conjunction with or through the agency of others, including power of delegation (with or without the right of substitution and sub-delegation) to any attorney or attorneys.
- 4. The property and moneys of the said Voluntary Association referred to in Clause 3 (i) hereof shall as from the date of incorporation of the Federation become and be deemed to be the property and moneys of the Federation, and shall, as soon as may be, be duly transferred to the Federation or such person or persons as the Executive Committee may prescribe.
 - 5. The liability of the members is limited.
- 6. Every member of the Federation undertakes to contribute to the assets of the Federation in the event of the same being wound up during the time that she is a member, or within one year afterwards, for payment of the debts and liabilities of the Federation contracted before the time at which she ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding ten shillings.

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.

- 1. IDA SMEDLEY MACLEAN, 2, Elm Park Gardens, S.W.10. Doctor of Science, Research Chemist.
- 2. Winifred C. Cullis, C.B.E., M.A., D.Sc., LL.D., 8, St. Martin's Place, London, W.C.2., Professor of Physiology, University of London.
- 3. ALYS W. RUSSELL (Mrs.), A.B., 11, St. Leonard's Terrace; London, S.W.3., Householder.
- 4. E. H. PRATT, (Spinster), O.B.E., M.A., 1, Pump Court; Temple, E.C.4., Civil Servant.
- 5. Sybil Campbell, M.A. Cantab., F.R. Hist.S., I, Elm Court, Temple, E.C.4., Barrister at Law.
- 6. Muriel Bond, (Spinster), 45, Holbein House, Sloane Square, S.W.I., Master of Science, University Lecturer.
- 7. Monica M. Geikie Cobb (Spinster), M.B.E., B.A., LL.B., I, King's Bench Walk, Temple, E.C.4., Barrister at Law.

Dated the fourth day of August, 1933.

Witness to the above Signatures—

KATHLEEN JOHNSTON, (Spinster), B.A. Cantab.; Secretary, British Federation of University Women, Crosby Hall, Cheyne Walk, S.W.3.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A CAPITAL DIVIDED INTO SHARES.

Articles of Association

OF

The British Federation of University Women, Limited.

DEFINITIONS.

I. In the interpretation of these presents the following words and expressions shall have the following meanings, unless such meaning is excluded by the subject or context:-

"The Federation" means the British Federation of University

Women, Limited.

"The Articles" means the Articles of Association for the time being of the Federation; and the Articles of Association set out in Table "C" of the first Schedule to the Companies Act, 1929 shall not apply to the Federation.

"The Council" means the Council for the time being of the Federation as constituted pursuant to the provisions of the

Articles.

"The Executive Committee" means the Executive Committee for the time being of the Federation as constituted pursuant

to the provisions of the Articles.

"Local Association" means a Local Association for the time being recognised by the Executive Committee and contributing annually to the funds of the Federation, as provided by the Articles.

"General Meeting" means a general meeting of the Council

and includes Annual Meeting and Special Meeting.

A "resolution by way of Referendum" shall mean a resolution effected by means of a Referendum by a majority of not less than three-fourths of the Members whose votes shall have been allowed.

"In writing" includes writing, printing, lithography, typewriting and any other substitute for writing or partly one

and partly another.

NUMBER OF MEMBERS.

2. For the purpose of registration the number of members of the Federation is declared to be unlimited.

MEMBERSHIP.

- 3. The members of the Federation shall consist of Ordinary Members, Honorary Members, and Associate Members.
 - 4. (i) Ordinary members shall be all persons holding the prescribed qualifications who are or shall be elected members of such Local Associations as shall be recognised by the Executive Committee of the Federation. Persons shall be deemed to hold the prescribed qualifications for the purposes of this clause if they are women:—
 - (a) who hold degrees of any University in Great Britain, including degrees ad eundem, titles of degrees and degrees granted honoris causa, or
 - (b) who have been declared by the University of Cambridge to have satisfied the examiners in an Examination qualifying as a Final Examination for a degree, or to have attained the standard of the ordinary degree of the University of Cambridge, or
 - (c) i. who have passed or obtained honours in the Second Public Examination of the University of Oxford, or ii. who have obtained an Honour or a Pass Certificate in the Second Examination for Women held under the Regulations of the Oxford Delegacy for Local Examinations, or iii. who have obtained honours in the First Public Exam-
 - (d) who are members or eligible for membership of such other Federations of University Women as may from time to time be approved by the Executive Committee, or hold degrees of such Universities (not being Universities in Great Britain) as may from time to time be approved by the Executive Committee, or

ination of the University of Oxford before July 1011. or

- (e) who are fellows or associates of the Imperial College of Science, the Royal College of Science, the Royal School of Mines, the City and Guilds Engineering College (South Kensington) or the Royal College of Science, Dublin, or
- (f) who are registered medical women or registered dentists, or
- (g) who have either graduated in any college or school approved by the Executive Committee or are members of any profession similarly approved, which college,

school or profession imposes as a qualification for a degree, diploma or membership, tests by examination which, in the opinion of the Executive Committee having regard both to the nature of the tests themselves and to the length and character of the training preliminary thereto, assure an academic standard equivalent to that required for a University degree. Provided that no admission to membership under this provision shall be made unless and until the college, school or profession in question has been approved by resolution of the Council as hereinafter defined in General Meeting.

