

The Companies Act 2006

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Company Limited by Guarantee without a Share Capital

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## **ARTICLES OF ASSOCIATION**

**(As adopted by Special Resolution of the Company passed on [●] 2020)**

**OF**

**The International Institute for Conservation  
of Historic and Artistic Works**

## INTERPRETATION

1. In these Articles, unless inconsistent with the

subject or context in which they appear:

**“the Act”** means the Companies Act 2006, as amended from time to time;

**“Annual General Meeting”** means each annual general meeting of The Institute;

**“these Articles”** means these articles of association as altered from time to time by special resolution;

**“this Article”** has a corresponding meaning;

**“the Auditors”** means the auditors for the time being of The Institute;

**“bankrupt”** means anyone who is or becomes bankrupt or insolvent by the law of any country;

**“Class of Members”** means a class of members referred to in Article 4;

**“clear days”** Means for the purpose of determining a period of notice for a meeting days excluding

(a) the day on which the notice for the meeting is deemed pursuant to Article 12~~02~~ to take effect; and

(b) the proposed day of the meeting;

**“Conservation”** means any action taken to determine the nature or properties of materials used in any kinds of cultural holdings or in their housing, handling or treatment, any action taken to understand and control the causes of deterioration and any action taken to better the conditions of such holdings;

**“the Council”** means the council for the time being of The Institute (which shall, for the avoidance of doubt, exclude any person to whom the title “Honorary Member of the Council” has been awarded pursuant to Article 9~~35~~, being the board of directors for the purposes of the Act and the charity trustees for the purposes of the Charities Act 1993);

**“Director of Communications”** means the director of communications for the time being of The Institute;

<b>"Director of Membership"</b>	means the director of membership for the time being of The Institute;
<b>"Director of Publications"</b>	means the director of publications for the time being of The Institute;
<b>"Early Career Member"</b>	means an early career member for the time being of The Institute;
<b>"electronic communication"</b>	has the meaning given by section 15 of the Electronic Communications Act 2000;
<b>"electronic platform"</b>	means any form of electronic platform and includes, without limitation, website addresses, application technology and conference systems;
<b>"Executive Secretary"</b>	means the executive secretary for the time being of The Institute;
<b>"Extraordinary General Meeting"</b>	has the meaning specified by Article 41;
<b>"Fellow"</b>	means a fellow for the time being of The Institute;
<b>"Historic and Artistic Works"</b>	means any objects or structures which because of their history, significance, rarity or workmanship have a commonly accepted value and importance;
<b>"Honorary Fellow"</b>	means an honorary fellow for the time being of The Institute;
<b>"Hybrid General Meeting"</b>	means a general meeting held at a physical location where simultaneous participation is enabled via an electronic platform(s);
<b>"Individual Member"</b>	means an individual member for the time being of The Institute;
<b>"Institutional Member"</b>	means an institutional member for the time being of The Institute;
<b>"The Institute"</b>	means The International Institute for Conservation of Historic and Artistic Works;
<b>"Member"</b>	means a Student Member, Early Career Member, Individual Member, Fellow, Honorary Fellow or Institutional Member;
<b>"Memorandum of Association"</b>	means the memorandum of association of The Institute as altered from time to time by special resolution;
<b>"month"</b>	means a calendar month;
<b>"Office"</b>	means the office of President, Vice-President, Secretary-General, Treasurer or Director of Publications, Director of Communications or Director of Membership;
<b>"Physical General Meeting"</b>	means a general meeting that is not a Hybrid General Meeting;

<b>“place”</b>	means, in relation to a general meeting, the place of a Physical General Meeting and (in the case of a Hybrid General Meeting) the electronic platform(s) specified by the Council in relation to such hybrid general meeting and, where relevant, references to the place of a general meeting include any combination or two or more such places;
<b>“President”</b>	means the president for the time being of The Institute;
<b>“President Emeritus”</b>	means the president emeritus for the time being of The Institute;
<b>“Publishers”</b>	means the commercial publishers used for the time being by The Institute;
<b>“the Registered Office”</b>	means the registered office of The Institute;
<b>“Seal”</b>	means the common seal of The Institute;
<b>“Secretary-General”</b>	means the secretary-general for the time being of The Institute;
<b>“Student Member”</b>	means a student Member for the time being of The Institute;
<b>“Treasurer”</b>	means the treasurer for the time being of The Institute;
<b>“Vice-President”</b>	means a vice-president for the time being of The Institute;
<b>“Voting Members”</b>	means Early Career Members, Individual Members, Fellows and Honorary Fellows;
<b>“writing”</b>	means any method of representing or reproducing words in a legible form including, unless otherwise stated in these Articles, electronic communication;
<b>“Written Resolution”</b>	means a resolution in writing agreed by the requisite percentage of all Voting Members;
<b>“year”</b>	means a calendar year.

References to a person being *present* or *attending* a general meeting means present at a Physical General Meeting or participating via the electronic platform(s) specified by the Council in relation to a Hybrid General Meeting.

Words used in these Articles in the singular include the plural, and words used in the plural include the singular.

Words or expressions to which a particular meaning is given by the Act have the same meaning in these Articles, unless the meaning given by the Act is inconsistent with the context.

Any reference to any provision of legislation should be taken to refer to the provision as it is amended or re-enacted from time to time.

Any reference to a document being “signed” or to “signature” includes references to its being executed under hand or under seal or by any other method (including electronically) and, in the

case of a communication in electronic form, such references are to its being authenticated as specified by the Act.

2. The Institute is established for the purposes described in the Memorandum of Association.

## **MEMBERSHIP**

3. For the purposes of registration the number of Members is declared to be unlimited.
4. There are six classes of Members: Student Members, Early Career Members, Individual Members, Fellows, Honorary Fellows and Institutional Members.

