

THE COMPANIES ACT 2006

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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**ARTICLES OF ASSOCIATION**

**of**

**THE BRITISH INSTITUTE OF ARCHAEOLOGY AT ANKARA**

**(as adopted by special resolution passed on Wednesday 9<sup>th</sup> December 2020)**

1. The name of the Company (hereinafter called "the Institute") is "THE BRITISH INSTITUTE OF ARCHAEOLOGY AT ANKARA".
2. The registered office of the Institute will be situated in England.
3. The objects for which the Institute is established are the promotion of the study of the arts, humanities, social and political sciences, climatology and environmental science of Turkey and neighbouring countries ("the approved subjects").
4. In addition to any other powers it may have, the Institute has the following powers in order to further the objects (but not for any other purpose):
  - (A) to promote international collaboration between scholars in the approved subjects;
  - (B) to establish and maintain in any part of the world, in particular Turkey, premises suitable for the work of the Institute;
  - (C) to undertake, promote and encourage studies and research, and the production, issue and distribution of publications, in the approved subjects;

- (D) to form and maintain a library relating to the approved subjects, and collections of reference material relating to archaeology and kindred subjects, including a digital archive;
- (E) to establish or assist in the establishment of fellowships, scholarships, exhibitions, bursaries, prizes, grants, endowments, awards and other forms of assistance to scholars and students engaged in the study of the approved subjects;
- (F) to promote and hold conferences, meetings, lectures, exhibitions and debates on the approved subjects;
- (G) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute;
- (H) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects;
- (I) to undertake and execute any trusts which may lawfully be undertaken by the Institute and may be conducive to its objects;
- (J) to borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit;
- (K) to invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- (L) to establish and support or aid in the establishment and support of any charitable associations or institutions, and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects;

- (M) to instruct any person who is a solicitor, accountant or other person engaged in a profession (including, subject to Article 5, any such person who is a member of the Council or a connected person of a member of the Council) to act in a professional capacity on the Institute's behalf; and
- (N) to do all such other things as are incidental or conducive to the attainment of any or all of the objects of the Institute.

Provided that in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of the Council have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such members of the Council, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law, having regard to such trusts.

5. The income and property of the Institute shall be applied solely towards the promotion of the objects of the Institute as set forth in these Articles of Association, and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit, to the members of the Institute, and no member of the Council shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute.

Provided that nothing herein shall prevent the payment, in good faith, by the Institute:

- (a) of the usual professional charges for business done by any member of the Council who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Institute to act in a professional capacity on its behalf provided that at no time shall a majority of the members of the Council benefit under this provision and that a member of the Council shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;
- (b) of any scholarship, grant, award or other assistance to any member of the Council to be applied for academic study in furtherance of the objects of the Institute provided that at no time shall a majority of the members of the Council benefit under this provision and that a member of the Council shall withdraw from any meeting at which any such payment to them is under discussion;
- (c) of reasonable and proper remuneration for any services rendered to the Institute by any member, officer or servant of the Institute who is not a member of the Council;
- (d) of interest on money lent by any member of the Institute or any member of the Council at a reasonable and proper rate per annum which must not be more than the published base lending rate of the Bank of England;
- (e) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of the Institute may also be a member holding not more than 1/100th part of the issued capital of that company;

- (f) of reasonable and proper rent for premises demised or let by any member of the Institute or a member of the Council;
- (g) to any member of the Council of reasonable out-of-pocket expenses.

## **MEMBERSHIP**

6. The liability of the members is limited.
7. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Institute contracted before they ceased 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 £1.
8. The provisions of Chapter 2 of Part 8 of the Act shall be observed by the Institute, and every member of the Institute shall either sign a written consent to become a member or sign the register of members on becoming a member.
9. The members of the Institute shall be such persons as the Council may admit to membership in accordance with the provisions hereinafter contained.
10. The Institute shall have discretion from time to time to determine any classes or categories of membership into which the membership of the Institute shall be divided.
11. Any person desiring to be admitted as a member of the Institute shall complete and deliver to the Secretary an application for membership in such form as the Council shall from time to time determine. The Council shall have an uncontrolled discretion to allow or refuse any such application.

