

ELIZABETH II



1973 CHAPTER X

An Act to amalgamate The Iron and Steel Institute and The Institute of Metals in a new corporate body; to define the objects and powers of the new incorporated body and to make provision with respect to the property and funds of the said institutes; and for other purposes. [14th June 1973]

WHEREAS—

(1) The Iron and Steel Institute was founded in 1869 for the purpose of affording a means of communication between members of the iron and steel trades upon matters bearing upon their respective manufacturers, excluding all questions connected with wages and trade regulations, and for the purpose of arranging periodical meetings for the purpose of discussing practical and scientific subjects bearing upon the manufacture and working of iron and steel:

(2) The Iron and Steel Institute was incorporated by Royal Charter in 1899:

(3) The Institute of Metals was founded in 1908 and incorporated in 1910 under the Companies (Consolidation) Act 1908 1908 c. 69. with objects which are set out in the memorandum of association,

including that of promoting the science and practice of metallurgy in all its branches and the advancement and dissemination of knowledge in all aspects of the science and technology of metallurgy and cognate fields in science and technology fundamentally related thereto:

(4) The Iron and Steel Institute and The Institute of Metals have decided that it would be to the advantage of the members of the two institutes and the industries with which they are connected that the members of the two institutes should be united in one body and the work of the two institutes conducted and their property managed in common:

(5) It is expedient that The Iron and Steel Institute and The Institute of Metals should cease to exist and that the members of the two institutes should be incorporated in a new corporate body with the object, constitution and powers in this Act described:

(6) The purposes of this Act cannot be effected without the authority of Parliament:

May it therefore please Your Majesty that it may be enacted, and be it enacted, by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows:—

PART I

PRELIMINARY

Short title and commencement.

1.—(1) This Act may be cited as The Metals Society Act 1973.

(2) This Act except Part I (Preliminary), section 18 (First president and council) and Schedule 3 shall come into operation on the appointed day.

Division of Act into Parts.

2. This Act is divided into Parts as follows:—

Part I.—Preliminary.

Part II.—Incorporation of Society.

Part III.—Procedural, transitional and miscellaneous provisions.

Interpretation.

3.—(1) In this Act unless the context otherwise requires—

“the appointed day” means 1st January, 1974;

“byelaws” means the byelaws set out in Schedule 2 to this Act and includes any altered or new byelaw made under section 15 (Byelaws) of this Act but excludes any byelaw revoked under the said section 15;

“ the council ” means the council of the Society constituted in accordance with the byelaws;

“ the court ” means the High Court and, within the limits of its jurisdiction, any other court in England or Wales having a jurisdiction in respect of charities concurrent (within any limit of area or amount) with that of the High Court, and includes any judge or officer of the court exercising the jurisdiction of the court;

“ enactment ” means any enactment, whether public general or local, and includes any order, byelaw, rule, regulation, scheme or other instrument having effect by virtue of an enactment;

“ the former institutes ” means The Iron and Steel Institute incorporated by Royal Charter in 1899 and The Institute of Metals incorporated in 1910 under the Companies (Consolidation) Act 1908;

1908 c. 69.

“ the Society ” means The Metals Society incorporated by this Act;

“ year ” means—

(a) for the purposes of sections 16 (General meetings), 23 (Audit) and 24 (Accounts) of this Act a period of twelve months ending on the 31st December, or such other date as the council may decide; and

(b) in relation to a term of office, the period from one annual general meeting until the next.

(2) Any reference in this Act to any enactment shall be construed as a reference to that enactment as applied, extended, amended or varied by or by virtue of any enactment including this Act.

PART II

INCORPORATION OF SOCIETY

4. The several persons who immediately before the appointed day were members of either or both of the former institutes and all other persons who shall thereafter become members of the Society in accordance with the provisions of this Act shall be and they are hereby incorporated for the purposes hereinafter mentioned by the name of “ The Metals Society ” and by that name shall be a body corporate with perpetual succession and a common seal and may by and in the same name sue and be sued and do all things incidental or appertaining to a body corporate.

5. The object of the Society shall be to promote all aspects of the science and technology of metals and alloys and allied materials.

PART II
—cont.
Subsidiary
powers of
Society.

