

**Company No: 6706658**

**Charity No: 1138160**

**THE COMPANIES ACTS 1985 - 2006**  
**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**  
**OF**  
**INTERNATIONAL ASSOCIATION OF UNIVERSITY PRESIDENTS**

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**withers** LLP

**16 Old Bailey**

**London**

**EC4M 7EG**

**Tel: +44 (0)20 7597 6135**

**Fax: +44 (0)20 7597 6543**

Ref: CXC/RLW

**Company No: 6706658**

**Charity No: 1138160**

**Companies Acts 1985 - 2006**

**Company limited by guarantee and not having a share capital**

**Articles of Association**

**of**

**International Association of University Presidents**

**1. Name**

The name of the company is '**International Association of University Presidents**' ('the **Charity**').

**2. Registered Office**

The registered office of the Charity will be in England and Wales.

**3. Objects**

The Objects of the Charity (the '**Objects**') are for the public benefit:

- 3.1 the advancement of education, science, the arts, culture and heritage;
- 3.2 the advancement of human rights including without limitation by (a) raising awareness and advancing education in relation to human rights; and (b) promoting public support and respect for human rights; and
- 3.3 the promotion of religious harmony, reconciliation and equality and diversity including without limitation by (a) the elimination of discrimination; (b) advancing education and raising awareness in relation to such matters; and (c) promoting activities to foster understanding and co-operation between people from diverse backgrounds;

each to be achieved by facilitating the development of, and co-operation between, universities and other institutions around the world.

**4. Powers**

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 to organise seminars, conferences and other events;
- 4.2 to support, administer or establish other charities or other bodies;
- 4.3 to consult, advise, co-operate with or assist others;
- 4.4 to provide goods, services or other assistance or support by way of grant, donation, loan or otherwise (whether or not for valuable consideration);
- 4.5 to acquire and take over to such an extent as may be thought fit (and permitted by law) the assets, liabilities and undertakings of any person or body whatsoever;
- 4.6 to raise funds (but not by means of carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for the purpose of actually carrying out the Objects, unless the income of the Charity from that trade or business is exempt from tax by reason of any legislation or concession from time to time in force);
- 4.7 to write, print, publish, issue, produce and circulate materials in any medium;
- 4.8 to act as trustee of charitable trusts jointly with one or more other trustees or, where it may legally do so, as sole trustee;
- 4.9 to enter into any funding or other arrangement with any government or any other authority and to obtain from such government or authority any rights, concessions, privileges, licences and/or permits;
- 4.10 to guarantee the performance of the contracts or obligations of any person or organisation and to give any warranties, indemnities, guarantees or undertakings on account of any covenants, promises, pledges, assurances or trusts that might be undertaken by the Charity or in connection with any agreement or arrangement whatsoever, whether or not the Charity is a party to the same;
- 4.11 subject to such consents or procedures as may be required by law, to borrow money and give security for loans;
- 4.12 to acquire, hire or charge property and/or any interest in, or relating to, land of such kind and on such terms and to appoint such advisers, surveyors, managers and builders and other advisers and contractors on such terms as the Directors shall determine;
- 4.13 subject to such consents or procedures as may be required by law, to let, license or dispose of all or any assets held from time to time by or on behalf of the Charity;
- 4.14 to set aside funds for special purposes or as reserves against future expenditure;
- 4.15 to deposit or invest the monies of the Charity not immediately required for its operations in any manner as may be thought fit (including but not limited to the establishment of

trading or other subsidiaries of any kind), subject to such conditions (if any) and such consents or procedures (if any) as may for the time being be imposed or required by law;

