

## **Company limited by guarantee**

### **MEMORANDUM OF ASSOCIATION**

#### **ARCHITECTURAL ASSOCIATION (Incorporated)**

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

<b>Name</b>	<b>Address</b>	<b>Description</b>
Scott, Giles Gilbert	7 Grays's Inn Square, WC	Architect
Newton, William Godfrey	4 Raymond Buildings, Gray's Inn, WC	Architect
Eden, Frederick Charles	6 Grays's Inn Square, WC	Architect
Hamp, Stanley	20 Red Lion Square, WC1	Architect
Hall, Edwin Stanley	54 Bedford Square, WC	Architect
Webb, Marice Everett	19 Queen Anne's Gate, SW	Architect
Slater, John Alan	Willow Hill, Welgarth Road, Hampstead	Architect

**Dated** 1 November 1920

**Company limited by guarantee**

**ARTICLES OF ASSOCIATION**

**ARCHITECTURAL ASSOCIATION (Incorporated)**

Incorporated on 13 November 1920

Company number 00171402

Adopted by special resolution passed on 17 January 2011

**DEFINITIONS**

1. In these Articles:

(a) unless inconsistent with the subject or context:

<b><i>"the Act"</i></b>	means the Companies Act 2006 (including any statutory modification or re-enactment for the time being in force);
<b><i>"Allied Societies"</i></b>	means architectural or kindred societies who have been admitted as such in accordance with the By-laws;
<b><i>"Association"</i></b>	means the Architectural Association (Incorporated);
<b><i>"By-laws"</i></b>	means the by-laws of the Association for the time being in force;
<b><i>"Council"</i></b>	means those persons who are members of the Council or, as the case may be, those present or deemed to be present at a duly convened meeting of the Council;
<b><i>"Ordinary Member" or "Member"</i></b>	means a person who is duly elected an Ordinary Member or Member of the Association in accordance with the By-laws (and does not include a Probationary Member);
<b><i>"Probationary Member"</i></b>	means a person who is duly elected as a Probationary Member of the Association in accordance with the By-laws; and
<b><i>"Registered Member"</i></b>	means a person who is a Association within the meaning in the Act.

- (b) Terms used in the Act shall (unless inconsistent with the subject or context) be taken as having the same respective meanings as they have when used in these Articles.
- (c) Words importing the singular number include the plural number, and vice versa.
- (d) Words importing the masculine gender only, include the feminine gender.
- (e) Words importing persons include corporations.

**NAME**

2. The company's name is the "Architectural Association (Incorporated)".

**REGISTERED OFFICE**

3. The registered office of the Association is in England.

**OBJECT AND POWERS**

4. The object for which the Association is established is to promote and afford facilities for the study of architecture for the public benefit and the Association has the powers to further this object by any of the following methods:

- (a) the establishment and carrying on of a school of architecture;
- (b) the provision of scholarships and bursaries, and the giving of prizes;
- (c) the provision of lectures and classes;
- (d) the provision of a library and museum;
- (e) the organisation of visits to works and buildings;
- (f) the production and circulation of periodicals and other publications; and
- (g) such other methods consistent with the object as the Council may from time to time determine;

the Association being carried on under the authority and provisions (so far as applicable) of the Literary and Scientific Institutions Act 1854 (including any statutory modification or re-enactment for the time being in force) and to have power to comply with the conditions from time to time in force in order to obtain Government grants for educational purposes.

5. In furtherance of its object the Association has and may exercise all or any of the following additional powers:

- (a) to purchase or otherwise acquire and hold for the purpose of the Association land, houses, or buildings, and erect, alter, or adapt houses or buildings accordingly upon any charitable trusts;
- (b) to sell, improve, manage, develop, lease, dispose of, exchange, or part with any property of the Association as may from time to time be considered expedient or desirable in the interests of the Association;
- (c) to appropriate or dedicate any buildings for the time being belonging to the Association to any educational or other charitable purposes connected with the study or promotion of the art or science of architecture, and to accept real or personal property upon any charitable trusts which may seem to the Association to be conducive to the advancement and maintenance of a school for the teaching and study of architecture, and to undertake and execute any such trusts or any other charitable trusts which may seem to the Association conducive to its object to any extent;
- (d) to establish, undertake, superintend, administer, or contribute to any charitable fund from which, or from the income of which grants, donations, or advances may be made to any persons who are or have been engaged professionally in the study or practice of architecture;
- (e) to borrow any moneys required for the purpose of the Association upon such terms and on such securities (including debentures or debenture stock) as may be determined;
- (f) if it should be considered advisable to obtain a Royal Charter or Act of Parliament for the purpose of the Association and continue the work of the Association;
- (g) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commission for England and Wales shall only be invested in such securities and with such sanction (if any) as may for that time being be prescribed by law; and
- (h) to do all such lawful things as may from time to time be incidental or conducive to the attainment of its object to any extent;

