

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

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**MEMORANDUM OF ASSOCIATION**

**of**

**THE SOCIETY OF INDEXERS**

1. The name of the Company (hereinafter called “the Society”) is “The Society of Indexers”.
2. The registered office of the Society is to be situated in England and Wales.
3. The objects for which the Society is established are:
  - (a) To develop and disseminate knowledge about indexing.
  - (b) To promote high standards of indexing in order to improve the accessibility of information for the benefit of the general public.
4. And the Society shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
  - (a) To provide and recognize facilities for the initial training of new indexers and to promote opportunities for professional development and further training in indexing techniques.
  - (b) To establish and maintain procedures for conferring professional status upon appropriately qualified members of the Society.
  - (c) To establish criteria for assessing the conformity of indexes to recognized standards.
  - (d) To conduct and promote research into indexing and related matters.
  - (e) To publish and otherwise disseminate guidance, information and ideas concerning indexing and related matters.
  - (f) To promote among indexers, authors, publishers and other interested persons and organizations relationships conducive to the advancement of good indexing.

- (g) To improve the awareness and recognition of professionally produced indexes and the role of indexers in the analysis, organization and accessibility of recorded knowledge and ideas.
- (h) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (i) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society.
- (j) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society.
- (k) To borrow or raise money on such terms and on such security as may be thought fit.
- (l) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (m) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (n) To create regulations for the better governance of the Society.
- (o) To enter such contracts as may be necessary or desirable for the better governance of the Society.
- (p) To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.

Provided that:

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Society's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) 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 Members of the Council of Management or Governing Body of the Society shall be chargeable for any such property that 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 such Council of Management or Governing Body would 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 of Management or Governing Body, 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.

- 5.1 The assets and liabilities of the former unincorporated body known as the Society of Indexers shall be transferred to the Society on the date of incorporation. Similarly, the members of the unincorporated body shall cease to be such members but shall automatically become members of the Society on that date.
- 5.2 The income and property of the Society shall be applied solely towards the promotion of its objects 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 members of the Society and no member of its Council of Management or Governing Body shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society.

Provided that nothing herein shall prevent any payment in good faith by the Society:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of its Council of Management or Governing Body, unless special approval were given by the Charity Commission) for any services rendered to the Society;
- (b) of interest at a rate not exceeding 1 per cent. per annum above the Bank of England Base Rate on money lent or reasonable and proper rent for premises demised or let by any member of the Society or of its Council of Management or Governing Body;
- (c) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Society if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Society's debts and liabilities 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 contributories among themselves.

8. If upon the winding up or dissolution of the Society there remains, 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 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 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 before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

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**ARTICLES OF ASSOCIATION**

**of**

**THE SOCIETY OF INDEXERS**

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**GENERAL**

1. In these Memorandum and Articles of Association 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:

<b>WORDS</b>	<b>MEANINGS</b>
The Act ...	means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles...	These Articles of Association from time to time in force.
The Society...	The above-named Company.
The Auditors...	The person or firm appointed to conduct the annual audit or examination according to the Act.
The Executive Board...	The Board of Directors and the Board of Trustees for the time being of the Society.

The Office...	The registered office 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 producing words in visible or electronic form.
Clear days...	In relation to a period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

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; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

## **MEMBERSHIP**

2. The subscribers to the Memorandum of Association and such other natural and legal persons as the Executive Board shall admit to membership in accordance with the Articles shall be members of the Society.
3. No person shall be admitted as a member of the Society unless he is approved by the Executive Board.
4. Every person who wishes to become a member shall deliver to the Society an application for membership in such form as the Executive Board shall require.
5. A member may at any time withdraw from the Society by giving at least seven clear days' notice to the Society. Membership shall not be transferable and shall cease on death.
6. Membership shall be open to any individual whose present or previous employments or activities are directly connected with the objects of the Society. Any questions about eligibility shall be resolved by the Executive Board.
7. Members shall have the right to stand for election, to vote, and to propose and second resolutions and candidates for election, subject to any restrictions relating to conflicts of interest, as set out in the Regulations.
8. The Executive Board may appoint as Honorary Life Members up to ten individuals who shall be deemed to have rendered exceptional service to the Society or to the advancement of good indexing.
  - (i) A member who is given Honorary Life Membership shall retain his existing rights and duties.
  - (ii) A non-member who is given Honorary Life Membership shall have no voting rights.
9. Regulations may be made concerning sub-categories of membership.
10. A full member is a member in accordance with these Articles whose subscription shall have been fully paid, or deemed to have been paid.
11. The amount of members' subscriptions and the due dates and method of payment shall be as specified in the Regulations.

