

Part B Other Articles

INTERPRETATION

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

WORDS	MEANINGS
The Ordinance	The Companies Ordinance of Hong Kong SAR, as amended;
These presents	These Articles of Association, and the regulations of the Society from time to time in force;
The Society	The Society entitled “ THE FLUID-STRUCTURE-SOUND INTERACTIONS AND CONTROL SOCIETY LIMITED 流固聲耦合與控制學會有限公司” whether or not it continues to be so named;
The Council	The Council being vested with the management of the Society for the time being pursuant to the provisions of the Articles;
Ordinary Member	Member of the Council who is not an officer of the Society under Article 85-92;
Executive Committee	Officers of the Society
The Office	The registered office of the Society;
The Seal	The common seal of the Society;
Hong Kong SAR	Hong Kong Special Administrative Region, China;
Month	Calendar month;
In writing	Printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form;

and words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine gender; words importing persons shall include corporations.

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

2. The members of the Society shall be:—
- (a) The Founders to the Mandatory Articles of Association of the Society; and
 - (b) Such persons as in accordance with the provisions of these presents the Council shall admit to membership upon payment of such fees as the Council may, subject to confirmation by members in General Meeting, prescribe.

MEMBERS

3. Notwithstanding anything herein contained to be contrary but without prejudice nevertheless to the provisions of Articles 28-34 the Council of the Society shall have the final right to decide (without giving any reasons therefore) any questions relating to the admission, retirement or expulsion of any person as a member or with regard to transfer or otherwise of any person from one grade or class of membership to or from another grade or class. The number of member of the Society should be not more than five hundred.

MEMBERS OF THE SOCIETY

4. The members of the Society shall be divided into the following classes or grades:—
 - (a) Fellows and Members who shall be known and referred to hereinafter as Corporate Members;
 - (b) Honorary Fellows, Honorary Members, Student Members and Affiliates who shall be known and referred to hereinafter as Non Corporate Members and shall not be members for the purposes of the Ordinance;

CORPORATE MEMBERS

5. A Fellow shall be a person who shall attained the age of 45, have been a member of the Society for not less than five years and who having demonstrated his competence and suitability for admission to the grade by:—
 - (a) Original work in the field of the fluid-structure-sound interactions and control; or
 - (b) His eminence in the profession of the fluid-structure-sound interactions and control, to the satisfaction of the Council, shall be elected to the grade of Fellow by the Council.
6. A Member shall be a person who shall have obtained a qualification approved by the Council and have satisfied the Council that he has three years' professional experience in the fluid-structure-sound interactions and control of which at least one year shall be post-qualification experience.

NON CORPORATE MEMBERS

7. An Honorary Fellow shall be a person who has made an outstanding contribution to the fluid-structure-sound interactions and control over a substantial period of years or who has provided exceptional long-term service and support to the Society. An honorary fellow is proposed by the Council and must be approved by a General Meeting. Honorary fellows are not expected to pay fees and may receive Society publications of their choice. An honorary fellow cannot be proposed if the number of honorary fellows exceeds two percent of the total number of members of the Society. An honorary fellow remains a member of the Society for life, unless he/she resigns in accordance with Articles 24-27.

8. An honorary member shall be a person who is or has been concerned or actively interested in the fluid-structure-sound interactions and control who although not otherwise qualifying for corporate membership is in the opinion of the Council sufficiently connected with the work and objects of the Society as to warrant election to honorary membership as likely to assist the Society in the furtherance of its objects. An honorary member is proposed by the Council and must be approved by a General Meeting.
9. A Student Member shall be a person who shall have enrolled at least half-time in an accredited educational institution.
10. An Affiliate shall be a person who shall have attained the age of 25 and who shall not be eligible for any other grade of membership and who in the opinion of the Council has some special connection with the fluid-structure-sound interactions and control.

