

**THE COMPANIES ACTS 1985, 1989 AND 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT**  
**HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF**  
**Council for British Research in the Levant.**

1. The name of the Association (hereinafter called 'The Company') is  
**Council for British Research in the Levant.**
2. The registered office of the Company will be situated in England.
3. The Company is established as a Learned Society to advance public education through promoting research in the humanities, social sciences and related subjects in the countries of the Levant, and the dissemination of the useful results of such research.
4. In furtherance of the said objects, but not further or otherwise, the Company shall have power:
  - (a) to advance, encourage, support and undertake research into any aspect of the humanities, social sciences and related subjects in connection with the Levant in accordance with the objects of the Company and to disseminate the useful results of such research for the public benefit;
  - (b) to provide and assist in providing facilities for research into any aspect of the humanities, social sciences and related subjects in connection with the Levant by means of fellowships, scholarships, research grants and travel grants and by provision of other facilities including library facilities, and to collaborate for those purposes with scholars, universities and other charitable or non-charitable institutions;
  - (c) to establish, maintain, control and manage the research facilities at Institutes within the Levant as the Committee of Management of the Company shall decide;
  - (d) to write, print or otherwise reproduce and circulate, gratuitously or otherwise, digital or print periodicals, magazines, books, leaflets or other documents or films or web pages;
  - (e) to hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events either alone or with others;
  - (f) to co-operate and enter into arrangements with any authorities, international, national, local or otherwise in the United Kingdom or elsewhere;

**(g)** to co-operate with other organisations carrying on work in the same fields of interest as the Company;

**(h)** to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate and alter any of the same as necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;

**(i)** to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;

**(j)** to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to open and operate such bank accounts in the United Kingdom and elsewhere (subject to such consents as may be required by law) as may be required for the furtherance of the Company's objects;

**(k)** subject to such constraints as may be required by law, to borrow and raise money for the objects of the Company on such terms and conditions and on such security as may be thought fit;

**(l)** 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;

**(m)** to carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Company or such trade is temporary and ancillary to the carrying out of the said objects;

**(n)** to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;

**(o)** to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;

**(p)** to invest the moneys of the Company not immediately required for its objects 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 be imposed or required by law and subject also as hereinafter provided;

**(q)** to establish and maintain in connection with the Company's Institutes administrative offices, lecture and exhibition rooms, libraries, laboratories and any other premises suitable for the work of such an Institute and the accommodation of lecturers, staff, research workers, students and other persons engaged therein, to provide on such terms as may seem expedient for the board and lodging of any such persons and to purchase, lease, rent or otherwise acquire land and buildings suitable for such purposes or for the erection thereon of such buildings and to make regulations for any property which may be so acquired;

**(r)** to maintain in the United Kingdom facilities for the conduct of the affairs of the Company;

**(s)** to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;

**(t)** to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;

**(u)** to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary for the work of the Company;

**(v)** to provide indemnity insurance to cover the liability of the Committee which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Committee knew to be a breach of trust or a breach of duty or which was committed by the Committee in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Committee in their capacity as Directors of the Company;

**(w)** to employ and pay any person or persons not being members of the Committee to supervise, organise, carry on the work of and advise the Company;

**(x)** to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;

**(y)** to pay, subject to the provisions of Clause 5 hereof, reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants;

**(z)** to apply moneys in insuring any buildings or other property to their full value;

**(aa)** to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of the members of the Company by this Memorandum of Association;

**(bb)** to form or join in the formation of any companies, institutions, societies or associations intended to purchase, take over or otherwise acquire (whether with or without consideration) all or any of the property or liabilities of the Company PROVIDED THAT such companies, institutions, societies or associations are

charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;

(cc) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

(dd) to establish where necessary local branches (whether autonomous or not);

(ee) to do all such other lawful and charitable acts and things as are or may be deemed to be necessary for or incidental to or conducive to the attainment of the above objects.

