

Council shall not exceed the maximum number fixed as above, and so that no such appointment shall be effective unless two-thirds of the members of the Council in the United Kingdom concur therein.

37. The continuing members of the Council may act notwithstanding any vacancy in their body.

38. The office of a member of the Council shall *ipso facto* be vacated—

(a) If he become bankrupt, or suspend payment, or compound with his creditors.

(b) If he be found lunatic or become of unsound mind.

(c) If he cease to be a member of the Society.

(d) If by notice in writing to the Society he resign his office.

*Rotation of Members of Council.*

39. At the Ordinary Meeting to be held in the year 1908, and at every succeeding Ordinary Meeting, four of the members of the Council shall retire from office. The Council shall from time to time determine the principle upon which retirement shall be dependent, or the particular members of the Council who shall so retire. A retiring member of the Council shall be eligible for re-election, and a member of the Consultative Board, or of the Examination Board, or any person not already a member shall be eligible to the Council. A member of the Council may be of either sex, but no person under the age of twenty-one years shall be eligible thereto.

40. Whenever at any Ordinary Meeting any members of the Council retire as aforesaid, the meeting shall fill up the vacated offices by electing a like number of persons to be members of the Council.

41. The Society in General Meeting may from time to time increase or reduce the number of members of the Council.

42. The Society may, by Extraordinary Resolution, remove any member of the Council before the expiration of his period of office and may, by Ordinary Resolution, appoint another qualified person in his stead.

*Proceedings of Members of the Council.*

43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, three members of the Council shall form a quorum.

44. An Ordinary Meeting of the Council shall be held once every fortnight on a Wednesday at 4 o'clock in the afternoon, and no notice to members of the Council need be given of an Ordinary Meeting. The President or acting Chairman for the time being may at any time and shall upon a requisition in writing from four members of the Council stating the purposes for which the meeting is to be convened, convene an Extraordinary Meeting of the Council. A clear two days' notice stating the purposes of an Extraordinary Meeting shall be given to the members of the Council. A member of the Council who is, and, whilst out of the United Kingdom, shall not be entitled to notice of an Extraordinary Meeting of the Council.

45. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

46. The President shall take the chair at such Meetings as he attends, but otherwise the Council may elect a

Chairman of their Meetings, and determine the period for which he is to hold office, but if no such Chairman is elected, or if at any Meeting the Chairman is not present at the time appointed for holding the same, the members of the Council present shall choose some one of their number to be Chairman of such Meeting.

47. A Meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under regulations of the Society, for the time being vested in or exercisable by the Council generally.

48. The Council shall be at liberty, from time to time, to appoint any person to be an Associate of the Council during the pleasure of the Council, and with the right of being present and of speaking at the Meetings of the Council, but without any right to vote thereat. An Associate as such, shall not be a Member.

49. The Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any bye-laws or regulations that may, from time to time, be imposed on it by the Council.

50. The Meetings and proceedings of any such committee, consisting of two or more members, shall be governed by the provisions herein contained for regulating the Meetings and proceedings of the Council so far as the same are applicable thereto, and are not superseded by any bye-laws or regulations made by the Council under the last preceding clause.

51. All acts done at any Meeting of the Council, or of a committee of the Council, or by any person acting as a member of the Council shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such members of the Council, or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed, and was qualified to be a member of the Council.

52. A resolution in writing, signed by all the members of the Council shall be as valid and effectual as if it had been passed at a Meeting of the Council, duly called and constituted.

53. All records, books, and papers shall at all times be open to the inspection of members of the Council.

*Powers of the Council.*

54. The management of the business of the Society shall be vested in the Council, and the Council, in addition to the powers and authorities by these presents expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society, and are not hereby or by Statute directed or required to be exercised or done by the Society in General Meeting, but subject, nevertheless, to the provisions of the Statutes and of these presents, and to any bye-laws or regulations from time to time made by the Society in General Meeting, provided that no such bye-laws or regulations shall invalidate any prior act of the Council which would have been valid if such bye-laws or regulations had not been made.

55. Without prejudice to the general powers conferred by the last preceding clause, and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these presents, it is hereby expressly declared that the

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