12. The minimum annual subscription payable by each member shall be such a sum as may be determined from time to time by resolution of the Institute in General Meeting and if there shall be more than one class or category of membership may vary between one class or category and another. The first subscription shall be due and payable in full on admission to membership and each subsequent subscription shall be paid on or before such date falling in subsequent years as the Council shall notify to the member.
13. A member whose subscription is not in arrear shall be entitled to attend the lectures and other functions arranged by the Institute.
14. A member may be removed from membership of the Institute by a resolution of the Council passed by a majority of at least three-fourths of the members of Council present and voting at a Council Meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the member of the Institute whose removal is in question and to all the members of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the member of the Institute whose removal is in question at least fourteen days before the meeting and they shall be entitled to submit written representations to the Council in advance of the meeting and to be heard by the Council at the meeting.
15. (A) A member shall cease to be a member:
  - (a) upon giving written notice to the Secretary of their resignation from the Institute; or
  - (b) if they fail to pay the amount of their annual subscription within six months after the same shall fall due; or
  - (c) upon their being removed by resolution of the Council passed in accordance with Article 14.
- (B) A member ceasing to be a member shall not be entitled to repayment of any part of any annual subscription paid by them and they shall

remain liable to pay the Institute any sums which shall have become due from them before they ceased to be a member.

### **GENERAL MEETINGS**

16. (A) The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.  
  
(B) All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.
17. The Council may, whenever they think fit, convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Sections 303 – 305 of the Act.
18. Twenty-one clear days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen clear days' notice at the least of every other General Meeting, specifying the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, shall be given in a manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the Institute; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the auditors, the election of officers and members of the Council and the fixing of the remuneration of the auditors.
21. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members present in person shall be a quorum.
22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the chair of the meeting shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
23. The Chair or Vice-Chair (if any) of the Council shall preside as chair at every General Meeting, but if there be no such chair, or if at any meeting they shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Institute who shall be present to preside.
24. The chair of any General Meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the



adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

25. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the chair of the General Meeting or by at least three members present in person or by proxy and entitled to vote, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chair of the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
26. Subject to the provisions of Article 27, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
29. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

30. The Council may from time to time determine that members of the Institute entitled to vote are able to attend a General Meeting by suitable electronic means, by which all members are able to hear the proceedings and to communicate with others attending such General Meeting, and to vote on each resolution. Each member so attending shall be deemed to be present in person for the purposes of any quorum and voting.

### **VOTES OF MEMBERS**

31. Subject as hereinafter provided, every member shall have one vote.
32. Save as herein expressly provided, no person other than a member duly registered as of a date falling not less than 31 days prior to the General Meeting, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of their membership, shall be entitled to be present or to vote on any question either personally or by proxy, at any General Meeting.
33. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by section 323 of the Act. A proxy must be a member.
34. The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
35. The instrument appointing a proxy shall be in such form as the Council may require from time to time, and together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof, shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof. No instrument

appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the Office one hour at least before the time fixed for holding the meeting.

### **HONORARY OFFICERS AND OFFICERS EMERITUS**

37. The Honorary Officers of the Institute shall be:

- (i) the Chair of the Council;
- (ii) the Vice Chair of the Council;
- (iii) the Honorary Secretary;
- (iv) the Honorary Deputy Secretary;
- (v) the Honorary Treasurer; and
- (vi) the Honorary Deputy Treasurer.

Each Honorary Officer must be a member of the Institute and shall be elected for a period not exceeding three years. An Honorary Officer may be elected for a further term, provided that no Honorary Officer shall be in office for a continuous period exceeding six years. If an Honorary Officer takes up a different post among the Honorary Officers, their years in office in the preceding post shall not be counted for the purposes of their new post.

38. The Officers Emeritus of the Institute shall be:

- (i) the President; and
- (ii) not more than six Vice-Presidents

each of whom must be a member of the Institute. Officers Emeritus may be appointed by any Annual General Meeting at which a vacancy exists or arises. The President shall be appointed for a term not exceeding five years, but may be appointed for a further term not exceeding five years. Every other Officer Emeritus shall hold office for such period (not exceeding six years) as the meeting appointing them may determine. At the conclusion of their term of office an Officer Emeritus (other than the President) may be appointed for a further term not exceeding six years. Any such appointment shall determine on the Officer Emeritus ceasing to be a member of the Institute and they shall be liable at any time to be removed from office by an Extraordinary Resolution of the Institute which may by Ordinary Resolution appoint in either event another member in their stead.