**Provided that** the Association shall not support with its funds any object or endeavour to impose on or procure the observance by its Members or others of any regulation, restriction or condition which, if an object of the Association, would make it a trade union.

**Provided further that** in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, or a government department, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

## **INCOME AND PROPERTY**

6. The income and property of the Association shall be applied solely towards the promotion of the object of the 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.

**Provided that** nothing in these Articles shall prevent the payment in good faith of reasonable and proper remuneration to any officers or employees of the Association or to any Member or to any other person in return for services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association.

**Provided further that** no member of the Council shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Council or governing body except:

- (a) repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; or
- (b) the payment to a member of the Council who is a student of the Association's school of architecture of any assistantship, bursary or scholarship **provided that** such payment is not made to remunerate such member of the Council for the performance of duties as a member of the Council.

**Provided further that** the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Council may be a member or any other company in which such member shall not hold more than 1% of the capital, and such member of the Council shall not be bound to account for any share of profits he may receive in respect of such payments.

## **LIMITATION OF LIABILITY**

7. The liability of the Registered Members is limited.

## **LIABILITY ON WINDING UP**

8. Every Registered Member undertakes to contribute to the assets of the Association in the event of the same being wound up, during the time that he is a Registered Member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Registered Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £1.

## **DISTRIBUTION OF ASSETS ON WINDING UP**

9. If upon the winding up or dissolution of the Association 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, but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of these Articles, such institution or institutions to be determined by the Members at, or before the time of dissolution or, in default, as determined by the Court or the Charity Commission for England and Wales, and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

## **MEMBERS**

10. Any person who shall be duly elected a Member or Probationary Member, as the case may be, in accordance with the By-laws and who duly pays all subscriptions or other amounts for the time being payable, shall be and become a Member or Probationary Member accordingly and be entitled to exercise and enjoy all rights and privileges appropriate to his class of membership.

## **THE COUNCIL**

11. All the business and affairs of the Association shall be conducted and managed by the Council, which shall exercise all such powers, authorities, and discretions of the Association of whatsoever kind as are set forth or embraced in these Articles.

12. The Council shall be elected by the Members in the manner prescribed by the By-laws. The Council shall consist of the following:

- (a) the President;
- (b) the immediate Past President;
- (c) two Vice-Presidents;
- (d) the Honorary Secretary;
- (e) the Honorary Treasurer;
- (f) the Honorary Editor;
- (g) the Honorary Librarian; and
- (h) such number of Ordinary Members and any representatives of Allied Societies as shall be prescribed by the By-laws.

## **REGISTERED MEMBERS**

13. The first Registered Members were the then existing council of the Architectural Association (which was formed in 1847).

14. Every person elected to be a member of the Council shall before acting as such sign an application of request in the prescribed form to be registered as a Registered Member, and shall thereupon become a Registered Member.

15. The rights and privileges of Registered Members shall not be transferable or transmissible. The names of Registered Members with the requisite particulars shall be entered in the register to be kept pursuant to the Act.

16. Any Registered Member may withdraw from the Association by giving one month's notice in writing to the Association of his intention to do so, and upon the expiration of such notice he shall cease to be a Registered Member.

17. Any Registered Member who shall cease to be a member of the Council shall thereupon cease to be a Registered Member.

#### **GENERAL MEETINGS OF REGISTERED MEMBERS**

18. A general meeting of the Registered Members shall be held once in every year on such day and at such hour and place as the Council shall appoint, but not more than fifteen months after the holding of the last preceding meeting. The business of an ordinary general meeting of the Registered Members shall be to receive, consider, and deal with the accounts, balance sheet, and report of the Council and the auditors.

