Articles of Association

Companies Act 2006

Company Limited by Guarantee and not Having a Share Capital
Articles of Association of The Case Centre Limited

As amended by a special resolution passed on 21 September 2023.
General

1. The name of the Company (hereinafter called "the Association") is "THE CASE CENTRE LIMITED".

2. The registered office of the Association will be situated in England.

3. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context –

<table>
<thead>
<tr>
<th>Words</th>
<th>Meaning</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Act</td>
<td>The Companies Act 2006</td>
</tr>
<tr>
<td>These presents</td>
<td>These Articles of Association and the regulations of the Association</td>
</tr>
<tr>
<td></td>
<td>from time to time in force</td>
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<tr>
<td>The Association</td>
<td>The above named Company</td>
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<tr>
<td>The Board of Trustees</td>
<td>The Board of Trustees for the time being of the Association</td>
</tr>
<tr>
<td>The Chair</td>
<td>Has the meaning set out in Article 73</td>
</tr>
<tr>
<td>Representative</td>
<td>A nominated representative of a Member under Article 14</td>
</tr>
<tr>
<td>The Office</td>
<td>The registered office of the Association</td>
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<tr>
<td>The Seal</td>
<td>The common seal of the Association</td>
</tr>
<tr>
<td>The United Kingdom</td>
<td>Great Britain and Northern Ireland</td>
</tr>
<tr>
<td>Month</td>
<td>Calendar month</td>
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<tr>
<td>In writing</td>
<td>Written or printed, or partly one and partly another, and other</td>
</tr>
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<td></td>
<td>modes of representing or reproducing words in a visible form</td>
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Any words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include all genders; and

Words importing persons shall include corporations.

All documents signed by members shall be signed under the hand of the Secretary of the relevant institution or under the hand of some other responsible officer thereof.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

4. The objects for which the Association is established are to advance the education of the public by the promotion support and undertaking of research in education and in particular education
in business and commercial matters (including the management and good governance of businesses and public entities) and economics and psychology and kindred subjects and by the collection and provision of records and accounts of real or imaginary situations and occurrences in the above fields and generally to carry out research into educational projects and the collection of educational matter and to make available to educators the results of that research and collection and as ancillary to the foregoing educational objects (but not otherwise):

(A) To purchase, acquire and obtain interests in the copyrights of and to publish, print and make pamphlets, books, articles, images, recordings, broadcasts and films, in any format or media whatever and whether now known or developed in future, which can be used or adapted for the objects of the Association.

(B) To enter into agreements with business schools, teachers, experts in commerce and other persons for the supply to or from the Association of the result of research and collected material.

(C) To purchase, hire or otherwise acquire furniture, fixtures, fittings, plant and equipment and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Association.

(D) To retain and employ professional or technical advisors, workers and other persons in connection with the objects of the Association and to pay fees for their services.

(E) To establish subsidise, promote, co-operate, amalgamate and federate with, affiliate or become affiliated to, act as trustees or agents for, and manage and lend money or other assistance to any association, society or other body corporate or unincorporate established for charitable purposes only and for the purpose of promoting any objects of the Association to co-operate with manufacturers, dealers or other traders, and with the press and other sources of publicity.

(F) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges capable of promoting the objects of the Association, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

(G) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.

(H) To invite and solicit contributions and support for the funds and objects of the Association in the form of gifts, legacies, subscriptions and otherwise to accept gifts of money and other property, whether subject to any trust or not, for any one or more of the objects of the Association.

(I) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.

(J) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise, provided however that the Association shall not engage in any activities in the nature of permanent trading.
(K) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(L) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

(M) To make a charitable donation either in cash or assets.

(N) To grant pensions and retirement benefits to or for employees or former employees of the Association and to widows, children and other dependents of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the Association, their widows, children and other dependents.

(O) To pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association.

(P) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

(R) To carry on any of the aforesaid objects in any part of the world as well as in the United Kingdom and to procure the Association to be registered or recognised in any part of the world.

Provided that: -

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minster of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property, in the same manner and to the same extent as they would have been if no incorporation had been affected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minster of Education over such Board of Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
5. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in Article 4, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 8 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association.