12. Persons interested in supporting and furthering the objects of the Society but not eligible for membership may become Associates. An Associate is not a member of the Society.

### **GENERAL MEETINGS**

13. Unless the Society has decided to dispense with the holding of Annual General Meetings the Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that, so long as the Society holds its first Annual General Meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation or in the following year.
14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
15. The Executive Board may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the request of 20 members of the Society.
16. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every other General Meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of 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 Articles or under the Act 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 Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
17. 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.



## PROCEEDINGS AT GENERAL MEETINGS

18. 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 and expenditure account and balance sheet, and the reports of the Executive Board and of the Auditors, the election of directors in the place of those retiring, and the appointment of the Auditors.
19. 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, twenty members personally present shall be a quorum.
20. 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 place as the Executive Board may determine.
21. The Chairman (if any) of the Executive Board shall preside as Chairman at every General Meeting, but if there is no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Executive Board, or if no such member be present, or if all the members of the Executive Board present decline to take the chair, they shall choose some member of the Society who shall be present to preside.
22. 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 at an adjourned meeting.
23. 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 show of hands, demanded by the Chairman or by at least twenty members present in person or by

proxy, or by a member or 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 Chairman of the meeting that a resolution has been carried, or carried 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 of 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.

24. Subject to the provisions of Article 25, 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.
25. No poll shall be demanded on the election of a Chairman of a meeting, or any question of adjournment.
26. 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 cast a second vote.
27. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
28. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a General Meeting of the Society duly convened and held.

#### **VOTES OF MEMBERS**

29. Subject as hereinafter provided, every member shall have one vote on every motion considered at any General Meeting.
30. Save as herein expressly provided, no member other than a 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.

31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
32. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorized representative appointed as provided by the Act. A proxy must be a member.
33. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if such appointer is a corporation, under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
34. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notorially certified or office copy thereof shall be deposited at the Office not less than three clear days before the day 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.
35. 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.
36. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## **EXECUTIVE BOARD**

37. Until otherwise determined by a General Meeting, the number of the elected directors comprising the Executive Board shall not be less than five full personal members or more than nine full personal members.
38. In addition, the Executive Board may appoint up to two extra directors. Not more than one extra director, to serve for renewable periods of one year, may be appointed to provide expertise not otherwise available. Another extra director may be appointed as an Honorary Treasurer to serve for renewable periods of one year.
39. The first directors shall be as named in the Statement delivered to the Registrar of Companies pursuant to the Act. Thereafter, directors shall normally be elected by the members in General Meeting to serve for a term of three years and may be eligible for re-election provided that their period of service shall not normally exceed six consecutive years without a break of at least two years.
40. The Executive Board may from time to time and at any time appoint any member of the Society as a director, either to fill a casual vacancy or by way of addition to the Executive Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
41. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a director other than as provided in Article 38.

#### **POWERS OF THE EXECUTIVE BOARD**

42. The business of the Society shall be managed by the Executive Board which may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as it thinks fit, and may exercise all such powers 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 the Act or by the Articles required to be exercised or done by the Society in General Meeting, subject nevertheless to the provisions of the Act and to such Regulations as may be prescribed by the Executive Board; but no Regulation made by the Executive Board shall invalidate any prior act of the Executive Board which would have been valid if such Regulation had not been made.