19. A general meeting of the Registered Members may be called at any time by the Council and shall be called whenever a requisition (which must state the objects of the meeting) signed by fifteen or more Registered Members is left at the registered office of the Association. If the Council do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being deposited, the requisitionists or the majority of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of the deposit. If at any such meeting a resolution requiring confirmation at another meeting as a special resolution is passed the Council shall forthwith convene a further general meeting for the purpose of considering and, if thought fit, of confirming it as a special resolution, and if the Council do not convene the meeting within seven days from the date of the passing of the first resolution the requisitionists or a majority of them, may themselves convene the meeting.

20. Fourteen clear days' notice to the Registered Members specifying the place, day, and hour of meeting, and in case of special business the general nature of such business shall be given by notice sent by post.

21. Seven Registered Members personally present shall form a quorum. No business shall be transacted at any general meeting unless a quorum shall be present at the commencement of business.

22. The President shall be entitled to take the chair at every general meeting of the Registered Members, or failing him the Vice-President, or if there shall be no President or Vice-President or neither of them shall be present within fifteen minutes after the time appointed for holding such meeting, the Registered Members present shall choose some other member of the Council as Chairman.

23. If within half an hour from the time appointed for the meeting of the Registered Members a quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present those Registered Members who are present shall be a quorum and may transact the business for which the meeting was called.

24. Every question submitted to a meeting of the Registered Members shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall, both on show of hands and at the poll, have a casting vote in addition to the vote to which he may be entitled as a Registered Member.

25. At any general meeting of the Registered Members unless a poll is demanded by the chairman or by at least five Registered Members, a declaration by the chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

26. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.
27. The chairman of a general meeting of the Registered Members may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
28. Any poll duly demanded on the election of a chairman of a meeting or on any question of adjournment shall be taken at the general meeting of the Registered Members and without adjournment.
29. The demand of 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. On a show of hands every member present in person shall have one vote, and upon a poll every member present in person or by proxy shall have one vote.
31. Votes may be given by the Registered Members either personally or by proxy. Every proxy shall be in writing under the hand of the appointer. Subject to the Act, no person shall be appointed a proxy except a Registered Member. The instrument appointing a proxy shall be deposited at the registered office of the Association not less than forty-eight hours before the time for holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote.
32. A notice may be served by the Association on any Registered Member either personally or by sending through the post in a prepaid envelope or wrapper addressed to such Registered Member at his registered place of address. As regards those Registered Members who have no registered place of address, a notice placed in the registered office shall be deemed to be well served on them at the expiration of twenty-four hours after it has been so posted up.

#### **BY-LAWS**

33. The Association may from time to time make, vary and repeal the By-laws **Provided that** no By-laws shall be made which would amount to such an alteration or addition to these Articles as could legally be made only by special resolution. All such alterations to the By-laws shall be made in the manner prescribed by the By-laws, by being put to the Members at a special general meeting called for that purpose, and subsequently receiving the assent of at least two-thirds of the votes cast by Members in a postal ballot.
34. General meetings of the Members shall be held at such times and places and in such manners as the By-laws may prescribe, but so that at least one such general meeting shall be held in every year.

#### **ACCOUNTS**

35. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association; 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 Association for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.



36. The accounts and books of account of the Association shall be kept at its registered office or such other place as the Council shall direct, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Registered Members in general meeting the same shall be open to inspection by the Registered Members at all times during the usual business hours.

#### **AUDITORS**

37. The provisions of the Act shall apply regarding the appointment, remuneration and powers of auditors.

#### **SEAL**

38. The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf and every instrument to which the Seal is affixed shall be signed by two members of the Council and shall be countersigned by the Secretary or by some other person appointed by the Council for the purpose.

#### **DELEGATION**

39. The Council may delegate any of its powers or functions to a committee of two or more members of the Council provided that:

- (a) the terms of any delegation must be recorded in writing;
- (b) the Council may impose conditions when delegating, including the conditions that:
  - (i) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and/or
  - (ii) no expenditure may be incurred on behalf of the Architectural Association except in accordance with a budget previously agreed with the Council;
- (c) the Council may revoke or alter a delegation; and
- (d) all acts and proceedings of any committees must be fully reported on a timely basis to the Council.