- 4.16 to delegate the management of investments to a Financial Expert, but only on terms that:
- (a) the investment policy is set down in writing for the Financial Expert by the Board of Directors;
  - (b) the performance of the investments is reviewed regularly with the Board of Directors;
  - (c) the Board of Directors is entitled to cancel the delegation arrangement at any time;
  - (d) the investment policy and the delegation arrangement are reviewed by the Board of Directors at least once a year;
  - (e) all payments due to the Financial Expert are on a scale or at a level that is agreed in advance and are notified promptly to the Board of Directors on receipt; and
  - (f) the Financial Expert does not do anything outside the powers of the Board of Directors;
- 4.17 to arrange for investments or other property of the Charity to be held in the name of a nominee under the control of the Board of Directors or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 4.18 to employ or otherwise contract for the services of agents, staff or advisers (upon such terms and conditions as may be thought fit) and, subject to Article 5, to remunerate any person, firm or company rendering services to the Charity and provide and contribute to pension and other death-in-service or other benefits for employees and former employees of the Charity and their widows, children or other dependants;
- 4.19 to insure the property of the Charity (including, for the avoidance of doubt any property not owned by the Charity but under its control) against any foreseeable risk and to take out other insurance policies to protect the Charity when required;
- 4.20 subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled to indemnify every Director or other officer of the Charity (other than any person engaged by the Charity as auditor) to the extent permitted by the Act and to pay for indemnity insurance for the Directors;
- 4.21 to enter into contracts of any type, including contracts to provide services to or on behalf of other bodies or persons;

- 4.22 to delegate functions to committees, officers and/or employees or other staff of the Charity;
- 4.23 to incorporate, establish and promote subsidiary companies (whether or not wholly owned by the Charity) to assist or act as agents for the Charity or otherwise where the incorporation, establishment and promotion of such companies is expedient or generally beneficial and largely in the interests of the Charity;
- 4.24 to amalgamate with any other bodies that are charitable and have objects similar to the Objects and that restrict the payment of any dividend or profit to, and the distribution of assets amongst, their members at least to the same extent as such payments are restricted under these Articles;
- 4.25 to pay out of the funds of the Charity the costs of and incidental to the formation and registration of the Charity;
- 4.26 to do any such other lawful things as are necessary for or are incidental or conducive to the furtherance of the Objects; and
- 4.27 to do all or any of the above things in any part of the world as principal, agent, contractor, trustee or otherwise, either alone or in conjunction with or through the medium of others.

## **5. Application of Income and Property**

- 5.1 The property and funds of the Charity must be used only for the promotion of the Objects and do not belong to the General Assembly Members. No part of the income or capital may be paid or transferred, directly or indirectly, to the General Assembly Members, whether by way of dividend or bonus or in any other way that amounts to a distribution of profits or surplus. This does not prevent the provision of goods or services to a General Assembly Member or Director who is a beneficiary of the Charity in that capacity or the payment of:
  - (a) reasonable and proper remuneration to any officer, employee or General Assembly Member in return for any goods or services provided to the Charity;
  - (b) a reasonable rate of interest on money lent to the Charity;
  - (c) a reasonable rent or hiring fee for property let or hired to the Charity;
  - (d) sums to any company in which a General Assembly Member has no more than a 1 per cent shareholding;
  - (e) premiums on the indemnity insurance referred to in Article 4.20;

- (f) charitable grants or other assistance to a General Assembly Member which are to be applied for charitable purposes; or
  - (g) any sum (or the transfer of any asset) to a General Assembly Member in accordance with Article 8 where it is to be applied for charitable purposes.
- 5.2 Any Director, or any other General Assembly Member must not receive any payment or other Material Benefit from the Charity except:
- (a) as permitted by law;
  - (b) as mentioned in Articles 5.1 and 5.3;
  - (c) cover provided under a policy of trustee liability insurance;
  - (d) trustee indemnity in accordance with Article 23;
  - (e) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in carrying out the Charity's business;
  - (f) in exceptional cases, other payments or benefits (but only with the prior written approval of the Charity Commission).
- 5.3 Any Director (or any firm or company of which an Director is a partner, director, member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other Material Benefit but only if:
- (a) the goods or services are actually required by the Charity;
  - (b) the nature and level of remuneration is no more than is reasonable in relation to the value of the goods or services;
  - (c) no more than one half of the Directors are subject to such a contract in any financial year; and
  - (d) the Directors comply with the procedures set out in Article 5.4 and any such additional procedures as are required by law.
- 5.4 Whenever any Director has a personal interest in a matter to be discussed at a meeting of the Board of Directors or of a committee of which he is a member the Director concerned must:
- (a) declare an interest before discussion begins on the matter;
  - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

- (c) not be counted in the quorum for that part of the meeting;
- (d) withdraw during the vote and have no vote on the matter; and
- (e) comply with such additional procedures as are required by law.