(ii) Provided that the Executive Committee may also elect as Ordinary Members, for such limited periods, if any, and on such terms as to subscriptions or otherwise as the Council may from time to time determine, any persons falling within any of the above categories, who for reasons deemed to be sufficient by the Council are not members of a Local Association.

The first Ordinary Members shall be the persons who immediately prior to the incorporation of the Federation were members of the Voluntary Association referred to in Article II.

- 5. Honorary Members shall be persons who have advanced the higher education and/or other interests of women and have been elected as Honorary Members of any such Local Association as aforesaid. Honorary Members, other than those qualified in accordance with Article 4 for ordinary membership, shall not be entitled to vote, provided that this restriction shall not apply to those Honorary Members who were entitled to exercise such right before the incorporation of the Federation. The first Honorary Members shall be the persons who immediately prior to the incorporation of the Federation were Honorary Members of the Voluntary Association referred to in Article II.
- 6. Associate Members shall be persons holding the prescribed qualifications who have been elected as Associate Members of any such Local Association as aforesaid. Persons shall be deemed to hold the prescribed qualifications for the purpose of this clause if they are women who:—
 - (a) have pursued for not less than two years at a University a course of study which, if completed, would qualify them under Article 4 for ordinary membership, or
 - (b) are or have been engaged in research work of post graduate standard, or
 - are eligible for associate membership of such other Federations of University Women as may from time to time be approved by the Executive Committee. Provided that Local Associations may also elect women as Temporary Associate Members for such limited periods during the

twelve months before the earliest date at which such women could obtain any of the qualifications referred to in Article 4 and during the twelve months after they have obtained such qualification and on such terms as to subscriptions or otherwise as the Council may from time to time determine.

9.

Associate Members shall not be entitled to vote, provided that this restriction shall not apply to those Associate Members who were entitled to exercise such right before the incorporation of the Federation. The first Associate Members shall be the persons who immediately prior to the incorporation of the Federation were Associate Members of the Voluntary Association referred to in Article 11.

- 7. The membership of every Ordinary, Honorary and Associate Member shall be subject to her complying with the rules of the Local Association of which she is a member, made in accordance with regulations prescribed under Article 44 (2) in respect of qualifications, methods and terms of admission, privileges and obligations (including liability to expulsion and suspension) and so that such rules may prescribe that any matter arising out of or relating to admission, privileges and obligations may be referred to or decided by the Federation (acting by the Council or the Executive Committee as the case may be).
- 8. The Secretary of each Local Association shall, by some date to be determined by the Council and until otherwise so determined not later than the 15th September in each year, furnish to the Secretary of the Federation a list of the Ordinary, Honorary and Associate Members of the Local Association, with particulars of their addresses and of their academic and professional qualifications as at the preceding 1st of the month, and such other particulars as the Executive Committee may from time to time require, or, where necessary, of any additions to or changes in any list previously furnished. Similar particulars regarding themselves shall be supplied by members elected pursuant to the proviso appended to Article 4.
- 9. Any Ordinary, Honorary or Associate Member, provided she is under no liability to the Federation or to any Local Association, shall be entitled to resign her membership of the Local Association to which she belongs on giving to the Secretary of the Association one month's notice in writing of her intention so to do. On her ceasing to be a member of a Local Association she shall ipso facto cease to be a member of the Federation. Any member elected pursuant to the proviso appended to Article 4 shall, provided she is under no liability to the Federation, be entitled to resign her membership on giving to the Secretary of the Federation one month's notice in writing of her intention so to do.
 - 10. If any person from any cause whatever ceases to be a mem-

ber of the Federation, she shall deliver up to the Secretary of the Federation any certificate or badge of membership held by her. No person ceasing to be a member shall have, nor shall her representatives have, any interest in or claim against the funds or property of the Federation.

LOCAL ASSOCIATIONS.

- 11. Any group of persons being not less than 20 in number who are associated in any university centre or in any defined geographical area and who are duly qualified in accordance with Article 4, 5 or 6, may apply to the Executive Committee for recognition as a Local Association and on being so recognised shall become a Local Association within the meaning of the Articles. The grant and continuance of such recognition shall be at the discretion of the Executive Committee and shall be subject to compliance by the applicants with the regulations referred to in Article 44 (2). The objects and purposes of each Local Association shall be substantially the same as those of the Federation as hereinbefore specified and such others as the Local Association shall decide, provided that such additional objects shall not contravene or be inconsistent with the objects and purposes of the Federation. Local Associations shall contribute annually to the funds of the Federation such part of the annual subscription of each of their members as the Council may from time to time determine. The first Local Associations shall be those Local Associations which were in existence within the Voluntary Association known as the British Federation of University Women immediately before the date of the incorporation of the Federation.
- 12. Subject as aforesaid, the Committee of any Local Association shall have power to decide conclusively respecting each person proposed for or seeking election as an Ordinary, Honorary or Associate Member of such Local Association whether she has or has not fulfilled such conditions as are applicable to her case.

SUBSCRIPTIONS, FEES.

- Association and the rates at which such subscriptions may be compounded shall be fixed from time to time by resolution of the Council at a General Meeting and until otherwise so determined shall be as follows:—
 - (I) An entrance fee of is. for each Ordinary or Associate Member joining the Local Association.
 - (2) An annual sum of 7s. 6d., being part of the subscription received by the Local Association from each Ordinary Member and Associate Member, and of 2s. 6d., being part of the subscription of each temporary Associate Member.