### **STUDENT MEMBERS**

5. Anyone who is enrolled in a full-time programme of education, training or work experience under the supervision of a professional conservator of Historic and Artistic Works is eligible to be considered for admission as a Student Member.
6. Every application for membership as a Student Member must be made in accordance with such procedure, in such form and accompanied by such supporting evidence as the Council may from time to time specify.
7. If the Council are satisfied that the proposed Student Member is suitable and wishes to be admitted, they will normally declare the applicant admitted, subject to Article 30. However, the Council can refuse to accept anyone as a Student Member, and need not give any reason for refusing.
8. Student membership may be claimed for a maximum of five years.
9. Student Members have no right to vote at general meetings of The Institute.

### **EARLY CAREER MEMBERS**

10. Anyone who has successfully completed a full-time programme of education, training or work experience under the supervision of a professional conservator of Historic and Artistic Work is eligible to be considered for admission as an Early Career Member.
11. Every application for membership as an Early Career Member must be made in accordance with such procedure, in such form and accompanied by such supporting evidence as the Council may from time to time specify.
12. If the Council is satisfied that the proposed Early Career Member is suitable and wishes to be admitted, it will normally declare the applicant admitted, subject to Article 30. However, the Council may refuse to accept anyone as an Early Career Member and need not give any reason for refusing.
13. Early Career membership may be claimed for a maximum of five years.
14. Each Early Career Member has a right to vote at general meetings of The Institute.

### **INDIVIDUAL MEMBERS**

15. Anyone who has an interest in and may be able to further the purposes for which The Institute is established is eligible to be considered for admission as an Individual Member.

16. Every application for membership as an Individual Member must be made in accordance with such procedure, in such form and accompanied by such supporting evidence as the Council may from time to time specify.
17. If the Council are satisfied that the proposed Individual Member is suitable and wishes to be admitted, they will normally declare the applicant admitted, subject to Article 30. However, the Council can refuse to accept anyone as an Individual Member, and need not give any reason for refusing.
18. Each Individual Member has a right to vote at general meetings of The Institute.

## **FELLOWS**

19. Application for Fellowship must be made on behalf of the proposed Fellow in such form, accompanied by such supporting information and in accordance with such procedure, as may be specified and published from time to time by the Council.
20. If the Council is satisfied: (i) that the proposed Fellow has made a substantial contribution to the field of conservation in accordance with the purposes for which the Institute was established; (ii) that he or she wishes to be elected; and (iii) that it is not aware of any reason which, in its opinion, would render the candidate unsuitable for Fellowship, it will put the candidate to a ballot of Fellows in accordance with the procedures published by Council from time to time. The Council need not give any reason for refusing to put a candidate to a ballot of Fellows.
21. A candidate will be declared elected:
  - (a) if 100% of the votes returned by Fellows stating that the candidate is known to them are in favour of admission; or
  - (b) if at least 75% of the votes returned by Fellows stating that the candidate is known to them are in favour of admission and Council, having undertaken such further investigations and consideration as it in its absolute discretion sees fit, states that it considers the candidate suitable for Fellowship.

Council need give no reason either for accepting or rejecting a candidate pursuant to paragraph (b) above.

22. Each Fellow in good standing has a right to vote at general meetings of The Institute.

## **HONORARY FELLOWS**

23. Anyone (whether or not already a Fellow) who has made a substantial contribution to the field of Conservation or otherwise to The Institute may be offered honorary fellowship by the Council, and will become an Honorary Fellow on accepting such offer. Honorary Fellows are not eligible to be members of the Council.
24. Honorary Fellows are not required to pay any entrance fee or subscription.
25. Each Honorary Fellow has a right to vote at general meetings of The Institute.

## **INSTITUTIONAL MEMBERS**

26. Any entity (whether a corporate entity or not, and whether based in the United Kingdom or elsewhere) which has an interest in and may be able to further

the purposes for which The Institute is established is eligible to be considered for admission as an Institutional Member.

27. Every application for membership as an Institutional Member must be made in accordance with such procedure, in such form and accompanied by such supporting evidence as the Council may from time to time specify.
28. If the Council are satisfied that the proposed Institutional Member is suitable and wishes to be admitted, they will normally declare the applicant admitted, subject to Article 30. However, the Council can refuse to accept any entity as an Institutional Member, and need not give any reason for refusing.
29. Institutional Members have no right to vote at general meetings of The Institute.

## **PROVISIONS APPLYING TO ALL MEMBERS**

30. The provisions of Sections 113 and 114 of the Act must be observed. Every Member must either consent in writing to become a Member or sign the appropriate register of Members on becoming a Member.
31. Upon election or admission, each new Member will be notified by The Institute.
32. The Council can issue certificates of membership stating such matters as the Council decide.

## **SUBSCRIPTIONS**

33. Every Member (except Honorary Fellows) of The Institute must pay an annual subscription of an amount which is from time to time set by the Council. Different subscription rates may be set for each Class of Members and within each Class according to geographical or such other criteria as the Council see fit.
34. The Council can from time to time set an entrance fee and require its payment by all or any Classes of Members (except Honorary Fellows) when they first become Members of The Institute.
35. Annual subscriptions are due on the date or dates specified by the Council. Unless otherwise specified, they are due on July 1st. If a Member gives notice of resignation or is removed from membership after the date on which that year's annual subscription was due the subscription for that year must still be paid.
36. Members who are behind with their subscriptions for one month or longer lose such membership rights as the Council decide, including any right the Member concerned may have to enter the premises of The Institute, or to speak or vote (either in person or by proxy) at general meetings. These rights are restored if payment is made within three months of the due date. Members who are behind with their subscriptions for three months or longer are treated as having given up their membership, but the Council may if they so decide reinstate these Members on payment of the amount due.