5.5 This Article 5 may not be amended without the prior written consent of the Charity Commission.

## 6. **Limited Liability**

The liability of the General Assembly Members is limited.

## 7. **Guarantee**

Each General Assembly Member promises to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity if the Charity is dissolved while he is, or within 12 months after he ceases to be, a General Assembly Member.

## 8. **Dissolution**

If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

- 8.1 by transfer to one or more other organisations established for exclusively charitable purposes within, the same as or similar to the Objects; or
- 8.2 directly for the Objects or charitable purposes within, the same as or similar to the Objects.

## 9. **Table C**

9.1 The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 shall not apply to the Charity.

## 10. **General Assembly Members**

10.1 The subscribers to the memorandum, the additional persons named in Article 15.2 and such other persons or organisations as are admitted to membership in accordance with Byelaws made by the Board of Directors shall be General Assembly Members of the Charity. No person shall be admitted as a General Assembly Member unless his application for membership is approved by the Board of Directors.

10.2 Membership is terminated if the General Assembly Member concerned:

- (a) gives written notice of resignation to the Charity;

- (b) dies or (in the case of an organisation) ceases to exist;
- (c) is six months in arrears in paying the relevant subscription (if any) (but in such a case the General Assembly Member may be reinstated on payment of the amount due); or
- (d) is removed from membership by resolution of the Board of Directors on the ground that in their reasonable opinion the General Assembly Member's continued membership is harmful to the Charity (but only after notifying the General Assembly Member in writing and considering the matter in the light of any written representations which the General Assembly Member provides.)

10.3 The Board of Directors may establish other categories of membership, provided that members of such categories of membership shall not be members of the Charity for company law purposes.

## 11. **Regions**

- 11.1 The Charity shall have such geographical regions as the Board of Directors may from time to time specify ('**Regions**').
- 11.2 Each General Assembly Member shall be allocated to the Region or Regions which, in the opinion of the Board of Directors, most appropriately reflects his professional connections.
- 11.3 Each Region shall have a Regional Council comprising all the General Assembly Members from time to time allocated to that Region.
- 11.4 Each Regional Council shall, for the purposes of these Articles, be deemed to be a committee established by the Board of Directors pursuant to Article 19.
- 11.5 The President shall appoint one of the members of each Regional Council to be the Regional Chair of that Regional Council.

## 12. **Executive Committee**

- 12.1 The Charity shall have an Executive Committee which shall, for the purposes of these Articles, be deemed to be a committee established by the Board of Directors pursuant to Article 19.
- 12.2 The Executive Committee shall comprise the Officers, the Officers-Elect, the Former Officers, the Regional Chairs, Vice-Presidents appointed from time to time in accordance with 12.3, and such other persons as the President may from time to time appoint.

- 12.3 The President may appoint Vice-Presidents of the Charity from among the General Assembly Members willing to act. Vice-Presidents shall serve as such until the end of the Triennial General Assembly Meeting following their last appointment as Vice- President and shall vacate office at the end thereof unless reappointed in accordance with this Article. Vice-Presidents shall not, merely by virtue of their appointment as such, be Directors.

**13. General Assembly Meetings**

- 13.1 The Board of Directors shall convene a Triennial General Assembly Meeting at least once every three years.
- 13.2 General Assembly Meetings other than Triennial General Assembly Meetings shall be referred to as Extraordinary General Assembly Meetings.
- 13.3 Forty or more General Assembly Members, belonging to at least two different Regions, may request an Extraordinary General Assembly Meeting at any time and the Board of Directors must call an Extraordinary General Assembly Meeting if they receive a requisition by the General Assembly Members in accordance with the Act.
- 13.4 A General Assembly Meeting must be called by at least 14 clear days' notice.
- 13.5 Subject to the provisions of these Articles and the Act, a General Assembly Meeting may be called by shorter notice, if so agreed by all the General Assembly Members entitled to attend and vote at that General Assembly Meeting.
- 13.6 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The text of all special resolutions to be proposed at the meeting must be set out in the notice.
- 13.7 Subject to the provisions of these Articles and to any restrictions imposed on voting, the notice shall be given to the General Assembly Members and to the auditors of the Charity.