APPLICATION OF MEMBERSHIP

11. A person who is not a member of the Society shall not be admitted to membership, unless:—
 - (a) an application is made as provided in Article 12; and
 - (b) admission as a member is approved by the Council.
12. An application of a person for membership of the Society:—
 - (a) shall be made in writing in the form set out by the Council, and
 - (b) shall be lodged with the Secretary.
 - (c) shall be accompanied by the sum payable under these articles as the two year's subscription.
13. The Secretary shall refer the application to the Council at its next meeting.
14. Upon an application being referred to the Council, the Council shall determine whether to approve or to reject the application.
15. Upon an application being approved by the Council, the Secretary shall, with as little delay as possible, notify the applicant in writing or by email that Council has approved membership, and enter the applicant's name in the register of members. Upon the name being so entered, the applicant becomes a member of the Society.
16. If Council rejects an application for membership, the sum paid under Article 12(c) shall be returned to the applicant.
17. There shall be no entrance fee.

TRANSFERS OF MEMBERSHIP AND PRIVILEGES OF CLASSES

18. The rights and privileges of every member of whatsoever class shall (subject to provisions of these presents) be determined by the Council from time to time. Such rights and privileges shall be personal to the member and shall not be transferable or transmissible and shall cease on the cessation of membership. No person shall by reasons of his being a member of the Society be entitled to any rights or privileges other than those which from time to time attach to the particular class of membership to which he belongs.
19. The privileges of each class shall be as laid down by the Council from time to time.
20. Nothing herein contained shall prevent a member applying in manner specified from time to time by the Council for a transfer from one class of membership to another. Notwithstanding the provisions hereof the Council may admit to any class or grade of membership any person whom the Council shall in their absolute discretion consider to be a fit and proper person to be admitted to such class or grade.

TWO-YEAR SUBSCRIPTION

21. The two-year subscription for each category of member shall be determined by Council for each financial year.
22. The two-year subscription is payable in advance on or by the end of the biennially -organized symposium on fluid-structure-sound interactions and control. The exact date of the symposium shall be determined by the Council. Membership lapses if two-year subscription is not paid within three months of becoming payable. In exceptional circumstances, Council may, at its discretion, revoke such a lapse of membership on payment of this two-year subscription.

REGISTER OF MEMBERS

23. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member and the register shall be available for inspection by members at an address nominated by the Secretary.

CESSATION OF MEMBERSHIP

24. A member ceases to be a member of the Society if he/she:—
 - (a) dies;
 - (b) resigns in accordance with Articles 25 and 26;
 - (c) allows their membership to lapse under Article 22; or
 - (d) is expelled from the Society under Articles 28-34.

25. A member of the Society who has paid all moneys due and payable by that member to the Society may resign from the Society by giving one month's notice in writing to the Secretary of intention to resign. Upon the expiration of that period of notice, the member shall cease to be a member.
26. Upon the expiration of a notice given under Article 24, the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
27. Subject to the right of the Council to take disciplinary action (in manner hereinafter specified) against any member of any class in accordance with provisions of these articles in respect of an antecedent cause for complaint a member not in arrears with his fees or subscriptions may resign at any time on giving notice in writing to the Council but no part of any subscriptions or fee already paid shall be returnable to such member.

DISCIPLINARY ACTION

28. Subject to these articles, the Council may, if it is of the opinion that a member:
 - (i) has refused or neglected to comply with these articles; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interest of the Society;

may by resolution:—

- (a) expel a member from the Society; or
 - (b) suspend a member from membership for a specified period.
29. A resolution of the Council under Article 28:—
 - (a) does not take effect unless the Council, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under Article 30 confirms the resolution in accordance with this article; and
 - (b) where the member exercises a right of appeal to the Society under this article does not take effect unless the Society confirms the resolution in accordance with this article.
30. Where the Council passes a resolution under Article 28, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:—
 - (a) setting out the resolution of the Council and the grounds on which it is based;

- (b) stating that the member may address the Council at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that one or more of the following actions may be taken:—
 - (i) the member may attend that meeting; (ii) the member may give to the Council before the date of that meeting a written statement seeking the revocation of the resolution; (iii) not later than seven days after the time of the meeting, the member may lodge with the Secretary a notice of intent to appeal against the resolution to the Society at a General Meeting.
31. At a meeting of the Council held in accordance with Article 29, the Council:—
- (a) no business other than the question of the appeal shall be transacted;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
32. Where the Secretary receives a notice under Article 30, the Secretary shall notify the Council and the Council shall convene a General Meeting of the Society to be held within 28 days after the date on which the Secretary received the notice.
33. At a General Meeting of the Society convened under Article 32:—
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
34. If at the General Meeting:—
- (a) two-thirds of votes in person or by proxy of eligible members are cast in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