6. For the attainment of the object of the Society but not further or otherwise the Society shall have the following powers, namely, to—

- (1) collaborate with other professional, scientific or technical institutions or societies;
- (2) facilitate the world-wide exchange of ideas between members of the Society and the community at large by holding meetings and by the publication of literature, and in particular by the publication of journals dealing with various aspects of the object of the Society;
- (3) establish, form and maintain a library and collections of metals, alloys, models, designs and drawings, and other articles of interest in connection with the object of the Society;
- (4) give prizes and medals as rewards for eminent work or service in the fields of science and technology related to the various aspects of the object of the Society;
- (5) accept, receive and retain legacies, devises, gifts, grants, annuities, allowances and other benefits and consistently with the object of the Society undertake and perform any services or conditions attached to the acceptance, receipt or retention thereof;
- (6) borrow or raise or secure the payment of money for any purpose and in any manner approved by the Society and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other repayment incurred or to be entered into by the Society and so that no lender shall be concerned to see for what purpose any money is raised or as to the application thereof;
- (7) make appeals, advertise and conduct such other lawful activities as may be appropriate to raise funds for the Society or to make known its existence, purposes or work;
- (8) employ such persons as may be required for the purposes of the Society;
- (9) appoint any person being a bank, trust corporation or member of a recognised stock exchange or of a professional body to accept and hold in trust for the Society any property belonging to the Society or in which it is interested and to execute and do all such deeds, acts and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees;

- (10) promote or oppose any Bill, order, scheme or application in Parliament or before any government department or authority or tribunal and prosecute or defend any legal proceedings;
- (11) combine, amalgamate or merge with any other body having charitable objects substantially similar to that of the Society;
- (12) enter into and carry into effect any agreement or arrangement with any national or local authority or any institution, association or other body (whether incorporated or not) for co-operating with or assisting or being assisted by such authority, institution, association or other body in any manner and for any purpose which is consonant with the object of the Society;
- (13) establish, maintain and administer unemployment, benevolent, superannuation, death benefit and provident funds for employees and charitable funds;
- (14) do all such other things as shall be necessary for the attainment of the object of the Society.

7. Any provision of either of the last two foregoing sections or of the instruments referred to in Part I of Schedule 1 to this Act may be modified or superseded by the court or the Charity Commissioners under section 18 of the Charities Act 1960.

Power to vary object, powers and instruments. 1960 c. 58.

8.—(1) Subject to the provisions of this Act all property, real and personal, of every description, including things in action, and all rights and privileges of the former institutes which immediately before the appointed day belonged to or were vested in or exercisable by either of them shall be by virtue of this Act without any conveyance, transfer or other instrument transferred to, vested in and exercisable by the Society for all the estate and interest therein belonging to that one of the former institutes.

Transfer of property to Society.

(2) The production of a copy of this Act printed by the Queen's Printer shall on and after the appointed day be conclusive evidence in all courts and proceedings of the transfer to and vesting in the Society under this section.

9. All debts and liabilities of the former institutes shall, by virtue of this Act, be transferred and attached to the Society and shall be discharged and satisfied by the Society.

Transfer of liabilities.

10. All agreements, awards, contracts, deeds and other instruments which immediately before the appointed day were existing in favour of or against either of the former institutes shall continue and may be carried into effect and enforced by or

Saving for agreements, deeds, etc.

PART II
—cont.

in favour of or against the Society to the same extent or in like manner as if the Society instead of that one of the former institutes had been party to or interested in the same respectively.

Construction of bequests, etc., in favour of former institutes.

11. Any bequest, gift, trust or other benefit in favour of or connected with either of the former institutes shall be read and have effect as if the Society had been named or referred to therein instead of that one of the former institutes and, in the case of the trusts constituted by the instruments referred to in Part I of Schedule 1 to this Act, subject to the variations set forth in Part II of that Schedule whether such bequest, gift, trust or other benefit is made, regulated or constituted by any will, settlement, scheme, arrangement, order of the court or of the Charity Commissioners, Act of Parliament or in any other manner, and whether made or executed or taking effect before or after the appointed day and so that—

- (1) a reference to the council of one of the former institutes shall have effect as a reference to the council;
- (2) a reference to having been a member or employee of one of the former institutes shall have effect as a reference to having been a member or employee of one of the former institutes or of the Society;
- (3) a reference to a widow, widower, orphan, relative or dependant of a member or employee of one of the former institutes shall have effect as a reference to a widow, widower, orphan, relative or dependant of a member or employee of one of the former institutes or of the Society;
- (4) where a period of membership is prescribed membership of one of the former institutes shall count as membership of the Society;
- (5) the receipt in writing of the appropriate officer of the Society shall be an effectual discharge for any property transferred or paid to the Society.

