

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL

AND HAVING CHARITABLE STATUS

ARTICLES OF ASSOCIATION

of

Greater London Industrial Archaeology Society

Company No. 05664689

1 Definitions and interpretation

1.1 In these Articles:

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| 1.1.1 | 'the Act' | means the Companies Act 1985 as amended; |
| 1.1.2 | 'the Articles' | means these Articles of Association; |
| 1.1.3 | 'Board' | means the board of directors of the Charity; |
| 1.1.4 | 'the Charities Act' | means the Charities Act 1993 as amended; |
| 1.1.5 | 'the Charity' | means GLIAS; |
| 1.1.6 | 'the Commission' | means the Charity Commissioners for England and Wales; |
| 1.1.7 | 'Communication' and
'Electronic
Communication' | mean the same as in the Electronic
Communications Act 2000; |
| 1.1.8 | 'Director' | means a member of the Board appointed in
accordance with Article 10; |
| 1.1.9 | 'the Memorandum' | means the Memorandum of Association of the
Charity; |

- 1.1.10 'the Seal' means the common seal of the Charity;
- 1.1.11 'the United Kingdom' means the United Kingdom of Great Britain and Northern Ireland.
- 1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form of whatsoever kind.
- 1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these Articles become binding on the Charity.
- 1.4 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.
- 2 Objects**
- 2.1 The Charity is established for the Objects expressed in the Memorandum.
- 3 Members**
- 3.1 The number of members with which the Charity proposes to be registered is three but the Board may from time to time register an increase or decrease in the number of members.
- 3.2 The subscribers to the Memorandum and such other persons as the Board shall admit to membership shall be members of the Charity.
- 3.3 There shall be five classes of member:
- 3.3.1 Individual Members;
 - 3.3.2 Family Members;
 - 3.3.3 Affiliated Institutions;
 - 3.3.4 Individual (Youth) Members; and
 - 3.3.5 Honorary Members.
- 3.4 Any individual who or organisation which was a member of the unincorporated association known as 'Greater London Industrial Archaeology Society' in accordance with its rules before the transfer of its assets to the Charity shall be entitled, on payment of the appropriate subscription and completion of the appropriate application for indicating their willingness to become a member of the Charity, to become a member of the Charity of the appropriate class.

- 3.5 Any individual of 18 years or older may apply to become an Individual Member of the Charity.
- 3.6 Two or more individuals (of whom no more than two may be 18 years or older) may apply to become Family Members of the Charity.
- 3.7 Any public or private company, partnership or other organisation may apply to become Affiliated Institutions.
- 3.8 Any individual under the age of 18 may apply to become an Individual (Youth) Member of the Charity.
- 3.9 Any application made under clauses 3.5 to 3.8 must be:
- 3.9.1 in such form as the Board may prescribe; and
 - 3.9.2 accompanied by the appropriate fee or subscription, as shall be set from time to time by the Board.
- 3.10 An application for membership may be approved or rejected by the Board. The Board shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.
- 3.11 Individual (Youth) Members shall not be members of the Charity for the purposes of the Act and shall not be entitled to receive notice of or to vote at general meetings of the Charity.
- 3.12 The Board may appoint such individuals as it thinks fit as Honorary Members but Honorary Members shall not be members of the Charity for the purposes of the Act and shall not be entitled to receive notice of or to vote at general meetings of the Charity.
- 3.13 Each Family Member over the age of 18 shall be a member of the Charity for the purposes of the Act.
- 3.14 Unless the Board, or the Charity in general meeting, shall make other provision pursuant to the powers contained in Article 22, the Board may in its absolute discretion permit any member of the Charity to retire provided that after such retirement the number of members is not less than two.

4 General meetings

- 4.1 The Charity shall each year hold a general meeting as its Annual General Meeting ('AGM') in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one AGM of the Charity and that of the next provided that so long as the Charity holds its first AGM within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The AGM shall be held at

such time and place as the Board shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings ('EGM').

