

The Companies Acts
Company Limited by Guarantee and not Having a Share Capital
Articles of Association
of
London Middle East Institute

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings

	Term	Meaning
1.1	"academic members"	those academics from time to time who are employed by SOAS on an academic contract,
1.2	"address"	includes a number or address used for the purposes of sending or receiving documents by electronic means,
1.3	"Articles"	these Articles of Association of the Institute,
1.4	"Authorised Representative of SOAS"	a person authorised by SOAS in Writing served on the Secretary to act on its behalf in matters relating to the administration of the Institute,
1.5	"Board"	the board of Trustees of the Institute,
1.6	"Chief Operating Officer of SOAS"	means the person duly appointed to the position of Chief Operating Officer of SOAS,
1.7	"clear days"	in relation to the period of a notice, that 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,
1.8	"circulation date"	in relation to a written resolution, has the meaning given to it in the Companies Acts,
1.9	"Companies Acts"	has the meaning given to it in section 2 of the Companies Act 2006,
1.10	"Connected Person"	(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, or (b) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship, or (c) any company or firm of which a Trustee is a paid director, partner or employee, or shareholder holding more than 1% of the capital,

1.11	"Director of Governance and Programmes"	means the person duly appointed to the position of Director of Governance and Programmes at SOAS,
1.12	"Director of SOAS"	the person duly appointed to the position of Director of SOAS,
1.13	"electronic form" and "electronic means"	have the meanings respectively ascribed to them in the Companies Act 2006,
1.14	"financial expert"	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
1.15	"hard copy" and "hard copy form"	have the meanings respectively ascribed to them in the Companies Act 2006,
1.16	"Institute"	the London Middle East Institute,
1.17	"Institute's Director"	The person appointed pursuant to Article 48,
1.18	"Memorandum"	the Memorandum of Association of the Institute,
1.19	"Office"	the registered office of the Institute,
1.20	"Secretary"	the secretary of the Institute,
1.21	"SOAS"	the School of Oriental and African Studies, established by Royal Charter, with its principal office at 10 Thornhaugh Street, Russell Square, London, WC1H 0XG,
1.22	"Subsidiary Company"	any company in which the Institute holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company,
1.23	"Trustee and Trustees"	the director and directors as defined in the Companies Acts,
1.24	"Writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

2. In these Articles and the Memorandum

2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles became binding on the Institute

- 2.2 Subject to Article 2.1, any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it

Members

3. The sole member of the Institute shall be SOAS
4. Subject to the provisions of the Companies Act, the Institute shall dispense with the holding of general meetings

Patrons

5. The Trustees may appoint and remove any individual(s) as patron(s) of the Institute and on such terms as they shall think fit A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Institute as if a member and shall also have the right to receive accounts of the Institute

Trustees

6. Number of Trustees
- 6.1 The Board of the Institute shall consist of at least three and no more than five Trustees comprising of:
- (1) the Director of SOAS for the time being, and
 - (2) the Director of Governance and Programmes at SOAS for the time being, and
 - (3) the Chief Operating Officer of SOAS for the time being
- (the "Ex Officio Trustees"), and
- (4) up to two Trustees appointed by SOAS in accordance with Article 7

Appointment, retirement, removal and disqualification of Trustees

7. Except in relation to the Ex Officio Trustees, Trustees shall be appointed by SOAS by the service of notice in Writing from an Authorised Representative of SOAS to the Secretary at the Office
8. Trustees appointed pursuant to Article 7 above shall serve for a term of three years from the date of appointment and shall retire at the expiry of such term unless reappointed pursuant to Article 9 below and subject to Article 11
9. Subject to Articles 10 and Error! Reference source not found. below, retiring Trustees may be reappointed by SOAS by the service of notice in Writing from an Authorised Representative from SOAS to the Secretary at the Office
10. A Trustee (other than an Ex Officio Trustee for the time being) who has served for two consecutive terms of office must take a break from office and may not be reappointed prior to the anniversary of the date of the date of his or her retirement