Saving for actions, etc.

12. All actions and proceedings and causes of action or proceedings which immediately before the appointed day were existing or pending in favour of or against either of the former institutes shall continue and may be prosecuted by or against the Society to the same extent or in like manner as if the Society instead of that one of the former institutes had been a party to or concerned in the same respectively.

Power to sell, mortgage, etc., lands, etc.

13. The Society may subject to any approval, authority or consent required by law—

- (1) sell, mortgage, charge, let, surrender, exchange or otherwise deal with any land or any personal estate or

property (including moneys secured on mortgage of or charged upon any land) by this Act vested in the Society or which shall hereafter be vested in or acquired by the Society or any part thereof and may do and execute all such acts, deeds, matters and things as may be necessary for effectuating and completing any such sale, mortgage, charge, letting, surrender, exchange or other dealing;

PART II
—cont.

- (2) purchase, take on lease or in exchange and otherwise acquire any real and personal property and any rights and privileges and improve or develop the property of the Society and construct, maintain and alter any buildings;
- (3) take or hold mortgages, liens or charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Society's property of whatsoever kind sold by the Society or any money due to the Society from purchasers and others.

14.—(1) All property and funds of either of the former institutes which immediately before the appointed day were held for the general purposes of either of the former institutes may be applied by the Society in furtherance of the object of the Society.

Application
of property,
funds and
income by
Society.

(2) Any property or funds and any income from property or funds which immediately before the appointed day were held on behalf of either of the former institutes for any special purpose shall continue to be held for such special purpose by the Society and, in the case of the trusts constituted by the instruments referred to in Part I of Schedule 1 to this Act, subject to the variations set forth in Part II of that Schedule, and the Society shall continue to observe so far as possible (subject to any adaptations or variations required in view of change of circumstances) any commemorative conditions attached to any past gifts to either of the former institutes and operative at the appointed day.

(3) All income of the Society from rentals of leased premises or interest or dividends on stocks or shares or otherwise from property or investments of the Society or from subscriptions, donations, legacies, devises, contributions, grants, sales of property, appeals, collections, entertainments or other sources not being income allocated by the donors or otherwise made applicable only to special purposes may be applied by the Society in furtherance of the object of the Society.

PART III

PROCEDURAL, TRANSITIONAL AND MISCELLANEOUS PROVISIONS

Byelaws.

15.—(1) Subject to the provisions of this Act the Society shall have power to make, alter and revoke byelaws with respect to the management of the Society and the government and administration of the affairs of the Society, its undertaking, property and income but no such byelaw shall—

- (a) affect any of the trusts constituted by the instruments referred to in Part I of Schedule 1 to this Act; or
- (b) affect the object of the Society; or
- (c) enable any funds or property belonging to or held by the Society to be applied for a non-charitable purpose.

(2) No byelaw shall be altered or revoked and no new byelaw shall take effect until—

- (a) submitted to the Society at the annual general meeting or at a special general meeting of which not less than twenty-one days' written notice has been given specifying that such alteration, revocation or new byelaw will be taken into consideration; and
- (b) passed by a majority of not less than two-thirds of the members of the Society present at the meeting and voting and, if a poll is demanded, by a majority of not less than two-thirds of the members voting.

(3) The first byelaws shall be those set forth in Schedule 2 to this Act and they shall continue in force until altered or revoked in accordance with the provisions of this section.

(4) A printed copy of the byelaws purporting to be certified by the appropriate officer of the Society to be the byelaws for the time being in force shall be admissible in all proceedings as prima facie evidence thereof without further proof.

General meetings.

16.—(1) An annual general meeting of the Society shall be held once in every year and shall be called and held in accordance with the byelaws.

(2) Special general meetings of the Society may be called at any time by the council, and shall be called by the council upon a written request signed by not less than two hundred members of the Society, stating the object of the meeting. A special general meeting shall be held in accordance with the byelaws.