**BY-LAWS OF THE ARCHITECTURAL ASSOCIATION (Incorporated)  
(last amended 2014)**

**DEFINITIONS**

1 - In these By-laws except where otherwise expressly stated a ‘Member’ and an ‘Affiliate Member’ mean an Ordinary Member and an Affiliate Member of the Architectural Association, Incorporated, as defined respectively in Clause 1 of the Articles of Association, and references to meetings, general or otherwise, refer to meetings of ordinary Members.

(a) terms defined in the Articles have the same meanings and the following additional terms shall apply unless in either case inconsistent with the subject or context:

<b>“Branches”</b>	means a branch, class or section of the Association with its own rules and officers formed in accordance with these By-laws;
<b>“general meeting”</b>	means a meeting of any description of the Members;
<b>“Officers”</b>	means the President, the two Vice Presidents, the Honorary Secretary, and the Honorary Treasurer;
<b>“Ordinary Members of Council”</b>	means the members of Council other than: (i) the Officers; (ii) the immediate Past President; and (iii) any representatives of Allied Societies;
<b>“Register”</b>	a register of the names and addresses, membership classification and voting rights of Members and Affiliate Members;
<b>“School”</b>	means the Architectural Association School of Architecture;
<b>“Session”</b>	has the meaning set out in By-law 43;

(b) the interpretation provisions in the Articles shall apply.

(c) references to any statute include any statutory re-enactment or modification of that statute.

**ARRANGEMENTS FOR CARRYING ON THE WORK OF THE ASSOCIATION**

2 – (a) In accordance with the Articles, all the business and affairs of the Association, including the School, shall be conducted and managed by the Council including, for the avoidance of doubt: the appointment of Lecturers, Instructors, and Visitors, and the fees and charges, shall be determined by the Council, who shall have full power to make, modify, and alter rules and regulations in respect of all the matters aforesaid.

(b) Members desirous of associating for specific objects shall be allowed to form Branches, Classes or Sections, frame their own rules, and appoint their own officers, in all cases subject to the approval of the Council.

(c) The Council may create different classes of Members to those in these By-laws and shall (subject to the Articles and these By-laws) determine the rights of any such different class of member.

## **BRANCH REPORTS**

3 – All Branches shall present to the Council an Annual Report and Balance Sheet up to the end of May in each year. Such Annual Report and Balance Sheet to be presented during the month of June in each year.

## **MEMBERSHIP**

### **QUALIFICATION FOR MEMBERSHIP**

4 - Every Member shall be either:

- (i) an individual who is or has been engaged professionally or otherwise in the study or practice of architecture or of associated arts or sciences, or
- (ii) an employee of the Association,
- (iii) a current or former student at the School, or
- (iv) an individual in such other category as the Council may from time to time specify.

A Member shall immediately give notice to the Council of any change either in status or otherwise that affects his/her eligibility as a Member.

### **RIGHTS OF MEMBERS**

5 - Each Member shall have the following rights subject to the terms set out in these By-laws:

- (a) the right to one vote (subject to any exceptions set out in these By-laws);
- (b) the right to attend and participate in all general meetings;
- (c) the right to bring one visitor to an Ordinary General Meeting **provided that:**
  - (i) this shall not cause a Member or Affiliate Member to be deprived of accommodation; and
  - (ii) the Chair of such general meeting may exclude visitors while affairs of the Association are discussed;
- (d) such rights to use the premises and facilities of the Association as the Council may from time to time specify;
- (e) such rights to receive any journal, periodical or other publication of the Association as the Council may from time to time specify;
- (f) the right to stand or nominate anyone to stand for election as a member of Council;
- (g) the right to act as a member of a committee of the Council; and
- (h) such other rights as:
  - (i) provided by these By-laws; and
  - (ii) the Council may (subject to the Articles and these By-laws) from time to time determine.

## **CHANGE OF OCCUPATION BY MEMBERS**

6 - In the event of any Member changing the profession or vocation under which s/he was elected to membership, s/he shall immediately notify the Council of such change and the Council shall then decide whether his/her membership shall be continued or not. If the Council shall decide his/her membership shall not be continued they shall not be bound to assign any reason for such determination but shall forthwith remove the Member's name from the Register and notify him/her accordingly in writing, and any subscription that may have been paid for the current Session shall be returned.

## **QUALIFICATION FOR AFFILIATE MEMBERSHIP**

7 - Every Affiliate Member shall be an individual in such category as the Council may from time to time specify under By-law 4(iv).