## **TERMINATION OF MEMBERSHIP**

37. A Member can at any time resign membership of The Institute by giving three months' notice in writing to the Secretary-General. Membership ceases when the notice expires.
38. The Council may by Resolution at any time, without giving any reason for so doing

and without any obligation to reimburse the whole or any part of any membership fee:

- (a) withdraw from a Member any Fellowship, award, prize or other form of recognition conferred by the Institute;
  - (b) suspend any Member's Membership of the Institute for such period as it deems appropriate; and/or
  - (c) call upon any Member to resign. If such Member does not resign within 14 days following any request to do so, his or her membership shall automatically terminate at the end of such period.
39. Membership of The Institute is not transferable. The rights of Student Members, Early Career Members, Individual Members, Fellows, and Honorary Fellows cease upon death (or, in the case of Student Members and Early Career Members, on expiry of the period specified by Articles 8 and 13 respectively), and the rights of Institutional Members cease on liquidation, striking-off, dissolution or any other way in which their existence comes to an end.

## **GENERAL MEETINGS**

40. Annual General Meetings of The Institute are to be held once every year at a time and place specified by the Council. Annual General Meetings must not be more than fifteen months apart.
41. All general meetings of The Institute which are not Annual General Meetings are called Extraordinary General Meetings.
42. General meetings may be either Physical General Meetings or Hybrid General Meetings. The Council shall determine whether a general meeting is to be held as a Physical General Meeting or as a Hybrid General Meeting.
43. The Council can call an Extraordinary General Meeting at any time. The Council must call an Extraordinary General Meeting if a written petition signed by the requisite percentage of Members entitled to vote is received at the Registered Office stating the resolution to be decided at the proposed meeting. The requisite percentage for the purpose of this Article 43 shall be the percentage required by the Act.
44. If the Council receive a written petition as described in Article 43 they must promptly and in any event within 21 days from receipt of the relevant petition call an Extraordinary General Meeting to be held within twenty-eight days after the date of such notice. If the Council do not do this, the petitioners or any ten per cent of Members entitled to vote may themselves call an Extraordinary General Meeting to be held at a date and place as chosen by them. An Extraordinary General Meeting called in response to a petition can be held only to consider the resolution specified in the petition, and if such resolution is a special resolution, proper notice must be given in accordance with Article 46. The provisions of this Article and of Article 43 are in addition to and do not affect the provisions of sections 303 and 304 of the Act relating to the requisitioning of meetings.

## **NOTICES OF GENERAL MEETINGS**

45. All Members are entitled to receive notice of and to attend any general meetings. Notice may be given in any way authorised by these Articles, and must be given to

every Member with a registered address or electronic mail address notified pursuant to Article 141920, as well as to the Auditors. Every notice calling a general meeting must include a statement informing Voting Members of their right to appoint a proxy.

46. At least twenty-one clear days' written notice must be given for every Annual General Meeting and for any other meeting called to pass a special resolution. For all other meetings of The Institute at least fourteen clear days' written notice must be given. The notice must:
- (a) state the place, day and time of the meeting, including, in the case a Hybrid General Meeting, the relevant electronic platform(s);
  - (b) be given in the way set out in these Articles or in any other way which is prescribed by The Institute in general meeting; and
  - (c) be given to those who are entitled under these Articles to receive such notices from The Institute.

However, even if shorter notice than that set out in this Article has been given, an Annual General Meeting will be treated as having been properly called if all of the Members entitled to attend and vote at that meeting have agreed to accept short notice. Any other meeting of The Institute will be treated as having been properly called if Members holding at least 90 per cent of the voting rights at that meeting have agreed to accept short notice.

47. If, after the sending of notice of a general meeting, but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Council decides that it is impracticable or unreasonable, for a reason beyond its control, to hold  
(a) a Physical General Meeting at the place stated pursuant to the notice of meeting; or  
(b) in the case of a Hybrid General Meeting, to simultaneously hold the Hybrid General Meeting on the electronic platform(s), specified pursuant to the notice of meeting  
and/or time, it may change the place or electronic platform(s) and/or postpone the time at which the meeting is to be held.
48. If a decision is made under Article 47, the Council may then change the place of the meeting and/or postpone the time again if it decides that it is reasonable to do so. In either case:
- (a) no new notice of the meeting need be sent, but the Council shall, if practicable, advertise the date, time and place of the meeting on the website of The Institute and shall make arrangements for notices of the change of place and electronic platform(s) and/or postponement to appear at the original place and/or electronic platform at the original time; and
  - (b) a proxy appointment in relation to the meeting may be received by the Company in the manner stated to be permitted by the notice of meeting at any time not less than 48 hours before any postponed time appointed for holding the meeting.

49. ~~47.~~ If by mistake notice of a meeting is not given to anyone who is entitled to receive it, or such a person does not receive notice, this will not make the proceedings at that meeting invalid.

## PROCEEDINGS AT GENERAL MEETINGS

50. ~~48.~~ The Council may resolve to enable Members to attend a Hybrid General Meeting by simultaneous attendance by electronic means on the electronic platform(s) pursuant to the arrangements specified in the notice of meeting. The Members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the Hybrid General Meeting to ensure that members attending the Hybrid General Meeting who are not present together at the same physical place may, by electronic means, attend and speak and vote at it. The Council may make arrangements for any documents which are required to be made available to the meeting to be accessible electronically to Members or their proxies.

51. ~~49.~~ At every general meeting of The Institute the chair will be taken by the President. If the President is not present, it will be taken by the senior Vice-President present; if no Vice-President is present, it will be taken by the Secretary-General; if the Secretary-General is not present, it will be taken by the Treasurer; and if the Treasurer is not present it will be taken by the Director of Publications and if the Director of Publications is not present it will be taken by the Director of Communications; and if the Director of Communications is not present it will be taken by the Director of Membership. For this purpose, the order of seniority among the Vice-Presidents is as they themselves decide. If none of the above officers is present within fifteen minutes after the time fixed for the meeting, the members of the Council present can choose one of their number to take the chair. If no member of Council is present or if all the members of the Council present refuse to take the chair, the Fellows present can choose one of their number to take the chair.

52. ~~50.~~ Before a meeting can proceed to business, at least five Voting Members (three of whom must be Fellows) must be present.

