

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.

Name	Address	Description
Scott, Giles Gilbert	7 Grays's Inn Square, WC	Architect
Newton, William Godfrey	4 Raymond Buildings, Gray's Inn, W.C	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, Maurice Everett	19 Queen Anne's Gate, S.W.	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:

"the Act" means the Companies Act 2006 (including any statutory modification or re-enactment for the time being in force);

"Allied Societies" means architectural or kindred societies who have been admitted as such in accordance with the By-laws;

"Association" means the Architectural Association (Incorporated);

"By-laws" means the by-laws of the Association for the time being in force;

"Council" 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;

"Ordinary Member" or "Member" 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);

"Probationary Member" means a person who is duly elected as a Probationary Member of the Association in accordance with the By-laws; and

"Registered Member" means a person who is a member of the 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.