Council and officers.

17. Subject to the next following section—

- (1) the affairs of the Society shall be managed by a council constituted in accordance with the byelaws;
- (2) there shall be such honorary officers and there shall be such salaried officers, not being members of the council, as may be appointed in accordance with the byelaws.

18. Notwithstanding the provisions of Schedule 2 to this Act, Schedule 3 to this Act shall apply with regard to the first president of the Society and other members of the council.

PART III
—cont.
First president
and council.

19. No act done at a meeting of the Society or of the council shall be invalid by reason of the subsequent discovery that there was some defect in the appointment or qualification of a person participating in such meeting.

Validity of
acts done at
meetings.

20.—(1) Any instrument which if made by a private person would be required to be under seal shall be under the seal of the Society and every such instrument shall be signed by one of the members of the council and countersigned by the appropriate officer of the Society or some other person authorised by the council to act in that behalf.

Authentication
of documents.

(2) Any document made or issued by or on behalf of or proceeding from the Society not required by virtue of subsection (1) of this section to be given under the seal of the Society shall be deemed to be duly executed if signed by a member of the council authorised to sign by a resolution of the council or the appropriate officer of the Society but it shall not be necessary in any legal proceedings to prove that the member signing any such document was authorised to sign and such authority shall be presumed unless the contrary is proved.

21. The Society may defray any expenses wholly, necessarily and exclusively incurred by members of the Society for the purpose of carrying out their duties as such members or on behalf of the Society.

Expenses of
members,
etc.

22.—(1) The Society shall cause to be kept proper books of account with respect to all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure take place and the assets and liabilities of the Society.

Books of
account.

(2) For the purpose of the foregoing subsection, proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept such books as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

23. Once at least in every year the accounts of the Society shall be examined and audited by an auditor or auditors to be elected annually at the annual general meeting of the Society and any previously elected auditor or auditors shall be eligible for re-election:

Audit.

PART III
—cont.

Provided that a person shall not be qualified to be appointed as an auditor under this section unless he is a member of one or more of the following bodies:—

the Institute of Chartered Accountants in England and Wales;

the Institute of Chartered Accountants of Scotland;

the Association of Certified Accountants;

the Institute of Chartered Accountants in Ireland;

any other body of accountants established in the United Kingdom and for the time being recognised for the purposes of paragraph (a) of subsection (1) of section 161 of the Companies Act 1948 by the Secretary of State;

and a Scottish firm may not be so appointed unless each of the partners is so qualified.

1948 c. 38.

Accounts.

24.—(1) The accounts of the Society shall be laid before the annual general meeting of the Society and shall include one or more statements dealing with the income and expenditure and all other movements of funds of the Society and of trusts administered by the Society for the preceding year and one or more statements dealing with such funds and trusts and the assets and liabilities of the Society as at the end of the preceding year.

(2) The accounts shall give a true and fair view of the state of affairs of the Society at the end of the preceding year and of its transactions for that year.

(3) The accounts shall be approved by the council and be signed on their behalf by one member of the council and countersigned by the appropriate officer or some other person authorised by the council to act in that behalf.

(4) The accounts shall have annexed thereto the report of the auditors, who shall have the right to attend the general meeting of the Society to which the accounts are presented.

Dissolution
of former
institutes.

25.—(1) (a) The Iron and Steel Institute is hereby dissolved on the appointed day.

(b) The appropriate officer of the Society shall send a copy of this Act printed by the Queen's Printer to the Clerk of the Privy Council for entry in the books of the Privy Council.

(2) (a) The Institute of Metals is hereby dissolved on the appointed day.

(b) The appropriate officer of the Society shall send a copy of this Act printed by the Queen's Printer to the Registrar of Companies for placing on the file of The Institute of Metals.

Costs of
Act.

26. All costs, charges and expenses preliminary to and of and incidental to preparing, obtaining and passing this Act or otherwise in relation thereto shall be paid by the former institutes or the Society.

SCHEDULES

SCHEDULE 1

Sections 7, 11,
14 and 15.

TRUSTS

PART I

INSTRUMENTS

(1) Declaration of trust of the Bessemer Medal Fund dated 1st May, 1874.

