

# THE COMPANIES ACTS 1985, 1989 and 2006

Company Limited by Guarantee and not having a Share Capital

## MEMORANDUM OF ASSOCIATION OF ACADEMY OF SOCIAL SCIENCES

*As amended by resolution at an Extraordinary General Meeting held on 5<sup>th</sup> March 2013 and by resolution of the Membership at an Extraordinary General Meeting held on 22 November 2018*

### 1. Name of the Academy

The name of the Academy is, 'Academy of Social Sciences',<sup>1</sup> called in this document "the Academy".

### 2. Registered Office

The registered office of the Academy shall be in England and Wales.

### 3. Objects of the Academy

The Object of the Academy is to promote social sciences in the United Kingdom for the public benefit.

### 4. What the Academy may do

4.1 The Academy may do anything lawful that may be necessary in order to promote its Objects, including the use of the following powers:

- (a) To support and encourage the Academy's constituent learned societies (also referred to as 'Social Science Societies') in contributions to the advancement of social science and to encourage their collaboration where appropriate in order to promote inter-disciplinary approaches to social science.
- (b) To represent in conjunction with the constituent learned societies the interests of the social sciences in the United Kingdom, to government at both political and administrative levels, and to research, teaching and funding bodies and agencies and to private sector companies and public sector agencies including local government.
- (c) To comment as appropriate on national needs and priorities in the social sciences.

---

<sup>1</sup> Name changed by Special Resolution passed on 27 June 2007

- (d) To encourage international co-operation in the advancement of the social sciences and to ensure that the UK is represented as a member of the international organisations concerned with social sciences.
- (e) To disseminate information about social scientists, the social sciences and what they seek to achieve to the general public and to educational institutions.
- (f) To construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land which the Academy may need for its Objects.
- (g) To employ and pay any employees, officers, servants and professional or other advisers.
- (h) Subject to any consents required by law to raise funds and borrow moneys, to invite and receive contributions or grants or enter into contracts, seek subscriptions or raise monies in any other way.
- (i) Subject to any consent required by law to buy, take on lease, sell, lease or otherwise dispose of, hire, charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity.
- (j) To promote, encourage or undertake study or research and disseminate the results of such.
- (k) To produce, print and publish anything in written, oral or visual media in furtherance of the Objects.
- (l) To provide or procure the provision of services, training, consultancy, advice, support, counselling and guidance in furtherance of all of the Objects or any of them.
- (m) To promote and advertise the Academy's activities.
- (n) To invest any money that the Academy does not immediately need to any investments, securities or properties.
- (o) To carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary Object of the Academy or the trade is temporary and ancillary to the carrying out of the Objects of the Academy.
- (p) To establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the Objects of the Academy through trading

and to establish the same either as wholly owned subsidiaries of the Academy or jointly with other persons, companies, government departments or local authorities and to finance the same if the Members of the Council see fit by way of loan or share subscription on commercial terms provided that the Academy shall seek professional legal advice before financing such companies.

- (q) To establish support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own.
- (r) To purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which the Academy is authorised to join, and perform any of their engagements.
- (s) To transfer any of the Academy's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Academy is authorised to join.
- (t) To open and operate banking accounts and other banking facilities.
- (u) To enter into any arrangements with any governments, authorities or any person, company or association necessary to promote any of the Academy's Objects.
- (v) To insure any risks arising from the Academy's activities.
- (w) To insure the Council against the costs of a successful defence to a criminal prosecution brought against them or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
- (x) To make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commissioners.
- (y) To pay all the expenses and costs of establishing this Academy.
- (z) To delegate upon such terms and at such reasonable remuneration as the Academy may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:
  - (i) The Managers shall be authorised to carry on investment business under the provisions of the Financial Services Act 1986;

- (ii) The delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Academy;
  - (iii) The Managers shall be under a duty to report promptly to the Academy any exercise of the delegated powers and in particular to report every transaction carried out by the Managers of the Academy within 14 days and report regularly on the performance of investments managed by them;
  - (iv) The Academy shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;
  - (v) The Academy shall be bound to review the arrangements for delegation at intervals but so that any failure by the Academy to undertake such reviews shall not invalidate the delegation;
  - (vi) The Academy and its Council shall not be liable for any acts and defaults of the Managers.
- (aa) To permit any investments belonging to the Academy to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Academy and to pay any such nominee reasonable and proper remuneration for acting as such.