**14. Proceedings at General Assembly Meetings**

- 14.1 No business shall be transacted at any General Assembly Meeting unless a quorum is present. A quorum shall be the lesser of fifty or one fifth of all the General Assembly Members.
- 14.2 If the requirement of Article 14.1 is not satisfied within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the following day at the same time and place or to such other day, time and place as the General Assembly Members present may determine. At the reconvened meeting those General Assembly

Members that are present whatever their number shall be a quorum for the purposes of conducting the business of the Charity.

- 14.3 The President shall preside at the meeting. If there is no President or the President is not present within fifteen minutes after the time set for the meeting, or is unwilling to act, those Directors present at the meeting must elect one of themselves to be chairman of the meeting. If no Director is willing to act as chairman of the meeting, or if no Director is present within fifteen minutes after the time set for the meeting, the General Assembly Members present must choose one of themselves to be chairman of the meeting.
- 14.4 The chairman of the meeting may, with the consent of the General Assembly Members present, (and shall if so directed by the General Assembly Members present) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 14.5 A resolution put to the vote of a meeting shall be decided on a show of hands of those General Assembly Members entitled to vote. Subject to the provisions of the Act, a poll may be demanded. If a poll is demanded it shall be taken in such manner as the chairman of the meeting, acting reasonably, directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The declaration by the chairman of the meeting of the result of the poll shall be conclusive.
- 14.6 Subject to the provisions of the Act, a written resolution agreed by such proportion of those entitled to attend and vote at a General Assembly Meeting at the date of circulation of the resolution as may be required by the Act is as valid as a resolution actually passed at a General Assembly Meeting. A written resolution will lapse if it is not passed within 4 months of the date on which it is circulated.
- 14.7 An instrument appointing a proxy shall be in such form and be deposited in such manner as the Board of Directors may determine from time to time.
- 14.8 No objection shall be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

**15. Appointment of Directors and Vice President**

- 15.1 There shall be a maximum of 10 Directors.

- 15.2 With effect from the date of the adoption of these Articles the following persons shall be members of the Board of Directors of the Charity in the following capacities and shall hold office (subject to the other provisions of these Articles) until the end of the next Triennial General Assembly Meeting of the Charity following such adoption:

|                           |                          |
|---------------------------|--------------------------|
| Michael Adams             | President                |
| Neal King                 | Secretary General        |
| Carmen Lamagna            | Treasurer                |
| Toyoshi Satow             | President-Elect          |
| Alvaro Romo de la Rosa    | Secretary General-Elect  |
| Ichiro Tanioka            | Treasurer-Elect          |
| Barham Madain Ayub        | Former President         |
| Heitor Gurgulino de Souza | Former Secretary General |
| José Rodríguez            | Former Treasurer         |

- 15.3 The Board of Directors shall comprise:
- (a) The Officers, the Officers-Elect, and the Former Officers, and
  - (b) Ex-officio, the Dean for the time being of Wroxton College of Fairleigh Dickinson University who shall be a resident of the UK,
- and shall be constituted in accordance with sub-clauses 15.4 to 15.13 below.
- 15.4 At each Triennial General Assembly Meeting, the General Assembly Members shall elect a President-Elect, Secretary General-Elect and Treasurer-Elect from among the General Assembly Members. The President-Elect, Secretary General-Elect, and Treasurer-Elect shall serve as such from the end of the Triennial General Assembly Meeting at which they are elected until the end of the next following Triennial General Assembly Meeting.
- 15.5 No person may be elected as President-Elect, Secretary General-Elect or Treasurer-Elect unless he is recommended by the Board of Directors.
- 15.6 At least 21 clear days before the date appointed for holding a Triennial General Assembly Meeting notice shall be given to all persons who are entitled to receive notice of the meeting containing biographical details of any person who is recommended by the Board of Directors for election.
- 15.7 After completion of their term in office as President-Elect, Secretary General-Elect, and Treasurer-Elect, they shall respectively become the President, Secretary General and

Treasurer and shall serve as such from the end of the Triennial General Assembly Meeting at which they ceased to be Officers-Elect until the end of the next following Triennial General Assembly Meeting.