6. The liability of members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he, she or it is a member, or within one year after he, she or it ceases to be a member, for payment of the debts and liabilities of the Association contracted before he, she or it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Association and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
Members

10. The Association is established for the purposes expressed in Article 4.

11. The number of members with which the Association proposed to be registered is unlimited.

12. The provisions of Section 112(2) of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

13. Membership of the Association shall be limited to individuals, associations and bodies of persons and corporations whose activities shall include research into, or the teaching of, business commercial or administrative matters (including the management and good governance of businesses and public entities) and economics and psychology and kindred subjects.

14. Subject to Article 17 each Corporate, Educational or Educational Associate member shall have the right to nominate by written instrument delivered to the Secretary or other responsible officer of the Association a Representative and from time to time to remove and replace such Representative with another.

15. The Subscribers to the Memorandum of Association having signed the said Memorandum as the Representatives of their respective institutions named in connection with such signatures, such institutions shall be admitted to membership. Thereafter such members as the Board of Trustees shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

16. There shall be four classes of members namely Corporate Members, Educational Members, Educational Associate Members and Individual Members (with no voting rights) and the annual subscriptions of such classes shall be determined in accordance with Article 77 and made known to members and prospective members so that Educational Members and Educational Associate Members may from time to time select which class of membership they want. Educational Members and Educational Associate Members may change from one class of membership to another.

17. The Board of Trustees may from time to time designate as Honorary Members those members of the Association who are not required to pay full annual subscriptions and the Board of Trustees may from time to time determine what restrictions shall apply to such Honorary Members including (if the Board of Trustees think fit) the inability to appoint a Representative and to attend and vote at meetings.

18. The Board of Trustees may from time to time determine the terms and conditions on which any further or other members shall be admitted to membership of the Association. Nevertheless no member shall be admitted to membership unless and until he, she or it shall have signed an application for membership in the following terms or in such other terms as the Board of Trustees may approve:
"To THE CASE CENTRE LIMITED

We.............................................................................................................
of...........................................................................................................
being an individual, association or body of persons or corporation whose activities include
research into business commercial or administrative matters or the teaching thereof desire to
become a member of the Association subject to your Memorandum and Articles of
Association and request you to enter our name in the Register of Members accordingly.
During our membership, we agree to pay such subscriptions as we shall be required to pay
under the Articles of Association."

19. The Board of Trustees may refuse to admit any such applicant for membership upon stating their
grounds for refusal. Any member may withdraw from the Association by giving one month’s
notice in writing to the Association of his, her or its intention so to do and shall withdraw from
membership of the Association if so requested by notice in writing signed by a majority of the
members of the Board of Trustees, and upon the expiration of such notice he, she or it shall
cease to be a member.

20. Any member may withdraw from the Association by giving one month’s notice in writing to the
Association of his, her or its intention so to do and shall withdraw from membership of the
Association if so requested by notice in writing signed by a majority of the members of the Board
of Trustees, and upon the expiration of such notice he, she or it shall cease to be a member.

21. The Board of Trustees may expel any Member as a Member of the Association in the event that:

A. The Member shall be in breach of any of the terms set out in the Articles of Association;

B. The Member is in breach of any of the terms set out in the Membership Application form
signed by such Member;

C. The Member is in breach of the Association’s Terms of Business relating to the sale or
supply of any goods or services by the Association to such Member;

D. The Member shall, in the opinion of the Board of Trustees (in its absolute discretion), have
either brought the Association into disrepute or shall have acted in a manner which is
contrary to the best interests of the Association (including but not limited to acting in a
manner which competes with the business of the Association).

22. Prior to terminating the membership of any Member the Board of Trustees provide such
Member with details of the grounds upon which it is intended to expel such Member and shall
afford to such Member the opportunity to make representations (in such manner as the Board of
Trustees in its absolute discretion deem appropriate) in relation to such matters.

23. If having considered any representations made by a Member the Board of Trustees shall
nevertheless determine that it shall be appropriate to terminate that Member’s membership of
the Association, the Board of Trustees shall communicate such decision by notice in writing to
the Member concerned who shall cease to be a Member of the Association one month after the
date on which such notice was sent to the Member unless within such period the Board of
Trustees shall receive a written notification of appeal from such Member setting out the ground or grounds upon which that Member wishes the Board of Trustees to reconsider its decision to expel such Member.

