

The Companies Acts. 1948 to 1976
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

of

The Historical Metallurgy Society Ltd

1. The name of the Company (hereinafter called "the Society") is "THE HISTORICAL METALLURGY SOCIETY LIMITED".
2. The Registered Office of the Society will be situate in England.
3. The objects for which the Society is established are to educate and instruct the public by the furtherance of the study, investigation, description and preservation of the historical and archaeological evidence of the extraction and preparation of ores and other relevant minerals, of the smelting and working of metals, of the manufacture and use of metal objects and of other relevant activities.
4. In furtherance of the above objects (but not otherwise) the Society shall have power:-
 - (a) to take over and hold the whole or any part of the undertaking and the real and personal property of, and to take over and undertake the performance and discharge of all or any of the liabilities of, and (so far as the same is not inconsistent with any other provisions of this Memorandum) to continue to carry out the work heretofore carried on by the existing unincorporated society known as the Historical Metallurgy Society which, as the Historical Metallurgy Group associated with the Iron and Steel Institute, was founded in the year 1963 or thereabouts.
 - (b) to hold meetings (including field meetings) to sponsor archaeological and historical research, to present papers, to hold lectures, to maintain a library and to carry out exploration, excavation and surveying.
 - (c) to promote, encourage and further the preservation of mines and quarries, buildings, furnaces, plant, tools, equipment and documents and items of general metallurgical interest (being items of actual or potential historic or scientific importance or educative value).

- (d) to contribute to or establish and maintain for the benefit of the nation (either independently or in conjunction with any other person or body of persons or corporation or corporations) one or more historical metallurgical museum collections.
- (e) to catalogue, collect, collate, publish and sell material and information of service or interest to the members of the Society and the general public.
- (f) to borrow or raise money for the purposes of the Society.
- (g) to sell exchange and otherwise deal in any way whatsoever with freehold leasehold or other property chattels and effects.
- (h) to pay out of the funds of the Society all expenses incidental to the formation registration and advertisement of the Society.
- (i) to invest the monies of the Society not immediately required in or upon such securities and in such manner as the Council of the Society may from time to time determine and as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (j) to subscribe or guarantee money to such other charitable Companies or Societies which have among their objects purposes related to the objects of the Society.
- (k) to do all such other things as shall further the objects of the Society.

Provided that in case the Society shall take or hold any property which may be subject to any trust the Society shall only deal with or invest in the same in such manner as is allowed by the law having regard to such trust.

And provided that the objects of the Society shall not extend to the regulations of relations between employers and workers or organisations of employers and organisations of workers.

And provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society 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 the Society shall be chargeable for such property as 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 have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council but they shall as regards any such property be subject jointly and separately to such control

or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as allowed by law having regard to such trusts.

5. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society 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 Society.

Provided that nothing herein shall prevent payment, in good faith, of remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society nor to prevent the payment of interest at a rate not exceeding two per cent, per annum above current bank rate on money lent or reasonable and proper rent for premises demised or let by any member to the Society but so that no member of the Council of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council except repayment of reasonable 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 Society. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council may be a member and in which such member shall 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 such payment.

6. The liability of the members is limited.
7. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up during the time he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society 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 contributors amongst themselves, such amount as may be required not exceeding one pound.
8. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities, any property or assets whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is

imposed on the Society under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Society at or the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some other charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by a properly qualified accountant or auditor as determined by legislation for the time being in force.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

F. Allen Batty, 12 Friarswood Close, Yarm Cleveland. Retired Company Director.

Michael M..Hallett, Fairlawn, Court Drive, Shenstone, Lichfield, Staffs. Retired Company Director.

Charles R. Blick, 16 Sycamore Crescent, Bawtry, Nr. Doncaster. Retired.

I. J. Standing, Rock House, Coleford, Glos. Dentist.

Michael S. Darby, 19 St. Mary's Rd., Harborne, Birmingham, B17 DEY. Merchant.

Paul T. Craddock, 19 Brookland Rise, London, NW11. Archaeologist.

DATED this 17th day of June, 1979. WITNESS

to the above Signatures :-

B.D. Armatys,
Solicitor,
Sheffield.

The Companies Acts. 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Articles of Association

of

The Historical Metallurgy Society Ltd

1. In these Articles, unless there be something in the subject or context inconsistent therewith:-

"the Society" means the above-named Society;

"the Journal" means the official journal of the Society from time to time issued to members of the Society whether known by that title or by any subsequent title;

"The Institute" means The Institute of Materials or its successor.

and otherwise these articles shall be construed with reference to the provisions of the Companies Act, 1948 (hereinafter called the Act) and the terms used in these Articles shall be taken as having the same meaning as they have when used in the Act.

2. For the purpose of registration the number of members of the Society is declared not to exceed 2,000 but the Council may from time to time register an increase.

