

THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE BRITISH INSTITUTE OF ARCHAEOLOGY AT ANKARA

(as adopted by special resolution passed on 6th December 2018)

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 and social sciences of the Near and Middle East and the Black Sea littoral and, in particular, the archaeology of Turkey in all its aspects and periods (hereinafter called "the approved subjects"), by scholars and students of the British Commonwealth.

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 premises suitable for the work of the Institute and hostels or other similar accommodation for scholars and students of the British Commonwealth engaged or interested in the study of the approved subjects.

(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 or libraries of literature and collections of materials relating to archaeology and kindred subjects, and to acquire by gift, purchase or on loan, books, drawings, photographs, impressions and other archaeological material and equipment.
- (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 of the British Commonwealth engaged or interested 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 Clause 4, any such person who is a member of the

Council or a partner of a member of the Council) to act in a professional capacity on the Institute's behalf.

- (N) To do all such other things as are incidental or conducive to the attainment of any or all of the above objects.

Provided that in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners 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 of the Institute 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 Commissioners 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 this Memorandum 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 of the Institute 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:

- (1) of the usual professional charges for business done by any member of the Council of the Institute 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 of the Institute benefit under this provision and that a member of the Council of the Institute shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;

- (2) of any scholarship, grant, award or other assistance to any member of the Council of the Institute 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 of the Institute benefit under this provision and that a member of the Council of the Institute shall withdraw from any meeting at which any such payment to them is under discussion;
 - (3) 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 of the Institute;
 - (4) of interest on money lent by any member of the Institute or any member of the Council of the Institute at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of the Institute;
 - (5) 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;
 - (6) of reasonable and proper rent for premises demised or let by any member of the Institute or a member of the Council of the Institute;
 - (7) to any member of the Council of the Institute of reasonable out-of-pocket expenses.
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. 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 Clause 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 so far as effect cannot be given to such provision, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Institute; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, such accounts shall be open to the inspections of the members. Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN GARSTANG
Professor of Archaeology D.S.C. C.B.
12 Hampstead Way
N.W.11

HAROLD C. BOWEN
Orientalist
30 York Terrace
Regents Park
N.W.1

O. MANCE
(Hon. Treasurer)
Ottoman Bank
London

WINIFRED LAMB
Archaeologist
Borden Wood
Liphook

LEONARD WOOLLEY
Archaeologist
Sedgehill Manor
Shaftesbury
Dorset

R. D. BARNETT
Civil Servant
(British Museum Department of Egyptian & Assyrian Antiquities)
14 Manor Mansions
Belsize Grove
N.W.3

W. M. CALDER
Professor
Edinburgh University

V. GORDON CHILDE
Archaeologist
22 Lawn Road Flats
N.W.3

JOHN FORSDYKE
Director and Principal Librarian
The British Museum
London W.C.1

MICHAEL GRANT
University Professor
Edinburgh University

OLIVER R. GURNEY
University Reader
Bayworth Corner
Boar's Hill
Oxford

D. B. HARDEN
Museum Keeper
The Red House
60 Iffley Road
Oxford

KATHLEEN M. KENYON
Lecturer in Palestinian Archaeology
Kirkstead
Godstone
Surrey

D. S. RICE
Lecturer in the History of the Near and Middle East
School of Oriental and African Studies
University of London

R. SYME
University Professor
Brasenose College
Oxford

Dated this 15th day of December 1949

Witness to the above Signatures of Professor GARSTANG, Mr. BOWEN, Sir O. MANCE, Miss LAMB, Mr. BARNETT, Professor CHILDE, Sir John FORSDYKE and Miss KENYON and Dr. RICE –

H. F. RUDOI

Witness to the above Signatures of Dr. GURNEY, Mr. HARDEN and Prof. SYME –

M. E. COX
(Married Woman)
6 Thorncliffe Road
Oxford

Witness to the above Signature of Prof. M. GRANT –

DENNIS HAY,
6 Gilmour Road,
Edinburgh

Witness to the above Signature of LEONARD WOOLLEY –

A. H. WATERS,
Sedgehill Manor,
Sedgehill
Shaftesbury,
Gardener

Witness to the above Signature of W. M. CALDER –

JOHN TEMPLETON,
Solicitor,
103 High Street,
Forres

THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH INSTITUTE OF ARCHAEOLOGY AT ANKARA

(as adopted by special resolution passed on 2nd December 1997, and as amended by special resolution passed 10th December 2013)

GENERAL

1. 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 -

WORDS	MEANINGS
"the Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"these presents"	these Articles of Association, and the regulations of the Institute from time to time in force
"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
"the Office"	the registered office of the Institute
"the Seal"	the common seal of the Institute
"month"	calendar month

"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

- (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.
2. The provisions of sections 352 and 353 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.
 3. The Institute is established for the purposes expressed in the Memorandum of Association.
 4. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Institute.
 5. 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.
 6. 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.
 7. 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 on every first day of January ensuing after such admission.
 8. A member whose subscription is not in arrear shall be entitled to attend the lectures and other functions arranged by the Institute.

9. 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.
10. (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 twelve months after the same shall fall due; or
 - (c) upon their being removed by resolution of the Council passed in accordance with Article 9.
- (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

11. (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, except the first, shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Institute holds its first Annual General Meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation or in the following year.
- (B) All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.