- 4.2 The Board may, whenever it thinks fit, convene an EGM, and EGMs shall also be convened on such requisition, or, in default, may be convened by such requisitions as provided by the Act.
- 4.3 Individual Members and Family Members aged 18 or over are entitled to attend and vote at general meetings. Each Affiliated Institution is entitled to appoint a single delegate to attend and vote at general meetings and an alternate to attend and vote at general meetings in the absence of the delegate.
- 4.4 Each Affiliated Institution shall from time to time inform the Charity of the name and contact address of their delegate and of any alternate who may be appointed.
- 4.5 If a delegate of an Affiliated Association at a general meeting is also an Individual Member or a Family Member, he shall be entitled to attend and vote at that general meeting only as a delegate of that Affiliated Institution and not in his capacity as an Individual Member or a Family Member.

5 Notice of general meetings

- 5.1 An AGM and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. Such communications in writing shall be by physical post or by electronic communication to those members who elect to receive communications electronically. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting. The notice shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business. The notice shall be given in the manner mentioned below or in other such manner, if any, as may be prescribed by the Charity in general meeting. The notice shall be given to such persons as are entitled to receive such notices, provided that a meeting of the Charity shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been called if it is so agreed:
 - 5.1.1 in the case of the AGM, by all the members entitled to attend and vote; and
 - 5.1.2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights of all the members.
- 5.2 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.

6 Proceedings at general meetings

- 6.1 The business to be transacted at an AGM shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors and the appointment of, and the fixing of the remuneration of, the auditors.
- 6.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; 10% of members fully subscribed at the time that the meeting is called shall be a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to other such day and at such other time and place as the Board may determine.
- 6.3 The chairman, if any, of the Board shall chair every general meeting of the Charity. In his absence the vice-chairman, if any, of the Board shall act as chairman. If at any meeting neither the chairman nor the vice-chairman is present within ten minutes after the time appointed for the holding of the meeting, or if there is no chairman or vice-chairman, or if neither the chairman nor vice-chairman are willing to act, the Directors present shall elect one of their number to chair the meeting.
- 6.4 If at any meeting no Director is willing to act as chairman or if no Director is present within ten minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to chair the meeting.
- 6.5 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 6.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
- 6.7 A declaration by the chairman and an entry to that effect in the minutes of proceedings of the Charity that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, 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.
- 6.8 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
- 6.9 Subject to the provisions of the Act, a resolution in writing signed by all members entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if it had been passed at a general meeting of the Charity duly

convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

7 Votes of members

- 7.1 Every member shall have one vote and the vote of an Affiliated Institution shall be cast by its delegate or, in the delegate's absence, by its alternate.

8 President and Vice Presidents

- 8.1 The members may, by Ordinary Resolution, appoint a President and not more than two Vice-presidents.
- 8.2 Subject to clause 8.3, any individual appointed President or Vice President shall hold office until the Annual General Meeting following his appointment, but shall be able to stand for re-election.
- 8.3 The Board may for good reason and by simple majority remove a President or Vice President from office before the expiration of his term of office.

9 Board

- 9.1 The Directors shall be the directors of the Charity for the purposes of the Act.
- 9.2 Unless otherwise determined by the Charity in general meeting, the minimum number of directors shall be three and the maximum number of Directors shall be fifteen.
- 9.3 The Board shall consist of:
- 9.3.1 the Chairman;
 - 9.3.2 the Secretary;
 - 9.3.3 the Treasurer;
 - 9.3.4 up to eight other elected Directors; and
 - 9.3.5 up to four Directors co-opted by the Board in accordance with clause 10.4.
- 9.4 A Director must also be a member of the Charity and have paid his subscription.

10 Directors

- 10.1 The Chairman, Secretary and Treasurer shall be elected by the members of the Charity in general meeting. The Charity in general meeting may also elect up to eight other Directors.

- 10.2 Any member of the Charity may nominate members other than themselves to stand for election in accordance with Article 10.1. Such nominations must be received by the Secretary at least 5 weeks before the AGM is due to take place.
- 10.3 Subject to Articles 10.5, 11, 12 and 13 the Chairman, Secretary, Treasurer and other elected Directors shall hold office until the end of the AGM held nearest in time to the third anniversary of his election.
- 10.4 The members of the Board may by a simple majority co-opt up to four Directors possessing skills or experience considered necessary or useful, such Directors to hold office for such period as may be set by the Board.
- 10.5 The members of the Board may, by a simple majority, fill any vacancy that may arise among the Chairman, Secretary, Treasurer and eight other elected Directors. A Director appointed in accordance with this Article shall hold office until the next AGM following his appointment, but shall be eligible for re-election.