3. There shall be the following classes of membership:-

- (a) Honorary Members, (not exceeding ten in number) who shall be persons at least 18 years of age whose outstanding services to the Society shall have been such as in the opinion of at least two-thirds of the members of the Society attending in General Meeting or of two-thirds of the Members of the Council to merit their admission to or continued membership of the Society without payment;

- (b) Ordinary Members, who shall be at least 18 years of age, and who shall pay the annual subscription fixed from time to time by ordinary resolution passed by a simple majority at a General Meeting;

- (c) Institutional Members, who shall be bodies corporate or unincorporated associations who shall pay the annual subscription fixed from time to time by resolution as aforesaid.
- (d) Concessionary members, who shall be either bona fide students to the satisfaction of the Council or persons under 18 or over 65 years of age, and who shall pay the reduced annual subscription fixed from time to time as aforesaid.

For the purposes of determining the class to which a Member is eligible, his or her age shall be reckoned at the time of their election or the time at which their subscription falls due for renewal.

4. All membership subscriptions shall become due on the first day of January of each year.
5. The first members of the Society shall be:-
 - (a) The signatories to the Memorandum of Association and these Articles and
 - (b) Every other person or body who at the date of registration of the society shall be a paid-up member of the unincorporated society known as "The Historical Metallurgy Society" and who signifies in writing his agreement to become a member. The class of membership in the Society of such persons or bodies shall correspond to the class of membership held by them respectively in the said unincorporated society at the date of registration and in the case of Ordinary, Joint Ordinary, Institutional and Student and Retired Members their initial subscription to the Society shall become due on the first day of January next succeeding the said date of registration.
6. Where any person or body desires to be admitted to membership of the Society, he must (unless the Council shall waive such formalities) sign and deliver or cause to be signed and delivered to the Society an application for admission framed in such terms as Council may require and such application must be accompanied by the sum appropriate to the class in respect of which he desires to be a member. The Council may refuse any application for membership without assigning any reason therefore.

Membership of the Society shall carry with it, subject to the provisions of these Articles, the right to participate in activities the Society, to receive such publications for the current year as the Council of the Society shall direct, to attend and vote at the General Meetings of the Society, and to be elected a member of the Council. Provided always that no member shall have power to assign or transfer any privilege, benefit or interest arising out of membership of the Society.

8. A member shall cease to be a member of the Society:-
 - (a) On his resignation, bankruptcy, or death;
 - (b) On his name being removed from the register by the Council if his subscription or any other money due from him to the Society remains unpaid for 30 days after notice in writing of the Council's intention has been sent to his last known address. Provided that the Council may at their discretion extend the time for payment or remit any sum due. No person whose membership has ceased under this paragraph shall again be elected a member until all moneys due from him to the Society shall have been paid or remitted.
 - (c) By a resolution of the Council to expel him. Provided that any member so expelled shall have the right to appeal to the next General Meeting of the Society against such resolution and he shall receive at the time of his expulsion or as soon as practicable thereafter written notice of such right and of the date of such General Meeting.
9. No member who resigns shall be entitled to any refund of his subscription, but a member expelled under Article 8 shall be entitled to a proportionate refund of his subscription, as determined by the Honorary Treasurer or (in case of dispute) by the Council.
10. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it.
11. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.
12. The Council may, whenever they think fit, and shall upon a written requisition signed by at least thirty members, convene an Extraordinary General Meeting, or in default such a Meeting may be convened by such requisitioning members as provided by section 132 of the Act.
13. At least 35 days' notice shall be given in the case of the Annual General Meeting, or of an Extraordinary General Meeting where it is proposed to pass a special resolution. At least 7 days notice shall (unless the meeting otherwise resolves) be given of an adjourned meeting, and at least 14 days' notice of any other meeting. The notice shall specify the time and place of the meeting the general nature of any special business and such particulars of other business as may be available, and shall be given to all members in the manner prescribed by these Articles; but the accidental omission to give such notice to, or

the non-receipt of such notice by, any member shall not invalidate the proceedings at any General Meeting.