(2) Trust deed of the Andrew Carnegie Research Fund dated 10th July, 1931.

(3) Trust deed of the Williams Prize Fund dated 10th July, 1931.

(4) The will of Dr. T. P. Colclough, C.B.E., deceased.

PART II

VARIATIONS TO INSTRUMENTS

(1) In the instruments referred to in Part I of this Schedule—

References to The Iron and Steel Institute shall be read as references to The Metals Society.

References to the Council of The Iron and Steel Institute shall be read as references to the Council of The Metals Society.

References to the President of The Iron and Steel Institute shall be read as references to the President of The Metals Society.

References to the annual meeting and to annual meetings and references to the spring or autumn meeting of The Iron and Steel Institute shall be read as references to a general meeting or general meetings of The Metals Society.

(2) In the declaration of trust of the Bessemer Medal Fund dated 1st May, 1874, the reference to a specific pair of dies shall be omitted.

Sections 3
and 15.

SCHEDULE 2

BYELAWS

1. MEMBERSHIP OF THE SOCIETY

(1) Membership of the Society shall be open to persons of eighteen years of age or more who are engaged in any capacity in, or who have scientific or technical attainments connected with, or who are interested in, the science, manufacture, conversion, working properties or use of metals and alloys and allied materials.

(2) Members of twenty-three years of age or more shall pay a standard subscription and members under twenty-three years of age shall pay a reduced subscription. The amount of the subscriptions shall be determined from time to time by the council.

(3) (a) Applicants for membership shall apply in writing in a form prescribed by the council, and every application shall be supported by two members or by one member and one other person of suitable standing as determined by the council, but no member paying a reduced subscription may support an applicant for membership who, if he becomes a member, would be liable to pay a standard subscription.

(b) The appropriate officer of the Society shall at times determined by the council—

(i) send the names of applicants for membership to all members of the council and of any committee of the council to whom the council require the names to be sent; and

(ii) display at the principal office of the Society a list of such names.

(c) If, within twenty-one days of the sending of the names and the display of the list under the foregoing provisions of this sub-paragraph, no objection by a member of the Society is received by the appropriate officer of the Society, the applicants whose names have been so publicised shall thereupon become members.

(d) If, within the twenty-one days aforesaid, objection by a member of the Society is received by the appropriate officer of the Society the application of the person in respect of whom the objection is received shall be considered in accordance with a procedure determined by the council, and the council may decide in such a case whether the person shall be admitted to membership.

(4) Membership shall cease—

(a) if the member resigns. A member may resign from membership by sending notice of his resignation to the appropriate officer of the Society, and he shall, with any such notice of resignation, pay any subscriptions or other moneys then due from him; but the council shall have power to readmit such member on such terms as the council thinks fit;

(b) if and when the member's subscription be in arrear for twelve months; but the council shall have power to reinstate such member on such terms as to payment of arrears or otherwise as the council thinks fit;

(c) if, at a meeting of the council of which the member shall have twenty-one clear days' notice and at which the member shall have been given an opportunity of being heard, the council pass a resolution that it is undesirable in the interests of the Society that such member shall remain a member.

SCH. 2
—cont.

2. THE PRESIDENT-ELECT AND THE PRESIDENT

(1) The president-elect shall be elected by the Society from among the members of the Society.

(2) The president shall hold office for one year, and shall be eligible for election for one further period of one year.

(3) At the conclusion of the term of office of the president, the president-elect shall become the president.

3. THE HONORARY TREASURER

(1) The honorary treasurer shall be elected by the Society from among the members of the Society.

(2) The honorary treasurer shall hold office for one year, but he shall be eligible for re-election up to a total period of five years.

(3) The honorary treasurer shall be an honorary officer and shall have general control and direction of the financial arrangements of the Society in conjunction with a committee specified by the council.

4. VICE-PRESIDENTS

(1) There shall be not more than six vice-presidents, who shall be elected by the Society from among the members of the Society.

(2) A vice-president shall hold office for three years, but he shall be eligible for re-appointment for one further period of three years, after which he shall not be eligible for re-appointment until the expiry of one year.

5. THE COUNCIL

(1) The council shall consist of voting members and non-voting members. The voting members shall be—

the president;

the president-elect;

the honorary treasurer;

the five most recent past presidents of the Society willing to serve as members of the council;

the vice-presidents;

twenty ordinary members.