5. The income and property of the Company 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 Company and no member of its Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

(a) of reasonable and proper remuneration to any member, officer, employee or consultant of the Company not being a member of its Committee for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Committee at a rate per year not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Committee;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or its Committee;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Committee may be a member holding not more than 1/100th part of the capital of that company;

(e) to any member of its Committee of out-of-pocket expenses; and

(f) of any premium in respect of indemnity insurance to cover the liability of the Committee which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Committee knew to be a breach of trust or a breach of duty or which was committed by the Committee in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs

of an unsuccessful defence to a criminal prosecution brought against the Committee in their capacity as Directors of the Company.

(g) of research and travel grants to any member of the Company or of its Committee: Provided that:

(i) at no time shall more than one-third of the members of the Committee benefit under this provision;

(ii) at no time shall the annual total of research and travel grants made to members of the Committee exceed more than one-quarter of the annual total of expenditure on such grants; and

(iii) a member of the Committee shall withdraw from any meeting whilst his or her application for an award of a research or travel grant is being discussed.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding one pound.

8. If upon winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company 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.

**Revised 8th December, 2010**

**THE COMPANIES ACTS 1985, 1989 AND 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A**  
**SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION OF**  
**Council for British Research in the Levant.**

**INTERPRETATION**

1. In these Articles:

‘**the Act**’ means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts.

‘**address**’ means a postal address or, for the purposes of electronic communication, an e-mail address or a text message number in each case registered with the company.’

‘**clear days**’ in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect.

‘**month**’ means calendar month

‘**the Committee**’ means the Committee of Management of the Company.

‘**the Company**’ means the above named Company.

‘**the Office**’ means the registered office of the Company.

‘**the United Kingdom**’ means Great Britain and Northern Ireland.

Expressions referring to ‘**writing**’ shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, a copy produced by facsimile transmission, electronic methods of communication, record and display, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Words importing the masculine gender shall include the feminine and neuter genders and words importing persons shall include corporations.

## **OBJECTS**

2. The Company is established for the objects expressed in the Memorandum of Association.

## **MEMBERS**

3. Membership of the Company may consist of Ordinary Members, Affiliated Members, Life Members and Honorary Members without regard to nationality. Membership shall not be transferable.
4. Ordinary Membership shall be open to individuals.
5. In addition to Ordinary Members the Company may accept institutions or corporate bodies which have an interest in the Levant as Affiliated Members. Affiliated Members shall each be entitled to nominate a representative who shall have the same rights of attendance and voting as an Ordinary Member; such nominations may be changed at any time by notice to the Hon. Secretary in writing. Affiliated Members shall each be entitled to receive one copy of all circulars, programmes and publications as sent to Ordinary Members.
6. The acceptance by the Committee of an application for Affiliated Membership does not entitle the organisation concerned to describe itself as a member of the Company, nor to use the Company's name in any way so as to suggest that the Company approves of any product of or action by such organisation.
7. Membership shall be by application and payment of the subscription. The Committee shall have the right to approve or reject applications for membership. Without its being liable to give any explanation or reason for exercising such right, the Committee expressly reserves the right to refuse membership to a person or organisation, or to return any subscription, or of refusing any subscription to be renewed, if in the discretion of at least ten members of the Committee it deems that the membership of that person or organisation has brought into disrepute or is likely to bring into disrepute the Company's name in any way, and thereupon the member whose subscription shall be returned or refused shall cease to be a member of the Company, provided that the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the said Committee before a final decision is made.
8. A person or organisation whose application to become a member of the Company is accepted shall be so informed by the Honorary Secretary, and shall be sent free of charge a copy of the current Memorandum of Association and Articles of Association and the Company's Bye Laws. All members shall be entitled to receive free of charge the Annual Report and Accounts together with such circulars, programmes and publications as the Management Committee shall determine to issue.
9. The annual subscriptions of Ordinary Members and of Affiliated Members shall be at such rates and due on such date or dates as may be determined by the

Committee. If the Committee shall so determine Ordinary Members may compound for all future annual subscriptions by paying in lieu thereof one sum to be determined from time to time by the Committee.