## **RIGHTS OF AFFILIATE MEMBERS**

8 - Every Affiliate Member shall have the same rights as a Member to the use of any premises owned or occupied by the Association and to the social facilities afforded by the Association and such other rights as the Council may from time to time specify save that an Affiliate Member shall not be entitled to vote on any occasion, nor to nominate or stand for the Council, nor to be a member of any of the committees of the Council.

## **EXPIRATION OF AFFILIATE MEMBERSHIP**

9 - An Affiliate Member shall automatically cease to be such at the end of the Session in which s/he was elected. Provided always that the Council may at its own discretion renew for a further year the Affiliate Membership of any Affiliate Member.

## **PROPOSAL**

10 – Applications for Membership or Affiliate Membership shall be dealt with in such manner as the Council may from time to time decide at a meeting of the Council. The Council shall have power to approve or reject any application without being bound to assign any reason for such approval or rejection.

## **ELECTION**

11 - All elections to membership shall be by the Council in such manner as the Council may from time to time determine. The names of all applicants shall be published seven days before the meeting of the Council at which they will be considered and any Members of the Association objecting to the applicants shall submit such objections in writing to the Secretary before that meeting of the Council. Notwithstanding this, all students in the Architectural Association School of Architecture shall be Members and all employees of the Association shall be Members or Affiliate Members.

## **PRIVILEGES OF APPLICANTS**

12 - On submitting the application and paying the entrance fee and first annual subscription, an applicant for Membership or Affiliate Membership shall have the same rights as an Affiliate Member until such time as the application is accepted or rejected. This privilege may be withdrawn from an applicant at any time by the Officers for the time being of the Association, without their being bound to assign any reason.

## **HONORARY MEMBERS**

13 - The Council may elect as Honorary Members, illustrious or distinguished persons, as from time to time they may determine, without subscription. These shall have the same rights as Members, and shall be limited in number to one hundred.

## **QUALIFICATION OF ALLIED SOCIETIES**

14 - Any architectural or kindred societies whose rules have been approved by the Council, shall be eligible as Allied Societies.

## **PROCEDURE FOR ALLIANCE**

15 - Architectural or kindred societies may be allied to the Association by resolution of the Council confirmed by a vote of the Association at a general meeting. If any alteration or modification shall be made in the rules of any such Society after its admission to the Association without the prior approval of the Council, such society shall immediately cease to be an Allied Society of the Architectural Association.

## **RIGHTS AND PRIVILEGES OF ALLIED SOCIETIES**

16 - Each Allied Society and its Members shall have such rights and privileges and shall contribute such sums to the funds of the Association as shall be agreed between the Council and the Allied Society or its duly authorised Council or officers, but so that the agreement between the Association and any Allied Society shall be terminable at the close of any Session by either side on written notice delivered to the other side at least one month before the end of the Session, and such Allied Society shall immediately cease to be connected with the Association. Any representative of such Allied Society on the Council shall also cease to be a Member.

## **ENTRANCE FEE AND SUBSCRIPTION**

17 – Members, Affiliate Members and applicants must pay Subscriptions and any other applicable fees or charges. The amounts of entrance fees and membership subscriptions and the classes of Members and Affiliate Members and their respective entrance fees and subscriptions shall be determined from time to time by resolution of the Council, provided that the Council shall give to the Members not less than three months' notice of its intention to alter or vary the subscriptions of Members and Affiliate Members and if not less than fifty Members shall dissent in writing from the Council's proposals within one month of the giving of such notice then the Council shall submit its proposals to a vote of all Members in the manner provided by By-law 39 and no such variation of subscriptions shall be carried except by the votes of at least two-thirds of the Members voting.

## **PAYMENT OF ENTRANCE MONIES**

18 –Each Member or Affiliate Member shall pay his/her entrance fee and first annual subscription within two months next after the day of his/her election, otherwise his/her election shall be void, and s/he shall be ineligible for re-election during the remainder of the current Session.

## **PAYMENT OF SUBSCRIPTIONS**

19 – Annual subscriptions shall be paid in advance at the commencement of each financial year of the Association; but the subscription of any Member or Affiliate Member elected after the last day of May in any subscription year shall cover the ensuing subscription year. Any Member or Affiliate Member elected between 1 February and 31 May in any year shall pay one half only of the normal subscription for the remainder of the then current subscription year in addition to the entrance fee.