- 15.8 After completion of their term in office as the President, Secretary General and Treasurer, they shall respectively become the Former President, Former Secretary General and Former Treasurer and shall serve as such from the end of the Triennial General Assembly Meeting at which they ceased to be Officers until the end of the next following Triennial General Assembly Meeting, at which point they shall retire from office as Former Officers and shall cease to be Directors.
- 15.9 In the event of vacancy arising in the office of the President-Elect, the Board of Directors may appoint an Officer or a General Assembly Member (other than the President) who is willing to act to fill such vacancy. A President-Elect so appointed shall hold office only until the end of the next following Triennial General Assembly Meeting, when he or she shall stand for election as President.
- 15.10 In the event of vacancy arising in the office of the Secretary General-Elect or the Treasurer-Elect, the Board of Directors may appoint an Officer (other than the President, Secretary General or Treasurer) or a General Assembly Member who is willing to act to fill such vacancy. A Secretary General-Elect or Treasurer-Elect so appointed shall hold office only until the end of the next following Triennial General Assembly Meeting, when he or she shall stand for election as the Secretary General or the Treasurer (as the case may be).
- 15.11 In the event of vacancy arising in the office of the President, the Board of Directors may appoint an Officer who is willing to act to fill such vacancy. A President so appointed shall hold office only until the end of the next following Triennial General Assembly Meeting, when he shall become the Former President in accordance with Article 15.8.
- 15.12 In the event of vacancy arising in the office of the Secretary General or Treasurer, the President may appoint an Officer (other than himself) who is willing to act to fill such vacancy. A Secretary General or Treasurer so appointed shall hold office only until the end of the next following Triennial General Assembly Meeting, when he shall become the Former Secretary General or Former Treasurer (as the case may be) in accordance with Article 15.8.
- 15.13 The ex-officio Director's terms of office shall automatically commence upon his appointment as the Dean of Wroxton College of Fairleigh Dickinson University and shall automatically terminate upon the termination of his appointment as the Dean.

## **16. Disqualification and Removal of Directors**

A Director's term of office automatically terminates if he:

- 16.1 becomes incapable by reason of mental disorder (within the meaning of the Mental Health

- Act 1983) of exercising his functions as a Director;
- 16.2 resigns by written notice to the Board of Directors;
  - 16.3 is removed from office by the General Assembly Members pursuant to the Act;
  - 16.4 is absent without permission from more than two consecutive meetings of the Board of Directors;
  - 16.5 becomes prohibited by law from being a charity trustee or a company director;
  - 16.6 becomes bankrupt or makes any arrangement or composition with his creditors generally;  
or
  - 16.7 ceases to be a General Assembly Member for whatever reason.

**17. Proceedings of the Board of Directors**

- 17.1 The Board of Directors shall have the control of the Charity and its property and funds.
- 17.2 Subject to the provisions of these Articles and the Act, the Board of Directors may regulate its proceedings as it thinks fit.
- 17.3 The minimum number of meetings of the Board of Directors to be held each year may be fixed by the Board of Directors from time to time and unless so fixed shall be one.
- 17.4 The Former President shall preside at meetings of the Board of Directors. If there is no Former President or the Former President is not present within fifteen minutes after the time set for the meeting, or is unwilling to act, those Directors present at the meeting must elect one of themselves to be chairman of the meeting.
- 17.5 Questions arising at a meeting of the Board of Directors shall be decided by a majority of the votes of the Directors present at the meeting. In the case of an equality of votes, the person presiding at the meeting shall have a second or casting vote.
- 17.6 The quorum for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and unless so fixed at any other number shall be one half of the Directors.
- 17.7 All acts done by a meeting of the Board of Directors, or of a committee appointed under Article 19, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