GENERAL MEETING

35. The Society shall in each calendar year convene an Annual General Meeting of its members to be held at any time in the financial year, on such day as the Council determines.
36. The Annual General Meeting shall be specified as such in the notice convening it.
37. The ordinary business of the Annual General Meeting shall be:—
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive reports from the Council upon the transactions of the Society during the last preceding financial year;
 - (c) to receive and consider the statement submitted by the Society, on the financial status and transactions of the Society; and
38. The Annual General Meeting may transact special business of which notice is given in accordance with these articles.
39. The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
40. Twenty-one days' notice in writing at least of every Annual General Meeting and of every meeting convened to pass a special resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day on which it is given), specifying the place, the day and hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Ordinance entitled to receive such notices from the Society, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Ordinance and in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
41. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
42. A member desiring to bring any business before a General Meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

43. The accidental omission to give notice of a meeting to, or the non receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting. No member who is in arrears with his subscription shall have right to vote at any such meeting.

EXTRAORDINARY GENERAL MEETINGS

44. All General Meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.
45. The Council may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of not less than ten Corporate Members or in default may be convened as provided by the Ordinance.
46. The requisition for an Extraordinary General Meeting shall state the objects of the meeting and shall be signed by the Corporate Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Corporate Members making the requisition.
47. If the Council does not cause an Extraordinary General Meeting to be held within two months after the date on which the requisition is sent to the address of the Secretary, the Corporate Members making the requisition, or any of them, may convene an Extraordinary General Meeting to be held not later than three months after that date.
48. An Extraordinary General Meeting convened by Corporate Members in pursuance of these articles shall be convened in the same manner as nearly as practicable as that in which those meetings are convened by the Council and all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the persons incurring the expenses.

PROCEEDINGS AT GENERAL MEETINGS

49. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income statement and statement of financial position, and the reports of elections to the Society Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
50. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be at least ten members of the Society of whom at least one shall be an Officer and at least six Corporate Members.

51. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at any other place as the Society Council may determine, and if at such adjourned meeting a quorum is not present within the meeting the members present shall be a quorum.
52. The President or failing him the Vice-President shall preside as Chairman at every General Meeting, but if there be no such President or Vice-President or if at any meeting none of them shall be present within fifteen minutes after the time appointed for holding the same and willing to preside, the Corporate Members present shall choose some member of the Society Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some Corporate Member who shall be present to preside.
53. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted in an adjourned meeting.
54. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the result of the show of hands, demanded by the Chairman or by at least five Corporate Members present in person or by proxy, and representing one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence or the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
55. Subject to the provisions of Article 56, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
56. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
57. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

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

VOTES OF MEMBERS

59. Subject as hereinafter provided, every Corporate Member shall have one vote.
60. Save as herein expressly provided no member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting. Non Corporate Members shall not have the right to vote.
61. Votes may be given on a poll either personally or by proxy. On a show of hands a Corporate Member present only by proxy shall have no vote. A proxy need not be a member.
62. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or if such appointor is a corporation under its common seal, if any, if none, then under the hand of some officer duly authorized in that behalf.
63. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
64. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
65. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

I,.....of.....
a Corporate Member of the Society, hereby appoint
of..... and failing him,.....
of to vote for me and on
my behalf at the (Annual or Extraordinary, or adjourned, as the case may be) General
Meeting of the Company to be held on the day of
and at every adjournment thereof.”

CENTRES

66. Upon receipt of a written request from not less than ten Corporate members in the same region, Council may, at its discretion, delimit the region and create a Centre to further the aims of the Society in that region.
67. Upon creation of a Centre, the Secretary shall send to all members in the same region as the Centre, notifying them that they are now affiliated with the Centre.
68. Council shall have the power to dissolve a Centre at any time if the Centre ceases to meet its responsibilities as outlined in Articles 69-73.