## **LIABILITY FOR SUBSCRIPTIONS**

20 - A Member or Affiliate Member shall be liable for the payment of the annual subscription until ceasing to be a Member or Affiliate Member under By-laws 21 or 22, or has signified an intention to resign by notice in writing to the Honorary Secretary at the registered office of the Association; but such resignation shall not absolve him/her from liability to pay all arrears then due. The Council shall have power to reinstate any former Member or Affiliate Member who has paid all subscriptions due at the time of resignation, and s/he shall not be required to pay another entrance fee.

## **ARREARS OF SUBSCRIPTIONS**

21 - If any Member or Affiliate Member shall permit his/her annual subscription to remain in arrear for a period exceeding one Session the Council may remove his/her name from the Register. But the Council shall have power to reinstate such Member or Affiliate Member.

## **EXPULSION OF MEMBERS OR AFFILIATE MEMBERS**

22 - If the Council shall consider that any Member (including, for the avoidance of doubt, an Honorary Member) or Affiliate Member has been guilty of any unprofessional conduct, or of any conduct injurious to the Association or to the interests thereof, or to his/her own professional character, the Council shall have power, after due enquiry, to expel such Member or Affiliate Member; but no resolution of the Council for the expulsion of a Member or Affiliate Member shall be deemed to be passed unless it is carried by the votes of at least two-thirds of those present and voting at a meeting of the Council at which at least twelve members of the Council shall vote.

23 - If any Member or Affiliate Member shall be expelled as aforesaid, the Chair at the next General Meeting shall announce such expulsion, which shall thereupon be communicated to the expelled Member or Affiliate Member in writing. The name of the expelled Member or Affiliate Member shall also at this time be removed from the Register.

## **OFFICERS AND COUNCIL**

### **THE COUNCIL**

24 - The Council shall consist of:

- (a) the Officers (the President, two Vice-Presidents, the Honorary Secretary, and the Honorary Treasurer);
- (b) the two Members who are the Honorary Editor and the Honorary Librarian;
- (c) the immediate Past President;
- (d) ten other Members appointed in accordance with these By-laws as members of Council (subject to the provisions of By-law 40); and

Seven members of Council shall form a quorum.

### **DUTIES OF PRESIDENT**

25 - The President shall, when present, preside as Chair at all general meetings and meetings of the Council.

#### **DUTIES OF VICE PRESIDENTS**

26 - One of the Vice-Presidents, to be chosen by lot in case of difference, shall preside as Chair at a general meeting or meeting of the Council in the absence of the President.

27 - In the absence of the President and Vice-Presidents at the time for the commencement of any Meeting, the Members present may elect a chair for that Meeting by majority vote.

#### **DUTIES OF HONORARY SECRETARY**

28 - The Honorary Secretary shall, subject to the direction and control of the Council, have the supervision of the affairs of the Association, including causing minutes to be taken of all General Meetings, Council Meetings, and Meetings of duly appointed Committees. The Honorary Secretary shall also carry out other such duties as set out in these By-laws, and render a report to the Council at the end of each Session.

#### **DUTIES OF HONORARY TREASURER**

29 - The Honorary Treasurer shall, subject to the control of the Council, have the supervision of the finances of the Association, including causing accounts to be kept, audited and presented to the Council at least once in each Session. The Honorary Treasurer shall also carry out other such duties as set out in these By-laws, and render a report to the Council at the beginning and end of each Session.

#### **ANNUAL REPORT OF COUNCIL**

30 - The duties of the Council shall be, in accordance with the Articles and the provisions as set out in By-law 2, to conduct and manage the business and affairs of the Association including its School, and it shall present an annual report on such matters to the Members.

#### **DUTIES OF SECRETARY**

31 - The Council shall appoint an officer who shall be Secretary. It shall be the Secretary's duty to attend regularly at the premises of the Association, and all meetings of the Council, to take minutes of the proceedings, and to serve as returning officer for the election of Officers and Council. The Secretary shall cause to be issued all notices to Members and Affiliate Members, and shall perform such other duties as the Council shall assign from time to time.

#### **HONORARY EDITOR, HONORARY LIBRARIAN, AND OTHERS**

32 - The Council may appoint an Honorary Editor and an Honorary Librarian and shall have the power to appoint from the members of the Council such other Honorary Officers or Honorary Assistants as may be necessary for carrying out its duties; such Officers shall report to the Council at the end of each Session. The Council may appoint paid officials and staff to carry out the work of the Association.