- 17.8 A written resolution agreed by a majority of the Directors entitled to receive notice of a meeting of the Board of Directors and to vote on the issue in question is as valid as a resolution actually passed at a meeting of the Board of Directors duly convened and held.
- 17.9 Any Director may participate in a meeting of the Board of Directors by means of telephone, or some other oral form of communication whereby all persons participating in the meeting can hear each other and speak to each other, and participation in a meeting in this manner shall constitute presence in person at such meeting.
- 17.10 The Board of Directors may pass Byelaws to govern the activities and organisation of the Charity. Such Byelaws may be amended, revoked and replaced by the Board of Directors from time to time.

**18. Company Secretary**

The Charity may have a Company Secretary. Any such Company Secretary will be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as the Board of Directors may think fit and any Company Secretary so appointed may be removed by the Board of Directors.

**19. Committees**

- 19.1 The Board of Directors may establish a committee or committees comprising such persons as they shall think fit.
- 19.2 The proceedings and powers of committees established by the Board of Directors shall be governed by such rules as the Board of Directors may from time to time prescribe.
- 19.3 All proceedings of committees must be reported promptly to the Board of Directors.

**20. Minutes**

- 20.1 The Board of Directors shall cause minutes to be made in books (or other recordable format) kept for the purpose:
- (a) of all appointments of officers made by the Board of Directors; and
  - (b) of all proceedings at General Assembly Meetings, Board of Directors meetings, and committee meetings, including the names of the persons present at each such meeting.
- 20.2 Minutes of all meetings of the Board of Directors and General Assembly Meetings and copies of all resolutions must be kept for a minimum of 10 years and be available for inspection in accordance with Parts 10 and 13 of the Act.

## **21. Notices**

- 21.1 Any notice or other document to be sent to or by any person pursuant to these Articles, except a notice calling a meeting of the Board of Directors, shall be in writing and may be delivered or sent by post or using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article 'address' in relation to electronic communications includes any number or address used for the purpose of such communications.
- 21.2 The Charity may give any notice to General Assembly Members either personally, by electronic communication or by sending it by post in a prepaid envelope addressed to a General Assembly Member at his address or by leaving it at that address.
- 21.3 Any notice, if served by post, shall be deemed to have been served on the second day following that on which the envelope containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document contained in an electronic communication shall be deemed sent on the day following that on which the electronic communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was sent to an email address.
- 21.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 21.5 If a General Assembly Member is present at any General Assembly Meeting or a Director is present at a meeting of the Board of Directors he or she shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

## **22. Accounts**

- 22.1 Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Act shall be kept at the registered office or such other place within the United Kingdom as the Board of Directors thinks fit.
- 22.2 The Board of Directors shall comply with the requirements of the Act and the Charities Act 1993 in relation to the inspection by members of the minute books and annual accounts of the Charity but subject to those restrictions may impose reasonable restrictions as to the time and manner of any such inspection.

22.3 The Board of Directors shall comply with the requirements of the Act in sending copies of such accounts or summary financial statements, balance sheets and reports or any other document required by law to be annexed or attached to them to all persons entitled to receive notice of general meetings of the Charity at the time when the accounts are filed with the Registrar of Companies, which must be within nine months of the end of each financial year.

## 23. Indemnity

The Charity may indemnify any Director against any liability incurred by him or her in that capacity, to the extent permitted by the Act.