- (3) (a) A sum of £7 7s. od., as a life membership subscription for each person who becomes a life member or for each Ordinary or Associate Member who having paid less than ten annual subscriptions compounds an annual subscription for a subscription for life, or
 - (b) A sum of £7 10s. od., as a life membership subscription for each person who becomes a life member, or, having paid less than ten annual subscriptions, compounds an annual subscription as aforesaid and pays her life membership subscription in two instalments during a period of not more than two years. The first of such instalments shall be a sum of not less than £4 and, should the second instalment not be paid on or before the last day of the said period of two years, the first instalment shall be forfeited and no further rights or privileges may be claimed in respect of it.
 - (c) A sum of £4 4s. od. as a life membership subscription for each Ordinary or Associate Member who having paid ten or more annual subscriptions compounds an annual subscription for a subscription for life.
- 14. The subscription and fees payable to the Federation by persons who are not members of a Local Association but who are elected under the proviso to Article 4 and the rates at which such subscriptions and fees may be compounded shall be fixed by the Council, and the Council shall have power in any case of ill-health, misfortune, advanced age or for other sufficient cause to remit all or any part of such subscription or fees or any arrears thereof.
- 15. Unless otherwise resolved by the Council in General Meeting all subscriptions payable by Local Associations to the Federation shall be for a period of one year from such date as shall be fixed by the Council in General Meeting and until otherwise so determined such year shall run from the 1st May in any one year, on which date all subscriptions shall become due, to the 3oth April in the succeeding year.

OFFICERS.

16. (a) The Officers of the Federation shall include a President, Secretary, or Secretaries, and Treasurer or Treasurers. The President, Hon. Secretary or Hon. Secretaries, if any, and the Hon. Treasurer or Hon. Treasurers, if any, of the Federation shall each be a member of a Local Association and shall be elected every year at the Annual General Meeting of the Council and they shall respectively hold office from the close of the Annual General Meeting at which they are elected until the close of the next succeeding Annual General Meeting at which they shall be eligible for re-election subject to the provisions of Article 35. No person shall be eligible for election to any of the said offices unless she is qualified

for ordinary membership in accordance with Article 4 and shall have been nominated for such office in writing by a local association and unless such nomination and a consent in writing to stand for election to such office signed by or on behalf of the person nominated shall have been received by the Secretary of the Federation not less than six weeks before the Annual General Meeting of the Council at which she is to be nominated. Provided that if in respect of any such office no person is proposed for election, the power to nominate to such office shall be vested in the Executive Committee, and be exercised by them before the Annual General Meeting. The first officers of the Federation shall be those who held the corresponding offices of the Voluntary Association referred to in Article II, and they shall continue to act until they are reelected or their successors are appointed in accordance with the Articles.

Subject as aforesaid, the Federation shall have such officers, with such functions, tenure and terms of office as the Council may from time to time prescribe, and such servants as the Executive Committee may from time to time appoint.

- (b) Persons may be elected as Vice-Presidents of the Federation to a number not exceeding twenty. They shall be women of special distinction and shall be nominated by Local Associations and elected by the Council in Annual General Meeting and shall hold office during their lifetime unless and until they shall resign or shall be removed by resolution of the Council in Annual General Meeting.
- (c) No member of the Council or of any Committee of the Federation who is a member of such Council or Committee by reason of her tenure of a salaried post shall have a vote on such Council or Committee.

THE COUNCIL.

17. There shall be a Council of the Federation, which shall consist of the Executive Committee as hereinafter defined and delegates from the Local Associations. Each Local Association shall be entitled to appoint one delegate and each Local Association consisting of more than 50 members including Honorary and Associate Members shall be entitled to appoint an additional delegate for every additional 50 members and so that any number of members in excess of a multiple of 50 shall count as 50. Provided that any casual or other vacancy shall not invalidate the acts of the Council.

Any Ordinary, Honorary or Associate Member of a Local Association of the Federation other than the ex-officio members of the Executive Committee as hereinafter defined shall be eligible for election by a Local Association as a delegate and shall not be disqualified by reason of not being an Ordinary, Honorary or Associate Member of the particular Local Association electing her. Provided always that only members qualified for ordinary membership in accordance with Article 4 shall have voting power.

The first members of the Council shall be the persons who immediately before the incorporation of the Federation constituted the General Committee of the Voluntary Association referred to in Article 11.

ANNUAL GENERAL MEETING AND SPECIAL MEETINGS OF THE COUNCIL.

- 18. There shall be an Annual General Meeting of the Council, which shall be held on such day, in the month of June or July, and at such time and place in the United Kingdom, as the Executive Committee may from time to time determine. The ordinary business of an Annual General Meeting shall be to receive, consider and adopt the annual report of the Executive Committee, and the accounts of the Federation and to receive and to consider the annual report and accounts of the Crosby Hall Association Limited, the annual reports of the Local Associations and the reports of any special committees appointed with instructions to report to the Annual General Meeting; to elect six "elected members" of the Executive Committee pursuant to the Articles; to elect the Officers of the Federation mentioned in Article 16 and to appoint the Auditor or Auditors for the next financial year. All other business transacted at the Annual General Meeting, and all business transacted at a Special Meeting, shall be deemed to be special business.
- 19. The Executive Committee may, whenever they think fit, and shall within twenty-one days after the receipt at the office of the Federation of a requisition in writing signed by or on behalf of not less than six Local Associations and setting forth the terms of any resolution to be submitted convene a Special Meeting of the Federation to be held on a date not later than two months after the date of the requisition.
- 20. The Annual General Meeting and Special Meetings shall be convened as follows:—
 - General Meeting or six weeks before the date of a Special Meeting as respectively fixed by the Executive Committee, the Secretary of the Federation shall by preliminary notice in writing inform each Local Association of the date of the meeting, and any Local Association having any special business to submit to the meeting shall send notice thereof to the Secretary of the Federation not later than six weeks before the date of the meeting in the case of an Annual General Meeting, and not later than one month before such date in the case of a Special Meeting.
 - (2) Meetings shall be convened by giving to each Local Association and to the members of the Executive Committee four weeks' notice in the case of the Annual General Meet-

