**Explanatory notes on the proposed changes to the Memorandum and Articles of Association of the Historical Metallurgy Society Ltd**

The Memorandum of Association is not being changed as it is a historic document recording the intentions of the members when the Society became a limited liability company and a registered charity in 1979.

The Articles of Association have been revised and updated on a number of occasions since then to reflect the current needs and practice of the Society. The latest revisions will be put to an Extraordinary General Meeting on 5 June 2021 for approval. These notes highlight the material changes that are being proposed.

Paragraph 6 (and 40) on membership and notices

From July 2021 a condition of membership is that new members will receive notices from the Society by email (rather than by posting paper copies).

Paragraph 13 (and 35) on General Meetings

The period of notice of General Meetings is reduced from 35 to 20 days. In addition, Annual General Meetings and Extraordinary General Meetings may be held using a digital platform approved by Council, eg Zoom or Teams.

Paragraph 21 on voting at General Meetings

Voting at AGMs and EGMs is usually carried out by a show of hands. The equivalent mechanism will be used at any digital (on-line) meetings. Members have to be physically present (or logged in) in order to vote as postal and proxy votes are not permitted.

Paragraph 25 on nominating officers for election at an AGM

Nominations may be made on paper or by email. As before they must comprise the

proposal, the seconding and the candidate’s consent to serve and declaration of

eligibility. These component parts of the nomination may now be sent to the Honorary

Secretary separately.

Paragraph 29 on Council meetings

These meetings no longer have to be physical gatherings but may be held on a digital platform approved by Council.

Paragraph 30 on co-opting members to Council

The Council may co-opt additional HMS members to assist it in its work but the total number must not exceed 40% of the number of elected Council members.

Paragraph 44 on Council minutes

These will now be kept in digital format rather than on paper.