

Company No. 00171402

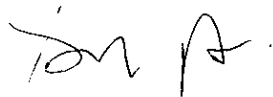
Special Resolution of Architectural Association (Incorporated) (the "Company")

The following special resolution was passed by the registered members on 24th July 2017:

Special resolution


To adopt articles of association in the form of the document attached as the new articles of association of the Company in substitution for and to the exclusion of all other articles of association.

Chairman



Date: 24th July 2017



Certified as
a true copy of
the original

NICHOLAS ELGRE
Solicitor
28th July 2017.

Company limited by guarantee

Articles of Association

Architectural Association (Incorporated)

Incorporated on 13 November 1920

Company number 00171402

(Adopted on 24th July 2017)

Definitions

1. In these Articles:

- (a) unless inconsistent with the subject or context:

"Academic Board" means the body of this name established under the By-laws;

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

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

"Association" means the Architectural Association (Incorporated);

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

"Council" means those persons who are members of the Council or, as the case may be, those present or deemed to be present at a duly convened meeting of the Council;

"Director" means the individual appointed as the Director under the By-laws;

"Member" means a person who is duly elected as a Member of the Association in accordance with the By-laws (and does not include a Probationary Member);

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

"Registered Member" means a person who is a member of the Association within the meaning in the Act;

- (b) terms used in the Act shall (unless inconsistent with the subject or context) be taken as having the same respective meanings as they have when used in these Articles;
- (c) words importing the singular number include the plural number, and vice versa;
- (d) words importing the masculine gender only, include the feminine gender; and.
- (e) words importing persons include corporations.

Name

2. The company's name is the "Architectural Association (Incorporated)".

Registered office

3. The registered office of the Association is in England.

Object and powers

4. The object for which the Association is established is to promote and afford facilities for the study of architecture for the public benefit and the Association has the powers to further this object by any of the following methods:
- (a) the establishment and carrying on of a school of architecture;
 - (b) the provision of scholarships and bursaries, and the giving of prizes;
 - (c) the provision of lectures and classes;
 - (d) the provision of a library and museum;
 - (e) the organisation of visits to works and buildings;
 - (f) the production and circulation of periodicals and other publications; and
 - (g) such other methods consistent with the object as the Council may from time to time determine;

the Association being carried on under the authority and provisions (so far as applicable) of the Literary and Scientific Institutions Act 1854 (including any statutory modification or re-enactment for the time being in force) and to have power to comply with the conditions from time to time in force in order to obtain Government grants for educational purposes.

5. In furtherance of its object the Association has and may exercise all or any of the following additional powers:
- (a) to purchase or otherwise acquire and hold for the purpose of the Association land, houses, or buildings, and erect, alter, or adapt houses or buildings accordingly upon any charitable trusts;
 - (b) to sell, improve, manage, develop, lease, dispose of, exchange, or part with any property of the Association as may from time to time be considered expedient or desirable in the interests of the Association;
 - (c) to appropriate or dedicate any buildings for the time being belonging to the Association to any educational or other charitable purposes connected with the study or promotion of the art or science of architecture, and to accept real or personal property upon any charitable trusts which may seem to the Association to be conducive to the advancement and maintenance of a school for the teaching and study of architecture, and to undertake and execute any such trusts or any other charitable trusts which may seem to the Association conducive to its object to any extent;
 - (d) to establish, undertake, superintend, administer, or contribute to any charitable fund from which, or from the income of which grants, donations, or advances may be made to

any persons who are or have been engaged professionally in the study or practice of architecture;

- (e) to borrow any moneys required for the purpose of the Association upon such terms and on such securities (including debentures or debenture stock) as may be determined;
- (f) if it should be considered advisable, to obtain a Royal Charter or Act of Parliament for the purpose of the Association and continue the work of the Association;
- (g) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commission for England and Wales shall only be invested in such securities and with such sanction (if any) as may for that time being be prescribed by law; and
- (h) to do all such lawful things as may from time to time be incidental or conducive to the attainment of its object to any extent;

Provided that the Association shall not support with its funds any object or endeavour to impose on or procure the observance by its Members or others of any regulation, restriction or condition which, if an object of the Association, would make it a trade union.