53. ~~51.~~ If the number of Voting Members required to proceed to business is not present within fifteen minutes after the time fixed for the meeting, the meeting will be adjourned in accordance with Article ~~54~~56, except where the meeting was called in response to a petition as described in Articles 43 and 44, in which case it will be dissolved. If at the adjourned meeting the number of Voting Members normally required to proceed to business is not present within fifteen minutes after the time fixed for holding the meeting, the meeting will be treated as having the required number present and can proceed to business.

54. ~~52.~~ Subject to Article ~~53~~55, a meeting can be adjourned to another time and place by the person chairing it where the required number of Voting Members to proceed to business is present, and adjournment is agreed to by the meeting.

55. ~~53.~~ A meeting must be adjourned to another time and place by the person chairing it, without the consent of the meeting, if in the chair's absolute discretion, the electronic

platform(s) or facilities have become inadequate for the business of the meeting to be properly transacted.

56. ~~54.~~ Where a meeting is adjourned, all business conducted at that meeting up to the time of that adjournment shall be valid. No business can be transacted at any adjourned meeting except business which could properly have been transacted at the original meeting. When a meeting is adjourned for 35 days or more, notice of the adjourned meeting must be given in the same way as for the original meeting. In any other case it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **VOTING AT GENERAL MEETINGS**

57. ~~55.~~ Voting Members are the only people entitled to vote, and each has one vote.
58. ~~56.~~ Resolutions at general meetings are decided by majority vote of the Voting Members voting at the meeting either in person or by proxy, except where under Section 283 of the Act a different threshold is required. Voting is always by poll (in such manner as the person chairing the meeting directs), taking into account all votes recorded in advance with the Secretary-General under Article ~~58~~<sup>60</sup>. Where votes for and against a resolution are equal, the person chairing the meeting has a casting vote. A declaration by the person chairing 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 is conclusive, as is an entry to that effect in the minute book of The Institute. No proof is needed of the number or proportion of the votes recorded for or against the resolution.
59. ~~57.~~ If by mistake votes are counted which ought not to have been counted or might have been rejected the error will not make the resolution invalid unless the error is pointed out at the same meeting and is in the opinion of the person chairing the meeting serious enough to make the resolution invalid.

## **VOTES RECORDED IN ADVANCE**

60. ~~58.~~ Without prejudice to Article ~~59~~<sup>61</sup>, a Voting Member may record a vote in advance on some or all of the matters put forward for discussion at the meeting. This should be done in a manner stated to be permitted by the notice of meeting.

## **PROXIES**

61. ~~59.~~ A Voting Member is entitled to appoint another person as his or her proxy to exercise his or her right to attend and speak at a meeting of The Institute.
62. ~~60.~~ The appointment of a proxy shall be in such prescribed form as the Council may from time to time determine, signed by the Voting Member appointing the proxy. The appointment of a proxy must be received by The Institute not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote and an appointment of a proxy which is not received in a manner stated to be permitted by the notice of meeting shall (except to any extent that the person chairing the relevant meeting may in his or her sole discretion determine) be invalid. In calculating the periods mentioned in this Article no account shall be taken of any part of a day that is not a working day.

63. ~~61.~~ When two or more valid but differing appointments of a proxy are received in respect of the same Member for use at the same meeting, the one which is last received (regardless of its date or of the date of its signature) shall be treated as replacing and revoking the others. If The Institute is unable to determine which was last received, none of them shall be treated as valid in respect of that Member. The appointment of a proxy shall not preclude a Voting Member from attending and voting in person at the relevant meeting.
64. ~~62.~~ An appointment of a proxy shall be valid only for the purpose of a meeting specified in the relevant notice of appointment, save that an appointment of a proxy shall be valid for use at an adjourned meeting if it was valid for the original meeting.
65. ~~63.~~ A vote given by a proxy shall be valid notwithstanding any previous cancellation by the appointing Voting Member of the authority of the proxy, unless notice in writing of the cancellation was received by The Institute not later than 48 hours before the time appointed for holding the meeting or adjourned meeting.

## WRITTEN RESOLUTIONS

66. ~~64.~~ A resolution may be passed as a Written Resolution. A Written Resolution has effect as if passed at a general meeting. A Written Resolution to pass a special resolution requires the agreement of 75 per cent of all Voting Members. A Written Resolution to pass any other resolution requires the agreement of a majority of all Voting Members.
67. ~~65.~~ A proposed Written Resolution must be sent to every Voting Member. A Voting Member signifies his or her agreement to a proposed Written Resolution when The Institute receives from him or her an authenticated document (in hard copy or electronic form) identifying the resolution to which it relates and indicating his or her agreement to the resolution. The proposed Written Resolution lapses if it is not passed before the end of the period of 36 days beginning with the date on which the Written Resolution was sent to the Voting Members.

## ELECTION PROCESS

68. ~~66.~~ Unless otherwise stated in these Articles, all elections to membership of the Council or to any Office shall take place in the following manner:
- Members will be notified of vacant positions, or positions soon to be vacant, and Fellows will be invited to nominate (in writing, addressed to the Secretary-General) candidates for election to Office and positions on the Council.
  - Nominations must be received at least 60 days before a general meeting at which the relevant election is to take place.
  - The names of persons so nominated shall be circulated to Members at least 30 days prior to the relevant general meeting.

The nominee or, if there are multiple vacancies, nominees with the highest number of votes in favour of their election will be elected to fulfil vacant positions on the Council or to the relevant Office, as applicable. If votes in favour of two or more nominees are equal, the person chairing the meeting will have a casting vote

## THE PRESIDENT

69. ~~67.~~ The President must be a Fellow. Election as President takes place at a general meeting and is for a period of three years, after which the President will be eligible for re-election as President for one further term of three years only. Elections to the office of President will be held in accordance with Article 6~~68~~. The office of President is honorary.
70. ~~68.~~ If the office of President falls vacant the Council can choose to appoint any Fellow to be President. A President so appointed holds office only until the next Annual General Meeting and is then eligible for election in accordance with Articles 6~~68~~ and 6~~79~~. If the Council do not fill the vacancy, it must be filled at the next Annual General Meeting.
71. ~~69.~~ The President is responsible for the general administration of The Institute, the confirmation of appointments, the definition of established policy and the supervision of all activities.