10. The first annual subscription shall be paid by every Ordinary Member and every Affiliated Member on receiving notice that his membership has been accepted by the Company.
11. Any Ordinary or Affiliated member who has not paid a subscription within ninety days of the date on which payment is due, shall have his membership suspended and shall lose all the rights of membership of the Company until such time as the arrears shall be discharged. The Honorary Treasurer or the Honorary Secretary is hereby authorised to demand the subscription; and if the arrears shall not be discharged within two hundred and seventy days after payment was due the Committee may remove the member's name from the list of members and such member shall thereupon cease to be a member, provided always that the Committee may remit arrears of subscription or reinstate such member to membership having regard to all the circumstances.
12. Resignation of a member shall be signified in writing to the Hon. Secretary, but the member resigning shall be liable for the payment of his annual subscription for the current year together with any arrears up to the date of his resignation.
13. On the recommendation of the Committee the members of the Company may at the Annual General Meeting hereinafter mentioned, elect as Honorary Members persons distinguished for their services in, or their knowledge of, the Levant or any of its constituent territories in recognition of their distinction in studies falling within the objects of the Company, or for any other reason approved by the Committee. Honorary Members shall have all the rights of Ordinary Members except that of voting and shall not be required to pay a subscription.
14. On the recommendation of the Committee the members of the Company may elect at the Annual General Meeting as Life Members persons distinguished for their benefactions or other services to the Company, or for any other reason approved by the Committee. Life Members shall have all the rights of Ordinary Members but shall not be required to pay a subscription.

### **HONORARY OFFICERS**

15. The first Honorary Officers shall be those persons named in the statement delivered pursuant to Section 10 (2) of the Act, who shall be deemed to have been elected under these Articles and shall serve only until the conclusion of the first Annual General Meeting of the Company. At the first Annual General Meeting and thereafter Honorary Officers shall be elected as provided subsequently in these Articles.
16. At each Annual General Meeting the members of the Company shall elect the Honorary Officers of the Company. The Honorary Officers shall consist of a President, a Chairman, an Honorary Secretary, an Honorary Treasurer, an Honorary Editor and such other Honorary Officers as may be proposed to the



membership at the Annual General Meeting in accordance with Article 72 below. All Honorary Officers must be members of the Company.

17. The Honorary Officers shall hold office until the conclusion of the Annual General Meeting of the Company next after their election but shall be eligible for re-election PROVIDED THAT no Honorary Officer shall hold office for more than four consecutive years. On the expiry of such period one further year must elapse before any former Honorary Officer shall be eligible for election to any office or for election to membership of the Committee, subject to Article 18 below.
18. Notwithstanding Article 17, the Committee shall have the power to vary the period for which, and the terms on which, an Honorary Officer can serve, as and when it thinks fit.
19. By a three-quarters majority of all members of the Committee, the Committee may at any time remove any person from the office to which he has been elected and appoint another person in his place to serve until the next Annual General Meeting, PROVIDED THAT the Honorary Officer concerned shall have the right to be heard by the Committee before the vote is taken.
20. If, for whatever reason, an Honorary Office falls vacant one hundred and eighty days or more before the next Annual General Meeting, the Committee must appoint a member of the Company to fill the said Honorary Office until the next Annual General Meeting and must nominate him or another member of the Company for election to that Honorary Office at the said Annual General Meeting.
21. The Committee may propose to the Annual General Meeting the names of candidates for election as Honorary Officers; the names so proposed shall be submitted to members of the Company not less than twenty-eight days before the Annual General Meeting. Nominations for Honorary Officers may be proposed and seconded by members of the Company and forwarded in writing together with the written consent of the nominees to the Honorary Secretary so as to reach the Honorary Secretary by the latest date specified in the announcement of the Annual General Meeting. If no such nomination shall be received the Committee's nominees shall be deemed to be elected; otherwise election shall be by a simple majority of members of the Company voting in a ballot held at a time between the close of nominations and the end of the Annual General Meeting using such voting procedures as are laid down in the Company's Bye Laws. In the case of an equality of votes for two or more candidates the chairman of the Annual General Meeting shall have a casting vote in addition to his ordinary vote.
22. The Honorary Officers, with the exception of the President, shall be ex officio members of the Committee.
23. The Committee may in its discretion elect Honorary Vice-Presidents of the Company from amongst its Ordinary, Honorary and Life Members for meritorious services rendered to the Company.