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting except for the consideration of the accounts the fixing of subscriptions, the accountant's or auditor's report as required, the ordinary reports of Council Members, the election of members of the Council, and the appointment and remuneration of the Accountants or Auditor.
15. No business shall be transacted at any General Meeting unless a quorum of not less than fifteen members is present at the commencement of such business.
16. If, within half an hour from the time appointed for the meeting a quorum is not present it shall, if convened by requisition, be dissolved, and in any other case shall stand adjourned sine die.
17. The Chairman shall be entitled to preside as chairman at every General Meeting, or in his absence the President. Subject thereto, any member of the Council shall be entitled to preside, whom failing the members shall elect one of their number to act as chairman for that meeting.
18. The Chairman may with the consent of the meeting adjourn such meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than that left unfinished at the meeting from which the adjournment took place.
19. At any General Meeting, unless a poll is demanded by at least five members, a declaration by the Chairman of the meeting on a show of hands that a resolution has been carried or lost and an entry to that effect in the minute book, shall be conclusive evidence of the fact.
20. If a poll is demanded as aforesaid it shall be taken forthwith and the result shall be deemed to be the resolution of the Society in General Meeting. The demand for a poll may be withdrawn.
21. Every Honorary, Ordinary, and Concessionary Member shall have one vote (subject that no Concessionary member aged under 18 on the day of the meeting shall be entitled to vote) and all votes shall be given personally. Each Institutional Member shall have one vote. No member from whom a subscription or other money is due to the Society and unpaid shall be entitled to attend or vote at a General Meeting. In case of equality of votes, the Chairman of the meeting shall have a second or casting vote, whether on a show of hands or a poll.

22 (A) The management of the affairs of the Society shall be in the hands of the Council, of up to 20 members, namely:

- (a) a President
- (b) a Chairman
- (c) an Honorary General Secretary
- (d) an Honorary Treasurer
- (e) three Honorary Editors of the Journal (or such lesser number as Council may at any time by resolution determine)
- (f) up to six other honorary officer posts, whose titles and roles are to be determined by Council from time to time according to the needs of the Society
- (g) up to twelve ordinary council members

(B) The Council may at any time by Resolution appoint one or two Honorary Assistant Secretaries for such period or periods as the Council may think fit and with such duties as may from time to time be imposed by the Council provided however that no Honorary Assistant Secretary may be appointed on terms which would prevent his removal from office by the Council at any time nor on terms which would authorise the payment of remuneration to him except in accordance with Article 5 of the Memorandum of Association.

23. The first Council shall consist of the persons (being members of the Society) appointed in writing (with their respective designations of office) by the subscribers to the Memorandum of Association and these Articles, or by a majority of them.

24. At each Annual General Meeting of the Society the following provisions shall have effect:-

- (a) The President and the Chairman shall each serve two years and each shall be eligible for re-election once for a second term of two years. Neither shall be eligible for re-election as such immediately after serving two terms totaling four years. If either office shall fall vacant the vacancy shall be filled at the next Annual General Meeting.
- (b) The Honorary General Secretary and Honorary Treasurer shall serve for the

term of three years, and both shall be eligible for re-election for up to two further terms of three years. Neither shall be eligible for re-election as such immediately after serving three terms totaling nine years. If either office shall fall vacant the vacancy shall be filled at the next Annual General Meeting.

- (c) An Honorary Editor of the Journal shall hold office for three years and shall be eligible for re-election for up to two further terms of three years. None shall be eligible for re-election as such immediately after serving three terms totaling nine years. If the office of an Honorary Editor shall fall vacant the vacancy shall be filled at the next Annual General Meeting.
- (d) Each additional honorary officer as determined from time to time by the Council (as per paragraph A (f) of Article 22 above) shall hold office for three years and shall be eligible for re-election for one further terms of three years. None shall be eligible for re-election as such immediately after serving two terms totaling six years. If the office of any such honorary officer shall fall vacant the vacancy shall be filled at the next Annual General Meeting.
- (e) Each Ordinary Member of the Council shall serve three years and shall be eligible for re-election for a second term of three years. No ordinary member of Council shall be eligible for re-election as such immediately after serving two terms totaling six consecutive years. This maximum consecutive period shall apply to existing Ordinary members of the Council.
- (f) Nothing herein contained shall preclude the Council from filling casual vacancies among Council Members specified in sub-paragraphs (a) to (g) of paragraph (A) of Article 22 under the powers contained in Article 26

- 25. Nominations in writing duly proposed and seconded for the posts the subject of election at an Annual General Meeting shall reach the Honorary General Secretary not later than twenty one days before the date of such meeting.
- 26. Any casual vacancies arising among Council Members may be filled by the Council. Any person so appointed shall retire at the following Annual General Meeting but shall be eligible as a candidate for election as a Member of the Council at such Annual General Meeting.