## **5. Use of income and property**

- 5.1 The income and property of the Academy shall be applied solely towards the promotion of its Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the charity and no member of the Council may be appointed to any office of the charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Academy except as shown below under 'Allowed Payments'.

## **6. Allowed Payments**

- 6.1 The Academy may pay:
- (a) Reasonable and proper payment to any officer or servant of the Academy who is not a member of its Council for any services to the Academy.
  - (b) Reasonable and proper remuneration to a member of the Council for services actually rendered to the Academy including the usual professional charges for services provided by any member of the Council PROVIDED THAT:

- (i) The number of members of the Council so remunerated shall not exceed a minority of the quorum of the members of the Council.
  - (ii) Such member of the Council shall be absent from all meetings at which the terms and conditions of his or her employment with the Academy are discussed;
  - (iii) Such member of the Council shall not vote on any resolution relating to his or her employment;
  - (iv) The other members of the Council are satisfied that his or her employment, or that of his or her firm, is both necessary and expedient in the interests of the Academy.
- (c) Interest on the money lent by any member of the Academy or its Council. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater.
  - (d) Reasonable out-of-pocket expenses to any member of the Council.
  - (e) Reasonable and proper payment to a company of which a member of the Council holds not more than a hundredth of the capital.
  - (f) Reasonable and proper rent of premises demised or let by any member of the Academy or its Council.
  - (g) All reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in this Memorandum.
  - (h) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the Academy or the Council shall be present during the discussion of, or voting on, any decision to borrow money from or payrent or make a payment or give a benefit to that member.

## **7. Alterations to this Memorandum**

- 7.1 No alterations to this Memorandum may be made which would cause the Academy to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, twenty one clear days' notice of it must be given, and 75% of the votes of those voting must be in favour of it. Such a resolution may be passed on less notice if members representing 95% of the total votes of

members having the right to vote agree.

7.2 Alterations may only be made to the Objects of the Academy or any clause of this Memorandum or Articles which directs or restricts the way monies or the property of the Academy may be used with the Charity Commission's prior written consent.

7.3 The Charity Commission and the Companies Registrar must be informed of alterations and all future copies of the Memorandum issued must contain the alteration.

## **8. Limited Liability**

8.1 The liability of the members is limited

## **9. Guarantee by Members of the Academy**

9.1 Every member of the Academy agrees to contribute to the Academy £1 or any smaller amount required if:

- (a) The Academy is wound-up while he or she is a member of within a year afterwards; and
- (b) The Academy has debts and liabilities which it cannot meet out of its assets.

## **10. Winding-up of the Academy**

10.1 If the Academy is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Academy. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar Objects to those of the Academy and must prohibit the distribution of its income and property among its members to an extent at least as great as that required by this Memorandum of Association.

10.2 The institutions will be chosen by the members of the Academy at or before the time when the Academy is wound-up or dissolved and if that cannot be done then the property shall be given to some other charity or charitable object.

## **11. Subscribers**

We, the people whose names, addresses and descriptions are written below, wish to form into an Academy with this Memorandum of Association.

# THE COMPANIES ACTS 1985, 1989 and 2006

Company Limited by Guarantee and not having a Share Capital

## ARTICLES OF ASSOCIATION OF ACADEMY OF SOCIAL SCIENCES<sup>2</sup>

As adopted by a Special Resolution passed on 27<sup>th</sup> June 2007 and amended by a Special Resolution passed on 5<sup>th</sup> March 2013 and by resolution of the Membership at an Extraordinary General Meeting held on 22 November 2018

### INTERPRETATION

1. In these Articles and the Memorandum:

“the Academy”	means the above-named company;
“the Acts”	means the Companies Acts 1985, 1989 and 2006;
“Affiliate”	means a person affiliated to the Academy not having the right to vote a General Meetings;
“the Articles”	means these Articles of Association of the Academy;
“clear days”	means in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
“Charities Act”	means the Charities Acts 1993 and 2006;
“the Council”	means the body charged with running the Academy in accordance with <b>Articles 36 to 52</b> which is the board of directors of the Academy for the purposes of company law and whose members are also the charity trustees of the Academy in accordance with the Charities Act;
“Council Member”	a member of the Council;
“executed”	means any mode of execution
“General Meeting”	means any meeting of the Members, whether designated as an Annual General Meeting or an Extraordinary General Meeting;