ing and three weeks' notice in the case of Special Meetings. Such notice shall be accompanied by a copy of the Agenda of the meeting, which shall include notice of any special business to be proposed by any Local Association as aforesaid, or by the Executive Committee. In the case of the Annual General Meeting, the Agenda shall include a copy of the audited accounts for the preceding year of the Federation and of the Crosby Hall Association Limited.

- (3) Special business may be submitted to and dealt with at a general meeting not withstanding that notice thereof has not been given as aforesaid, provided that the meeting determines by resolution passed by a majority of not less than three-fourths of those present and entitled to vote that the consideration of such business is a matter of urgency.
- (4) A Special Meeting which has been requisitioned under the last preceding Article may be convened without the preliminary notice required by sub-section (I) of this Article. The notice convening the meeting shall set out the terms of the Resolution specified in the requisition and notice of such special business (if any) as may be submitted by the Executive Committee. No other business shall be considered at such a meeting otherwise than in accordance with sub-section (3) of this Article.
- shall form a quorum. Provided that there must be included in such number delegates as defined by Article 17 or representative members of the Executive Committee respectively appointed by or representing not less than one-third of the total number of Local Associations for the time being. If a quorum be not present within an hour of the time appointed for the meeting, the meeting, if convened upon requisition shall be dissolved; in any other case it shall stand adjourned to the same day in the second succeeding week at the same time and place, and at such adjourned meeting the members present shall form a quorum.
- 22. At every General Meeting the chair shall be taken by the President, or if she be absent by some member of the Council then present, who shall be elected by the meeting.
- of 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 the business left unfinished at the meeting from which the adjournment took place. No notice need be given of a adjourned meeting unless it be so directed in the resolution for adjournment.

- 24. All Ordinary, Honorary and Associate Members, all Past Presidents (including Past Presidents of the Voluntary Association referred to in Article 11), the Officers of the Federation as defined in Article 16 and the members of the Executive Committee, and any persons whom the Executive Committee may invite, shall be entitled to attend General Meetings. The only persons entitled to take part in the discussions and to vote thereat shall be the members of the Council, and all other persons may by vote of the meeting be required to withdraw from the whole or any part of the subsequent proceedings.
- 25. At every General Meeting of the Council every member of the Council entitled to vote shall have one vote. Members of the Council may vote by a show of hands or by such other method as may be decided by a bare majority of members of the Council present and entitled to vote. In the event of an equality of votes the Chairman shall have a casting vote in addition to the vote to which she may be otherwise entitled. Except in the case of a Resolution by way of Referendum when a three-fourths majority shall be requisite as prescribed in Article 1, the requisite majority for passing a resolution shall be a bare majority of those present who being entitled to vote do so vote; and any resolution passed by the requisite majority shall be conclusive and binding on all members, including those voting against the resolution or abstaining from voting. Provided that, for the sole purpose of the election of the Officers of the Federation and members of the Executive Committee, any member of the Council may, in addition to any vote to which she is otherwise entitled, if so authorised in writing by any Local Association exercise the total number of votes to which the delegates and representative members of such Local Association who shall not be present at the meeting would have been entitled to exercise had they been so present.
- 26. Unless a Referendum is demanded in accordance with the next succeeding Article, a declaration by the Chairman that a resolution has been carried or lost, or carried or lost by a particular majority, and an entry in the Minute Book to that effect shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand of a Referendum, shall not prevent the transaction of business other than that on which the Referendum has been demanded.
- 27. At any General Meeting a Referendum on any resolution before the meeting may be demanded by not less than two-thirds of the members of the Council present at the meeting, or by thirty members of the Council present at the meeting provided in either case that such number shall include delegates (as defined in Article 17) appointed respectively by not less than two-thirds of the total number of Local Associations for the time being, and the result of the Referendum shall be deemed to be the resolution of the meeting

at which the Referendum is demanded. Such demand shall be in writing and may be made at any time between the proposal of the resolution or amendment on which it is desired to take a Referendum and the close of that same meeting but not subsequently. Every such Referendum shall be subject to the provisions of Article 25, and shall be taken in the following manner:—

- (a) The Chairman shall forthwith reduce the resolutions or amendments on which the Referendum is to be taken into such form as in her opinion is best calculated to take the sense of the meeting upon the substantial question or questions involved.
- (b) The Council shall settle a form of voting paper, in accordance with the decision of the Chairman under the last preceding paragraph, and shall within seven days after the meeting forward a copy thereof to each Local Association.
- (c) Within ten days after the receipt of such form, the Committee of each Local Association shall send copies thereof to its members at their registered addresses with instructions to return the said copies to the Secretary of such Local Association on or before a date to be named in the voting paper, which date, in the absence of direction to the contrary by a resolution of the meeting at which the Referendum was demanded, shall be the thirty-first day after such meeting. Any copies not returned on or before the date so fixed shall be rejected.
- (d) The Committee of each Local Association shall make an examination of the copies so returned to it, and draw up and forward to the Secretary of the Federation a report of the result of the voting, in which they shall state the total number of voting papers received, the number rejected, and the grounds of rejection.
- (e) As soon as the Executive Committee shall have ascertained the result of the Referendum, taken as aforesaid, they shall make a report thereof to each of the Local Associations, showing the majority by which the resolution or amendment upon which the Referendum was taken is lost or carried.