43. The members for the time being of the Executive Board may act notwithstanding any vacancy in its membership; provided always that in case the members of the Executive Board shall at any time be or be reduced in number to less than the minimum number prescribed by the Articles, it shall be lawful for them to act as the Executive Board for the purpose of admitting persons to membership of the Society, filling vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

### **SECRETARY**

44. The Secretary shall be appointed by the Executive Board for such time at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it. The Executive Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### **DISQUALIFICATION OF DIRECTORS**

45. The office of a director shall be vacated:

- (a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (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 he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.

### **ROTATION OF DIRECTORS**

46. At the first Annual General Meeting and at any Annual General Meeting to be held in any subsequent year, one-third of the directors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

47. The directors to retire shall be those who have been longest in office since their last election or appointment. As between directors of equal seniority, the directors to retire shall in the absence of agreement be selected from among them by lot. The length of time a director has been in office shall be computed from his last election or appointment. A retiring director shall be eligible for re-election subject to the provisions of Article 39.

48. The Society may, at the meeting at which a director retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such directors shall have been put to the meeting and lost.
49. No person not being a director retiring at the meeting shall, unless recommended by the Executive Board for election, be eligible for election to membership of the Executive Board at any General Meetings, 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 be present and to vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his 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 fourteen nor more than twenty-eight intervening days.
50. The Society may from time to time in General Meeting increase or reduce the number of directors and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting such increase.
51. In addition and without prejudice to the provisions of the Act, the Society may by Extraordinary Resolution remove any directors before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the director member in whose place he is appointed would have held the same if he had not been removed.

#### **PROCEEDINGS OF THE EXECUTIVE BOARD**

52. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second and casting vote.

53. A director may, and on the request of the Executive Board the Secretary shall, at any time, summon a meeting of the Executive Board by notice served upon several directors. A director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
54. The Executive Board shall from time to time elect a Chairman and Vice-Chairman and may determine for what period they are to hold office. The Chairman shall be entitled to preside at all meetings of the Executive Board at which he shall be present but if no such Chairman be present within five minutes after the time appointed for holding the meeting and willing to preside, the Vice-Chairman shall preside. If neither the Chairman nor the Vice-Chairman be present, the directors present shall choose one of their number to be Chairman of the meeting.
55. A meeting of the Executive Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Executive Board generally.
56. The Executive Board may delegate any of its powers to committees consisting of such member or members of the Society as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations and financial limitations imposed on it by the Executive Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Executive Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Board.
57. All acts bona fide done by any meeting of the Executive Board or any committee of the Executive Board, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director.
58. The Executive Board shall cause proper records to be kept of all Written Resolutions (and of signatures). The Executive Board shall cause proper minutes to be made of all appointments of officers made by the Executive Board and of the proceedings of all meetings of the Society and of the Executive Board and of committees of the Executive Board, and all business transacted at such meetings. All such records shall be entered in

books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

59. A resolution in writing signed by all the members for the time being of the Executive Board or of any committee of the Executive Board who are entitled to receive notice of a meeting of the Executive Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Board or of such committee duly convened and constituted.

### **ACCOUNTS**

60. The Executive Board shall cause accounting records to be kept in accordance with the requirements of the Act.
61. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Executive Board shall think fit, and shall always be open to the inspection of the directors.
62. The Executive Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Society shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Executive Board or by the Society in General Meeting.
63. The Executive Board shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Executive Board shall send a copy of the annual accounts together with a copy of the Executive Board's report for that financial year and a copy of the Auditors report on those accounts to the Auditors and to every person entitled to receive the same in accordance with the Act not less than twenty-one days before the date of the meeting at which those documents are to be laid in accordance with the Act.



## **AUDIT or EXAMINATION**

64. In accordance with the provisions of the Act, once at least in every year the accounts of the Society shall be examined or audited and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor/Examiner or Auditors/Examiners.

65. Auditors/Examiners shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Executive Board being treated for all purposes as the Directors mentioned in those provisions.

## **NOTICES**

66. A notice may be served by the Society upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, or electronically.