<sup>2</sup> As amended by special resolution 27<sup>th</sup> June 2007

“Member”	means a member of the Academy (both individual and organizational members) having the right to vote at General Meetings;
“the Memorandum”	means the Memorandum of Association of the Academy
“month”	means a calendar month;
“Office”	means the registered office of the Academy;
“Operating Rules”	means the regulations governing the administration of the Academy formulated in accordance with <b>Article 42</b> , from time to time in force;
“the seal”	means the common seal of the Academy, if it has one
“Secretary”	means the company secretary of the Academy or any other person appointed to perform the duties of the company secretary of the Academy;
“the United Kingdom”	means Great Britain and Northern Ireland

Words importing the singular number only shall include the plural number and vice versa; words importing the one gender shall include all genders and words importing persons shall include corporations.

Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Acts (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Academy) shall bear the same meaning in the Articles.

References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

## **MEMBERSHIP OF THE ACADEMY**

2. The number of Members of the Academy is unlimited.
3. The Operating Rules shall from time to time prescribe different categories or classes of Members under whatever title or nomenclature the Operating Rules shall specify and shall bestow upon the persons concerned such rights, privileges, duties and obligations as shall be specified in the Operating Rules.
4. The Council shall admit as Members any individual or organisation who in each case fulfil the criteria prescribed by the Operating Rules for membership of a particular category or class of Member and who:
  - 4.1 are selected in accordance with the Operating Rules; and

- 4.2 fulfil such conditions for admission as are prescribed by the Operating Rules.
5. Membership shall not be transferable and a Member shall cease to be so in any of the circumstances stated in the Operating Rules.

## **AFFILIATES**

6. The Council shall from time to time prescribe different classes of Affiliates which shall be set out in the Operating Rules and shall specify such privileges and duties of such classes of Affiliates. No Affiliate shall have the right to attend and vote at a General Meeting of the Academy.
7. The Council shall admit as an Affiliate any individual or organisation who fulfils the criteria prescribed by the Operating Rules for admission to a particular class of Affiliate.

## **GENERAL MEETINGS**

8. The Academy shall in each calendar year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Academy and that of the next. Annual General Meetings shall be held at such times and places as the Council shall determine.
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Council may call General Meetings and, on the requisition of Members in accordance with the provisions of the Acts, shall within 21 days from the date of the deposit of the requisition convene an Extraordinary General Meeting for a date not later than eight weeks after the deposit of the requisition.
10. If there are not within the United Kingdom sufficient members of Council to convene a General Meeting, any member of Council may convene a General Meeting.

## **NOTICE OF GENERAL MEETINGS**

11. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed;

- 11.1 in the case of an Annual General Meeting, by all the Members entitled to attend and vote at such meeting; and
- 11.2 in the case of any other meeting by a majority in number of Members having the right to attend and vote at such a meeting, being a majority together holding not less than 95 per cent of the total voting rights at that meeting of all the Members.
12. A General Meeting may also be called by shorter notice if otherwise permitted by the Acts.
13. The notice shall specify the time and place of the meeting, the general nature of the business to be transacted, the method of appointing a proxy and, in the case of an Annual General Meeting, shall specify the meeting as such.

### **PROCEEDINGS AT GENERAL MEETINGS**

14. No business shall be transacted at any General Meeting unless a quorum is present. Twelve persons entitled to vote upon the business to be transacted, each being a Member shall constitute a quorum.
15. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine.
16. The President or in his or her absence some other Council Member nominated by the Council shall preside as chair of the general meeting, but if neither the President nor such nominated member of Council (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the other Council Members present shall elect one of their number to be chair.
17. The chair may, with the consent of a 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 left unfinished at the meeting from which the adjournment took place.
18. 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.
19. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Acts, a poll may be demanded:

- 19.1 by the President; or
- 19.2 by at least two members of Council present in person or by proxy;  
or
- 19.3 by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
20. Unless a poll is duly demanded a declaration by the chair 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 minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
21. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
22. A poll shall be taken as the chair of the meeting directs and in accordance with the Operating Rules and the chair may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
23. A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
25. A resolution in writing may be passed by the Members for the time being entitled to receive notice of and to attend and vote at any General Meeting provided it is passed in accordance with the relevant provisions of the Acts and any resolution so passed shall be as valid and effective as if the same had been passed at a meeting of the Academy duly convened and held.
26. Members may participate in or hold a General Meeting by means of conference telephone or similar telephone communications equipment so

that all persons participating in the General Meeting can hear and speak to each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a General Meeting duly convened and held with such persons physically present. The General Meeting shall be deemed to have been held at the place where the largest number of Members are present in person.