THE EXECUTIVE COMMITTEE.

28. There shall be an Executive Committee which shall consist of elected, representative, co-opted, and ex-officio members. The first members of the Executive Committee shall be the persons who immediately before the incorporation of the Federation constituted the Executive Committee of the Voluntary Association referred to in Article 11 and they shall continue to act until they are re-elected or their successors are appointed in accordance with the Articles.

- 29. The elected members shall be six in number and shall be elected by the Council in Annual General Meeting and until otherwise provided the following rules shall apply:—
 - (I) A candidate for election must be qualified for ordinary membership in accordance with Article 4, be a member of a Local Association, and be nominated by a Local Association. No candidate may be nominated unless she has previously given her consent in writing to stand for election.
 - (2) Notice in writing of such nomination together with such written consent as aforesaid must be sent by the Secretary of the Local Association to the Secretary of the Federation not less than six weeks before the date of the Annual General Meeting.
 - The elected members of the Executive Committee shall hold office for three years but shall be eligible for re-election subject to the same limitations as are imposed by Article 35 on the re-election of representative, co-opted and ex-officio members of the Executive Committee. Provided always that, if at the date of her election any such elected member shall have held office as an elected, coopted, ex-officio or representative member of the Executive Committee for a period in excess of three years, she shall only hold office as an elected member of the Executive Committee on such election for one year or two years in such manner that the total number of consecutive years she shall hold office as a member of the Executive Committee (counting each part of a year she shall then so have held office as a full year) shall not exceed the limitation imposed by Article 35 and so that any such elected member shall accordingly retire at the end of the first or second year as the case may be. No person who shall have held office as a member of the Executive Committee for a consecutive period in excess of five years shall be eligible for election under this Article until the expiration of a period of one year from the termination of such consecutive period. At the first Annual General Meeting of the Federation after the date of its incorporation the whole of the elected members of the Executive Committee shall retire from office and at the Annual General Meeting in every subsequent year one-third of the said elected members for the time being or the number nearest one-third shall retire from office. The elected members to retire in every such year shall, subject to the foregoing proviso, be those who have been longest in office since their last election, but as between persons who became elected members on the same day those to retire shall (subject to the said proviso and unless they otherwise agree among themselves) be determined by lot.

- 30. Each Local Association shall be entitled to elect one Ordinary or Honorary Member to serve on the Executive Committee as a representative member and until otherwise provided the following rules shall apply:—
 - (I) Any Ordinary or Honorary Member of a Local Association of the Federation other than the ex-officio members of the Executive Committee as hereinafter defined shall be eligible for election by a Local Association as a representative member and shall not be disqualified by reason of not being a member of the particular Local Association electing her. Provided that only members qualified for ordinary membership in accordance with Article 4 shall be entitled to vote.
 - (2) The Secretary of each Local Association shall notify to the Secretary of the Federation not later than the 1st October in each year the name of the person elected to represent such Local Association.
 - (3) The election of representative members shall be conducted in accordance with the rules to be prescribed for Local Associations in pursuance of Article 44 (2).
 - (4) A Local Association shall be entitled when necessary to appoint as deputy any Ordinary, Honorary or Associate Member of the Federation (not being an ex-officio member of the Executive Committee) to act in place of the elected representative member, provided that such appointment and the period for which such appointment is made is notified in writing to the Secretary of the Federation. Provided that only members qualified for ordinary membership in accordance with Article 4 shall be entitled to vote.
- 31. The Executive Committee shall have power to co-opt at the first meeting of the Executive Committee after the Annual General Meeting or at any subsequent meeting not more than three members of the Federation to serve on the Executive Committee until the next succeeding Annual General Meeting. Such co-opted members must be qualified for ordinary membership in accordance with Article 4.
- 32. The ex-officio members shall be the President and other Honorary Officers of the Federation, the Chairman and Honorary Secretary of the Committee on International Relations and, provided they be members of the Federation, the Secretary of the Federation, the Warden of Crosby Hall and the Secretary of the International Federation of University Women, and such other persons as the Council may from time to time decide.
- 33. The President of the Federation shall be Chairman of the Executive Committee.