## VICE-PRESIDENTS

72. ~~70.~~ There must be at least two but no more than three Vice-Presidents, no more than one of whom is not a Fellow. Election as Vice-President takes place at a general meeting and is for a period of three years (or such shorter period as may be specified for that Vice President in the notice of the relevant general meeting), after which the Vice-President in question will be eligible for re-election as Vice President for one further term only with a maximum duration of three years. Elections to the office of Vice-President will be held in accordance with Article 6~~68~~. The office of Vice-President is honorary.
73. ~~71.~~ The Council can at any time appoint a person to be a Vice-President to fill a vacancy in accordance with Article 7~~02~~. A Vice-President so appointed holds office only until the next Annual General Meeting and is then eligible for election in accordance with Articles 6~~68~~ and 7~~02~~. If the Council do not fill a vacancy, it can be filled at the next Annual General Meeting.
74. ~~72.~~ If the current President is not normally resident in the United Kingdom, then at least one Vice-President must be so resident and the Council may, from time to time, vary the procedures and rules specified by these Articles to any extent necessary to facilitate compliance with this Article 7~~24~~.

## THE SECRETARY-GENERAL

75. ~~73.~~ The Secretary-General must be a Fellow who is normally resident in the United Kingdom. Election as Secretary-General takes place at a general meeting and is for a period of three years, after which the Secretary-General will be eligible for re-election as Secretary-General for one further term of three years only (notwithstanding that nothing in this Article 7~~35~~ shall require the Secretary-General in office at the time these Articles take effect to retire office before the end of their current term). Elections to the office of Secretary-General will be held in accordance with Article 6~~68~~. The office of Secretary-General is honorary.
76. ~~74.~~ If the office of Secretary-General falls vacant the Council can appoint any Fellow to be Secretary-General. A Secretary-General so appointed holds office only until the next Annual General Meeting and is then eligible for election in accordance with Articles 6~~68~~ and 7~~35~~. If the Council do not fill the vacancy, it must be filled at the next

Annual General Meeting.

77. ~~75.~~ The Secretary-General is responsible to the Council for the general administration of The Institute, for the arrangement of meetings, the preparation of records and reports, and for matters of public and professional relations.

## THE TREASURER

78. ~~76.~~ The Treasurer must be normally resident in the United Kingdom. Election as Treasurer takes place at a general meeting and is for a period of three years, after which the Treasurer will be eligible for re-election as Treasurer for one further term of three years only (notwithstanding that nothing in this Article ~~768~~ shall require the Treasurer in office at the time these Articles take effect to retire office before the end of their current term). Elections to the office of Treasurer will be held in accordance with this Article and Article ~~668~~. The office of Treasurer is honorary.
79. ~~77.~~ If the office of Treasurer falls vacant the Council can appoint a Treasurer. A Treasurer so appointed holds office only until the next Annual General Meeting and is then eligible for election as Treasurer in accordance with Articles ~~668~~ and ~~768~~. If the Council do not fill the vacancy it must be filled at the next Annual General Meeting.
80. ~~78.~~ The Treasurer is responsible to the Council for the financial condition of The Institute.

## THE DIRECTOR OF PUBLICATIONS

81. ~~79.~~ The Director of Publications must be a Fellow. Election as Director of Publications takes place at a general meeting and is for a period of three years, after which the Director of Publications will be eligible for re-election as Director of Publications for one further term of three years only (notwithstanding that nothing in this Article ~~7981~~ shall require the Director of Publications in office at the time these Articles take effect to retire office before the end of their current term). Elections to the office of Director of Publications will be held in accordance with this Article and Article ~~668~~. The office of Director of Publications is honorary.
82. ~~80.~~ If the office of Director of Publications falls vacant the Council can appoint any Fellow as Director of Publications. A Director of Publications so appointed holds office only until the next Annual General Meeting and is then eligible for election in accordance with Articles ~~668~~ and ~~7981~~. If the Council do not fill the vacancy, it must be filled at the next Annual General Meeting.
83. ~~81.~~ The Director of Publications is responsible to the Council for overseeing all publications of The Institute within the relevant scope of work agreed with the Council and, specifically, but without prejudice to the generality of this Article ~~7981~~, the Director of Publications shall liaise between the Council and the editors of The Institute's publications and between such editors and the Publishers.

## THE DIRECTOR OF COMMUNICATIONS

84. ~~82.~~ Election as Director of Communications takes place at a general meeting and is for a period of three years, after which the Director of Communications will be eligible for re-election as Director of Communications for one further term of three years only (notwithstanding that nothing in this Article ~~824~~ shall require the Director of Communications in office at the time these Articles take effect to retire office before the end of their current term). Elections to the office of Director of

Communications will be held in accordance with this Article and Article 668. The office of Director of Communications is honorary.

85. 83. If the office of Director of Communications falls vacant the Council can appoint any person as Director of Communications. A Director of Communications so appointed holds office only until the next Annual General Meeting and is then eligible for election in accordance with Articles 668 and 824. If the Council do not fill the vacancy, it must be filled at the next Annual General Meeting.
86. 84. The Director of Communications is responsible to the Council for overseeing all communications of The Institute within the relevant scope of work agreed with the Council and, specifically, but without prejudice to the generality of this Article 824, the Director of Communications shall liaise between the Council and those people creating and distributing electronic communications.