24. In the event the Board of Trustees shall receive a written notification of appeal from such Member within the time set out in the previous Article, the Board of Trustees shall consider the written notification of appeal as soon as is practicable and shall communicate its decision by way of notice in writing to the Member. Such decision shall be final and binding. In the event that the Board of Trustees resolves to uphold its earlier decision to expel the Member in question such Member shall cease to be a Member of the Association fourteen days after the date on which such notice was sent to that Member.

25. In the event that any Member shall be expelled as a Member of the Association, such Member’s name shall forthwith be deleted from the Register of Members (any Member of the Board of Trustees hereby being authorised to do so on behalf of any such member who is expelled).

26. Any Member expelled as a Member of the Association shall not be entitled to receive any refund of any subscription or other such fees previously paid (or any proportionate part of the same).

**General Meetings**

27. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

28. General Meetings of the Association may be held either by means of a meeting at which Members are physically in attendance, or where Members’ attendance is via an online connection, or a hybrid of the same, provided always that no General Meetings of the Association shall be deemed to have been validly held unless the Members who are present via an online connection are able to participate in that meeting in real time such that they are able to hear the proceedings as they take place, speak and be heard at the meeting, and vote in real time using an online platform.

29. The Board of Trustees may whenever they think fit convene a General Meeting of the Members, and General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by sections 303 to 305 (inclusive) of the Act.

30. Twenty one days’ notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days’ notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and hour of meeting, and in the case of special business the general nature of that business, shall be
given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members (except Individual Members) having the right to attend and vote thereat or their Representatives, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

31. The accidental omission to give notice of a meeting to, or the non receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Proceedings at General Meetings

32. At each Annual General Meeting the following business shall be transacted, namely: consideration of the income and expenditure account and balance sheet, and the reports of the Board of Trustees and of the Auditors; the election of members of the Board of Trustees in the place of those retiring; and the appointment of and the fixing of the remuneration of, the Auditors.

33. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three Representatives shall be a quorum. Members who are present at any General Meeting via an online connection which complies with the provisions of Article 28 shall be counted when determining whether a quorum is present or not.

34. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the persons present shall be a quorum.

35. The Chair shall preside as chair of every General Meeting, but if there be no Chair, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the persons present shall choose some member of the Board of Trustees to chair such meeting.

36. The person presiding as chair of a General Meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business, which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as afore said, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

37. At a General Meeting a resolution put to the vote of the meeting shall be decided on a show of
hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the person presiding as chair of that meeting or by at least three Representatives, and unless a poll be so demanded a declaration by the person presiding as chair of that meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

38. Subject to the provisions of Article 39, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the person presiding as chair of that meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

39. No poll shall be demanded on the election of who is to preside as chair of a General Meeting, or on any question of adjournment.

40. In the case of an equality of votes, whether on a show of hands or on a poll, the person presiding as chair of a General Meeting shall be entitled to a second or casting vote.

41. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members

42. Subject as hereinafter provided, Corporate Members and Educational Members shall each have one vote. Educational Associate Members and Individual Members shall have no voting rights.

43. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of its membership, shall be entitled to vote through its Representative on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

44. Votes may be given on a show of hands on a poll either personally by a Representative or by proxy. A proxy need not be a member.

45. The instrument appointing a proxy shall be in writing under the hand of the Representative of the relevant member or his, her or its attorney duly authorised in writing, or if no Representative is available under the hand of some officer duly authorised in that behalf.

46. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
47. A vote given by a Representative or by a proxy in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

48. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"THE CASE CENTRE LIMITED

I........................................................................................................................
of.....................................................................................................................
a member of THE CASE CENTRE LIMITED hereby appoint

..........................................................................................of...............................................................

and failing him/her,

..........................................................................................of...............................................................

to vote for me and on my behalf at the (Annual General Meeting or General Meeting or Adjourned General Meeting, as the case may be) of the Association to be held on the ..........................................................day of ..................................................... and at every adjournment thereof.

As witness my hand this............................day of............................20.................................