### **THE HONORARY TREASURER**

24. Subject to the control of the Committee and to the specific provisions of these Articles, the Honorary Treasurer shall have charge of the Company's funds, receive sums due to it and shall account for them. He may make payments on behalf of the Company without direction from the Committee, provided that such payments are no more than shall have been normally expended by the Company. Otherwise he shall obtain the direction of the Committee before making payments out of the Company's funds.
25. The Honorary Treasurer shall cause to be prepared and shall submit to the Auditor at the expiration of each financial year of the Company a Statement showing a Balance Sheet and the receipts and expenses of the Company for the period in question, and shall present at the Annual General Meeting such Statement together with the Auditor's Report relating thereto.

### **THE HONORARY SECRETARY**

26. Subject to the control of the Committee and to the specific provisions of these Articles, the Honorary Secretary shall exercise a general control over the Company's affairs and employees. He shall whenever possible attend the Meetings of the Company, the Committee and its committees. He shall be responsible for conducting the correspondence and for the general business of the Company.
27. Under the general direction of the Committee the Honorary Secretary shall organise lectures and arrange for the dispatch of the Company's publications, circulars and notices of meetings, and shall cause to be issued an Annual Report recording the activities of the Company. He shall from time to time publish the current Memorandum and Articles of Association of the Company and its Bye-Laws and shall ensure that every new member shall receive a copy on joining the Company and that all members of the Company are sent copies of revised versions free of charge. He shall keep an up-to-date list of members of the Company.

### **COMPANY SECRETARY**

28. Subject to Section 283 of the Act, the Company Secretary shall be appointed by the Committee for such term and at such remuneration and upon such conditions as the Committee may think fit; and any Company Secretary so appointed may be removed by it: PROVIDED ALWAYS that no member of the Committee may occupy the salaried position of Company Secretary.
29. A Provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee member and the Company Secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in place of, the Company Secretary.
30. Any Honorary Officer may act as Company Secretary: PROVIDED ALWAYS that no Honorary Officer may receive any remuneration either in money or in money's worth from the Company.

31. Notwithstanding the provisions of Article 30 an Honorary Officer performing some or all of the duties of Company Secretary may be paid all reasonable out of pocket expenses properly incurred by him in connection with the business of the Company.

### **COMMITTEE OF MANAGEMENT**

32. The management of the Company's affairs shall be vested in the Committee which shall consist of not less than five members elected to the Committee in addition to those serving by virtue of their office and any Members serving under the terms of Articles 37 and 38 below. All members of the Committee must be members of the Company.
33. Notwithstanding Article 32 above, the Committee may from time to time vary the number of members of the Committee PROVIDED THAT the minimum number of members elected to the Committee shall not fall below five.
34. Subject to Article 15 above the first members of the Committee shall be those persons named in the statement delivered pursuant to Section 10 (2) of the Act, who shall be deemed to have been elected under these Articles and shall serve only until the conclusion of the first Annual General Meeting of the Company. At the first Annual General Meeting of the Company and thereafter members of the Committee shall be elected or appointed or co-opted as provided subsequently in these Articles.
35. All members of the Committee, except those serving by virtue of their office in accordance with Article 22 above, and those co-opted in accordance with Articles 37 and 38 below, shall be elected at the Annual General Meeting in accordance with Article 72 below.
36. The Committee may propose to the Annual General Meeting the names of candidates for election to fill vacancies on the Committee; the names so proposed shall be submitted to members of the Company not less than twenty-eight days before the Annual General Meeting. Nominations to fill vacancies on the Committee may be proposed and seconded by members of the Company and forwarded in writing to the Honorary Secretary so as to reach the Honorary Secretary before the latest date specified in the announcement of the Annual General Meeting, together with the written consent of the nominees. If no such nomination shall be received the Committee's nominees shall be deemed to be elected; otherwise election shall be by a simple majority of members of the Company voting in a ballot held at a time between the close of nominations and the end of the Annual General Meeting using such voting procedures as are laid down in the Company's Bye Laws. In the case of an equality of votes for two or more candidates the chairman of the Annual General Meeting shall have a casting vote in addition to his ordinary vote.
37. Three places on the Committee shall be reserved for members whom the Committee may co-opt. A Co-opted member of the Committee shall retire at the next Annual General Meeting after his co-option and shall be eligible for election by the members of the Company at such Annual General Meeting notwithstanding that he shall thereby serve for more than the number of years

provided for under Article 40 below. Members of the Committee co-opted under the provisions of this Article shall be entitled to vote at meetings of the Committee.