## 24. Interpretation

24.1 In these Articles:

|                                 |                                                                                                                                                                                                                                                                                                           |
|---------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>‘the Act’</b>                | means the Companies Act 1985 including any statutory modification or re-enactment of it from time to time in force and any provisions of the Companies Act 2006 from time to time in force;                                                                                                               |
| <b>‘the Articles’</b>           | means these articles of association;                                                                                                                                                                                                                                                                      |
| <b>‘Board of Directors’</b>     | means the Board of Directors constituted in accordance with Article 15;                                                                                                                                                                                                                                   |
| <b>‘Byelaws’</b>                | means the Byelaws of the Charity passed by the Board of Directors from time to time pursuant to Article 17.10;                                                                                                                                                                                            |
| <b>‘charitable purposes’</b>    | means purposes that are exclusively charitable under the laws of England and Wales provided that it shall not include any purpose that is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and <b>‘charitable’</b> shall be construed accordingly; |
| <b>‘the Charity’</b>            | means the company governed by the Articles;                                                                                                                                                                                                                                                               |
| <b>‘the Charity Commission’</b> | means the Charity Commission for England and Wales;                                                                                                                                                                                                                                                       |
| <b>‘clear day’</b>              | means 24 hours from midnight following the relevant event;                                                                                                                                                                                                                                                |

|                                    |                                                                                                                                                                                                                                                                                                |
|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>‘Company Secretary’</b>         | means a company secretary of the Charity or any other person appointed to perform the duties of the company secretary of the Charity, including a joint, assistant or deputy company secretary;                                                                                                |
| <b>‘Director’</b>                  | means a member of the Board of Directors and ‘Board of Directors’ means all of the Directors or a duly convened meeting of the Board of Directors. For the avoidance of doubt, the Board of Directors are the directors (for the purposes of the Act) and the charity trustees of the Charity; |
| <b>‘electronic communication’</b>  | means electronic communication as defined in the Electronic Communications Act 2000;                                                                                                                                                                                                           |
| <b>‘Executive Committee’</b>       | means the Executive Committee constituted in accordance with Article 12                                                                                                                                                                                                                        |
| <b>Executive Committee Member’</b> | means a Member of the Executive Committee and ‘Executive Committee Members’ means all of the Executive Committee Members (who for the avoidance of doubt are not directors for the purposes of the Act);                                                                                       |
| <b>‘Financial Expert’</b>          | means an individual, company or firm who is an authorised or exempt person within the meaning of the Financial Services and Markets Act 2000;                                                                                                                                                  |
| <b>‘Former Officers’</b>           | means the Former President, the Former Secretary-General and the Former Treasurer, as determined in accordance with Article 15.8;                                                                                                                                                              |
| <b>‘General Assembly Meeting’</b>  | means a general meeting of the Members of the Charity;                                                                                                                                                                                                                                         |
| <b>‘General Assembly Members’</b>  | means the legal members of the Charity for company law purposes;                                                                                                                                                                                                                               |
| <b>‘Material Benefit’</b>          | means a benefit (whether direct or indirect) which may or may not be financial but which has a monetary value;                                                                                                                                                                                 |
| <b>‘month’</b>                     | means calendar month;                                                                                                                                                                                                                                                                          |

|                                  |                                                                                                                                                                                |
|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>‘the Objects’</b>             | means the Objects of the Charity as set out in Article 3;                                                                                                                      |
| <b>‘Officers’</b>                | means the President, the Secretary General and the Treasurer, as determined in accordance with Article 15;                                                                     |
| <b>‘Officers-Elect’</b>          | means the President-Elect, the Secretary General-Elect and the Treasurer-Elect, as determined in accordance with Article 15;                                                   |
| <b>‘Region’</b>                  | means one of the Regions named or described in Article 11;                                                                                                                     |
| <b>‘Regional Chair’</b>          | means the person appointed to be chair of a Regional Council in accordance with Article 11.5;                                                                                  |
| <b>‘Regional Council’</b>        | means a Regional Council established in accordance with Article 11.3;                                                                                                          |
| <b>‘written’ or ‘in writing’</b> | refers (to the extent permissible by law) to a legible document on paper including a fax message and electronic mail (which is capable of being reproduced in paper form); and |
| <b>‘year’</b>                    | means a calendar year.                                                                                                                                                         |

- 24.2 Words importing the singular number only shall include the plural number, and vice versa.
- 24.3 Subject to this Article 24, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.
- 24.4 Any reference to ‘person’ or ‘persons’ includes natural persons, firms, partnerships, companies, corporations, associations, organisations, charities and trusts (in each case whether or not having separate legal personality).
- 24.5 References to acts of Parliament are to such acts as amended or re-enacted from time to time and to any subordinate legislation made under them or any one of them.