

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF ASSOCIATION FOR INDUSTRIAL ARCHAEOLOGY

General

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context

WORDS	MEANINGS
The Act	The Companies Acts (as defined in Section 2 of the Companies act 2006) insofar as they apply to the Association.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company.
The Council	The Council of Management for the time being of the Association.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form including, unless otherwise specified, in electronic form.
Document	‘Document’ includes, unless otherwise specified, any document sent or supplied in electronic form.
Electronic form	‘electronic form’ has the meaning given in Section 1168 of the Companies Act 2006.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is Unlimited.

3. The provisions of section 110 of the Companies Act 1948 shall be observed by the Association and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
6. The Council shall from time to time decide upon the annual subscription to be paid by each member and in the event of this being overdue and unpaid for 12 months or more, membership may be revoked by the Council.
7. A member may by notice in writing to the Association resign his membership but any such resignation shall be without prejudice to any claim which the Association may have against the member for any sums payable by him to the Association.
8. Membership shall be purely personal and shall be incapable of transfer or transmission.

General Meetings

9. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
10. All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings.
11. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Companies Act 1948.
12. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors or Independent Examiners) as are under these presents or under the Act entitled to receive such notices from the Association but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Proceedings at General Meetings

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors or Independent Examiners, the election of Council and the appointment of, and the fixing of the remuneration of, the Auditors or Independent Examiners.
15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifteen members of the Association present in person or by proxy shall be a quorum.

16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

17. The Chairman (if any) of the Association shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose another member of the Council or if no such member be present, or if all the members present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

18. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

23. 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.

Votes of Members

24. Subject as hereinafter provided, every member shall have one vote.

25. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands.

A corporation may vote by its duly authorised representative appointed as provided by the Act. A proxy need not be a member.

27. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorized in that behalf.

28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“I
“of
“a member of
“hereby appoint
“of
“and failing him
“of
“to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be)
“General Meeting of the Trust to be held on the _____ day
“of _____ and at every adjournment thereof.

“As witness my hand this _____ day of _____ 20____.”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Council of Management

31. Until otherwise determined by a General Meeting, the number of members of the Council shall not be less than 10 nor more than 20 and shall include the chairman.

32. The Council of Management of the Association shall consist of the elected officers of the Association together with not less than nine ordinary members who shall be members of the Association. The elected officers for the time being of the Association shall be the chairman, vice-chairman, secretary and treasurer. The Editor, Conference Secretary and such other officers as the Council of the Association may deem necessary for the execution of the business of the Association shall be appointed by the Council of the Association but must be members of the Association. Non-elected officers may be invited to attend and speak at meetings of the Council of Management but shall not be eligible to vote unless they have also been elected as ordinary members of the Council.

33. The Officers of the Association shall hold office for a period of one year but shall be eligible for re-election provided that no person may hold the office of chairman for more than three consecutive years. At the Annual General Meeting in every year one third of the ordinary members of the Council shall retire from office. The ordinary members of the Council to retire in every year shall

be those who have been longest in office since their last election; but as between persons who were elected as ordinary members of the Council those to retire (unless they shall otherwise agree amongst themselves) be determined by lot. A retiring member shall be eligible for re-election for one further term but after two terms in office is not eligible for re-election for a period of at least one year.

34. The Association may, at any General Meeting fill up a vacant office of Council member by electing a person thereto.

35. No person shall, unless recommended by the members of the Council for election, be eligible for election as a member of the Council at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty eight intervening days.

36. The Association may from time to time in General Meeting increase or reduce the number of members of the Council and may make the appointments necessary for effecting any such increase.

37. In addition and without prejudice to the provisions of the Acts, the trust may by extraordinary resolution remove any member of the Council and may by an Ordinary Resolution appoint another qualified member in his stead.

38. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

Disqualification of Members of the Council

39. The office of a member of the Council shall be vacated:

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Companies Act 1948 or under section 28 of the Companies Act 1976.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Companies Act 1948.

Powers of the Council

40. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Association which would have been valid if such regulation had not been made.

41. The Council for the time being may act notwithstanding any vacancy in their body; provided always that in case the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Council, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Proceedings of the Council

42. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

43. A member of the Council may, and on the request of a member of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

44. The elected Chairman shall be entitled to preside at all meetings of the Council at which he shall be present. If the Chairman is absent the Vice-Chairman shall act as Chairman. If at any meeting the Chairman and Vice-Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members present shall choose one of their number to be Chairman of the meeting.

45. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

46. The Council may delegate any of their powers to committees consisting of such member or members of the Association as they think fit, and any committees consisting of such member or members of the Association as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

47. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

48. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

49. A resolution in writing signed by all members of the Council for the time being or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

Secretary

50. Subject to section 21(5) of the Companies Act, 1976 the Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the aforementioned Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

President

51. The Council of the Association is empowered to invite a person of distinction within the field of industrial archaeology to be Honorary President of the Association and other persons of distinction to be Honorary Vice-Presidents. Such appointments may be for a fixed or indefinite period of time at the discretion of Council and may be rescinded by resolution of the Council provided that at least one year has passed since the invitation was proffered.

The Seal

52. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Accounts

53. (A) The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(B) The directors must keep accounting records as required by the Companies Acts.

54. The accounting records shall be kept at the registered office of the Company or, subject to section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Council think fit, and shall always be open to the inspection of the officers of the Company.

55. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

56. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association made up to a date not more than three months before such meeting, together with a proper balance sheet made up as at the same date). Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors or Independent examiners, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1)(c) of the Companies Act 1948, be sent to the Auditors or Independent Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's or Independent Examiner's report shall be open to

inspection and be read before the meeting as required by section 16 of the Act and section 14 of the Companies Act 1967 and sections 1, 6 and 7. of the Companies Act 1976.

Notices

57. A notice may be served by the Council upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, or in electronic form.

58. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or in electronic form, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

59. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter 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 and put into the post office as a prepaid letter.

Dissolution

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