11 Removal of Directors

- 11.1 The Charity may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Director.
- 11.2 Subject to Article 11.1, the Board may appoint another person in place of a Director removed under Article 11.1.

12 Disqualification or vacation of office of Directors

- 12.1 The office of Director shall be vacated if the Director:
- 12.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 12.1.2 becomes prohibited from being:
 - 12.1.2.1 a Director by reason of any order made under Section 1 of the Company Directors Disqualification Act 1986; or
 - 12.1.2.2 a charity trustee by reason of any order made under Section 72 of the Charities Act;
 - 12.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
 - 12.1.4 resigns his office by written notice to the Charity;
 - 12.1.5 is absent from all Board meetings without leave for one year and the Board resolves that the office be vacated; or

- 12.1.6 is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest as required by the Act or the Memorandum.

13 Retirement of Directors

- 13.1 At the first and every subsequent AGM one third of the Directors (other than Directors co-opted by the Board in accordance with Article 10.4) or if their number is not three or a multiple of three, the number nearest to one third shall retire from office.
- 13.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by a secret ballot of all the Directors.
- 13.3 A person retiring from the office of Director by rotation shall be eligible for re-election.

14 Powers and duties of the Board

- 14.1 The business of the Charity shall be managed by the Board which may pay all expenses incurred in the formation of the Charity and its registration as a charity under the Charities Act.
- 14.2 The Board may exercise all such powers of the Charity as are not required by the Act or these Articles or by any regulation to be exercised by the Charity in general meeting including (but not by way of limitation) the powers to:
- 14.2.1 borrow money;
 - 14.2.2 mortgage or charge the whole or any part of its undertaking and property subject to Section 38 of the Charities Act; or
 - 14.2.3 issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party.
- 14.3 Any such requirement for powers to be exercised only by the Charity in general meeting, referred to in Article 14.2 above shall not invalidate any prior act of the Board at the time it was carried out.
- 14.4 All cheques and other negotiable instruments, and all receipts for money paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.
- 14.5 The Board shall cause minutes to be made and records (with copies where appropriate) to be kept:

- 14.5.1 of all appointments of officers made by the Board;
- 14.5.2 of the names of the Directors present at each Board meeting; and
- 14.5.3 of all resolutions and proceedings at all meetings of the Charity and of the Board.

15 Proceedings of the Board

- 15.1 The Board shall meet at least four times a year.
- 15.2 The Board may meet together to despatch business, adjourn and otherwise regulate its meetings as it thinks fit. In relation to:
 - 15.2.1 any questions arising at any meeting, such questions shall be decided by a majority of votes of Directors present and voting on the question;
 - 15.2.2 an equality of votes the chairman shall have a second or casting vote whether he has or has not voted previously on the same question but no Director in any other circumstances shall have more than one vote.
- 15.3 The chairman may, and the Secretary shall (if requested by any two Directors), at any time summon a Board meeting upon not less than four days' notice being given to the other Directors of the matters to be discussed.
- 15.4 It shall not be necessary to give notice of a Board meeting to any member for the time being absent from the United Kingdom.
- 15.5 Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of video conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at that meeting.
- 15.6 The quorum necessary for the transaction of the business of the Board shall be six.
- 15.7 The Board may act notwithstanding any vacancy in its body but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles as the quorum the Board may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Charity, but for no other purpose.
- 15.8 At its first meeting the Board shall elect a chairman and vice-chairman from among its number and shall determine the period for which they are to hold office, although they shall always be eligible for re-election; but if at any meeting neither the chairman nor the vice-chairman are present within ten minutes after the time appointed for holding the same, or if there is no chairman or vice-chairman, the Directors present shall choose one of their number to chair the meeting.