Provided further that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, or a government department, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

Income and property

6. The income and property of the Association shall be applied solely towards the promotion of the object of the Association and no part shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the Members or (if different) Registered Members.

Provided that nothing in these Articles shall prevent the payment in good faith of reasonable and proper remuneration to any officers or employees of the Association or to any Member or to any other person in return for services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association.

Provided further that no member of the Council shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Council or governing body except:

- (a) repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; or
- (b) the payment to a member of the Council who is:
 - (i) a student of the Association's school of architecture of any assistantship, bursary or scholarship;

- (ii) the Director;
- (iii) otherwise an employee of the Association,,

Provided that such payment is not made to remunerate such member of the Council for the performance of duties as a member of the Council and that the number of members of Council so remunerated shall not exceed three;

Provided further that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Council may be a member or any other company in which such member shall not hold more than 1% of the capital, and such member of the Council shall not be bound to account for any share of profits he/she may receive in respect of such payments.

Limitation of liability

- 7. The liability of the Registered Members is limited.

Liability on winding up

- 8. Every Registered Member undertakes to contribute to the assets of the Association in the event of the same being wound up, during the time that he/she is a Registered Member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he/she ceases to be a Registered Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £1.

Distribution of assets on winding up

- 9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of these Articles, such institution or institutions to be determined by the Members at, or before the time of dissolution or, in default, as determined by the Court or the Charity Commission for England and Wales, and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

Members

- 10. Any person who shall be duly elected a Member or Probationary Member, as the case may be, in accordance with the By-laws and who duly pays all subscriptions or other amounts for the time being payable, shall be and become a Member or Probationary Member accordingly and be entitled to exercise and enjoy all rights and privileges appropriate to his class of membership.

The Council

- 11. All the business and affairs of the Association shall be conducted and managed by the Council, which shall exercise all such powers, authorities, and discretions of the Association of whatsoever kind as are set forth or embraced in these Articles.
- 12. Members of Council shall be individuals appointed by Council or, as the case may be, elected in the manner prescribed by the By-laws. Members shall only be appointed or elected having regard

to the skills, knowledge and experience needed for the effective governance of the Association. The Director shall ex-officio be a member of Council for so long as he/she holds such position.

13. The Council may also include any representatives of Allied Societies as shall be prescribed by the By-laws.
14. The addition of a member of Council, by whatever means, must not cause the number of members of Council to exceed any number fixed by the Council from time to time as the maximum number of members of Council. Until fixed otherwise the maximum number is eighteen.
15. The Council shall appoint a member of the Council to chair their meetings (the "**President**") or in his/her place another member of Council (the "**Vice-President**") and may at any time revoke such appointments.

Registered Members

16. The first Registered Members were the then existing council of the Architectural Association (which was formed in 1847).
17. Every person appointed or elected to be a member of the Council shall before acting as such sign an application of request in the prescribed form to be registered as a Registered Member, and shall thereupon become a Registered Member.
18. The rights and privileges of Registered Members shall not be transferable or transmissible. The names of Registered Members with the requisite particulars shall be entered in the register to be kept pursuant to the Act.
19. Any Registered Member may withdraw from the Association by giving one month's notice in writing to the Association of his intention to do so, and upon the expiration of such notice he shall cease to be a Registered Member.
20. Any Registered Member who shall cease to be a member of the Council shall thereupon cease to be a Registered Member.

General meetings of Registered Members

21. A general meeting of the Registered Members shall be held once in every year on such day and at such hour and place as the Council shall appoint, but not more than fifteen months after the holding of the last preceding meeting. The business of an ordinary general meeting of the Registered Members shall be to receive, consider, and deal with the accounts, balance sheet, and report of the Council and the auditors.
22. A general meeting of the Registered Members may be called at any time by the Council and shall be called whenever a requisition (which must state the objects of the meeting) signed by fifteen or more Registered Members is left at the registered office of the Association. If the Council do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being deposited, the requisitionists or the majority of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of the deposit. If at any such meeting a resolution requiring confirmation at another meeting as a special resolution is passed the Council shall forthwith convene a further general meeting for the purpose of considering and, if thought fit, of confirming it as a special resolution, and if the Council do not convene the meeting within seven days from the date of the passing of the first resolution the requisitionists or a majority of them, may themselves convene the meeting.