- 38.** Any vacancy occurring in the membership of the Committee between Annual General Meetings may be filled by the co-option of an Ordinary Member of the Company by the Committee. The member of the Committee so co-opted shall retire at the Annual General Meeting next ensuing, but shall be eligible for election by the members of the Company at such Annual General Meeting, notwithstanding that he shall thereby serve for more than the number of years provided for under Article 40 below. Members of the Committee co-opted under the provisions of this Article shall be entitled to vote at meetings of the Committee.
- 39.** The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member of the Committee.
- 40.** A member elected to the Committee shall serve on the Committee for a maximum term of four years from the date of his election.
- 41.** If a Committee member is required to retire at an Annual General Meeting by a provision of these Articles, the retirement shall take effect at the conclusion of the meeting.
- 42.** A retiring Committee member shall not be eligible for election either as an ordinary member of the Committee or as an Honorary Officer for at least one year after his retirement.
- 43.** A person shall cease to be a member of the Committee if he
  - (a)** is disqualified from acting as a member of the Committee by virtue of any provision in the Act or by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (b)** becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
  - (c)** resigns his membership of the Committee by written notice to the Honorary Secretary of the Company;
  - (d)** is absent from three consecutive meetings of the Committee without good reason, as shall be determined by the Committee, communicated in advance to the Honorary Secretary;
  - (e)** ceases to be a member of the Company;
  - (f)** ceases to be a British citizen with right of abode in the United Kingdom or, not being a British citizen with right of abode in the United Kingdom, ceases to be resident in the United Kingdom for not less than one hundred and eighty-three days in each calendar year.

44. A member of the Committee shall not vote in respect of any matter in which he has a financial interest or any matter arising thereout, and if he does so vote his vote shall not be counted.
45. Members of the Committee may be paid all reasonable out of pocket expenses properly incurred by them in connection with the business of the Company.

#### **POWERS AND DUTIES OF THE COMMITTEE**

46. The business of the Company shall be managed by the Committee which may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

#### **CONDUCT OF MEETINGS OF THE COMMITTEE**

47. At the request of the Chairman or any two members of the Committee the Honorary Secretary shall at any time summon a meeting of the Committee, but so that a meeting of the Committee shall be held not less than three times during a period of twelve months. The Honorary Secretary shall cause notice of such a meeting to be sent to all members of the Committee, notwithstanding that if a member or members of the Committee does not receive such notice the proceedings of the meeting so summoned are not invalid.
48. A resolution in writing, signed by all the members of the Committee entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one member of the Committee or more.
49. The quorum at a meeting of the Committee shall be six, of whom at least one shall be an Honorary Officer and at least two elected or co-opted members of the Committee. The decision on any matter shall rest at meetings of the Committee with the majority, and in the case of an equality of votes, the Chairman of the Meeting shall have a casting vote in addition to his own vote. Subject to the provisions of these Articles, the Committee shall determine its own procedure.
50. The Chairman of the Company shall preside at meetings of the Committee, or failing the Chairman another Honorary Officer.
51. The Committee shall cause minutes to be made:
  - (a) of the names of the members of the Committee present at each Committee Meeting; and
  - (b) of all resolutions and proceedings at all meetings of the Company, and of the Committee.

52. The Committee may appoint such Special or Standing Committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. A Special or Standing Committee may meet or adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and voting, and in the case of an equality of votes the chairman shall have a second or casting vote. The minutes of all meetings of such Special or Standing Committees shall be submitted to the Honorary Secretary as soon as possible after the meeting and reports on their acts and proceedings shall be made to each meeting of the Committee. Such Special and Standing Committees may co-opt persons who are not members of the Committee.