- 34. The Executive Committee shall hold office from the close of one Annual General Meeting until the close of the next succeeding Annual General Meeting.
- 35. The representative, the co-opted and the ex-officio members of the Executive Committee shall retire annually but shall be eligible for re-election provided always that no members shall be eligible to hold office as President for more than five consecutive years or be eligible for membership, other than ex-officio membership, of the Executive Committee for more than six consecutive years. Any person ineligible for office as President by reason of this proviso shall not thereby be disqualified from becoming a member of the Executive Committee on the conclusion of her term of office as President.
- 36. As soon as the constitution of the Executive Committee shall have been completed as provided by the Articles, notice thereof shall be given to the Local Associations by the Secretary of the Federation.
- 37. The office of a member of the Executive Committee (in-cluding ex-officio members) shall be vacated:—
 - (I) If she ceases to be a member of a Local Association.
 - (2) At the expiration of one month's notice in writing by such member resigning her office, or the earlier acceptance by the Executive Committee of such resignation.
 - (3) If she becomes bankrupt, or suspends payment, or compounds with or makes an assignment of her property for the benefit of her creditors.
 - (4) If she is found lunatic or becomes of unsound mind.
 - (5) If at a meeting of the Executive Committee specially convened for the purpose, at which not less than twenty members of the Executive Committee are present, a resolution is passed by a majority of not less than three-fourths of those present and voting, declaring the office of such member vacant. Any member vacating office under this sub-clause shall not be eligible for re-election as an Officer of the Federation or for membership of the Executive Committee for a period of five years.
- 38. The Executive Committee (or in the case of a representative member, the Local Association concerned) shall have power to fill any vacancy occurring through death or under the last preceding Article, or any other cause, provided that any member so appointed to a vacancy shall retire at the Annual General Meeting next after her appointment, and so that the period of six, or as the case may be five, years referred to in Article 35 shall run only from the date of such retirement.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE.

- 39. The Executive Committee shall meet for the dispatch of business at such times and places as they may determine. Ten members of the Executive Committee shall form a quorum, provided that included in this number there shall be not less than five representative members. At all meetings of the Executive Committee the President shall be Chairman; in her absence, a Chairman shall be elected from among those present.
- 40. A meeting of the Executive Committee may be called by order of the President at any time, or at the request in writing, addressed to the Secretary, of any ten other members of the Executive Committee.
- 41. Fourteen clear days' notice of a meeting of the Executive Committee shall be delivered or sent by post to each member of the Executive Committee at her registered address, and such notice shall, so far as practicable, contain a statement of the business to be transacted at such meeting. An Agenda of the business shall be delivered or sent by post to each such member not less than five days before the meeting. Provided that at the discretion of the President an emergency meeting may be convened by three days' notice. It shall not be necessary in any case to prove that such notice has been delivered or sent, but the same shall be taken as delivered or duly sent, unless the contrary be shown; and the non-receipt of any notice by any member of the Executive Committee, or the non-existence of any supposed emergency shall not affect the validity of the proceedings of the meeting. The notice or Agenda as the case may be shall adequately specify the business to be considered, and in particular the following business shall require special notice, viz., the sanctioning of appeals for funds or any expenditure involving commitments outside ordinary administrative expenses, the nomination and appointment of trustees, the transference of trust or other funds to any other body corporate or voluntary association, the exercise of any power in relation to the Crosby Hall Association Limited, the recognition of Local Associations, the making of regulations, the nomination of Officers in default of election under the proviso to Article 16, the co-option of members to the Executive Committee in accordance with Article 31, the exercise of powers conferred by Article 37 (5) and the filling of vacancies under Article 38, the consideration of annual reports and accounts, and questions affecting personal status or conduct.
- 42. At all meetings of the Executive Committee, in the event of difference of opinion, the vote of the majority shall prevail; and, in case of an equality of votes, the Chairman shall have a casting vote, in addition to her original vote.
- 43. The Chairman of any meeting of the Executive Committee, may, with the consent of 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 the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjourned meeting unless it be so directed in the resolution for adjournment.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE.

- 44. (1) The Executive Committee shall have power to regulate their own procedure and to make provision for carrying out the objects of the Federation and for conducting its affairs, and shall, subject to the provisions of the Articles, have the sole control and management of the income. property and affairs of the Federation and may subject as aforesaid exercise all powers and do all such acts and things as may be exercised or done by the Federation. No member of the Executive Committee as such shall receive any remuneration. The Executive Committee may make such regulations as they may from time to time determine for the proper administration of the Federation and may vary and revoke the same provided that no such regulations shall be in contravention of any provision contained in the Memorandum or amount to an alteration of the Articles.
 - (2) Without prejudice to the generality of the foregoing provisions, the Executive Committee may make regulations for securing, as far as possible, uniformity in the constitution, regulation, and practice of the Local Associations, compliance with which shall be a condition, of which the breach shall entitle the Executive Committee to refuse recognition under or withdraw the recognition granted under Article II, provided nevertheless that any such refusal or withdrawal of recognition may be varied or rescinded by resolution passed at a General Meeting, but the consideration of any such resolution shall be deemed to be special business within the meaning of Articles 18 and 20
 - (3) The Executive Committee shall be the governing body of the Federation within the meaning of Section 116 of the Companies Act 1929 in respect of any shares of the Crosby Hall Association Limited or of shares or debentures of any other company, held by the Federation.
 - (4) The Executive Committee may appoint sub-committees and delegate to them such of its powers and assign to them such duties as it may deem expedient.
- 45. In furtherance of and without prejudice to the general powers conferred by the last preceding Article, it is hereby expressly declared that the Executive Committee shall have the following powers:—