## **VOTES OF MEMBERS**

27. Each Member shall have at any General Meeting the number of votes calculated in accordance with the Operating Rules. No Member shall debate or vote on any matter in which he or she is personally interested without the permission of the majority of the persons present and voting.
28. Any Member entitled to attend and vote at any General Meeting shall be entitled to appoint another person (whether a Member or not) as his or her proxy to attend and vote (by a show of hands or on a poll) instead of him or her.
29. Any organisation which is a Member may by resolution of its governing body authorise such individual as it thinks fit to act as its representative at any meeting of the Academy and an individual so authorised shall be entitled to exercise the same powers on behalf of the organisation which he or she represents as the organisation could exercise if it were an individual Member. An instrument appointing such an individual shall be in any form which is usual or which the Council may approve and may appoint such individual either for a period of time or for a specific General Meeting. Any organisation may from time to time revoke any such instrument and authorise another individual in his or her place.
30. The instrument appointing a proxy shall be in writing signed by the Appointor or his or her attorney duly authorised in writing and shall be in any form which is usual or which the Council may approve.
31. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time 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, 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 12 months from the date of its execution.
32. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

33. No objection shall be raised to the qualification of any 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 chair of the meeting whose decision shall be final and conclusive.
34. A vote given or poll demanded by the duly authorised representative of a Member organisation shall be valid unless a notice of determination of the authority of such authorised representative is received by the Academy at the Office (or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting) before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
35. A vote given or poll demanded in accordance with the terms of an instrument of proxy shall be valid unless notice in writing of the death or insanity of the Member or revocation of the proxy or the authority under which the proxy was executed shall have been received at the Office (or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting) before the commencement of the meeting or adjourned meeting at which the proxy is used or the poll demanded or (in the case of a poll taken otherwise and on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## THE COUNCIL

36. The number of members of Council shall not be more than twenty-one and shall be such number as is specified in the Operating Rules.
37. The Council Members shall be appointed as provided subsequently in the Articles and the Operating Rules.
38. Except to the extent permitted by **Clause 5** of the Memorandum and **Article 39** below, no member of the Council shall take or hold any interest in property belonging to the Academy or receive remuneration or be interested otherwise than as a Council Member in any other contract to which the Academy is a party.
39. The Council Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council (or its committees or sub-committees) or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration (save as permitted by **Clause 5** of the Memorandum).

## POWERS OF THE COUNCIL

40. The Council Members as charity trustees have the general control and management of the administration of the Academy and its property and funds.
41. Subject to the provisions of the Acts, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Academy shall be managed by the Council. The Council may exercise all the powers of the Academy and do on behalf of the Academy all such acts as may be exercised and done by the Academy and are not by statute or by the Memorandum and Articles required to be exercised by the Academy in General Meeting. No alteration to the Memorandum or the Articles and no direction given by Special Resolution shall invalidate any prior act of the Academy which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.
42. The Council shall have power from time to time to make such Operating Rules as it may deem necessary or expedient or convenient for the proper conduct and management of the Academy and its affairs including:-
  - 42.1 prescribing categories of Members and Affiliates;
  - 42.2 prescribing the duties of any officers or employees of the Academy;
  - 42.3 regulating the conduct of the business of the Academy by the Council or any committee or sub-committee; and
  - 42.4 relating to any of the matters or things within the power or under the control of the Council provided that the same shall not be inconsistent with the Articles.
43. The Council shall have power to repeal or alter or add to any Operating Rules unless the Rule is designated as one which can only be changed with the consent of Members or any category of Members and the Council shall adopt such means as they think sufficient to bring to the notice of Members and Affiliates all such Operating Rules which shall be binding on Members and Affiliates.