The non-voting members shall be such number of persons appointed in such manner and for such period as may be determined by the council.

SCH. 2
—cont.

(2) An ordinary member of the council shall hold office for three years but he shall be eligible for re-election for a further period of three years after which he shall not be eligible for re-election as an ordinary member until the expiry of one year.

6. ELECTION TO OFFICE

(1) Not less than two months nor more than seven months prior to the annual general meeting the council shall circulate to members a list of the honorary officers and ordinary members of the council whose term of office terminates at such annual general meeting and who are eligible for election or re-election (as the case may be) to the respective offices, together with a list of persons, if any, nominated by them for election to honorary office or membership of the council. Any ten members may also, not less than six weeks before such annual general meeting, nominate in writing (with the written consent of the person nominated to act if elected) any duly qualified person other than one of those nominated by the council to fill any vacancy on the council, but each such nominator shall be debarred from nominating any other person for the same election. If two or more persons shall be nominated for any honorary office they (or such of them as are not ordinary members of the council whose term of office does not terminate at the next annual general meeting) shall be deemed to have been nominated also for any vacancies among the ordinary members of the council. No person shall be eligible to fill any vacancy at such annual general meeting unless he has consented in writing to be nominated and has been nominated or deemed to be nominated for the same in compliance with this byelaw.

(2) (a) If the candidates validly nominated are not more in number than the vacancies, the persons so nominated shall, as from the next annual general meeting, be deemed to be duly elected.

(b) If the candidates nominated are more in number than the vacancies, any of the candidates in excess of the number to be elected may withdraw or with his consent be withdrawn by the nominators in writing; but if the candidates still remain in excess of the number to be elected, the election shall be conducted by voting papers as hereinafter provided.

(c) Not later than one month before the annual general meeting the council shall send a ballot paper to each member entitled to vote. The ballot papers shall give particulars of the vacancies which require to be filled, and opposite such particulars the names of the persons nominated for such vacancies respectively, and shall contain spaces opposite such names in which votes may be recorded, but so that the vacancies among the ordinary members of the council shall be stated as one number and the persons nominated therefor shall be named opposite such statement without distinction as regards any particular vacancy; the names of the nominees for the vacancies among the ordinary members of the council shall not on the ballot paper include the name of any person nominated for an honorary office.

(3) Votes on an election ballot shall be given by marking a cross in the space provided for that purpose opposite the name of each person to whom a vote is intended to be given. Excepting such crosses denoting the votes given, no mark shall be made on any ballot paper after its issue by the council. Every member shall have as many votes on such ballot paper as there are vacancies to be filled and no more, and no member shall give more than one vote to any nominated person, and no votes on any ballot paper infringing the provisions of this paragraph shall be counted:

Provided always that if two or more persons are nominated for any honorary office, any votes given to the unsuccessful nominee or nominees for that office shall be deemed to have been given to him or them as nominees for the vacancies among the ordinary members of the council as provided under paragraph (1) of this byelaw.

(4) The ballot papers shall be returned so as to reach the principal office of the Society not later than fourteen clear days before the annual general meeting, and votes on any ballot papers not so returned shall not be counted.

(5) The council shall appoint scrutineers, who shall open the ballot papers, at any time after the date fixed for their return, count the votes, and their finding shall be reported to the annual general meeting. In case of an equality of votes, the chairman of the meeting shall determine by a casting vote, in addition to any vote he may have given as a member, which candidate or candidates shall be treated as elected, and any question regarding the acceptance or rejection of votes shall be dealt with by the chairman pursuant to paragraph (3) of this byelaw.

(6) The council shall have power to appoint a member to fill any vacancy that may occur in the council during their year of office, but any person so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

7. DISQUALIFICATION OF MEMBERS OF THE COUNCIL

A member of the council shall go out of office—

- (a) if his resignation as a member of the council shall be accepted by the council;
- (b) if he absents himself from attendance at the council and of any committee of which he shall be a member for a period of one year, unless such non-attendance has been caused by special circumstances, which shall have been duly notified to and accepted by the council, as sufficient explanation of absence;
- (c) if at a general meeting of the Society a resolution be passed removing him from office;
- (d) if he ceases to be a member of the Society.