CENTRES - GOVERNANCE

69. The officers of a Centre shall include, but not be limited to, a Chair, Secretary and Treasurer. The officers shall be Corporate Members of the Society, elected annually by simple majority of the members present at a Centre meeting.
70. Within one year of its creation, a Centre shall prepare articles for its operation which are acceptable to Society.
71. Notices of all meetings of a Centre shall be sent to all members affiliated with the Centre.
72. By 28 February of each year, the Chair of each Centre shall submit to the Secretary a written report of the Centre's activities and finances during the previous financial year.
73. Council shall provide annual funds to permit each Centre to carry on activities related to the aims of the Society. At no time shall the total liabilities of a Centre exceed its total assets.

SPECIAL INTEREST GROUPS

74. Upon receipt of a written request from not less than ten Corporate members, Council may, at its discretion, create a Special Interest Group. A Special Interest Group shall consist of members of the Society who are interested in a particular aspect of the fluid-structure-sound interactions and control or related subjects or who are interested in establishing links with organizations with similar aims outside Hong Kong and who wish to join together to further their interest.
75. Upon creation of a Special Interest Group, the Secretary shall send notices to all members, notifying them of the creation of the Special Interest Group.
76. Any member of the Society may affiliate with a Special Interest Group.
77. Council shall have the power to dissolve a Special Interest Group at any time if the Special Interest Group fails to meet its responsibilities as outlined in Articles 78-82.

SPECIAL INTEREST GROUPS – GOVERNANCE

78. The officers of a Special Interest Group shall include, but not be limited to, a Chair, Secretary and Treasurer. The officers shall be members of the Society elected annually by simple majority of the respondents to a mail ballot sent out to all members affiliated to the Group.
79. Within one year of its creation, a Special Interest Group shall prepare Articles for its operation which are acceptable to Society.
80. Notices of all meetings of a Special Interest Group shall be sent to all members affiliated with the Group.
81. By 28 February of each year, the Chair of each Special Interest Group shall submit to the Secretary a written report of the Group's activities and finances during the previous financial year.
82. Council may, at its discretion, provide funds to assist a Special Interest Group in carrying out its activities related to the Society's aims. Council may raise these funds by levying a Special Interest Group membership fee. At no time shall the total liabilities of a Special Interest Group exceed its total assets.

COUNCIL, OFFICERS AND EXECUTIVE COMMITTEE

83. The Council is responsible for the overall direction and management of the Society.
84. The Council:—
- (a) shall control and manage the business and affairs of the Society;
 - (b) may, subject to these articles, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these articles to be exercised by general meetings of the members; and
 - (c) subject to these articles, has the power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Society.
85. The Council shall consist of:—
- (a) the officers of the Society;
 - (b) six ordinary members;
 - (c) the immediate past President; and
 - (d) the Chairs of each Centre and Special Interest Group.
86. The officers of the Society shall be:—

- (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer;
 - (d) a Secretary.
87. The provisions of Articles 95-99, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons as officers or ordinary members of Council.
88. Each officer and ordinary council member shall hold office for a normal term from the date of the Annual General Meeting at which they were elected to the date of the Annual General Meeting in the second calendar year following their election, but is eligible for re-election subject to the provisions of Article 89.
89. The officers of the Society shall not hold the same office for more than eight consecutive years.
90. In the event of a casual vacancy in any office, the Council may appoint one of its members to the vacant office and the member so appointed may continue in office for the remainder of the normal term.
91. In the event of a casual vacancy occurring for an ordinary member of Council, the Council may appoint a member of the Society to fill the vacancy and the member so appointed may continue on Council for the remainder of the normal term.
92. Council may co-opt additional members of Council for specific duties.
93. Executive Committee shall consist of the officers of the Society.
94. Between meetings of the Council, the Executive Committee is responsible for ensuring that every reasonable action is taken to accomplish the aims of the Society, subject to the direction of Council. Specifically the Executive Committee has responsibility for:
- (a) execution of the day-to-day business of the Society;
 - (b) implementation of the decision of Council as directed; and
 - (c) other matters as delegated by the Council to the Executive Committee.