- (I) To appoint, upon such terms and conditions as to them may seem fit, and to dismiss a Secretary (but not any Hon. Secretary) and other paid officers of the Federation.
- (2) To purchase or take a lease of, or otherwise acquire, any buildings, offices, or rooms for the purposes of the Federation, and to assign, sublet, or surrender the same as circumstances may require.
- (3) To employ any part of the Funds of the Federation in the provision and maintenance of a suitable collection of books, reports, statistics, accounts and documents and things of interest to the members.
- (4) To apply to or petition Parliament, the Privy Council, the Board of Trade, or any public department or authority, office, or body, in the name of the Federation.
- (5) To apply such portion or portions of the funds of the Federation as they may think fit towards forming and maintaining a Reserve Fund for the general purposes of the Federation.
- (6) To invest all funds not immediately required for the purposes of the Federation in the name of the Federation or any two or more members of the Executive Committee or of a trust corporation in any investments approved by the Executive Committee, with power from time to time to vary such investments, and to place money on deposit with any bankers.
- (7) To exercise the borrowing powers of the Federation.
- (8) To determine by resolution the manner in which any cheques, negotiable instruments, and receipts shall be signed, endorsed, or otherwise executed on behalf of the Federation. Provided that all cheques drawn on behalf of the Federation shall be signed by at least two persons, of whom one must be a member of the Executive Committee and the other may be either the Hon. Treasurer or some other member of the Executive Committee, or some other officer specially authorised by such resolution for that purpose.
- (9) With the consent of a General Meeting (given either generally or in relation to any particular case or class of cases) to make such provision for pensioning retired officers or servants, whether by agreement at the time of appointment or employment, or otherwise, as to the Executive Committee may seem just and generally to carry into effect any of the objects of the Federation as set out in its Memorandum of Association.
- (10) To employ any part of the funds of the Federation in the payment of lecturers, or foundation or grant of fellowships,

- scholarships, grants, loans, monetary exhibitions or other prizes.
- expenses of the members of the Executive Committee incurred in attending General Meetings or meetings of the Council or of the Executive Committee or any committees thereof, and to repay to any member any expenses actually incurred by her in or about the business or on behalf of the Federation.
- (12) From time to time to appoint any persons to act as Local, Colonial or Foreign representatives, correspondents or agents of the Federation either in an honorary capacity, or at a remuneration, and generally on such terms and for such period as the Executive Committee may determine.
- (13) Subject to the provisions of the Memorandum and Articles to enter into such contracts and to do all such acts and things as they think expedient for the purposes of the Federation.
- 46. It shall be the duty of the Executive Committee to control, assist and direct the work of the Federation and of all sub-committees, and to deal with all matters on which an immediate decision may be required in the interests of the Federation, and to present at each Annual General Meeting a report on the affairs and proceedings of the Federation during the past year and a financial statement.

COMMITTEES.

47. There shall be a standing Committee of the Executive Committee, named the Committee on International Relations. The Committee is to act on behalf of the Federation in International Affairs, and may delegate its power to sub-committees. It shall be appointed by the Executive Committee annually at the time of the Annual General Meeting, and shall consist of delegates to be elected by the Council to represent the Federation at the Conference of the International Federation of University Women, the President, Secretary or Secretaries, whether honorary or otherwise, and Treasurer or Treasurers, whether honorary or otherwise, of the Federation, and, provided they be members of the Federation, the President and Secretary of the International Federation of University Women, and three other members, with power to co-opt. The Chairman of the Committee shall be elected at the first meeting of such Committee held after the Annual General Meeting of the Federation, the previous Chairman holding office as a member of the Council of the International Federation until the new Chairman is elected.

The Officers of the Federation shall be ex-officio members of all sub-committees.

DISQUALIFICATION OF LOCAL ASSOCIATIONS.

49. Subject to Articles II and 44 (2) it shall be lawful for the Federation by special resolution of a General Meeting of which at least one month's notice in writing has been given to the Secretary of each Local Association, to disqualify a Local Association, for a specified period or otherwise, on the ground that it has in the opinion of the meeting, introduced any practice or adopted regulations inconsistent with the objects of the Federation as set forth in the Memorandum of Association, or injurious thereto, or in any manner infringed these Articles; and the passing of such resolution shall ipso facto terminate the membership of the Federation held by the members of such Local Association and entitle the Federation to refuse the annual contribution of such Local Association for the period, if any, named in the resolution, and to forfeit any contribution already received from such Local Association in respect of the then current year.

AFFILIATED SOCIETIES.

- established in the United Kingdom of Great Britain and Northern Ireland, The British Dominions, Colonies or Dependencies beyond the Seas or in any Mandated Territory or in the Empire of India or in any foreign country, whose application may from time to time be approved by the Executive Committee and sanctioned by a resolution passed as special business at the Annual General Meeting. Any such Society shall cease to be affiliated if the rescission of its affiliation shall have been recommended by the Executive Committee and sanctioned by a resolution passed as special business at the Annual or any General Meeting.
- 51. Affiliated Societies shall be admitted on such conditions and on payment of such fees as shall be determined by the Executive Committee, and their members shall have such privileges and advantages as may be determined by the Executive Committee, but shall have no control in the management of the affairs of the Federation.
 - 52. The Federation may become affiliated to any other associa-

tion or society subject to such affiliation being approved by the Executive Committee and sanctioned by the Council.

BOOKS, CERTIFICATES AND, FORMS.

