



**SOCIETY FOR THE PROMOTION
OF ROMAN STUDIES**

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

Company Registration number 114442

*THE COMPANIES ACTS 1908-1981 AND THE COMPANIES ACT 1985 AND
THE COMPANIES ACT 1989*

**MEMORANDUM OF ASSOCIATION OF THE SOCIETY FOR THE
PROMOTION OF ROMAN STUDIES**

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

1. The name of the Society is 'THE SOCIETY FOR THE PROMOTION OF ROMAN STUDIES'.

2. The registered office of the Society will be situate in England.

3. The objects for which the Society is established are:-

(i) To promote the study of the history, archaeology, literature and art of Italy and the Roman Empire, from the earliest times down to about A.D. 700. In furtherance of the above objects but not further or otherwise

(ii) To publish a journal or journals which shall contain original articles, reports of recent research and exploration in Roman lands, and notices of recent literature, and such other matter as the Council shall from time to time determine.

(iii) To form a library and to collect photographs, slides, and other materials for study and to offer facilities for study to those working upon the subjects to be promoted by the Society.

(iv) To hold meetings at which communications shall be made and discussions held on subjects falling within the scope of the Society.

(v) To work in harmony with and from time to time to make grants, to be applied for purposes to which the same could be applied by the Society under the provisions of this Memorandum, to the British School at Rome and to other institutions, societies and persons concerned with Roman history, archaeology, literature and art, but so that no grant or assistance in money or moneys worth shall be made or given to any such institution or society, unless it shall limit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society by virtue of clause 4 hereof.

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

PROVIDED THAT the Society shall not support with its funds, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which, if an object of the Society would make it a Trade Union.

PROVIDED also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners, the Society shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law. 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.

4. 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 the gratuitous distribution amongst the members of the Society (including the members of the Council or governing body of the Society) of any publications issued by the Society nor the payment, in good faith, of reasonable and proper 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 prevent the payment of interest at a rate not exceeding 5 per cent per annum 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 or governing body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that except as herein expressly provided no remuneration or other benefit in money or moneys worth shall be given by the Society to any member of such Council or governing body except a fee not to exceed thirty pounds for the review, written by such member of any book or any other work for publication in the aforesaid Journal or Journals except fees not exceeding six hundred pounds in aggregate paid to any of the Editors other than the Chairman of

the Editorial Committee whilst an ex-officio member of the Council and except the repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society; provided that nothing hereinbefore contained shall apply to any payment to any Company of which a member of the Council or governing body may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he or she may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every statutory member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he, she or it is a member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he 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 one pound.

7. If upon the winding up or dissolution of the Society there remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which shall limit 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 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

The Memorandum of Association of the Society was amended by a Special Resolution of the Society passed on 8 June 1991.

Company Registration number 114442

THE COMPANIES ACTS 1908-1981

AND

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

**ARTICLES OF ASSOCIATION OF THE SOCIETY FOR THE
PROMOTION OF ROMAN STUDIES**

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

(adopted by a Special resolution of the Society passed on 8 June 1991)

General

1. In these presents the words standing in the first column of the Table in this Article 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 Act	The Companies Act, 1985 as amended if and as relevant by The Companies Act, 1989
These presents	These Articles of Association, and the regulations of the Society from time to time in force
The Society	The above-named Society
The Council	The Council of Management for the time being of the Society
The Office	The registered office of the Society
The Officers	The President, the Vice Presidents, the Honorary Treasurer and the Honorary Secretary
The Seal	The Common Seal of the Society
The United Kingdom	Great Britain and Northern Ireland

Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form
Editors	Editors and Review Editors of any journal published by the Society and including the Chairman of the Editorial Committee

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

Words importing persons shall include corporations and clubs, societies and other institutions.

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

2. The number of members with which the Society is registered is one thousand, but the Council may from time to time register an increase of members.

3. The provisions of Sections 191(7), 352 and 353 of the Act shall be observed by the Society, and voting membership of the Society shall subject thereto be governed by the provisions of Article 6.

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

5. The members at the date of adoption of these Articles of Association and such other persons as the Council shall admit to membership in accordance with the provisions herein contained shall be members of the Society.