ELECTION OF OFFICERS AND ORDINARY MEMBERS

95. Council shall, not later than October 31 each year, send to each member a request for nominations for election to such positions on Council as fall vacant at the following year's Annual General Meeting.
96. Nominations of eligible members for election as officers of the Society or as ordinary members of Council:—

- (a) shall be made in writing, signed by two eligible members of the Society and accompanied by the written consent of the candidate.
 - (b) shall be delivered to the Secretary by a date, determined by Council, which shall be no later than the date on which notice of the Annual General Meeting is sent to members in accordance with Article 40.
97. The notice to members of the Annual General Meeting shall include a list of all nominations received by the closing date.
98. In the case of no more than one nomination for each position, the candidates shall be declared to be elected unopposed. Otherwise, a ballot for election shall be held.
99. In the event of a ballot being required, it shall be conducted at the Annual General Meeting, with members able to exercise a vote either in person or by proxy appointed in accordance with Article 61. The ballot shall be conducted so that each eligible member may cast the same number of votes for each position as there are vacancies for that position. The candidates with the largest numbers of votes shall be declared elected. In the event of a tie for any position, the winner shall be chosen by lot.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

100. The office of a member of the Council shall be vacated;
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (b) If he becomes of unsound mind;
 - (c) If he ceases to be a member of the Society;
 - (d) If by notice in writing to the Society he resigns his office;
 - (e) If deemed necessary by the Council for the benefit of the Society;

POWERS AND DUTIES OF THE COUNCIL

101. The business of the Society shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents to be provisions of the statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid such regulations or provisions, as may be prescribed by the Society in General Meeting shall invalidate any prior act of the Council which could have been valid if such regulation had not been made.

102. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
103. The Council shall engage all such officers and servants as they deem necessary and shall regulate their duties and fix their salaries.
104. The Council may appoint such other committee as they may deem necessary from time to time and the work and finding of such committees shall have effect within their terms of reference as determined by the Council subject always to the Council confirming the minutes of such committees provided that the President and the Treasurer for the time being shall be ex officio members of all committees.
105. The Council or any committee appointed by the Council shall be enabled from time to time and generally or for a specific purpose to co-opt any person or persons from among the members, Corporate or Non Corporate, to serve thereon provided that any Non Corporate member shall not have the power to vote on the Council or on any committee having financial powers. Co-opted members of the Council shall cease to hold office as such at every Annual General Meeting of the Company or when required by the Council whichever is the earlier but may be reappointed thereafter.
106. It shall be the duty of the Council to encourage the setting up of specialist divisions as may be appropriate and such local centres and special interest groups shall be constituted as the Council shall determine.
107. The Council shall have the power to erase from the register of members the name of any person whose subscription shall after at least one reminder be in arrears for such time after it shall have become payable as the Council shall from time to time determine. Provided that at least six months shall have elapsed from the time when such subscriptions became payable before any such reminder is sent.

PROCEEDING OF THE COUNCIL

108. The Council shall meet at least two times in each year at such place and such times as the Council may determine.
109. Special meetings of the Council may be convened by the President, Vice-President or by any four of the members of Council.
110. Notice shall be given to members of the Council of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

111. Any four members of the Council, including at least one member of the Executive, constitute a quorum for the transaction of the business of a meeting of the Council.
112. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time and place to be determined by the presiding member, being not more than one week hence.
113. At meetings of the Council:—
- (a) the President or, in the absence of the President, the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Council as may be chosen by the members present shall preside.
114. Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
115. Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote and, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
116. Written notice of each Council meeting shall be served on each member of the Council by delivering it to the Council member at a reasonable time before the meeting or by notification in writing addressed to the member at his/her usual or last known place of abode or of employment at least five business days before the date of the meeting.
117. Subject to Article 111 the Council may act notwithstanding any vacancy on the Committee.
118. Meetings may take place with members of Council present either in person or by telephone or other communications facility.

CHEQUES

119. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Executive Committee or such other persons as are authorized by Council.

SEAL

120. The Common Seal of the Society shall be kept in the custody of the Secretary.