## **THE DIRECTOR OF MEMBERSHIP**

87. 85. Election as Director of Membership takes place at a general meeting and is for a period of three years, after which the Director of Membership will be eligible for re-election as Director of Membership for one further term of three years only (notwithstanding that nothing in this Article 857 shall require the Director of Membership in office at the time these Articles take effect to retire office before the end of their current term). Elections to the office of Director of Membership will be held in accordance with this Article 857 and Article 668. The office of Director of Membership is honorary.
88. 86. If the office of Director of Membership falls vacant the Council can appoint any person as Director of Membership. A Director of Membership so appointed holds office only until the next Annual General Meeting and is then eligible for election in accordance with Articles 668 and 857. If the Council do not fill the vacancy, it must be filled at the next Annual General Meeting.
89. 87. The Director of Membership is responsible to the Council for overseeing the membership activities of The Institute within the relevant scope of work agreed with the Council and, specifically, but without prejudice to the generality of this Article 857, the Director of Membership shall develop programmes, initiatives and policies designed to maintain and increase levels of membership.

## **PRESIDENT EMERITUS**

90. 88. A retiring President who has served at least one full three-year term as President becomes the President Emeritus. Transition of the retiring President to President Emeritus takes place at an Annual General Meeting and is for a period of one year. At the discretion of the Council the President Emeritus may be invited to serve as President Emeritus for up to a maximum of two additional and consecutive years. The title of President Emeritus is honorary.
91. 89. The President Emeritus serves in an advisory role, is not a member of Council but, at the discretion of The Council, may be invited to attend Council Meetings

## **THE COUNCIL**

92. 90. Management and control of The Institute is vested in the Council, whose members are the current President, Vice-Presidents, Secretary-General, Treasurer, Director of Publications, Director of Communications and Director of Membership, together with a

maximum of twelve other people (all of whom shall be elected in accordance with Article 668 and must be Members and at least eight of whom must be Fellows) plus up to three people (who may be non-Members) who may be co-opted pursuant to Article 902 and one person who may be co-opted pursuant to Article 913. The office of a member of Council is unpaid.

93. 91. A person may be nominated for co-option onto the Council by the President, Vice- Presidents, Secretary-General, Treasurer, Director of Publications, Director of Communications or Director of Membership and such co-option must be agreed by a majority of elected Council members. A member of Council co-opted pursuant to this Article 913 serves for a single year before re-nomination and may serve no more than 6 consecutive years.
94. 92. A Member may (notwithstanding any prohibition on his or her election to Council pursuant to Article 946) be nominated for co-option to the Council for the purpose of facilitating the organisation of any congress of the Institute by the President, a Vice-President, the Secretary-General, the Treasurer, the Director of Publications, Director of Communications or Director of Membership as a "Congress Council Member" and such co-option must be agreed by a majority of elected Council members. A member co-opted pursuant to this Article 924 serves for such period not exceeding three years as may be determined by a majority of elected members of Council and may not be re-nominated pursuant to this Article 924.
95. 93. A Member may be nominated for award of the title of "Honorary Council Member" by the President, a Vice-President, the Secretary-General, Treasurer, Director of Publications, Director of Communications or Director of Membership in recognition of the Institute's relationship with any other organisation or person, such title to be held for a period of one year, renewable annually at the discretion of Council for an aggregate maximum of six years. An Honorary Council Member may, at the discretion of Council, be invited to attend meetings of the Council but shall neither be entitled to vote in any decision of the Council nor otherwise to take any part in the management or control of the Institute.
96. 94. Each member of Council elected pursuant to Articles 668 and 902 is elected for an initial term of three years and is eligible for re-election as a member of Council for a maximum of one further such term.
97. 95. A person retiring from office as President, Vice President, Secretary-General, Treasurer, Director of Publications, Director of Communications or Director of Membership is eligible for election as a member of Council pursuant to Article 902.
98. 96. If there is a vacancy on the Council other than as a named officer, the Council can choose, within the parameters set by Article 902, to appoint any person to Council. A member of Council so appointed holds office only until the next Annual General Meeting and is then eligible for election in accordance with Article 668 and Article 902.
99. 97. It is the Council's function to decide on the policy of The Institute, to direct the activities and undertakings of The Institute, to approve appointments made by The Institute, and to deal with any questions relating to any of these Articles. This does not limit the general powers given to the Council by these Articles.

100. ~~98.~~ The Council can exercise all the powers of The Institute (including borrowing powers) as long as this is done in accordance with the provisions of the Act, these Articles and any other regulations laid down by The Institute in general meeting. Regulations so laid down must not be inconsistent with these Articles.

## **DISQUALIFICATION OF MEMBERS OF COUNCIL**

101. ~~99.~~ Membership of the Council automatically ceases when a member:

- (a) is declared bankrupt or suffering from ill health that prevents active participation in the Council for more than 6 months;
- (b) is removed from office by the procedure set out in Sections 168 and 169 of the Act;
- (c) is disqualified from holding office by the Company Directors Disqualification Act 1986; or
- (d) gives written notice of resignation to The Institute.

## **PROCEEDINGS OF THE COUNCIL**

102. ~~100.~~ Meetings of the Council can normally only be called by the President, the Secretary-General or the Treasurer. In all other respects, the Council can meet to consider business, adjourn and otherwise regulate their meetings as they think fit.

103. ~~101.~~ A resolution of the Council which involves or might involve the transfer from the United Kingdom of any of the funds of The Institute must have the consent of the Treasurer and 75 per cent of all current members of the Council normally resident in the United Kingdom. Otherwise, questions arising at meetings of the Council are decided by majority vote. Every member of Council has one vote, which may be cast either in person at the meeting or may be recorded in advance. Recording a vote in advance must be done by delivering instructions in writing to the Secretary-General at the Office at least forty-eight hours before the time fixed for the Council meeting. Where votes for and against a resolution are equal, the person chairing the meeting has a casting vote.

104. ~~102.~~ Before a meeting of the Council can proceed to business, at least six members of the Council must be present. Members of the Council who are connected to the meeting by a telephone link, video link, or any other means of instant communication are deemed to be present.