### **COUNCIL OF MANAGEMENT**

39. The number of elected members of Council, including the Honorary Officers and any members appointed pursuant to Article 41, ("Elected Members") shall not be less than 8 nor more than 14 unless otherwise determined by special resolution in a General Meeting.
40. The Officers Emeritus shall not be members of the Council but shall be entitled to receive Council papers and may attend meetings of the Council by invitation and may give advice on matters under discussion by permission of the Chair. Officers Emeritus shall have no vote at meetings of the Council but their views shall be solicited and taken into account on any matter affecting the fundamental nature and purpose of the Institute.
41. The Council may from time to time and at any time appoint any member of the Institute as an Elected Member (including as an Honorary Officer), either to fill a casual vacancy in or by way of addition to the Elected Members of the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain their office only until the next Annual General Meeting and shall not be taken into account in determining the Elected Members of the Council who are to retire by rotation at the meeting.

They shall be eligible for re-election at that meeting but if not re-elected they shall vacate their office at the conclusion thereof.

42. No person who is not a member of the Institute shall in any circumstances be eligible to hold office as a member of the Council.

### **POWERS OF THE COUNCIL**

43. The business of the Institute shall be managed by the Council, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Institute as they think fit, and may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute and as are not by statute or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting, but no regulation made by the Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
44. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these presents as the necessary quorum for a meeting of the Council, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

### **THE SEAL**

45. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council, and the said members shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person

bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

46. The office of a member of the Council shall be vacated:
- (A) if a registered medical practitioner who is treating that person gives a written opinion to the Institute stating that that person has become physically or mentally incapable of fulfilling their duties as a member of the Council and may remain so for more than three months;
  - (B) if by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - (C) if they cease to be a member of the Institute;
  - (D) if by notice in writing to the Institute they resign their office;
  - (E) if they become prohibited by law from being a director of a company;
  - (F) if they are removed from office by resolution duly passed pursuant to section 168 of the Act;
  - (G) if they become bankrupt or make any arrangement (including a voluntary arrangement) or composition with their creditors; or
  - (H) if they absent themselves from three consecutive meetings of the Council in any period of twelve consecutive months unless the reasons for absence are accepted by a resolution of the Council.

### **ROTATION OF ELECTED MEMBERS OF THE COUNCIL**

47. At each Annual General Meeting one quarter of the Elected Members of the Council who are not Honorary Officers for the time being (excluding any retiring in accordance with Article 41), or if their number is not a multiple of

two then the number nearest to but not exceeding one quarter, shall retire from office.

48. A retiring Elected Member of the Council shall retain their office until the dissolution or adjournment of the meeting at which their successor is elected or until it is resolved not to fill their place.
49. The Elected Members of the Council to retire pursuant to Article 47 shall be those who have been longest in office since their last election or appointment. As between such Elected Members of equal seniority, the Elected Members of the Council to retire shall in the absence of agreement be selected from among them by lot. The length of time an Elected Member of the Council has been in office shall be computed from their last election or appointment. An Elected Member who has been so elected for a further two years shall not be included among those Elected Members required to retire pursuant to Article 47.
50. The Institute shall, at the meeting at which any Elected Members of the Council retire in manner aforesaid, fill the vacated office of each Elected Member of the Council by electing a person thereto, unless at such meeting it shall be determined to reduce the number of Elected Members of the Council.
51. No person shall, unless recommended by the Council for election, be eligible for election as an Elected Member of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member, duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of their willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than seven nor more than twenty-eight intervening days.

52. If at any meeting at which an election of Elected Members of the Council ought to take place, the places of the retiring Elected Members of the Council, or some of them, are not filled, the retiring Elected Members of the Council or such of them as have not had their places filled and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of Elected Members of the Council.
53. Without prejudice to any statutory provision for the time being in force relating to the removal of any member of the Council by Ordinary Resolution, the Institute may by Extraordinary Resolution remove any Elected Member of the Council before the expiration of their period of office, and may by an Ordinary Resolution appoint another qualified member in their stead; but any person so appointed shall retain their office so long only as the Elected Member of the Council in whose place they are appointed would have held the same if they had not been removed.