Membership

6. The Society shall consist of annual members and life members who shall be the statutory members of the Society. A Register of Members shall be kept in accordance

with Section 352 of the Act, in which shall be entered the particulars required by that Section, but not particulars in relation to non-statutory members.

7. The Council may elect Honorary Members who shall be non-statutory members of the Society and shall have all the privileges of membership as set out in Article 17 except that of notice of General Meetings and of voting at General Meetings and of being eligible for election to the Council. The number of Honorary Members normally resident in the United Kingdom shall not at any time exceed ten.

8. The Council may at their discretion elect from Universities, Polytechnics and other institutions of higher education of the United Kingdom and of any other country in the World as student-associate non-statutory members:-

(a) undergraduates;

(b) post-graduate students registered for a higher degree or diploma.

Provided always that student-associates in class (a) may retain their student-associate status for one calendar year following the year in which they qualify for a degree, but not for more than five calendar years in all, unless they move into class (b). Those in clause (b) may retain their status for up to five calendar years after the year in which they register for a higher degree or diploma Provided that such status shall cease on their ceasing to be so registered. The names of candidates wishing to become student-associates shall be submitted to the Council in the manner prescribed for the election of members of the Society. Every student-associate must be sponsored as suitable by the student associate's tutor or teacher, who must be a person occupying a recognised position in the institution to which the candidate belongs, and must undertake responsibility for the candidate in respect of books or slides borrowed from the Society's library. Student-associates shall be entitled to receive all the privileges of membership as set out in Article 17 except that of notice of General Meetings and of voting at General Meetings and of being eligible for election to the Council.

9. Any corporation, institution, club, society, school or company limited by guarantee and not having a share capital may be admitted to membership of the Society as a special annual member either

(a) if situate with its registered office or principal place of business in the United Kingdom as a statutory member entitled to appoint an authorised representative to attend, speak and vote at any General Meeting of the Society and an individual so appointed shall be eligible for election to the Council; or

(b) if situate with its registered office or principal place of business outside the United Kingdom as a non-statutory member entitled to receive all the privileges of membership as set out in Article 17 except that of notice of General Meetings and of voting at General Meetings and it shall not be entitled to appoint a representative eligible for election to the Council.

10. Companies limited by shares (including public limited companies) may be admitted to membership of the Society as special associate members which are non-statutory members. Special associate members shall not have the right to notice of General Meetings or to vote at General Meetings nor shall special associate members or their authorised representatives be eligible for election to the Council, but they shall be accorded such status as the Council shall from time to time specify.

11. The annual subscriptions (if any) payable by the members of the respective classes of membership and in the case of life members any sum which may be payable to compound the annual subscriptions shall be as determined by the Council subject to the approval of the Society at a General Meeting. The annual subscriptions shall be due on the first day of January of each year.

Admission of Members

12. The name of each candidate for membership of the Society shall be submitted by the Secretary to a meeting of the Council, who may immediately proceed to the candidate's election if they think fit to do so; no such election shall be valid unless the candidate receives the votes of the majority of those present.

13. Annual members elected after the first day of September in any year shall not be required to pay any subscription in respect of that year, neither shall they be entitled to receive gratuitously the publications issued by the Society in respect of that year.

14. When the annual subscription of any member of the Society shall be six months in arrears the Secretary or Honorary Treasurer shall remind the member of the arrears due, and in case of non-payment thereof within twelve months after the date when the member's annual subscription was due to be paid, unless the Council make an order to the contrary, such defaulting member shall cease to be a member of the Society, and thereupon such member's name shall be removed from the register.

Retirement and Removal of Members

15. Any member intending to leave the Society must send a written notice of resignation to the Secretary and thereupon such member's membership shall cease and such member's name shall be removed from the register (where relevant), but unless such notice shall be received by the Secretary on or before the first day of January in any year such member shall be held liable for the annual subscription for that year.

16. If at any time there may appear cause for the removal of a member of the Society, a special meeting of the Council shall be held to consider the case, and the member concerned shall be given reasonable opportunity to attend and speak on his or her own behalf at such meeting: if at such meeting at least two-thirds of the members present shall concur in a resolution for the removal of such member of the Society, the President shall submit the same for confirmation at a General Meeting of the Society specially summoned for this purpose, and if the decision of the Council be confirmed by a majority at the General Meeting, notice shall be given to that effect to the member in question, who shall thereupon cease to be a member of the Society, and such member's name shall be removed from the register.