105. ~~103.~~ If there is a vacancy on the Council the existing members of the Council can still act, but if their number falls below the minimum normally required before a meeting of the Council can proceed to business, the existing members can make appointments in accordance with these Articles to fill vacancies, and their actions will be valid even if their number is below the minimum normally required before a meeting of the Council can proceed to business.

106. ~~104.~~ If all or any of the President, the Vice-Presidents, the Secretary-General, the Treasurer, the Director of Publications, the Director of Communications or the Director of Membership die, the Council can call a general meeting of The Institute for the sole purpose of electing a successor or successors to such officer or officers, and the actions will be valid even if the number of members of Council is below the minimum normally required before a meeting of the Council can proceed to business.

107. ~~105.~~ At any meeting of the Council the chair will be taken by the President. If the President is not present, it will be taken by the senior Vice-President present; if no Vice- President is present, it will be taken by the Secretary-General; if the Secretary-General is not present, it will be taken by the Treasurer; and if the Treasurer is not present, it will be taken by the Director of Publications and if the Director of Publications is not present it will be taken by the Director of Communications; and if the Director of Communications is not present it will be taken by the Director of Membership. For this purpose, the order of seniority among the Vice-Presidents is as they themselves decide. If none of the above officers is present within fifteen minutes after the time fixed for the meeting, those members of the Council present can choose one of their number to take the chair.
108. ~~106.~~ If at least 75 per cent of the current members of the Council sign a written resolution, that resolution will have the same effect as if it had been passed at a properly held meeting of the Council.

## **COMMITTEES**

109. ~~107.~~ The Council can appoint committees to deal with any special subject or department of The Institute or to exercise within a particular geographical area such of the powers of The Institute as the Council decide. The Council can delegate to a committee, upon such terms and conditions and with such restrictions as they think fit, any of the powers of The Institute which are exercisable by the Council. The committees must be set up and run in accordance with regulations laid down by the Council and must make regular reports to the Council. A committee can be made up of one or more persons. At least 75 per cent of any such committee must be Members but a committee need not include a member of Council.
110. ~~108.~~ A committee meeting can exercise all of the powers given to it as long as the number of members required to proceed to business at the meeting are present.

## **THE EXECUTIVE SECRETARY**

111. ~~109.~~ The Council can from time to time appoint anyone to be Executive Secretary or to be employed in any other role necessary or desirable for the furtherance of the objectives of the Institute, in each case for such period and on such terms as they think fit, including as to remuneration. The Council can also revoke the appointment, subject to the terms of any agreement entered into in any particular case. The Council can delegate to the Executive Secretary, upon such terms and conditions and with such restrictions as they think fit, any of the powers of The Institute which are exercisable by the Council. The Council can at any time revoke, withdraw, alter or vary all or any of the delegations made.

## **BRANCHES**

112. ~~110.~~ The Council can set up branches of The Institute in such countries as they think fit. The Council can also lay down regulations for the management of branches, and can close them down if they think fit.

## **REGIONAL GROUPS**

113. ~~111.~~ Anyone who wishes to further, in any particular region, the purposes for which The Institute is established may propose the formation of a regional group of The Institute, and the Council can approve the constitution and bylaws of any such

regional group. However, no regional group:

- (a) can be or describe itself as a branch of The Institute, but will be considered to be an independent association; or
- (b) can describe itself as affiliated to The Institute unless its constitution and bylaws have been approved by the Council.

Each such group must adhere to the bylaws approved by the Council but in other respects may organise itself, appoint its officers and structure its governing body as it thinks fit.

## **ACCOUNTS**

[114.](#) ~~112.~~ The Council must ensure that proper books of account are kept with respect to:

- (a) all money received and spent by The Institute and the circumstances of each receipt and expenditure;
- (b) all sales and purchases of goods by The Institute;
- (c) all assets and liabilities of The Institute.

The books kept will not be regarded as proper unless they are adequate to give a true and fair view of the state of The Institute's affairs and to explain its transactions.

[115.](#) ~~113.~~ The books of account will be kept at the Registered Office or at such other place or places as the Council think fit. The books of account will always be open to the inspection of the Council.

[116.](#) ~~114.~~ The Institute in general meeting can lay down regulations for the way in which the accounts of The Institute can be inspected. Unless these regulations specify otherwise, the accounts are open to the inspection of Members at all reasonable times during business hours.

[117.](#) ~~115.~~ At least twenty-one clear days before a general meeting at which accounts are to be presented to The Institute, a copy of the financial statement (including every document required by law to be annexed to it) which is to be presented, together with a copy of the Auditors' report, must normally be sent to every Member. However, these documents need not be sent to a Member whose address is not known to The Institute.

[118.](#) ~~116.~~ The requirements of Article 1124 may, subject to the requirements of Schedule 5, Part 4 of the Act, be satisfied by the posting of the specified documents within the prescribed timeframe on the website of The Institute and notifying the Member of its availability in accordance with Article 11820.

## **MINUTES**

[119.](#) ~~117.~~ Minutes of every meeting of The Institute, the Council and any committees must be made and must be signed by the person chairing the meeting in question. If the person chairing the meeting does not sign the minutes at or before the next meeting then they must be signed by the person chairing the next meeting, as long as the minutes are confirmed as being a correct record of the meeting they cover. When minutes have been so made and signed they will be treated in all proceedings of The

Institute as evidence of the proceedings at the meeting the minutes cover, without any need for further proof.