## **COMPOSITION OF COUNCIL**

44. The Council shall consist of the following persons who shall be appointed in such manner and hold office for such term as the Operating Rules shall specify:-
  - 44.1 up to seven Council Members elected by the Learned Societies in accordance with the Operating Rules;

- 44.2 up to seven Council Members the Academicians in accordance with the Operating Rules; and
  - 44.3 up to seven Council Members appointed by the Council, as established in accordance with the Operating Rules.
45. The Council may co-opt an individual to be a Council Member to fill a vacancy in accordance with the Operating Rules. The Council may act notwithstanding any vacancies but, if the number of Council Members is less than the number fixed as the quorum, the continuing Council Members may act only for the purpose of filling vacancies or of calling a General Meeting.

### **DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS**

46. A Council Member shall cease to hold office in the circumstances described in the Operating Rules or if he or she:-
- 46.1 ceases to be a Council Member by virtue of any provision in the Acts or is disqualified from acting as a member of Council by virtue of section 72 of the Charities Act 1993 or is otherwise prohibited by law from being a Council Member;
  - 46.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
  - 46.3 resigns his or her office by notice to the Academy (but only if at least two Council Members will remain in office when the notice of resignation is to take effect).
47. In addition and without prejudice to the provisions of Section 303 and 304 of the Companies Act 1985, the Academy may by Special Resolution in a General Meeting remove any Council Member before the expiration of his or her period of office and may by a Special Resolution appoint another individual in his or her stead but any person so appointed shall retain his or her office until the next following General Meeting. If not reappointed at such General Meeting, he or she shall vacate his or her office at the conclusion of that meeting.

### **PROCEEDINGS OF THE COUNCIL**

48. Subject to the provisions of the Articles and the Operating Rules, the Council may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two Council Members may or the Secretary at the request of two Council Members shall call a meeting of the Council. The quorum for the transaction of the business of the Council may be fixed by the Council Members and unless so fixed at any other number shall be six. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality

of votes, the chair shall have a second or casting vote.

49. The Council may delegate any of its powers or the implementation of any of its resolutions to any committee in accordance with the Operating Rules provided that:-
  - 49.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
  - 49.2 the chair of the committee shall be a Council Member;
  - 49.3 the composition of any such committee shall otherwise be entirely in the discretion of the Council and may comprise such other of their number (if any) or such other persons not being Council Members as the resolution may specify provided that in making such appointments the Council shall have regard to diversity;
  - 49.4 the deliberations of any such committee shall be reported regularly to the Council and any resolution passed or decision taken by any such committee shall be reported forthwith to the Council and for that purpose every committee shall appoint a secretary;
  - 49.5 all delegations under this Article shall be revocable at any time; and
  - 49.6 the Council may make such regulations and impose such terms or conditions and give such mandates to any such committee as it may from time to time think fit.
50. All acts done by a meeting of the Council or a committee, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or member of the Committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member or member of the Committee (as the case may be) and had been entitled to vote.
51. Resolutions in writing, signed by all the Council Members for the time being or any committee shall be valid and effective as if it had been passed as a meeting of the Council or of such Committee duly convened and constituted.
52. Council Members and members of any committee may participate in or hold a meeting of the Council or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as

that of a meeting of the Council or committee (as the case may be) duly convened and held with such persons physically present.

## **PRESIDENT**

53. The President of the Academy who:-

53.1 shall chair the Council of the Academy;

53.2 shall be appointed by Council having regard to his or her standing and expertise in social sciences and will absent themselves from the meeting when the appointment of the President is discussed;

53.3 shall hold office for such fixed term of office as shall be determined by Council (but which shall not exceed the period between six successive Annual General Meetings); and

53.4 shall be entitled to receive notices of and attend any meeting of the Council or the Academy or any Committee.

## **CHAIR OF THE COUNCIL**

54. Unless the President is unwilling to do so, s/he shall preside at every meeting of the Council at which he or she is present. If the President is unable to chair a meeting, for whatever reason, or is not present within five minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be the chair of the meeting.