11. If the retirement of a Trustee under Article 8 causes the number of Trustees to fall below that set out in Article 6 then the retiring Trustee shall remain in office until a new appointment is made
12. No person may be appointed as a Trustee
 - 12.1 unless he or she has attained the age of 18 years, or
 - 12.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of the Articles
13. Subject to the above Articles the Trustees may appoint a person who is willing to act to be a Trustee to fill a vacancy provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees A Trustee so appointed shall hold office for three months He or she may be reappointed in accordance with Article 9 but if not so reappointed, shall be deemed to vacate office immediately on the expiry of three months from his or her appointment
14. The office of a Trustee shall be vacated if
 - 14.1 he or she is an Ex Officio Trustee and ceases to hold the relevant office. For the avoidance of doubt, a retiring Ex Officio Trustee may be re-appointed as a Trustee in accordance with Article 9,
 - 14.2 he or she ceases to be a director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a director,
 - 14.3 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity,
 - 14.4 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally,
 - 14.5 the Trustees reasonably believe he or she has become mentally incapable of acting and they resolve that he or she be removed from office,
 - 14.6 he or she resigns by notice in Writing to the Institute (but only if at least three Trustees will remain in office when the notice of resignation is to take effect),
 - 14.7 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason, or
 - 14.8 notice in Writing of his or her removal signed by an Authorised Representative of SOAS is received by the Secretary at the Office

Powers of Trustees

15. Subject to the Companies Acts, the Memorandum and the Articles, the business of the Institute shall be managed by the Trustees who may exercise all the powers of the Institute No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a

meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees

16. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees
17. All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee
18. Subject to the Articles the Trustees may regulate their proceedings as they think fit

Chair
19. The Director of SOAS for the time being shall act as chair of the Trustees

Delegation of Trustees' powers

20. The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Institute for such purposes and on such conditions as they determine
21. The Trustees may delegate any of their powers or functions to any one or more person(s) including the Institute's Director and/or any of the Trustees as they consider desirable to be exercised by him or them Any such delegation shall be without prejudice to all common law and statutory duties of the Trustees and, subject thereto, may be made subject to any conditions the Trustees may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered
22. In the case of such delegation of the day to day management of the Institute to the Institute's Director or other manager or managers
 - 22.1 the delegated power shall be to manage the Institute by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget,
 - 22.2 the Trustees shall provide the Institute's Director and any other manager with a description of his or her role and the extent of his or her authority, and
 - 22.3 the Institute's Director and any other manager shall report regularly to the Trustees on the activities undertaken in managing the Institute and provide them regularly with management accounts sufficient to explain the financial position of the Institute

Delegation to committees

23. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Institute to any committee in accordance with the conditions set out in these Articles, provided
24. In the case of delegation to committees

- 24.1 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),
- 24.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify,
- 24.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary,
- 24.4 all delegations under this Article shall be variable or revocable at any time,
- 24.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit, and
- 24.6 no committee shall knowingly incur expenditure or liability on behalf of the Institute except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees
- 25. For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee
- 26. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any regulations made by the Trustees

Investment Management

- 27. The Trustees may appoint as the investment manager for the Institute a financial expert who, after inquiry, the Trustees are satisfied is a proper and competent person to act in that capacity and who is a company, firm or other person of repute
- 27.1 The Trustees may delegate the management of investments to such financial expert or experts provided that
 - 27.1.1 a detailed investment policy is set down in writing for the financial expert or experts by the Trustees, and any alteration to such policy is notified promptly of any changes to it,
 - 27.1.2 the terms of the delegated authority are clearly set out in writing and notified to the financial expert,
 - 27.1.3 every transaction is reported promptly to the Trustees,
 - 27.1.4 the performance of the investments is reviewed regularly by the Trustees,
 - 27.1.5 the Trustees are entitled to cancel the delegation arrangement at any time,
 - 27.1.6 the investment policy and the delegation arrangements are reviewed at least every 24 months,

- 27.1.7 all payments due to the financial expert or experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
- 27.1.8 the financial expert or experts may not do anything outside the powers of the Trustees,
- 28. Any bank account in which any part of the assets of the Institute is deposited shall be operated by the Trustees and shall indicate the name of the Institute

