

Summary of the Rules and SOPs

Membership of the MS Society is open to individuals who apply in the required way, are approved as members and agree to abide by the rules. Membership is not transferable. An application for membership may be refused if this is considered to be in the best interests of the Society. Refusal of membership can be appealed.

All members must receive notice of the Annual General Meeting (AGM). Members who were fully paid-up at the time of the notice will be entitled to vote at the AGM. Each member may cast one vote on AGM resolutions or in the elections for new trustees or national council members.

The Society is required to keep a register of names and addresses of members and must make this register available for public inspection, for proper purposes. Proper purposes include research where the results will be anonymous. Improper purposes include commercial use.

If a member breaches the rules, their membership may be suspended for up to three months while an investigation is carried out.

Membership is terminated if the member dies, resigns or fails to pay their membership fee within three months of it being due.

The liability of each member is limited to £1 or less should the Society be dissolved. If the Society is dissolved the members can resolve to transfer the net assets in such a way that will continue to further the Society's aims, e.g. to another charity with similar objects. There must be no material benefit to members from the dissolution.

Extracts from the Constitution

3

- (1) The liability of the members is limited.
- (2) Every member of the Charity promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Members

7

- (1) The subscribers to the memorandum are the first members of the Charity.
- (2) Membership is open to individuals who:
 - apply to the Charity in the form required by the directors;
 - are approved by the directors in accordance with the Charity's membership policy; and
 - agree to abide by the rules of the Charity.
- (3) The directors may only refuse an application for membership if, acting reasonably and properly and in accordance with the Charity's membership policy and any relevant procedure established under article 86, they consider it to be in the best interests of the Charity to refuse the application.
- (4) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (5) The directors must make provision for a right of appeal against a decision to refuse membership. The directors must consider any written representations the applicant may make about the decision. The decision on appeal following any written representations must be notified to the applicant in writing but shall be final.
- (6) Membership is not transferable.
- (7) The directors must keep a register of names and addresses of the members.

Suspension of membership

8 Membership may be suspended for a period of up to three months under processes approved by the directors pending the completion of an investigation into an alleged breach by a member of the rules of the Charity. During the period of the suspension, a member shall not be entitled to receive notice of general meetings of the Charity or to attend or vote at any such general meeting either in person or by proxy.

Termination of membership

- 9** Membership is terminated if:
- (1) the member dies;
 - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
 - (3) any sum due from the member to the Charity is not paid in full within three months of it falling due;
 - (4) the member is removed from membership by a resolution of the directors at a meeting of the directors that he or she has acted contrary to the Charity's rules or otherwise acted contrary to the interests of the Charity and that it is in the

best interests of the Charity that his or her membership is terminated. A decision to remove a member from membership may only be taken if:

- the member has been informed of the reasons why it is proposed to terminate his or her membership;
- the member has been given at least twenty-one clear days' notice in writing in which to make representations to the directors as to why his or her membership should not be terminated;
- the directors consider any representations made by the member or the member's representative; and
- the directors allow the member or the member's representative to make representations to the meeting at which the resolution is to be considered.

Associates

10 The directors may from time to time provide for the admission of persons as associates of the Charity subject to such conditions, subscriptions, rights and obligations as the directors shall determine. An associate shall not be a member of the Charity for the purpose of the Companies Acts or for the purpose of the articles and their rights (if any) shall not include a right to attend, speak or vote at general meetings of the Charity.

24 Every member present in person or by proxy shall have one vote on each resolution.

44

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - a copy of the proposed resolution has been sent to every eligible member;
 - a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - it is contained in an authenticated document which has been received at the registered office or that of its authorised representative within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) The following may not be passed as written resolutions:
 - A resolution to remove a director before his period of office expires; or
 - A resolution to remove an auditor before his period of office expires.

78 The Charity may give any notice to a member either:

- personally; or
- by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- by leaving it at the address of the member; or
- by giving it in electronic form to the member's address; or
- by means of a website, the address of which has been notified to the member in writing and the member has agreed can be so used.

79 The Charity may send a document or information to a member via a website if the member concerned has not responded within 28 days of the Charity sending him or her a request asking him or her to agree to the Charity communicating with him or her in that manner, provided that:

- (1) the request stated clearly what the effect or failure to respond would be;
- (2) when the request is sent to the member, at least 12 months have passed since the Charity last requested the member to agree to receive the same or a similar type of document or information via a website;
- (3) the document or information concerned is made available in a form which enables the recipient to read it and retain a copy of it; and
- (4) the Charity complies with the requirements of articles 80 and 81.

80 When sending information or a document via a website, the Charity must notify each intended recipient of:

- (1) the presence of the document or information on the website;
- (2) the address of the website;
- (3) the place on the website where it may be accessed; and
- (4) how to access the document or information.

81 Where information or a document is sent to members via a website in accordance with this article, the document or information must remain on the website:

- (1) in the case of notice of a general meeting, until after the general meeting has ended; and
- (2) in all other cases, for 28 days beginning with the date on which the Charity sent notification pursuant to article 77.

82 Members may validly send any notice or document to the Charity:

- (1) by post to the Charity's registered office or any other address specified by the Charity for such purposes;
- (2) to any fax number or email address provided by the Charity for such purposes.

83 A member present in person at any meeting of the Charity shall be deemed to

have received notice of the meeting and of the purposes for which it was called.

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- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - 48 hours after the envelope containing it was posted; or
 - In the case of an electronic form of communication, 48 hours after it was sent.

89

- (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
 - directly for the Objects; or
 - by transfer to any Charity or charities for purposes similar to the Objects; or
 - to any Charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Charity, the directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
 - directly for the Objects; or
 - by transfer to any Charity or charities for purposes similar to the Objects; or
 - to any Charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no resolution in accordance with article 89(1) is passed by the members or the directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.