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Board of Trustees

49. Until otherwise determined by a General Meeting, the number of the members of the Board of Trustees shall not be less than three nor more than fourteen.

50. The first members of the Board of Trustees shall be appointed in writing by the subscribers to the Memorandum of Association.

51. The Board of Trustees may from time to time and at any time appoint any Representative as a member of the Board of Trustees, either to fill a casual vacancy or by way of addition to the Board of Trustees, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election. In addition, the Board of Trustees may co-opt Representatives and employees of the Association without limit to attend but not vote at
Meetings of the Board of Trustees and may terminate such co options.

52. No person who is not a Representative shall in any circumstances be eligible to hold office as a member of the Board of Trustees and any person ceasing to be a Representative shall thereupon cease to be a member of the Board of Trustees.

53. Any Representative may be appointed or elected as a member of the Board of Trustees whatever may be his or her age, and no member of the Board of Trustees shall be required to vacate his or her office by reason of attaining the age of seventy years or any other age.

54. Members of the Board of Trustees and co-opted members may at the discretion of the Board of Trustees be repaid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Trustees in connection with the business of the Association.

55. A member of the Board of Trustees may hold any other office or employment under the Association (other than that of Auditor) in conjunction with his or her office as a member of the Board of Trustees for such period and subject to Article 5 on such terms as to remuneration and otherwise as the Members of the Board of Trustees may determine. Provided however a) That any such member of the Board of Trustees holding or about to hold paid office shall abstain from any decision or resolution affecting his or her terms of employment or remuneration; and b) Members of the Board of Trustees holding salaried employment with the Association shall never in any circumstances equal or exceed in number one-half of the total members of the Board of Trustees.

56. The Members of the Board of Trustees shall be the Association’s directors for the purposes of section 154 Companies Act 2006 and are charity trustees as defined by section 177 of the Charities Act 2011.

**Powers of the Board of Trustees**

57. The business of the Association shall be managed by the Board of Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board of Trustees which would have been valid if such regulation had not been made.

58. The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board of Trustees for the purpose of admitting persons to membership of the Association filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
Disqualification of Members of the Board of Trustees

59. The office of a member of the Board of Trustees shall be vacated –

(A) If a receiving order is made against him or her or he she makes any arrangement or composition with his or her creditors
(B) If he or she becomes of unsound mind
(C) If he or she ceases to be a Representative
(D) If by notice in writing to the Association, he or she resigns his or her office
(E) If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986
(F) If he or she is removed from office by a resolution duly passed pursuant to section 168 of the Act

Rotation of Members of the Board of Trustees

60. At each Annual General Meeting, one third of the members of the Board of Trustees for the time being, or if their number is not a multiple of three then the number nearest above one third, shall retire from office.

61. The members of the Board of Trustees to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his or her last election or appointment. A retiring member of the Board of Trustees shall be eligible for re election.

62. The Association may, at the meeting at which a member of the Board of Trustees retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member, shall if offering him or herself for re election and if he or she is eligible for re election be deemed to have been re elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re election of such member shall have been put to the meeting and lost.

63. No person not being a member of the Board of Trustees retiring at the meeting shall, unless recommended by the Board of Trustees for election be eligible for election to membership of the Board of Trustees at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his or her intention to propose such person for election, and also notice in writing signed by the person to be proposed, of his or her willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty eight intervening days.

64. The Association may from time to time in General Meeting increase or reduce the number of
members of the Board of Trustees, and determine in what rotation such increased or reduced number
shall go out of office, and may make the appointments necessary for effecting any such increase.

65. In addition and without prejudice to the provisions of section 168 of the Act, the Association
may by Special Resolution remove any member of the Board of Trustees before the expiration of
his or her period of office, and may by an Ordinary Resolution appoint another qualified member in
his or her stead; but any person so appointed shall retain his or her office so long only as the
member in whose place he is appointed would have held the same if he or she had not been removed.

Proceedings of the Board of Trustees

66. The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise
regulate their meetings as they think fit, and determine the quorum necessary for the transaction
of business. Unless otherwise determined, three shall be a quorum. Questions arising at any
meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall
have a second or casting vote.