#### **PROCEEDINGS OF THE COUNCIL**

54. The Council shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.
55. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council.
56. The Chair, and in their absence, the Vice Chair, shall be entitled to preside at all meetings of the Council at which they shall be present but if for any reason no such chair has been elected, or if at any meeting the Chair or Vice-Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be chair of the meeting.



57. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Council generally.
58. The Council may delegate any of their powers to committees consisting of such members of the Institute (of whom at least one shall be a member of the Council) as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council and all duties so delegated shall be reported in due course to the Council. The meetings and proceedings of any such committees shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.
59. Committees established under the provisions of Article 58 shall each elect a chair from among those of their members who are members of Council, save that any committee dealing with finance shall be chaired by the Hon. Treasurer or Hon. Deputy Treasurer. Exceptionally, if no suitably qualified member of Council is available to act as chair, a committee may elect another of their number to serve as chair. A committee chair so elected shall serve as a supernumerary member of Council with voting rights until the next Annual General Meeting, when they will relinquish the committee chair unless elected to membership of Council.
60. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
61. The Council shall cause proper minutes to be made of all appointments made by the Council and of the proceedings of all meetings of the Institute and of the Council and of committees of the Council, and all business transacted at

such meetings, and any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

62. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.
63. A member of the Council may participate in a meeting of the Council and any member of a committee may participate in a meeting of such committee by conference telephone or similar communications equipment by means of which all the persons participating in the meeting can hear each other at the same time. Participation in a meeting in this manner is treated as presence in person at the meeting.

#### **DECLARATION OF DIRECTORS' INTERESTS**

64. A Council member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Institute or in any transaction or arrangement entered into by the Institute which has not previously been declared. A Council member must absent themselves from any discussions of the Institute in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Institute and any personal interest (including but not limited to any personal financial interest).

#### **CONFLICT OF INTERESTS**

65. If a conflict of interests arises for a Council member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Council members may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted Council member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted Council member does not vote on any such matter and is not to be counted when considering whether a quorum of Council members is present at the meeting; and

(c) the unconflicted Council members consider it is in the interests of the Institute to authorise the conflict of interests in the circumstances applying;

In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Council member or to a connected person.

## **ACCOUNTS**

66. The Council shall cause proper books of account to be kept with respect to:

(A) All sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;

(B) All sales and purchases of goods by the Institute; and

(C) The assets and liabilities of the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Institute and to explain its transactions.

67. The books of account shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

68. The Institute in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the

members of the accounts and books of the Institute or any of them, and subject to such conditions and regulations the accounts and books of the Institute shall be open to inspection of members at all reasonable times during business hours.

69. At the Annual General Meeting in every year the Council shall lay before the Institute a proper income and expenditure account for the period since the last preceding account made up to a date not more than twelve months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by such proper reports as may be required by the Act and the Charities Act, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner provided in these articles.

### **EXAMINATION OF ACCOUNTS**

70. Once at least in every year the accounts of the Institute shall be examined in compliance with the Act and the Charities Act and the correctness of the income and expenditure account and balance sheet ascertained.
71. If auditors or independent examiners are appointed, their duties shall be regulated in accordance with the Act and the Charities Act, the members of the Council being treated as the directors mentioned in the Act.

### **NOTICES**

72. Any notice to be given to or by any person pursuant to these articles must be given (i) in writing; or (ii) in electronic form.
73. The Institute may send, deliver or serve any notice or other document to or on a member:

- (i) personally;
- (ii) by sending it through the postal system in a prepaid letter addressed to the member at such member's registered address, or by leaving it at that address addressed to the member;
- (iii) subject to the provisions of Part 3 of Schedule 5 to the Act, by sending it in electronic form to an address notified by the member to the Institute for that purpose;
- (iv) subject to the provisions of Part 4 of Schedule 5 to the Act, by making it available on a website and notifying the member of its availability; or
- (v) by any other means authorised in writing by the member.

