

**COMPANIES ACTS 1985 & 1989**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE BRITISH EMPIRE AND COMMONWEALTH MUSEUM**

SATURDAY



A40      \*A2GUXZ13\*      14/09/2013      #88  
COMPANIES HOUSE

**1. MEMBERSHIP**

- 1.1 The number of members with which the Charity proposes to be registered is unlimited
- 1.2 The Charity must maintain a register of members
- 1.3 The members of the Charity shall be the Trustees for the time being and such other persons as the Trustees shall admit to membership
- 1.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1.5 Membership is terminated if the member concerned
  - 1.5.1 gives written notice of resignation to the Charity
  - 1.5.2 dies
  - 1.5.3 is 6 months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due)or
  - 1.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 1.6 Membership of the Charity is not transferable

**2. GENERAL MEETINGS**

- 2.1 Members are entitled to attend general meetings. General meetings are called on at least clear 21 days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the number of members personally present is at least 4.
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2.4 Except where otherwise provided by the Act every issue is decided by a majority of the votes cast
- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue
- 2.6 Subject to the provisions of the Act a written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 2.7 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation
- 2.8 At an AGM the members:
  - 2.8.1 receive the accounts of the Charity for the previous financial year

- 2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM
- 2.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
- 2.8.4 elect persons to be Trustees to fill the vacancies arising
- 2.8.5 appoint auditors for the Charity
- 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity
- and
- 2.8.7 discuss and determine any issues of policy or deal with any other business put before them
- 2.9 Any general meeting which is not an AGM is an EGM
- 2.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least one tenth of the members
- 3. THE TRUSTEES**
- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds
- 3.2 The Trustees when complete shall consist of at least ~~10~~<sup>5</sup> and not more than 20
- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 3.5 One-third (or the number nearest one-third) of the Trustees must retire at each AGM those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 3.6 A retiring Trustee shall be eligible for re-election for consecutive periods not exceeding in aggregate 9 years from the date of his or her original appointment but thereafter a Trustee shall not be eligible for re-appointment until one year after his or her retirement. In this clause a 'year' means the period between one AGM and the next.
- 3.7 No person other than a Trustee retiring by rotation shall be appointed or re-appointed a Trustee at any general meeting unless:
  - 3.7.1 he or she is recommended by the Trustees or
  - 3.7.2 not less than 14 nor more than 35 clear days before the date appointed for the meeting notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or re-appointment stating the particulars which would if he or she were so appointed or re-appointed be required to be included in the Charity's register of Trustees together with a notice executed by that person of his or her willingness to be appointed or re-appointed
- 3.8 A Trustee's term of office automatically terminates if he or she:
  - 3.8.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
  - 3.8.2 is incapable, whether mentally or physically, of managing his or her own affairs
  - 3.8.3 is absent from 3 consecutive meetings of the Trustees without a reason acceptable to the Trustees
  - 3.8.4 ceases to be a member
  - 3.8.5 resigns by written notice to the Trustees (but only if at least 5 Trustees will remain in office)
  - 3.8.6 is removed by resolution passed by the members present and voting at a general meeting after the meeting has invited the views

of the Trustee concerned and considered the matter in the light of any such views

- 3.9 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 3.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### **4. PROCEEDINGS OF TRUSTEES**

- 4.1 The Trustees must hold at least 2 meetings<sup>4</sup> each year
- 4.2 A quorum at a meeting of the Trustees is 4 Trustees
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### **5. POWERS OF TRUSTEES**

The Trustees have the following powers in the administration of the Charity:

- 5.1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- 5.2 to appoint a Chairman and other honorary officers from among their number for such terms as they shall think fit
- 5.3 to delegate any of their functions to committees consisting of 3 or more individuals appointed by them (but at least 1 member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 5.4 to make standing orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 5.5 to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes within the Charity
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting

#### **6. RECORDS & ACCOUNTS**

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- 6.1.1 annual reports
- 6.1.2 annual returns
- 6.1.3 annual statements of account

- 6.2 The Trustees must keep proper records of
- 6.2.1 all proceedings at general meetings
  - 6.2.2 all proceedings at meetings of the Trustees
  - 6.2.3 all reports of committees and
  - 6.2.4 all professional advice obtained
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within 2 months

**7. NOTICES**

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
  - 7.3.2 2 clear days after being sent by first class post to that address
  - 7.3.3 3 clear days after being sent by second class to that address
  - 7.3.4 on being handed to the member personally or if earlier
  - 7.3.5 as soon as the member acknowledges actual receipt
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

**8 INDEMNITY**

Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings whether civil or criminal in which judgement 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 Charity

**9. DISSOLUTION**

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

**10. INTERPRETATION**

In the Memorandum and in these Articles:

- 10.1 "The Act" means the Companies Act 1985

"AGM" means an annual general meeting of the Charity

"these Articles" means these articles of association

"Chairman" means the chairman of the Trustees

"the Charity" means the company governed by these Articles

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993

"clear day" means 24 hours from midnight following the relevant event

"the Commission" means the Charity Commissioners for England and Wales

"EGM" means an extraordinary general meeting of the Charity

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000

"material benefit" means a benefit which may not be financial but has a monetary value

"MECT 1986" means the Museum of Empire and Commonwealth Trust, Charity No. 294669

"member" and "membership" refer to membership of the Charity

"Memorandum" means the Charity's memorandum of association

"month" means calendar month

"the Objects" means the Objects of the Charity as defined in clause 3 of the Memorandum

"Secretary" means the Secretary of the Charity

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax

"Trustee" means a director of the Charity and "Trustees" means all of the directors.

"written" or "in writing" refers to a legible document on paper including a fax message and also any communication sent by e-mail

"year" means calendar year

10.2 Expressions defined in the Act have the same meaning

10.3 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