23. Fourteen clear days' notice to the Registered Members specifying the place, day, and hour of meeting, and in case of special business the general nature of such business shall be given by notice sent by post.
24. Seven Registered Members personally present shall form a quorum. No business shall be transacted at any general meeting unless a quorum shall be present at the commencement of business.
25. The President shall be entitled to take the chair at every general meeting of the Registered Members, or failing him/her the Vice-President, or if there shall be no President or Vice-President or neither of them shall be present within fifteen minutes after the time appointed for holding such meeting, the Registered Members present shall choose some other member of the Council as chair of the meeting.
26. If within half an hour from the time appointed for the meeting of the Registered Members a quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present those Registered Members who are present shall be a quorum and may transact the business for which the meeting was called.
27. Every question submitted to a meeting of the Registered Members shall be decided in the first instance by a show of hands, and in the case of an equality of votes the chair of the meeting shall, both on show of hands and at the poll, have a casting vote in addition to the vote to which he/she may be entitled as a Registered Member.
28. At any general meeting of the Registered Members unless a poll is demanded by the chair of the meeting or by at least five Registered Members, a declaration by the chair of the meeting that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, an entry to that effect in the book of proceedings 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 such resolution.
29. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the chair of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.
30. The chair of a general meeting of the Registered Members may, with the consent of the meeting, adjourn the same 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.
31. Any poll duly demanded on the election of a chair of a meeting or on any question of adjournment shall be taken at the general meeting of the Registered Members and without adjournment.
32. 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.
33. On a show of hands every Registered Member present in person shall have one vote, and upon a poll every Registered Member present in person or by proxy shall have one vote.
34. Votes may be given by the Registered Members either personally or by proxy. Every proxy shall be in writing under the hand of the appointer. Subject to the Act, no person shall be appointed a proxy except a Registered Member. The instrument appointing a proxy shall be deposited at the

registered office of the Association not less than forty-eight hours before the time for holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote.

35. A notice may be served by the Association on any Registered Member either personally or by sending through the post in a prepaid envelope or wrapper addressed to such Registered Member at his registered place of address. As regards those Registered Members who have no registered place of address, a notice placed in the registered office shall be deemed to be well served on them at the expiration of twenty-four hours after it has been so posted up.

By-laws

36. The Association may from time to time make, vary and repeal the By-laws **Provided that** no By-laws shall be made which would amount to such an alteration or addition to these Articles as could legally be made only by special resolution. All such alterations to the By-laws shall be made in the manner prescribed by the By-laws, by being put to the Members at a special general meeting called for that purpose, and subsequently receiving the assent of at least two-thirds of the votes cast by Members.
37. General meetings of the Members shall be held at such times and places and in such manners as the By-laws may prescribe, but so that at least one such general meeting shall be held in every year.

Accounts

38. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
39. The accounts and books of account of the Association shall be kept at its registered office or such other place as the Council shall direct, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Registered Members in general meeting the same shall be open to inspection by the Registered Members at all times during the usual business hours.

Auditors

40. The provisions of the Act shall apply regarding the appointment, remuneration and powers of auditors.

Seal

41. The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf and every instrument to which the Seal is affixed shall be signed by two members of the Council and shall be countersigned by the Secretary or by some other person appointed by the Council for the purpose.

Delegation

42. The Council may delegate:

- (a) any of its powers and functions concerning academic governance within the Association's school of architecture to the Academic Board; and
- (b) any of its other powers or functions to a committee of two or more members of the Council,

Provided that in either case:

- (i) the terms of any delegation must be recorded in writing;
- (ii) the Council may impose conditions when delegating, including the conditions that:
 - (A) the relevant powers are to be exercised exclusively by the body or committee to whom they delegate; and/or
 - (B) no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Council;
- (iii) the Council may revoke or alter a delegation; and
- (iv) all acts and proceedings of such body or any committees must be fully reported on a timely basis to the Council.