67. A member of the Board of Trustees may, and on the request of a member of the Board of
Trustees the Secretary shall, at any time, summon a meeting of the Board of Trustees by notice
served upon the several members of the Board of Trustees.

68. A meeting of the Board of Trustees at which a quorum is present shall be competent to exercise
all the authorities, powers and discretions by or under the regulations of the Association for the
time being vested in the Board of Trustees generally.

69. The Board of Trustees may delegate any of their powers to committees consisting of such
member or members of the Board of Trustees as they think fit, and any committee so formed
shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by
the Board of Trustees. The meetings and proceedings of any such committee shall be governed
by the provisions of these presents for regulating the meetings and proceeding of the Board of
Trustees so far as applicable and so far as the same shall not be superseded by any regulations
made by the Board of Trustees.

70. All acts bona fide done by any meeting of the Board of Trustees, or of any committee of the
Board of Trustees, or by any person acting as a member of the Board of Trustees, shall,
notwithstanding it be afterwards discovered that there was some defect in the appointment or
continuance in office of any such member or person acting as aforesaid, or that they or any of
them were disqualified, be as valid as if every such person had been duly appointed or had duly
continued in office and was qualified to be a member of the Board of Trustees.

71. The Board of Trustees shall cause proper minutes to be made of all appointments of officers
made by the Board of Trustees and of the proceedings of all meetings of the Association and of
the Board of Trustees and of committees of the Board of Trustees, and all business transacted at
such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair (or
the person who presided as chair of such meeting), shall be sufficient evidence without any
further proof of the facts therein stated.
72. A resolution in writing signed by all the members for the time being of the Board of Trustees or of any committee of the Board of Trustees who are entitled to receive notice of a meeting of the Board of Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or of such committee duly convened and constituted.

The Chair

73. The Board of Trustees shall from time to time elect a person ('the Chair') who shall be entitled to preside at all meetings of the Board of Trustees at which he or she shall be present, and may determine for what period he or she is to hold office. If no such Chair be elected, or if at any meeting the Chair be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Trustees present shall choose one of their number to chair the meeting.

Advisory Council

74. There shall be an Advisory Council whose duties shall be the giving of advice and assistance to the Board of Trustees and whose members shall be Representatives elected annually by the Board of Trustees. The Board of Trustees shall determine the number of members of the Advisory Council from time to time and the frequency of meetings thereof. The Advisory Council shall elect its own chair from its members.

The Chief Executive

75. A Chief Executive to supervise or arrange the carrying out of the Association's activities may be appointed by the Board of Trustees for such period and at such remuneration and subject to Article 5 on such conditions as they think fit and any Chief Executive so appointed may be removed by them. The Chief Executive shall not be a member of the Board of Trustees and shall not be a director of the Association. Unless instucted to the contrary by the Chair of the Board of Trustees, the Chief Executive shall be entitled to attend meetings of the Board of Trustees as an observer and to assist the Board of Trustees. However he or she shall not be entitled to vote on any decisions and shall not be classified as a director of the Association.

Secretary

76. A Secretary may be appointed by the Board of Trustees for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 275 to 278 inclusive of the Act shall apply and be observed. The Board of Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
Subscriptions

77. The annual subscription payable by the separate classes of members shall be determined annually by the Board of Trustees, who may in their sole discretion also determine upon what basis the subscription will be calculated and the application of that basis to each member. The Board of Trustees may determine reduced or nil subscriptions for Honorary Members under Article 17. If any member fails to pay any subscription or part thereof due from it the Board of Trustees may if such default shall have continued for a period of two months without prejudice to any other remedies available to the Association:

(a) suspend all privileges of membership and/or
(b) by two months written notice of expulsion, determine the membership of such member, which notice shall not be effective if all sums due from such member shall be paid before the expiry of such notice.

The Seal

78. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees, and in the presence of at least two members of the Board of Trustees, and the said members shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Accounts

79. The Board of Trustees shall cause proper books of account to be kept with respect to

(A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
(B) all sales and purchases of goods by the Association; and
(C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

80. The books of account shall be kept at the office, or, subject to section 388(2) of the Act, at such other place or places as the Board of Trustees shall think fit, and shall always be open to the inspection of the members of the Board of Trustees.

81. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Board of Trustees, of the accounts and books of the Association, or any of them, and subject to such
restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.

82. At the Annual General Meeting in every year the Board of Trustees shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of section 502 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

Audit

83. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

84. Auditors shall be appointed and their duties regulated in accordance with sections 498 and 498A of the Act.

Notices

85. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his, her or its registered address as appearing in the register of members, or by sending it in electronic form.

86. Any notice, if served by post to an address in the United Kingdom, shall be deemed to have been served 48 hours after the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted.

87. Any notice, if served in electronic form (including by email), shall be deemed to have been served 48 hours after such notice was sent in electronic form. Proof that an electronic form of notice was given shall be conclusive where the Association can demonstrate that it was properly addressed.

88. In calculating a period of hours for the purposes of Articles 86 and 87, no account shall be taken of any part of a day that is not a working day.
**Indemnity**

89. The Association shall indemnify a relevant director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the charity.

In this article a ‘relevant director’ means any director or former director of the Association (including current and former Members of the Board of Trustees).

90. The Association may provide indemnity insurance for the Members of the Board of Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011

**Regulations and Bye-laws etc.**

91. The Board of Trustees shall be entitled at any time to make such regulations, bye-laws, policies and procedures as the Board of Trustees thinks proper with regard to the affairs and concerns of the Association and from time to time repeal and alter the same or make others in lieu thereof as may seem expedient to them, provided always that the same do not contravene any of the provisions herein contained and provided that no such regulations, bye-laws, policies and procedures shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by the passing of a special resolution in accordance with the provisions of the Act.
### Names, addresses and descriptions of subscribers

<table>
<thead>
<tr>
<th>Names</th>
<th>Institution represented</th>
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<tbody>
<tr>
<td>David J Hall, Professor</td>
<td>Cranfield Institute of Technology</td>
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<tr>
<td>Cranfield School of Management</td>
<td>Cranfield, Bedford</td>
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<tr>
<td>Cranfield Institute of Technology</td>
<td>Professor of Organisational Behaviour</td>
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<tr>
<td>John M Stopford</td>
<td>London Business School</td>
</tr>
<tr>
<td>London Business School, Sussex Place</td>
<td>London NW1 4SA</td>
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<tr>
<td>Reader in Business Policy</td>
<td>Cranfield Institute of Technology</td>
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<tr>
<td>Derek Channon</td>
<td>Manchester Business School</td>
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<td>Manchester Business School</td>
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<td>Booth Street West</td>
<td>Cranfield Institute of Technology</td>
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<td>Lecturer</td>
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<tr>
<td>Bryan A Littlewood</td>
<td>Anglian Regional Management Centre</td>
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<td>Danbury Park Danbury</td>
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<td>Dean of Centre</td>
<td>Cranfield Institute of Technology</td>
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<td>Arthur Henderson</td>
<td>Association of Teachers of University of Management</td>
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<tr>
<td>University of Wales Institute of Science &amp; Technology</td>
<td>Cardiff CF1 3NU</td>
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<tr>
<td>Lecturer</td>
<td>Cranfield Institute of Technology</td>
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<tr>
<td>Albert J Cunnane</td>
<td>Irish Management Institute</td>
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<tr>
<td>Irish Management Institute</td>
<td>Orwell Road</td>
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<tr>
<td>Dublin 14</td>
<td>Cranfield Institute of Technology</td>
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<tr>
<td>Executive Director</td>
<td>Cranfield Institute of Technology</td>
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<tr>
<td>Pauline Strachan Timms</td>
<td>South West London College</td>
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<tr>
<td>Dept. of Management Services</td>
<td>South West London College</td>
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<tr>
<td>Lecturer</td>
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<tr>
<td>Thomas E Milne</td>
<td>Scottish Business School</td>
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<tr>
<td>Glasgow</td>
<td>Cranfield Institute of Technology</td>
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<tr>
<td>University of Glasgow</td>
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<tr>
<td>Lecturer</td>
<td>Cranfield Institute of Technology</td>
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</table>

**DATED** this eighteenth day of May 1973

**WITNESS to the above Signatures:**

Donald Simmonds
3 Handley Page Close, Wharley End, Cranfield, Bedford
Administrator
18 May 1973