### **APPOINTMENT OF STAFF**

53. The Committee may at any time and from time to time appoint persons to paid employment of the Company both in the United Kingdom and elsewhere, delegating to them responsibility on behalf of the Company to advance the objects of the Company, such appointments to be upon such terms as the Committee shall deem fit, but so that

- (a) no member of the Committee shall be eligible for any such employment
- (b) no person shall be eligible for election to the Committee or co-option to the Committee under Articles 37 or 38 or eligible for election as an Honorary Officer or to appointment to fill an Honorary Office under the provisions of Article 20 and the Bye law to Article 20, while he is a paid employee of the Company
- (c) the powers vested in any person so employed would not exceed the powers vested in the Committee.

### **FINANCE**

54. All moneys raised by or on behalf of the Company shall be applied to further the objects of the Company and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Company or the repayment to members of the Committee or of any committee appointed under Article 52 hereof of reasonable and proper out-of-pocket expenses.
55. The funds of the Company shall be under the control of the Committee which shall have the power to invest the same and to expend such funds for the promotion of the objects of the Company as it thinks fit. The Committee may invest the funds of the Company in the purchase of or at interest upon the security of such stocks, shares or securities wheresoever and whether involving liability or not as it shall in its absolute discretion think fit with power to vary or transpose such investments for or into other stocks, shares or securities to the intent that it shall have the same full and unrestricted powers of investing as if it was entitled thereto beneficially, and Section 6(1) of the Trustee Investments Act 1961 shall not apply hereto. The Committee may delegate its said powers of investment and of varying and transposing investments to Investment Managers.

- 56.** The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the objects of the Company.
- 57.** All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine provided that unless the Committee shall otherwise determine all cheques for more than one thousand pounds sterling shall be signed by not less than two authorised signatories.
- 58.** Without prejudice to the generality of any provision elsewhere contained in these Articles, the Committee shall have the power at any time and from time to time to pay out of all or any part of the funds of the Company the expense of and incidental to the formation of such Company as is mentioned in Articles (aa) and (bb) of the Memorandum of Association.
- 59.** Accounts shall be prepared in accordance with the provisions of Part VII of the Act.
- 60.** The Company shall appoint each year at the Annual General Meeting a Chartered Accountant or a firm of Chartered Accountants to audit the accounts and prepare a report annually, and may employ professional persons for this purpose. The Auditor's Report shall be circulated with the Accounts to all members of the Company before the Annual General Meeting. The Auditor shall not be a member of the Committee.
- 61.** The members of the Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.
- 62.** The members of the Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.
- 63.** Subject to the provisions of the Act every member of the Committee or Honorary Officer or auditor or employee of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## **NOTICES**

- 64 Notices to be given to or by any person pursuant to the Articles or any Bye Laws issued in accordance with these Articles shall be in writing.

## **ORDINARY MEETINGS**

65. The President shall preside at Ordinary and General Meetings and in the absence of the President the Chairman or failing the Chairman one of the other Honorary Officers shall preside.
66. Ordinary Meetings shall be convened for the hearing and discussing of papers and for addresses, but no resolutions other than votes of thanks for papers and addresses shall be passed at such Meetings.
67. Ordinary Meetings shall be convened by notice issued to members whose last registered address is within the country where the Meeting is to be held and shall give not less than seven days' notice of the place, date and hour of the Meeting, and the purpose for which it is called.