#### **APPOINTMENT OF OFFICERS AND COUNCIL**

33 - The President, Vice-Presidents, Honorary Secretary and Honorary Treasurer shall be elected annually in accordance with these By-laws, and shall retire at the end of each Session, but shall be eligible for re-election subject to the provisions set out in these By-laws.

34 - Members of Council (who are directors for the purposes of the Companies Acts and charity trustees for the purposes of the Charities Act 2011) shall be disqualified and removed if they:

- (a) are disqualified from acting as trustee by virtue of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (b) cease to be a Member
- (c) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- (d) are absent from all meetings of the Council held within a period of six consecutive months without the permission of Council;
- (e) are removed or disqualified under the Companies Act 2006; or
- (f) behave in a manner which may bring the Association into disrepute and their removal is approved by at least two-thirds of the members of Council present at a meeting of the Council at which at least twelve members shall vote.

#### **TENURE OF OFFICE: HONORARY OFFICERS**

35 - No Member shall be eligible for the Office of President, Vice-President, or Honorary Secretary, unless s/he has previously served on the Council for one Session. The Office of President, Vice-President or Honorary Secretary shall not be held by any Member for more than two consecutive Sessions. The immediate Past President shall retire at the end of a Session, if there is a new immediate Past President for the next Session, unless such Past President decides to remain in office as an ordinary member of Council for the next following Session, in which case that individual shall retire at the end of that following Session. Thereafter Past Presidents, other than as provided in these By-laws in respect of an immediate Past President, shall be ineligible to serve for any Honorary Office except that of Honorary Treasurer, unless the Council by unanimous vote decide otherwise. An Honorary Treasurer shall not serve for more than three Sessions, but the Council shall have power to extend the term of Office.

#### **TENURE OF OFFICE: ORDINARY MEMBERS OF COUNCIL**

36 - Six ordinary members of Council shall retire at the end of each Session. The ordinary members of Council to retire each year shall be those who have been longest in office as Ordinary Members of Council since their last election, but as between persons who became members of Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

37 - A retiring ordinary member of Council shall be eligible for re-election as an ordinary member of Council provided that s/he has served on Council for not more than one term immediately prior to retirement.

#### **NOMINATION OF OFFICERS AND COUNCIL**

38 - The Council shall at the last Ordinary General Meeting in March of each Session, bring forward a list of Members willing to serve as Officers and Ordinary Members of Council for the ensuing Session; to which list, upon nomination by any two Members at the last Ordinary General Meeting in April, may be added the names of other Members willing to serve in accordance with By-laws 35, 36 and 37. Scrutineers shall be appointed at the last-mentioned meeting to count the votes prior to the last Ordinary General Meeting of the Session.



## **ELECTION OF OFFICERS AND COUNCIL**

39 - Voting papers, containing the names in alphabetical order of all persons nominated under By-law 38, shall be forwarded to each Member whose subscription is not more than one Session in arrear. The voting papers shall be filled up and returned to the appointed Scrutineers on or before the date given in the voting papers, and the Scrutineers shall open the voting papers, count the votes, and the Secretary shall report the result of the votes. In the event of an equality of votes between any candidates for election, the election of the candidates so receiving such equality shall be determined by a majority vote of the Members present and voting at the last Ordinary General Meeting of the Session.

## **VACANCIES ON COUNCIL**

40 - Members of Council shall have power at any time, and from time to time, to appoint any person to be a member of Council, either to fill a casual vacancy or as an addition (co-option) to the existing members of Council, but so that the total number of ordinary members of Council shall not at any time exceed twelve. Any member of Council so appointed shall serve on Council only until the next following 31 May and shall then be eligible for re-election but shall not be taken into account in determining the members of Council who are to retire by rotation at such date.

## **MONEY TO BE PAID INTO BANK**

41 – All monies belonging to the Association which is not required for investment shall be paid by the Honorary Treasurer or a duly authorised employee into an appointed bank account of the Association **provided that:**

(a) electronic transfers of money or cheques not exceeding £10,000 or its equivalent in another currency shall be approved by two duly authorised employees of the Association; and

(b) electronic transfers of funds or cheques exceeding £10,000 or its equivalent in another currency shall be signed by an Officer and countersigned by one duly authorised employee of the Association. The Council may at any time by formal resolution vary the cash limits contained in this By-law.