12. 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 section 368 of the Act.
13. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), 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 manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Acts 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.
14. 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

15. 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.
16. 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 fifteen members personally present shall be a quorum.
17. 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 Chairperson 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.

18. The Chairperson (if any) of the Council shall preside as Chairperson at every General Meeting, but if there be no such Chairperson, 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.
19. The Chairperson 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.
20. 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 Chairperson 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 Chairperson 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.
21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairperson 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.
22. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

24. 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.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.
26. Save as herein expressly provided, no person other than a member duly registered, 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.
27. 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 375 of the Act. A proxy must be a member.
28. 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.
29. The instrument appointing a proxy and 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.
30. 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.
31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"THE BRITISH INSTITUTE OF ARCHAEOLOGY AT ANKARA"

"I,

"of

"a member of the above-named Institute, hereby

"appoint

"of

"and failing them,

"of

"to vote for me and on my behalf at the [Annual *or*

Extraordinary or adjourned, as the case may be]

"General Meeting of the Institute to be held on the

" day of , and at every

"adjournment thereof.

"As witness my hand this day of 19 ."

HONORARY OFFICERS AND OFFICERS EMERITUS

32. The Honorary Officers of the Institute shall be:

- (i) the Chairperson of the Council;
- (ii) the Honorary Secretary; and
- (iii) the Honorary Treasurer

each of whom must be a member of the Institute.

The Chairperson of the Council shall be appointed in accordance with Article 54 and the Honorary Secretary and the Honorary Treasurer shall be appointed by the Annual General Meeting at which, or next ensuing after, the office is vacated. Every Honorary Secretary or Honorary Treasurer so appointed shall hold office for such period as the meeting appointing them may determine, provided nevertheless that their appointment shall determine on their ceasing to be a member of the Institute and that 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.

33. 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. Every Officer Emeritus so appointed shall hold office for such period as the meeting appointing them may determine provided nevertheless that their appointment shall determine on their ceasing to be a member of the Institute and that 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.

34. The Council may from time to time appoint any member of the Institute to fill a casual vacancy among the Honorary Officers but any person so appointed shall retain their office only until the Annual General Meeting next ensuing after the appointment.

COUNCIL OF MANAGEMENT

35. The Council shall consist of:

- (i) The Honorary Officers; and
- (ii) Elected Members of the Council who until otherwise determined by a General Meeting shall be not less than five nor more than twelve in number.

36. 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 Chairperson. 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.

37. The Council may from time to time and at any time appoint any member of the Institute as an Elected Member of the Council, 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.

38. 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

39. 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.
40. 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.

SECRETARY

41. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The provisions of sections 283 and 284 of the Act shall apply and be observed.

THE SEAL

42. 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

43. The office of a member of the Council shall be vacated:
- (A) If they become bankrupt or make any arrangement or composition with their creditors generally.
 - (B) If they are or may be suffering from mental disorder and either:
 - (i) are admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs.
 - (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 cease to hold office by reason of any provisions of the Act or they become prohibited by law from being a member of the Council.

ROTATION OF ELECTED MEMBERS OF THE COUNCIL

44. At each Annual General Meeting one quarter of the Elected Members of the Council for the time being (excluding any retiring in accordance with Article 37), or if their number is not a multiple of four then the number nearest to but not exceeding one-quarter, shall retire from office.

45. 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.
46. The Elected Members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between Elected Members of the Council 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. A retiring Elected Member of the Council shall not be eligible for re-election at the meeting at which they retire except as provided by Article 49.
47. 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.
48. 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.
49. 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.
50. Notwithstanding Article 44 the Institute may from time to time in General Meeting increase or reduce the number of Elected Members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

51. Without prejudice to any statutory provision for the time being in force relating to the removal 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

52. The Council may 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 Chairperson shall have a second or casting vote.
53. 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. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
54. The Council shall from time to time elect a Chairperson and the Council may determine the period for which they are to hold office. If immediately prior to their election the Chairperson of the Council was an Elected Member of the Council they shall cease to be an Elected Member of the Council and the casual vacancy arising may be filled in accordance with Article 37. The election of the Chairperson of the Council shall be endorsed at the Annual General Meeting next following the election. The Chairperson shall be entitled to preside at all meetings of the Council at which they shall be present but if for any reason no such Chairperson has been elected, or if at any meeting the Chairperson 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 Chairperson of the meeting.
55. 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.
56. 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.

57. 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.
58. The Council shall cause proper minutes to be made of all appointments of officers 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 Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
59. 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.
60. 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.

ACCOUNTS

61. 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.

62. 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.
63. 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.
64. 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 2011 (including any statutory modification or re-enactment of it for the time being in force) (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 in which notices are hereinafter directed to be served.

EXAMINATION OF ACCOUNTS

65. Once at least in every year the accounts of the Institute shall be examined in compliance with the Act and the Charities Act.
66. 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

67. The Institute may send, deliver or serve any notice or other document to or on a member:
- (1) personally;
 - (2) 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;
 - (3) subject to the provisions of Part 3 of Schedule 5 to the Act, by sending or supplying it in electronic form to an address notified by the member to the Institute for that purpose;
 - (4) 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
 - (5) by any other means authorised in writing by the member.
68. 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 Honorary Secretary, the member is unable for good reason to meet the requirements of Article 68(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.

69. 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.
70. 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.
71. 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.

DISSOLUTION

72. Clause 7 of the Memorandum of Association of the Institute relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.