## NOTICES

120. ~~118.~~ The Institute can deliver notices or other documents to any Member:
- (a) personally;
  - (b) by posting them to the Member's registered address;
  - (c) by making it available on a website and notifying the Member of its availability in accordance with this Article, provided that such Member has consented to delivery by such means; or
  - (d) in any other way agreed by the Member concerned, including by electronic means. Members will be taken as having agreed to delivery by fax or electronic mail if they have notified The Institute of the relevant fax number or electronic mail address, except where such consent is withdrawn in writing.
121. ~~119.~~ A Member may make any communication pursuant to or for the purpose of these Articles or the Act to the Institute's general email address or by such other electronic means as may be specified by The Institute from time to time.
122. ~~120.~~ Where a notice or document is sent either by post or in any other way described in Article ~~148~~<sup>20</sup> to an address within the United Kingdom, it is treated as having been delivered two days after it was sent. Where a notice or document is sent to an address outside the United Kingdom, it is treated as having been delivered five days after it was sent. To prove that the notice or document was delivered, The Institute need only show that:
- (a) if sent by post, the letter containing the notice or document was properly addressed and the postage paid; or
  - (b) if sent in any other way described in Article ~~148~~<sup>20</sup>, the number or address used was the one notified to The Institute by the Member concerned or that the Institute has done what it was authorised to do by that Member.

Where a notice or document is made available on a website, it is treated as being received on the day on which the notice or document was first made available on the website or, if later, when a notice of availability is received or treated as being received by the Member in accordance with these Articles.

## THE SEAL

123. ~~121.~~ A document can only be sealed with the Seal when this is authorised by the Council. Sealing must be done in the presence of at least one member of Council and of one other person (whether a member of Council or not) appointed by the Council for the purpose, and the member of Council and other person must sign the sealed document. The provisions of Section 280 of the Act must be observed.
124. ~~122.~~ As provided by Section 49 of the Act, The Institute can choose to have an official seal for use abroad and the Council have the right to make this choice on behalf of The Institute.

## WINDING UP

125. ~~123.~~ Clause 7 of the Memorandum of Association sets out the consequences of the winding up and dissolution of The Institute, and that clause should be taken to be also set out in full in these Articles.

## INDEMNITY

126. ~~124.~~ The Institute can indemnify out of its own assets the members of the Council and of any committee, the Auditors and any agents of The Institute (including the executors and administrators of each such person) against any losses suffered by any of them in defending any legal proceedings, whether criminal or civil, relating to their involvement in the affairs of The Institute, in which judgment is given in that person's favour or in which that person is acquitted. The Institute can also indemnify any such person for any losses suffered in making an application to the court for relief under Section 115 of the Act, if the court grants the relief.

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## NAMES, ADDRESSES AND DESCRIPTIONS OF FOUNDING SUBSCRIBERS

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GEORGE L. STOUT,

Worcester Art Museum,

Worcester,

Mass.

Director, Worcester Art Museum

F. I. G. RAWLINS,

National Gallery,

London

Civil Servant

Slaughter and May DRAFT 27 October 2020

H. J. PLENDERLEITH,

British Museum,

London

Civil Servant

WALLACE A. AKERS,

60 Knightsbridge,

London, S.W.1

Knight, Director of Companies

H. RUHEMANN, 37

Queen's Grove,

London, N.W.8

Lecturer in Charge, Technology Dept., Courtauld

Institute of Art, London

W. G. CONSTABLE,

Museum of Fine Arts,

Boston,

Mass.

Curator, Museum of Fine Arts

RUTHERFORD J. GETTENS,

Fogg Museum of Art,

Cambridge,

Mass.

Chief of Technical Research, Fogg Museum of Art

Slaughter and May DRAFT 27 October 2020

RICHARD D. BUCK,  
Fogg Museum of Art,  
Cambridge,  
Mass.  
Conservator, Fogg Museum of Art

MURRAY PEASE,  
Metropolitan Museum of Art, New  
York,  
N.Y.  
Curator of Technical Laboratory, Metropolitan Museum of Art

PAUL COREMANS,  
Laboratoire Central des Musées de Belgique,  
Brussels  
Civil Servant

A. van SCHENDEL,  
Rijksmuseum,  
Amsterdam  
Curator of Paintings, Rijksmuseum

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Dated this 21st day of March, 1950.

Witness to the signature of the above-named George Leslie Stout.

KESTER D. JEWELL,  
61 Cedar Street,  
Worcester,  
Mass.

Slaughter and May DRAFT 27 October 2020

Administrator, Worcester Art Museum

Witness to the signature of the above-named Francis Ian Gregory Rawlins.

A. A. MOSS,

1, Montague Place,

W.C.1

Civil Servant

Witness to the signature of the above-named Harold James Plenderleith.

A. A. MOSS,

1, Montague Place,

W.C.1

Civil Servant

Witness to the signature of the above-named Sir Wallace Alan Akers.

A. E. WERNER,

33, Brunswick Gardens,

London, W.8

Civil Servant

Witness to the signature of the above-named Helmut Ruhemann.

G. W. AITKINS, Major,

2, Oak Hill Road,

Surbiton,

Surrey

Publications Manager, The National Gallery, London

Witness to the signature of the above-named William George Constable.

Slaughter and May DRAFT 27 October 2020

HENRY P. ROSSILES,

Museum of Fine Arts,

Boston,

Mass.

Curator, Dept. of Prints, Museum of Fine Arts

Witness to the signature of the above-named Rutherford John Gettens.

JOHN COOLIDGE,

Fogg Art Museum,

Cambridge,

Mass.

Professor, Director of Museums

Witness to the signature of the above-named Richard David Buck. JOHN

COOLIDGE,

Fogg Art Museum,

Cambridge,

Mass.

Professor, Director of Museums

Witness to the signature of the above-named Murray Pease. LAURENCE

S. HARMANN,

Metropolitan Museum of Art, New

York,

N.Y.

Business Administrator

Witness to the signature of the above-named Paul Coremans.

Slaughter and May DRAFT 27 October 2020

R.

BARMANS,

Bergstr. 14,

Muizen,

Belgium

Witness to the signature of the above-named Arthur van Schendel.

TON KOOT,

Rijksmuseu

m,

Amsterdam.

Secretary of the Rijksmuseum

Document comparison by Workshare 10.0 on 27 October 2020 15:51:27

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Insertion

Deletion

Moved from

Moved to

Style change

Format change

Moved deletion

Inserted cell

Deleted cell

Moved cell

Split/Merged cell

Padding cell

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