## **FINANCIAL INTEREST**

42 – The Association shall have a policy setting out the limits on financial benefits and other conflicts of interest for members of the Council which shall be subject to the Articles and may be updated from time to time by the Council.

## **SESSION**

43 - The Session of the Association shall begin on the first day of June in each year, and end on the 31st day of May in the following year.

## **MEETINGS**

### **ORDINARY GENERAL MEETINGS**

44 - Ordinary General Meetings shall be held from October to May in each Session, and may be held at other times. As far as possible they shall be held in the evening after normal working hours, and on a regular day of the week. Members and Affiliate Members shall be entitled to attend and participate in such meetings, and Members shall be entitled to personally introduce one visitor each, provided that Members and Affiliate Members are not deprived of accommodation by the introduction of such a visitor. However, at meetings where the affairs of the Association are being discussed the Chair may at his/her discretion exclude all except Members while such affairs are being discussed

## **BUSINESS THEREOF**

45 - At Ordinary General Meetings papers shall be read, and discussions shall take place on the subjects of such papers, but no other business shall be transacted at any such Meeting except such as is specially provided for by the By-laws.

## **ANNUAL GENERAL MEETINGS**

46 - An Ordinary General Meeting during each Session shall be convened as the Annual General Meeting at which a statement of the accounts of the Association duly audited by a professional accountant shall be laid before the Members.

## **SPECIAL GENERAL MEETINGS**

47 - A Special General Meeting of the Members shall be called by the Secretary when required by the Council, or at any time, not less than two weeks nor more than eight weeks, after the receipt of a requisition stating the purpose for which the Special General Meeting is required, and signed by at least twelve Members. A Special General Meeting may be called by giving notice, or by a general announcement in such manner as determined by the Council at least ten days prior to the Special General Meeting and in any case specifying the agenda for and time and place of the Special General Meeting, **provided that** Notice of any amendment to the Agenda shall be sent to the Secretary at least three clear days prior to the Meeting, and except with the consent of the Chairman no further amendment shall be considered at such Meeting. The presence of twenty-five Members shall be necessary to constitute a quorum at any Special General Meeting called under this By-law

## **ALTERATIONS OF ARRANGEMENTS**

48 – Notice shall be given of all General Meetings, which must specify the place, date and time of such meeting **provided that** the Council may give notice in such manner as it may determine of any alterations they think fit in the dates of Meetings, or the other arrangements for the current Session, and notice thereof sent to the Members and Affiliate Members or advertised as the Council may determine.

## **VOTING**

### **VOTES**

49 - Every Member shall have one vote.

### **MANNER OF VOTING**

50 - All votes by Members at general meetings shall be taken by show of hands and decided by the majority, except as herein provided to the contrary. In any case of equality the Chair shall have a casting vote, and the decision of the Chair as to the result of the voting shall be final and conclusive.

### **ALTERATIONS OF BY-LAWS**

51 – Subject to the Articles, any modification of the By-laws shall be proposed and discussed at a Special General Meeting as prescribed by By-law 47 and at which Scrutineers shall be appointed, the final voting being taken by ballot in the manner provided by By-law 54 and in sending the voting papers to Members a report of such discussion shall also be sent, and Members shall be asked to vote for or against the proposed modification. And no such modification shall be carried except by the votes of at least two-thirds of the Members voting.

## **THE REGISTER**

52 - A Register shall be kept.

## **ADDRESSES OF MEMBERS AND AFFILIATE MEMBERS**

53 - Every Member and Affiliate Member shall notify the Secretary of any change of address (including, for the avoidance of doubt, an electronic address), and all notices may be served by the Association upon any Member or Affiliate Member at the last address notified by him/her as aforesaid.

## **VOTING PAPERS**

54 - With the exception of any Member whose Subscription is more than one Session in arrear, voting papers may be delivered to a Member personally or posted and may be sent electronically to each Member at the last address notified to the Association, as mentioned in the last preceding By-law.

## **BY-LAWS TO BE BINDING**

55 – The By-laws as herein contained, and as hereafter amended or enlarged shall be binding on all Members and Affiliate Members, and their Membership or Affiliate Membership shall be taken as assent thereto.