## **HONORARY OFFICERS**

55. The Council shall appoint from amongst their number the following honorary officers of the Academy upon such terms and for such period as Council shall determine and in accordance with the Operating Rules:

55.1 one or more Honorary Treasurer(s);

55.2 one Honorary Secretary;

55.3 In addition the Council may appoint one or more Deputy Chairs (and Council may designate any such Deputy Chair as the Deputy Chair for a nation, region or such other matter as it thinks fit in accordance with the Operating Rules);

and such other honorary officers with such titles or descriptions as the Council thinks fit.

## **EMPLOYEES**

56. Subject to the provisions of the Acts and to **Clause 5** of the Memorandum and to the Operating Rules, the Council may appoint or engage and

dismiss such employees and officers as they shall see fit and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Council determines and the Council may dismiss any employee so appointed or engaged

## **MINUTES**

57. The Council shall keep minutes in books kept for the purpose:-
- 57.1 of all appointments of officers made by the Council; and
- 57.2 of all proceedings at meetings of the Academy, the Council and of committees and sub-committees of the Council including the names of those present at each such meeting.

## **THE SEAL**

58. The seal (if any) shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two Council Members.

## **BANK ACCOUNTS**

59. Any bank account in which any part of the assets of the Academy is deposited shall indicate the name of the Academy. All cheques and orders for the payment of money from such account shall be executed in such manner and by such persons as the Operating Rules shall specify.

## **ACCOUNTS**

60. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Academy and otherwise complying with the Acts and the Charities Act shall be kept at the Office or such other place within the United Kingdom as the Council thinks fit.
61. Subject to the requirements of the Acts, the Academy may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Academy may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.
62. The Council shall provide such accounts to the Members in such form and in such manner as prescribed in the Operating Rules.

## ANNUAL REPORT AND ANNUAL RETURN

63. The Council shall comply with its obligations under the Charities Act with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commission.

## NOTICES

64. The Academy may validly send or supply any document (including any notice of General Meeting) or information to a Member:-

64.1 by delivering it by hand to the address recorded for the Member in the Register of Members;

64.2 by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the Member in the Register of Members;

64.3 by fax to a fax number notified by the Member in writing;

64.4 by electronic mail to an email address notified by the Member in writing; or

64.5 by means of a website the address of which shall be notified to the Member in writing;

in accordance with and subject to the “company communications provisions” of the Companies Act 2006, but this **Article 64** does not affect any other provision in any relevant legislation, the Articles or the Operating Rules requiring notices or documents to be delivered in a particular way.

65. A Member whose registered address for the purposes of **Article 64.1 or 64.2** above is not within the United Kingdom shall not be entitled to receive any notice from the Academy unless he or she gives to the Academy either an address within the United Kingdom (a UK Address) at which notices may be given to him or her or notifies the Academy of a fax number or email address to which notices may be sent in electronic form or who agrees or is deemed to agree to notice being given to him or her by means of a website, in which case he or she shall be entitled to have notices given to him at that UK Address, fax number, email address or by means of such website (as the case may be).
66. A Member present, either in person or by proxy or, being a corporation, by its representative, at any meeting of the Academy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which was called.

## TIME OF RECEIPT

67. If a document or information (whether in hard copy form or electronic

form) is delivered by hand, it is deemed to have been received by the intended recipient at the time it is handed to or left for the Member.

68. If a document or information (whether in hard copy form or electronic form) is sent by post or courier, to an address in the United Kingdom, it is treated as being received by the intended recipient:

68.1 48 hours after it was posted, if first class post was used; or

68.2 72 hours after it was posted or given to the courier, if first class post was not used;

provided that it was properly addressed and either put into the post system or given to the courier with postage or delivery paid.

69. If a document or information is sent by fax or electronic mail, it is deemed to have been received by the intended recipient at the time it was sent provided that it was sent to the correct fax number or email address.

70. If a document or information is sent by means of a website, it is deemed to have been received by the intended recipient when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) information that it was available on the website.

## INDEMNITY

71. Subject to the provisions of the Acts but without prejudice to any indemnity to which a Council Member may otherwise be entitled every Council Member or other officer or auditor of the Academy shall be indemnified out of the assets of the Academy against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Academy, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his or her duties or in relation thereto.

## WINDING-UP

72. The provisions of **Clauses 9 and 10** of the Memorandum relating to the winding-up or dissolution of the Academy shall have effect and be observed as if the same were repeated in the Articles.