8. OFFICERS

The council may appoint such salaried officers not being members of the council for such period and upon such reasonable terms as the council shall think fit.

SCH. 2
—cont.

9. PROCEEDINGS AND POWERS OF THE COUNCIL

(1) The council shall meet as frequently as may be necessary to transact the general business of the Society and five voting members of the council shall constitute a quorum, and all questions to be decided at the meetings of the council shall be determined by a majority of its voting members present and voting.

(2) In the case of an equality of votes at a meeting of the council the chairman of the meeting of the council shall, in addition to his personal vote, have a casting vote.

(3) Subject to the foregoing paragraphs of this byelaw, all proceedings of the council shall be regulated in such manner as the council shall think fit.

10. COMMITTEES

The council may appoint committees with such terms of reference and for such periods as the council shall think fit.

11. THE SEAL

The council shall direct where and in whose custody the common seal of the Society shall be kept, and they shall have power to vary and alter the direction as they shall think fit, and they shall have full power to direct the same to be affixed to such document or documents as they shall think fit.

12. GENERAL MEETINGS OF THE SOCIETY

The Society shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next. Other general meetings shall be held at such time and at such place or places as the council may determine; provided that a special general meeting called by the council upon a written request signed by not less than two hundred members of the Society shall be held within twenty-eight days of the receipt of such written request. The quorum for a general meeting shall be ten members of the Society personally present and eligible to vote. A poll may be demanded by the chairman of the meeting or by at least three members present in person or by proxy. On a poll, votes may be given either in person or by proxy.

13. SUPPLEMENTAL

(1) A register of members shall be maintained by the appropriate officer of the Society under the control of the council in which shall be entered the name and address of every member. A list of members and their addresses shall be supplied to any member on giving sufficient notice and on payment of the reasonable cost involved.

(2) Except as provided in paragraph (1) of this byelaw no member shall have any right of inspecting any account or book or other document of the Society without the permission of the council.

(3) Notices shall be deemed to be duly sent if posted by ordinary prepaid post to the registered address of the person to whom they are sent.

SCHEDULE 3

Section 18.

FIRST PRESIDENT AND COUNCIL

1. Before the appointed day the councils of the former institutes, acting jointly, shall appoint three persons to be the first president, the president-elect and honorary treasurer respectively of the Society. The term of office of the first president, the first president-elect and the first honorary treasurer shall expire at the annual general meeting in 1975.

2. Before the appointed day the councils of the former institutes, acting jointly, shall appoint twenty persons to be the first ordinary members of the council, seven of whom shall be appointed for a period expiring at the annual general meeting in 1975, a further seven of whom shall be appointed for a period expiring at the annual general meeting in 1976 and the remaining six of whom shall be appointed for a period expiring at the annual general meeting in 1977.

3. In the case of any member of the council appointed under the last foregoing paragraph who has been a member of the council of either of the former institutes for a continuous period of not less than four years immediately prior to the appointed day, he shall not be eligible for re-election as an elected member of the council until the expiry of one year from the end of his period of membership of the council under the last foregoing paragraph.

4. The two most recent living presidents of each of the former institutes willing to serve as members of the council shall on the appointed day be deemed to be past presidents of the Society, and in that capacity shall hold office as members of the council. Notwithstanding the provisions of byelaw 5 (1) set out in Schedule 2 to this Act, until the termination of the period of office of the first president of the Society, there shall be four past presidents among the members of the council. At the termination of the period of office of the second, third, fourth and fifth presidents, the past president who on each occasion shall cease to be a member of the council shall be one of the past presidents referred to in this paragraph. As between those past presidents, they shall cease to be members of the council as past presidents in order of age, commencing with the oldest.

5. Before the appointed day the councils of the former institutes acting jointly shall appoint six persons to be the first vice-presidents of the Society, two of whom shall be appointed for a period expiring at the annual general meeting in 1975, a further two of whom shall be appointed for a period expiring at the annual general meeting in 1976, and the remaining two of whom shall be appointed for a period expiring at the annual general meeting in 1977.

6. For the purposes of paragraphs 1, 2 and 5 of this Schedule, the councils of the former institutes may act jointly through a body approved by each council.

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