74. Only members registered in the register of members with an address within the United Kingdom shall be entitled to receive notices from the Institute, subject to the following exceptions:

(A) Where the member has:

- (i) notified the Institute of an address within the United Kingdom at which notices, documents or other information may be given to them; or
- (ii) given to the Institute an address for the purpose of communications by electronic means at which notices, documents or other information may be served, sent or supplied to them,

that member shall be entitled to have notices served, sent or supplied to them at such address or, where applicable, the Institute may make them available on a website and so notify the member; and

(B) Where, in the opinion of the Secretary, the member is unable for good reason to meet the requirements of Article 74 (A), such member shall

be entitled to receive a simple notice of the time and place of each General Meeting and the postage of such notice by air mail on the same date as notices are sent to all other members shall be deemed to be an adequate discharge of the Institute's responsibility to them.

75. If on three consecutive occasions any notice, document or other information has been sent to any member at their registered address, or their address for the service of notices (by electronic means or otherwise) but has been returned undelivered (and, in the case of notice served by e-mail, such notice requested automatic notification of delivery status or confirmation that the recipient has read the message), such member shall not be entitled to receive notices, documents or other information from the Institute until they have supplied the Institute in writing with a new registered address or address within the United Kingdom for the service of notices or informed the Institute of an address for the service of notices and the sending or supply of documents and other information in electronic form. For these purposes, any notice, document or other information served, sent or supplied by post shall be treated as returned undelivered if the notice, document or other information is served, sent or supplied back to the Institute (or its agents). A notice, document or other information served, sent or supplied in electronic form shall be treated as returned undelivered if the Institute (or its agents) receives notification that the notice, document or other information was not delivered to the address to which it was served, sent or supplied.
76. The Institute may at any time and in its sole discretion choose to serve, send or supply notices, documents or other information in hard copy form alone to some or all of the members.
77. Any notice, document or other information, if sent or supplied, shall be deemed to have been served or delivered on the day after the day when it was put in the post. In proving such service it shall be sufficient to show that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice, document or other information not sent or supplied by post but delivered or left at a registered address or address for service in the United Kingdom (other than an address for the purposes of

communications by electronic means) shall be deemed to have been served or delivered on the day on which it was so delivered or left. Any notice, document or other information, if served, sent or supplied by electronic means, shall be deemed to have been received on the day on which the electronic communication was sent by or on behalf of the Institute notwithstanding that the Institute subsequently sends a hard copy of such notice, document or other information by post. Proof that the notice, document or other information was properly addressed shall be conclusive evidence that the notice by electronic means was given. Any notice, document or other information made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to these articles.

#### **INDEMNITY**

78. (1) The Institute may indemnify a relevant member of Council against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Act.

(2) In this article a 'relevant member of Council' means any member or former member of Council.

#### **DISSOLUTION**

79. If upon the winding up or dissolution of the Institute 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 Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Article 5 hereof, such institution or institutions to be determined by the

members of the Institute at or before the time of dissolution, and if and to so far as effect cannot be given to such provision, then to some charitable object.

## DEFINITIONS

In these presents:

- (A) the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<b>WORDS</b>	<b>MEANINGS</b>
"the Act"	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.
"Charities Act"	the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force.
"clear days"	in relation to a period of a notice means a 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.
"connected person"	with respect to a member of Council (1) a child, parent, grandchild, grandparent, brother or sister of such member; (2) the spouse or civil partner of such member or of any person falling within sub-clause (1) above; (3) a person carrying on business in partnership with such member or with any person falling within paragraph (1) or (2); (4) an institution which is controlled (a) by such member or any connected person falling within paragraphs (1), (2), or (3) above; or (b) by two or more persons falling within paragraph (4)(a) above, when taken together; (5) a body corporate in which (a) such member or any connected person falling within paragraphs (1) to (3) has a substantial interest; or (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.  Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition.
"the Council"	the Council of Management for the time being of the Institute, the members of such Council being the directors



and trustees of the Institute.

"in writing" written, printed or lithographed, or partly one and partly another, and other modes of representing or re-producing words in a visible form.

"month" calendar month.

"the Office" the registered office of the Institute.

"the Seal" the common seal of the Institute.

"these presents" these Articles of Association, and the regulations of the Institute from time to time in force.

- (B) Words importing the singular number only shall include the plural number, and vice versa;
- (C) Words importing persons shall include corporations; and
- (D) Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.