Meetings

Trustees' meetings

- 29. The chair of Trustees or any two Trustees may (and the Secretary, if any, shall at the request of two Trustees) call a Trustees' meeting
- 30. A Trustees' meeting shall be called by at least seven clear days' notice in Writing unless urgent circumstances require shorter notice, or unless all the Trustees entitled to attend and vote at that meeting agree to shorter notice
- 31. Notice of Trustees' meetings shall be given to each Trustee and to the Institute's Director
- 32. Every notice calling a Trustees' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting
- 33. When a meeting is adjourned for 14 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

Quorum

- 34. No business shall be transacted at any meeting unless a quorum is present
- 34.1 The quorum for Trustees' meetings may be fixed by the Trustees and, unless so fixed at any other number, shall be two Trustees
- 34.2 If a quorum is not present within half an hour from the time appointed for the meeting, 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 Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum
- 35. The Trustees may act notwithstanding any vacancies in their number, provided that if the number of Trustees is insufficient for a quorate meeting, the Trustees may only act in accordance with these articles for the purpose of filling vacancies

Chair

- 36. The chair, if any, of the Trustees or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting If the chair of the Trustees is unwilling to so act, or is not present at the meeting within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting

Adjournment

37. 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place

Decision making by Trustees at meetings

38. Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have
39. Every person present and entitled to vote shall have one vote. A resolution put to the vote of a meeting shall be decided on a show of hands
40. A declaration by the chair 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

Irregularities

41. The proceedings at any meeting or on the taking of any poll or the passing of a written resolution shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Acts
42. 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 whose decision shall be final and binding

Conflicts of interest

43. Whenever a person has a personal interest in a matter to be discussed at a meeting, and whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Institute in relation to a matter to be discussed at a meeting, he or she must
- 43.1 declare an interest before discussion begins on the matter,
- 43.2 withdraw from that part of the meeting unless expressly invited to remain,
- 43.3 in the case of personal interests not be counted in the quorum for that part of the meeting, and
- 43.4 in the case of personal interests withdraw during the vote and have no vote on the matter

Written resolutions

44. A resolution in writing signed by each person who would have been entitled to vote upon it if it had been proposed at a meeting at which he or she was present shall be as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several instruments in like form each signed by one or more of those entitled to vote. The date of a written resolution shall be the date on which the last person signs

Email approval of resolutions

45. A Trustees' resolution which is approved by email in accordance with this Article 45 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with
- 45.1 such a resolution must be approved by email by all of the Trustees,
- 45.2 approval from each Trustee must be received by such person as all the Trustees shall have nominated in advance for that purpose ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees,
- 45.3 approval from a Trustee must be sent from an email address previously notified in Writing by that Trustee to the Institute as intended for use by that Trustee for the purpose,
- 45.4 following receipt of a response on any resolution from each of the Trustees, the Recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with the terms of this Article 45,
- 45.5 the date of a resolution shall be the date of the email from the Recipient confirming formal approval

Majority decisions without Trustees' meeting

46. The Trustees may, in the circumstances outlined in this Article 46, make a majority decision without holding a Trustees' meeting
- 46.1 If,
- 46.1.1 a Trustee has become aware of a matter on which the Trustees need to take a decision,
- 46.1.2 that Trustee has made the other Trustees aware of the matter and the decision,
- 46.1.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other, and
- 46.1.4 a majority of those Trustees vote in favour of a particular decision on that matter,
- a decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held
- 46.2 If a Trustee is aware that consultation with another Trustee will make it impossible to take a particular decision in accordance with this Article 46 as soon as the Institute's business requires, that Trustee