- 53. Minutes shall be made in proper books of all resolutions and proceedings of general meetings, meetings of the Executive Committee and meetings of Committees; and every minute signed by the Chairman of the meeting to which it relates, or by the Chairman of a subsequent meeting, shall be sufficient evidence of the proceedings therein recorded.
- 54. The Executive Committee shall have power to authorise and supply for use, and to vary from time to time as may be thought fit, such certificates of membership, forms for enquiries, applications, recommendations and other forms as they may determine and to make rules relating thereto to be observed by the persons to whom the same are issued.

THE SEAL.

of the Common Seal, which shall never be affixed to any document except by order of the Executive Committee and in the presence of two members of the Executive Committee, and every such document shall be signed by the two members of the Executive Committee in whose presence the Seal is affixed and countersigned by the Secretary or some other person appointed by the Executive Committee for the purpose.

THE SECRETARY.

- 56. It shall be the duty of the Secretary to attend regularly at the office of the Federation and also at every meeting of the Council and of the Executive Committee, and, when directed so to do, at meetings of sub-committees of the Executive Committee, to take minutes of the proceedings and to read such minutes at the next meeting. She shall prepare and cause to be issued all notices to be sent to Local Associations. She shall conduct the correspondence of the Federation in accordance with the rules which may from time to time be laid down by the Executive Committee. She shall obey the instructions of the Treasurer in all matters relating to finance, and shall perform such other duties as the Executive Committee shall assign to her.
- 57. The Secretary shall keep such books and forms as the Executive Committee shall from time to time direct and shall, subject to the general control of the Executive Committee, have the superintendence and charge of all the minute books, letter books, lists and registers belonging to the Federation. She shall keep the minute books of all meetings of the Council, and of the Executive Committee and when required, of sub-committees.

NOTICES.

- 58. Any notices may be served by the Federation upon any Local Association or upon any member not being a member of a Local Association by sending it through the post prepaid, addressed to the registered address of the Committee of such Association or member. The registered address of any Local Association, or member not being a member of a Local Association, shall be such address within the United Kingdom as such Association or member may from time to time notify to the Secretary in writing, except in the case of members of the Executive Committee who have notified to the Secretary some other address to which they desire notices to be sent, which shall then be deemed to be their registered address so long as they remain members of the Executive Committee. No Local Association nor any member (not being a member of a Local Association) who shall have failed to furnish such address shall be entitled to receive any notice from the Federation.
- 59. Any notice sent by post shall be deemed to have been served at the beginning of the day following that on which it was posted and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted. The accidental omission to give any notice shall not invalidate the proceedings at any Meeting of which such notice ought to have been given. No individual member except as provided above in the case of members of the Executive Committee shall be entitled as of right to any notice of any General Meeting.

ACCOUNTS AND AUDIT.

- 60. The Hon. Treasurer shall keep, or cause to be kept, a proper account of the receipts and expenditure of the Federation, and of the matters in respect of which such receipts and expenditure take place, and of the property, assets and liabilities of the Federation, in books to be provided for the purpose, and shall produce the account books, properly posted up, when required by the Executive Committee.
- 61. Once at least in every year the Hon. Treasurer's accounts made up to the end of the financial year (which until the Executive Committee otherwise determine shall end on the 30th April), shall be duly audited by a professional Auditor, and certified by two members of the Executive Committee, and a copy thereof shall be issued to each of the Local Associations with the notice of the Annual General Meeting. The Auditor shall be appointed by the Annual General Meeting.

INDEMNITY OF OFFICERS.

62. Subject to any limitations imposed by Statute, the members of the Executive Committee, the Hon. Treasurer or Hon.

Treasurers, Hon. Secretary or Hon. Secretaries and other Officers shall be indemnified by the Federation from and against all costs, charges, losses, borrowings and expenses incurred by them in or about the discharge of their respective duties, and no such member or Officer shall be liable for the acts, defaults or omissions of any other member or Officer, or for joining in any act or receipt, or for any act of conformity, or for any loss happening to the Federation, unless the same shall be due to her own wilful act or default.

Names, Addresses and Descriptions of Subscribers.

- 1. IDA SMEDLEY MACLEAN, 2, Elm Park Gardens, S.W.10, Doctor of Science, Research Chemist.
- 2. Winifred C. Cullis, C.B.E., M.A., D.Sc., LL.D., 8, St. Martin's Place, London, W.C.2., Professor of Physiology, University of London.
- 3. ALYS W. RUSSELL, (Mrs.), A.B., 11, St. Leonard's Terrace, London, S.W.3., Householder.
- 4. E. H. PRATT, (Spinster), O.B.E., M.A. I, Pump Court, Temple, E.C.4, Civil Servant.
- 5. Sybil Campbell, M.A. Cantab., F.R.Hist.S., I, Elm Court Temple, E.C.4., Barrister at Law,
- 6. Muriel Bond, (Spinster), 45, Holbein House, Sloane Square, S.W.I., Master of Science, University Lecturer.
- 7. Monica M. Geikie Cobb, (Spinster), M.B.E., B.A., LL.B., I, King's Bench Walk, Temple, E.C.4, Barrister at Law.

Dated the fourth day of August, 1933.

Witness to the above Signatures—

Kathleen Johnston, (Spinster), B.A. Cantab., Secretary, British Federation of University Women, Crosby Hall, Cheyne Walk, S.W.3. Treasures fine Sixouary or fine Secretaries and expense and others. shall be indemninged by the role waters drown and around by the role of things of the role of