Rights of Members

17. With the exception of special associate members all members of the Society (whether statutory or non-statutory) shall have the right to receive gratuitously the current issues of any one of the Society's journals, at the member's choice, and to buy the issues of any other such journals at a price or prices to be determined by the Council; to attend, and subject to Articles 7, 8, 9 and 10 to vote at all meetings of the Society; to use the Society's library and any collections of slides, etc., which may be formed by the Society, subject to such regulations as the Council may from time to

time lay down, and, to enjoy such privileges not inconsistent with the Memorandum of Association as the Council may from time to time determine.

18. No issue of any of the Society's journals shall be issued free of charge or at a member's reduced rate to any annual member, special annual member or student-associate whose subscription is in arrears.

General Meetings

19. (a) Annual General Meetings of the Society shall be held once in each year at such time, not being more than fifteen months after the holding of the preceding Annual General Meeting, and at such place as the Council may determine. At such meetings the reports of the Council shall be presented, the accounts submitted and approved, the President, Vice-Presidents, Honorary Treasurer, Honorary Secretary, and ordinary members of Council elected, any other business recommended by the Council, and any other motions brought forward by voting members of the Society discussed and determined.

(b) All General Meetings, other than Annual General Meetings, shall be Extraordinary General Meetings. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

(c) 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 seven members entitled to vote and present in person shall be a quorum.

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

(e) 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 any business transacted at any meeting.

20. All resolutions to be proposed at the Annual General Meetings shall be in writing and shall be signed by the mover and seconder. No resolution, save such as is relevant to the report of the Council or save a resolution moved and seconded and permitted at the discretion of the Chairman or Chairwoman of the Meeting, shall be voted upon unless notice of it in writing has been given to the Secretary at least four weeks before the Annual General Meeting, and circulated by the Secretary to the members.

21. Meetings of the Society for the reading of papers shall be held at such times as the Council may fix, due notice being given to members.

22. The President shall preside as Chairman or Chairwoman at all meetings of the Society (including all General Meetings) and of the Council. In case of the absence of the President, one of the Vice-Presidents (to be selected by the meeting) shall preside in his or her stead, and in the absence of the Vice-Presidents the Honorary Treasurer. In the absence of the Honorary Treasurer the meeting shall appoint one of their members to preside.

Notice

23. (a) Notice of the date and place of the Annual General Meeting shall be sent by the Secretary to all members of the Society at least six weeks beforehand. The Secretary shall send a copy of the agenda to each member of the Society with such resolutions, if any, as shall have reached him or her at least four weeks before the date of the Annual General Meeting in accordance with the provisions of Article 20.

(b) Notices of Extraordinary General Meetings shall comply with the requirements of Section 369 and where applicable Section 378 of the Act.

Votes of Members

24. Every statutory member who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of membership and (being an individual) is present in person or (being a corporation or other institution) is present by a duly authorised representative shall be entitled to one vote at any General Meeting, which shall be given in person and not by proxy. A poll may be demanded by any member present and entitled to vote and, if demanded, shall be taken at such time and place, and in such manner, as the Chairman or Chairwoman of the meeting directs.

The Governing Body and its Election

25. The governing body shall be a Council consisting of the President, the Vice-Presidents, the Honorary Treasurer, the Honorary Secretary, the Editors and not more than twenty-four ordinary members of Council, and no person shall be eligible for election to the Council unless he or she or the charitable corporation or institution of which he or she is the nominee is a statutory member of the Society.

26. The President shall be elected for such term, not exceeding five years, as may be appointed at the General Meeting at which the election is made; where a person has been elected President for a term which is less than five years, he or she shall on the expiry of his or her term of office be eligible for re-election for such further term as shall not extend his or her continuous tenure of office beyond five years.

27. The Vice-Presidents, Honorary Treasurer and Honorary Secretary shall be elected for a period of one year, and shall be immediately eligible for re-election. A retiring President shall be entitled to become a Vice-President of the Society.

28. One-third of the ordinary members of Council shall retire annually in order of their seniority of election to the Council and shall not be eligible for re-election until one year has passed. As between members of equal seniority, those to retire shall, in default of agreement, be determined by lot.