- 46.2.1 may decide not to communicate with that other Trustee in relation to that decision before it is taken, but
- 46.2.2 must communicate the decision not to communicate to all the other Trustees as soon as is practicable, explaining the reasons for it
- 46.3 If a Trustee states that he or she does not wish to discuss or vote on a particular matter, the Trustees may choose not to communicate with that director in relation to decisions to be taken on that matter in accordance with this Article 46
- 46.4 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article
 - 46.4.1 may be in different places, and may participate at different times, and
 - 46.4.2 may communicate with each other by any means
- 46.5 No decision shall be taken by the Trustees in accordance with this Article 46 unless a quorum participates in the decision-making process The quorum for Trustees' decision-making in accordance with this Article shall be the same as the quorum for Trustees' meetings
- 46.6 The chair, if any, of the Trustees, or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article 46
- 46.7 In the case of an equality of votes in any decision-making process in accordance with this Article 46, the chair shall be entitled to a casting vote in addition to any other vote he or she may have

Virtual meetings

- 47. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants

General

The Institute's Director

- 48. The Board shall normally appoint as the Institute's Director the person who holds for the time being the Mohammed bin Issa Professorship in Middle East Studies at SOAS If such person shall at any time for any reason cease to hold such a Professorship, he shall automatically at that time cease to be the Institute's Director The Institute's Director will be given notice in Writing of all meetings of the Trustees and may attend such meetings but shall not have the right to vote on any resolution

Secretary

- 49. A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them If there is no Secretary

49.1 anything authorised or required to be given or sent to, or served on, the Institute by being sent to its Secretary may be given or sent to, or served on, the Institute itself, and if addressed to the Secretary shall be treated as addressed to the Institute, and

49.2 anything else required or authorised to be done by or to the Secretary of the Institute may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees

Minutes

50. The Trustees shall cause minutes to be made in books kept for the purpose

50.1 of all appointments of officers made by the Trustees,

50.2 of all resolutions of the Institute and of the Trustees, and

50.3 of all proceedings at meetings of the Institute and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

50.4 and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings

Records and accounts

51. The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of

51.1 annual reports,

51.2 annual returns,

51.3 annual statements of account

Communications by and to the Institute

52. Subject to the provisions of the Companies Acts and these Articles

52.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Institute) by making it available on a website,

52.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement, and

52.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts

53. Any document to be served on the Institute under the Articles may only be served
- 53.1 in the case of documents in hard copy form, by sending or delivering them to the Institute's Office or delivering them personally to the officer in question, or
- 53.2 in the case of documents in electronic form, by sending them by electronic means
- 53.2.1 to an address notified to the Trustees for that purpose, and
- 53.2.2 from an address previously notified to the Institute by the Trustee (other than by electronic means) for the purpose of sending and receiving documents and information
54. Where a document or information is sent or supplied under the Articles
- 54.1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of two Business Days after the envelope containing it was posted In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted
- 54.2 Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied In proving such service it will be sufficient to prove that it was properly addressed
- 54.3 Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when -
- 54.3.1 the material is first made available on the website, or
- 54.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website
55. Where any document or information has been sent or supplied by the Institute by electronic means and the Institute receives notice that the message is undeliverable the Institute will send a hard copy of the document or information to the Trustee's last known postal address
- 55.1 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies
- Seal
56. The seal shall only be used by the authority of the Board or of a committee authorised by the Board The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determine it shall be signed by a Trustee and by the Secretary or by a second Trustee
- Indemnity
57. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Institute shall be indemnified out of the assets of the Institute

- 57.1 against all costs charges expenses or liabilities incurred by him or her
- 57.1.1 in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted, and
- 57.1.2 in connection with any application in which relief from liability is granted to him or her by the court,
- where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Institute, and
- 57.2 against all costs, charges, losses, expenses or liabilities incurred by him or her in or in relation to the proper execution and discharge of his or her duties

Trustees' indemnity insurance

58. The Trustees shall have power to resolve pursuant to clause 4(u) of the Memorandum to affect appropriate indemnity insurance despite their interest in such policy

Winding-up

59. The provisions of clauses 6-8 of the Memorandum relating to the winding-up or dissolution of the Institute shall have effect and be observed as if the same were repeated in the Articles

Regulations

60. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Institute and its affairs, as to the duties of any officers or employees of the Institute, as to the conduct of business of the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Companies Acts, the Memorandum, the Articles or any rule of law
61. The Trustees shall ensure that all such regulations are made available on request to any academic members