## **GENERAL MEETINGS**

68. A General Meeting of the Company shall be either an Annual General Meeting or an Extraordinary General Meeting.
69. The notice convening a General Meeting shall be sent in writing to all members of the Company, except that no notice of Meetings shall be required to be given under these Articles to any member whose membership is suspended and the accidental omission to give any notice, or the non-receipt of any notice given, shall not invalidate the proceedings of any General Meeting. The notice convening a General Meeting shall be sent out not less than twenty-eight days before the date of the Meeting and shall announce the place, date, and hour of the Meeting, the purpose for which it is called and any resolution to be proposed to the Meeting being convened. No resolution (except votes of thanks) shall be passed at a General Meeting except a resolution of which proper notice has been given. An Agenda shall be sent before a General Meeting to all members entitled to receive notice of a General Meeting.
70. The quorum at a General Meeting shall be fifteen Ordinary Members, not including Honorary Officers or members of the Committee, or one tenth of the total membership (whichever is the smaller) present in person. Resolutions on items of ordinary business shall be passed by a simple majority of those voting and in the event of an equality of votes the Chairman of the Meeting shall have a casting vote in addition to his ordinary vote. Voting on items of special business shall be by secret ballot or by postal ballot or by such other method of voting as the Committee shall devise ALWAYS PROVIDING THAT voting on items of special business shall not be by a show of hands at the Meeting. No resolution on an item of special business shall be passed unless three-quarters of those voting shall have voted in favour of such resolution. The Chairman of the Meeting shall not have a casting vote in addition to his ordinary vote on resolutions on items of special business.



## **ANNUAL GENERAL MEETINGS**

71. In each calendar year, the Company shall hold a General Meeting as its Annual General Meeting in addition to any other such 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 and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All the rules applying to the conduct of a General Meeting shall apply to an Annual General Meeting.
72. The Annual General Meeting shall be convened for receiving and considering the Annual Report of the Chairman, the Honorary Treasurer's Financial Statement and the Company's Annual Accounts, and the Report of the Auditor, for the election of the Honorary Officers and of Members to fill vacant places on the Committee, for the appointment of an Auditor, for the authorising of the setting of the remuneration of the Auditor if appropriate, and for any other purpose for which due notice shall have been given. Voting at the Annual General Meeting may be by postal ballot held before the date of the Meeting, or by a secret ballot held at the Meeting, or by a show of hands of those members present and voting at the Meeting or by such other means as are laid down in the Company's Bye Laws in force at the time.

## **EXTRAORDINARY GENERAL MEETINGS**

73. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. An Extraordinary General Meeting shall be convened for considering matters of importance including changes to the Memorandum of Association or to the Articles of Association or to the Rules or Bye Laws. No other business shall be transacted at an Extraordinary General Meeting except that stated on the notice convening the Meeting. All other rules applying to the conduct of General Meetings shall apply to an Extraordinary General Meeting.
74. The Committee may, whenever it thinks 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 the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum for a meeting of the Committee, any member of the Committee or any two members of the Company may convene an Extraordinary General Meeting. Voting at an Extraordinary General Meeting may be by postal ballot held before the date of the Meeting, otherwise it shall be by a secret ballot held at the Meeting or by such other means as specified in the Bye Laws.

## **RULES OR BYE LAWS**

75. (a) The Committee may from time to time make such Rules or Bye Laws as the Committee may deem necessary or convenient for the proper conduct and management of the Company and the Committee may alter and repeal and add to existing Rules or Bye Laws and such Rules or Bye Laws shall have immediate effect and so long as such Rules or Bye Laws shall be in force, they shall be

binding on all members of the Company, ALWAYS PROVIDED THAT no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association or Articles of Association of the Company.

(b) The Company at a General Meeting shall have power to make new Rules or Bye Laws and to alter and to repeal and to add to existing Rules or Bye Laws, and such Rules or Bye Laws shall have immediate effect and so long as such Rules or Bye Laws shall be in force, they shall be binding on all members of the Company, PROVIDED THAT no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association or Articles of Association of the Company.

(c) The Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Company all new Rules or Bye Laws and all changes to the Rules or Bye Laws.

### **CHANGES TO THE OBJECTS AND POWERS**

76. Notwithstanding the terms of Articles 70 and 73, Clause 3 of the Memorandum of Association (the Objects) this Article and Article 77 may only be changed with the written approval of the Charity Commissioners for England and Wales and in such manner that the Company shall, after such change has been effected, be entitled to apply its income and property solely for objects which are by English law charitable, and no alteration shall be made to the Memorandum of Association or to these Articles such as to cause the Company to cease to be a charity in law.

### **DISSOLUTION**

77. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

**Revised 8th October, 2003**