27. Every Council Member shall be a member of the Society, and shall be aged 18 years or over.
- 28 (A) A Council Member shall vacate his office if he:-
- (a) Ceases to be a member of the society
 - (b) Becomes of unsound mind
 - (c) By notice in writing to the Honorary General Secretary resigns his office
 - (d) Ceases to hold office by reason of any order made under Section 188 of the Act; or
 - (e) Is removed from office by a resolution duly passed pursuant to Section 184 of the Act
- (B) An Honorary Officer who ceases to hold that office shall cease to be a member of Council, unless Council resolves to the contrary.
29. The Council shall meet at least twice a year and five shall form a quorum. The same officers shall be entitled to preside, and in the same priority, as at a General Meeting. In case of an equality of votes, the chairman shall have a second or casting vote. Not less than 48 hours notice of a meeting shall be given to all Council Members. Meetings shall be summoned by the Honorary General Secretary at the request of the President or the Chairman or of any three Council Members. If a decision of Council is required, and cannot be delayed until the next physical meeting, a 'virtual' meeting may be called. All members of Council shall be invited to participate, and the meeting shall be open for at least 96 hours. There will be at least five active participants in order to be quorate and minutes will be kept and submitted to the next physical meeting for review.
30. The Council may from time to time appoint and discharge such members of the Society as it thinks fit to assist it in the discharge of its duties, and allot designations of office to such members, but no such appointment or designation shall thereby constitute such person a Member of the Council for any purposes whatsoever, nor shall such person be entitled to attend any Council meeting except by invitation nor in any case to vote at a Council meeting.
31. The Council may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the Society or any third party.

32. The Council shall have power to make, alter and repeal bye-laws regulating the admission of members and of visitors to any premises of or occupied by the Society, for the conduct and safety of such persons thereon and for the operation of plant, machinery and equipment thereat. It shall be the duty of Members to acquaint themselves with such byelaws. Provided always that no byelaw shall affect or repeal anything contained in the Memorandum of Association or these Articles and that any byelaw may be set aside by a special resolution of the Society.
33. The Council may delegate any of its powers to Committees consisting of such Members of the Council and others as it shall think fit, and any Committee so formed shall, in 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 Articles for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Council, provided that all acts and proceedings of such Committees shall be reported back to the Council as soon as possible.
34. The Council may exercise all such powers and do all such acts and things as the Society is by its Memorandum of Association or otherwise authorised to exercise and do and are not hereby or by Statute directed or required to be exercised or done by the Society in General Meeting, but subject nevertheless to the provisions of the Act and of these Articles and to any regulations not being inconsistent with these Articles from time to time made by the Society in General Meeting.
35. The Society in General Meeting shall have power to alter, amend or add to these Articles. Any proposal for altering, amending or adding to these Articles shall be contained in a special resolution for which at least 35 days' notice shall be given of the meeting at which it is to be considered, provided that no amendment shall be made the effect of which would cause the Society to cease to be charity at law.
36. The Council shall provide for the safe custody of the Common Seal, which shall only be used by the authority of the Council, and every instrument to which it is affixed shall be signed by a Council Member and countersigned by the Honorary General Secretary or a second Council Member.
37. The Council shall cause proper books of account to be kept as required by law and by the Memorandum of Association, such books to be kept at the Registered Office of the Society, or, subject to Section 147(3) of the Act, at such other place or places as the Council shall think fit, and they shall always be open to inspection by the Council.
38. A copy of every balance sheet and every document required by law to be annexed thereto which is to be laid before the Society in General Meeting, together with a copy of the Accountant's or Auditor's report, shall not less than thirty five days before the date of

the meeting be sent to every member of, and every holder of debentures in, the Society. Provided that this Article shall not require such copies to be sent to any person of whose address the Society is unaware.

39. Accountants or Auditors as required shall be appointed to examine the accounts and their duties regulated in accordance with the Companies Act 1985 and any subsequent legislation for the time being in force.
40. A notice may be served by the Society on any member either personally, or by prepaid postal letter or issue of the Journal or Newsletter addressed to his or her registered postal address, or by email or other electronic means, subject that service by post shall always be available to any member requesting it. Any notice served by post shall be deemed to have been served at the time the letter or Journal or Newsletter containing it would have been delivered in the ordinary course of post, and in proving service it shall be sufficient to prove that such letter or Journal or Newsletter was properly addressed and posted and that the postage was prepaid. Any notice or letter or Newsletter or Journal served electronically shall be deemed to have been served at the time the electronic communication would have been delivered in the ordinary course of such electronic communication, and in proving service it shall be sufficient to prove that such communication was properly addressed.
41. Any Corporation which is a Member of the Society may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Society and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that Corporation could exercise if it were an individual member of the Society.
42. A Council Member shall not vote in respect of any contract or proposed contract with the Society in which he is either directly or indirectly interested or in respect of any matter arising thereout and if he does so vote then his vote shall not be counted.
43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Society shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Council shall from time to time by resolution determine.
44. The Council shall cause minutes to be made in books provided for the purpose
 - (a) of all appointments of officers made by the Council
 - (b) of the names of the Members of the Council present at each Meeting of the Council, and
 - (c) of all resolutions and proceedings at all Meetings of the Society, of the Council and of any Committee,

and every Council Member present at any Meeting of the Council or any Committee shall sign his name in a book to be kept for that purpose.