29. The President, Vice-Presidents, Honorary Treasurer, Honorary Secretary, and ordinary members of Council shall be elected at the Annual General Meeting by a

majority of the votes of those present and entitled to vote. The Chairman or Chairwoman of the meeting shall have a casting vote. The mode in which the vote shall be taken shall be determined by standing orders of the Council or otherwise as they think fit.

30. No person not being an Officer or a member of the Council retiring at a General Meeting shall, unless recommended by the Council for election, be eligible for election at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to vote at the meeting for which such notice is given, of his or her intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his or her willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

31. Upon any vacancy in the Presidency occurring, one of the Vice-Presidents shall be elected by the Council to act as President until the next Annual General Meeting.

32. Upon any vacancy occurring in the Honorary Treasurership or Honorary Secretaryship an acting Honorary Treasurer or Honorary Secretary as the case may be shall be elected by the Council to act as such until the next Annual General Meeting. The Council may elect statutory members of the Society to fill vacancies in the ordinary members of the Council, but any person so elected shall retire at the next Annual General Meeting and shall be eligible for immediate re-election.

33. The office of a member of the Council shall be vacated by any member of the Council who:-

(a) has a receiving order made against him or her or becomes bankrupt or suspends payment to or compounds with his or her creditors.

(b) becomes of unsound mind.

(c) ceases to be a member of the Society.

- (d) resigns his or her office by notice in writing to the Society.
- (e) ceases to hold office by reason of any order made under Sections 295 to 300 of the Act.
- (f) is removed from office by a resolution duly passed pursuant to Section 303 and 304 of the Act.
- (g) holds any office of profit in the Society.
- (h) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his or her interest as required by Section 317 of the Act.

Meetings of the Council

34. (a) The President or any two of the other Officers may convene a Council meeting at any time and subject thereto the Council shall meet as often as they may deem necessary for the despatch of business.

(b) The Secretary shall have authority to summon a special meeting of the Council on a requisition signed by at least six members of the Council.

35. Notice of every meeting of the Council shall be sent to each member of Council signed by the Secretary with an agenda.

36. For the purpose of filling vacancies in their body or of summoning a General Meeting, but not further or otherwise two members of the Council shall be a quorum but for all other business and purposes five members of the Council shall be a quorum.

37. All questions before the Council shall be determined by a majority of votes, and the Chairman or Chairwoman shall have a casting vote.

Powers of the Council

38. The funds and other property of the Society shall be administered and applied by the Council in such manner as they shall consider most conducive to the objects of the Society, consistently with the Memorandum of Association: in the Council shall also be vested the control of all publications issued by the Society, and the general management of all its affairs, concerns, deliberations and activities.

39. The Council may delegate any of their powers to committees consisting of such members of the Council and others as they think fit and prescribe regulations for the meetings and proceedings of such committees.

40. The Council shall have power to make rules for the regulation of the Society's library.

41. The Secretary, Librarians, and Editors and any assistants shall be appointed and hold office for such periods and on such terms as shall be determined by the Council.

42. In the appointment of the Secretary, the provisions of Sections 283(3) of the Act shall apply and be observed.

43. At every Annual General Meeting the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such account, balance sheet and reports, and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent to the Auditors and all members of the Society not less than twenty-one clear days before the date of the meeting, subject to the provisions of Sections 238, 239 and 240 of the Act. The Auditors' report shall be open to inspection before and be read at the meeting.

The Seal

44. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members

of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has properly affixed.

Accounts

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

(a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;

(b) all sales and purchases of goods by the Society; and

(c) the assets and liabilities of the Society.

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

47. The books of account shall be kept at the Office or, subject to the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of Council.

48. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members of the Society entitled to vote not being members of Council and no member (not being a member of Council) shall have any right to inspect any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

Audit and Auditors

49. (a) Once at least in every year the accounts and records of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

(b) Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 390 of the Act, the members of the Council being treated as the Directors mentioned in those Sections.

Notices

50. Services of all notices by the Society upon any member shall be deemed to be sufficient if given personally at or sent by prepaid first class mail, addressed to such member at such member's registered address as appearing in the register of members or otherwise such member's last address notified to the Secretary or sent by fax, telex or modem. Any notice, if served by post shall be deemed to have been served when in the ordinary course of post it would have been delivered or if sent by fax, telex or modem shall be deemed served when sent.

Dissolution

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