- 15.9 The Board may delegate any of its powers to committees consisting of such of its number as it thinks fit and may appoint individuals for special tasks; any committee or individual so formed or appointed shall conform to any regulations that may be imposed on it or him by the Board and in particular (but without limitation) no such committee or individual shall have authority to incur expenditure save in accordance with a budget previously agreed with the Board.
- 15.10 The chairman and vice-chairman shall be ex-officio members of every committee appointed by the Board.
- 15.11 The members of each committee may, with the approval of the Board, appoint such persons, not being Directors, as they think fit to be members of that committee.
- 15.12 At least two thirds of the members of any committee at any one time shall be Directors.
- 15.13 A committee may elect a chairman of its meetings; if no such chairman is elected, or, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 15.14 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
- 15.15 All acts and proceedings of committees shall be reported to the Board fully and promptly.
- 15.16 All acts done by any meeting of the Board or of a committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as a Director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 15.17 A resolution in writing, signed by all the Directors entitled to receive notice of a Board meeting shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held and may consist of several documents in like form each signed by one or more Directors.
- 15.18 A Director shall not vote in respect of any contract in which he is interested or any matter arising out of it and shall withdraw from the meeting for that item unless expressly invited to remain in order to give information. If he does so vote, his vote shall not be counted save in respect of a policy of insurance which indemnifies him from and against all such risks incurred in the course of performance of his duties, provided such policy of insurance is appropriate and on reasonable terms and complies with the requirements of clauses 4.1.35 and 4.1.36 of the Memorandum.
- 15.19 All members of the Board shall be entitled to be interested in and benefit from all or any of the contracts of insurance referred to in clauses 4.1.35 and 4.1.36 of the

Memorandum and no member of the Board shall be prevented from acting in that capacity merely by reason of that interest.

16 Secretary

- 16.1 The Secretary shall be the company secretary for the purposes of the Act.

17 The Seal

- 17.1 The Board shall provide for the safe custody of the Seal (if any), which shall be used only by the authority of the Board or of a committee authorised by the Board on its behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

18 Accounts

- 18.1 The Board shall comply with the requirements of the Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:

- 18.1.1 annual reports;
- 18.1.2 annual returns; and
- 18.1.3 annual statements of account.

- 18.2 The Board shall keep proper records of:

- 18.2.1 all proceedings at general meetings;
- 18.2.2 all proceedings at meetings of the Board;
- 18.2.3 all reports of committees; and
- 18.2.4 all professional advice obtained.

- 18.3 Accounting records relating to the Charity shall be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide.

- 18.4 The Board shall supply a copy of the Charity's latest available statement of account to any Director or member on request, and within two months of the request to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request.

19 Audit

- 19.1 If auditors are appointed their duties shall be regulated in accordance with the Act and the Charities Act.

20 Notices

- 20.1 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the directors) shall be in writing or in accordance with Section 369(4A) of the Act.
- 20.2 The Charity may give notice to any member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or in accordance with Section 369(4A) of the Act. A member whose registered address is not within the United Kingdom but who has provided an address at which notices may be given to him within the United Kingdom shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
- 20.3 A member present at any meeting of the Charity either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 20.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted, or in the case of a notice contained in an Electronic Communication, at the expiration of forty-eight hours after it was sent.
- 20.5 Notice of every general meeting shall be given in any manner authorised by these Articles to:
- 20.5.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them;
 - 20.5.2 the auditor for the time being of the Charity; and
 - 20.5.3 each Director.
- 20.6 No person other than those specified in Article 20.5 above shall be entitled to receive notices of general meetings.

21 Dissolution

- 21.1 Clause 10 of the Memorandum relating to the winding-up and dissolution of the Charity shall have effect as if its provisions were repeated in these Articles.

22 Rules or byelaws

- 22.1 The Board may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Charity and for the purpose of prescribing classes and conditions of membership of either the Charity or any group established to support the Charity, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate:
- 22.1.1 the admission and classification of membership of the Charity, the rights and privileges of such members, the conditions of membership and the terms on which members may resign or have their membership terminated;
 - 22.1.2 the conduct of members in relation to one another and to the Charity's employees;
 - 22.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes; and
 - 22.1.4 the procedure at general meetings and meetings of the Board and committees in so far as such procedure is not regulated by these Articles.
- 22.2 The Charity in general meeting shall have power by special resolution to alter or repeal the rules or byelaws and to make additions to them, and the Board shall adopt such means as it deems sufficient to bring to the notice of members of the Charity all such rules or byelaws which, so long as they shall be in force, shall be binding on all members of the Charity provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles.

23 Indemnity

- 23.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every Director or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

24 Headings

- 24.1 The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.