

The Companies Act 2006

Company Limited by Guarantee without Share Capital

Articles of Association

of

**International Society for Soil Mechanics and
Geotechnical Engineering Limited**

Company Number: 15851131

The Companies Act 2006

Company Limited by Guarantee without Share Capital

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Articles of Association of International Society for Soil Mechanics and Geotechnical Engineering Limited

PART I – PURPOSES AND LIMITATION OF LIABILITY

PURPOSES AND POWERS

1. Purposes

The Company exists to further the following purposes:

- 1.1 promote international cooperation amongst engineers and scientists for the advancement of education and the sharing of knowledge in the field of geotechnics and its engineering applications, including but without limitation by:
 - 1.1.1 holding periodic international and regional conferences and symposia; and
 - 1.1.2 exchanging information, by cooperation with other organisations whose aims are complementary to those of the Company and by encouraging the formation of new Member Societies.
- 1.2 The Company may further any ancillary purpose that benefits its Members.

2. Powers

The Company has the power to do all such things as are incidental or conducive to the furtherance of its purposes and in particular, but without limitation may:

- 2.1 with the consent of the Members in general meeting or at a Council meeting, borrow or raise and secure the payment of money for any purpose including for the purpose of investment or raising funds;
- 2.2 with the consent of the Members in general meeting or at a Council meeting, incorporate and acquire subsidiary companies; and
- 2.3 to the fullest extent permitted by law, provide indemnity insurance for the Directors or any other officer of the Company.

LIMITATION ON PRIVATE BENEFIT

3. Limitation on private benefit

- 3.1 The Company's income and property may only be applied to promote its purposes.
- 3.2 No part of the Company's income or property may be paid or transferred to any of the Company's Members, whether directly or indirectly, by way of dividend, bonus or otherwise by way of profit. This shall not prevent any payment in good faith by the Company of:

- 3.2.1 any payment to a Member in furtherance of the Company's purposes;
- 3.2.2 reasonable and proper remuneration to a Member for any goods or services supplied to the Company;
- 3.2.3 reasonable and proper rent for premises let to the Company by a Member;
- 3.2.4 a reasonable and proper rate of interest on money lent to the Company by a Member; and
- 3.2.5 any payment permitted by Articles 3.3 to 3.7.

Remuneration of Directors for services supplied to the Company

- 3.3 Subject to Article 3.4, Directors may undertake any services for the Company that the Directors decide and are entitled to such reasonable and proper remuneration as the Directors determine.
- 3.4 Directors shall not be employed by or receive any remuneration from the Company for their services to the Company as Directors.
- 3.5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

Directors' expenses

- 3.6 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:
 - 3.6.1 meetings of Directors or committee meetings: or
 - 3.6.2 general meetings, Council meetings or separate meetings of the holders of debentures of the Company,or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

Other benefits

- 3.7 For the avoidance of doubt, a Director may receive any of the following benefits from the Company:
 - 3.7.1 benefits conferred in their capacity as Members or beneficiaries of the Company's purposes;
 - 3.7.2 reasonable and proper rent for premises let to the Company;
 - 3.7.3 interest at a reasonable and proper rate on money lent to the Company;
 - 3.7.4 the Company may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 2.3; and
 - 3.7.5 a Director or other officer of the Company may receive payment under an indemnity from the Company in accordance with the indemnity provisions set out at Article 5 (Indemnity).

LIMITATION OF LIABILITY AND INDEMNITY

4. Liability of Members

The liability of Members is limited. Each Member agrees, if the Company is wound up while they are a Member (or within one year after they cease to be a Member), to pay up to £1 towards:

- 4.1 payment of the Company's debts and liabilities contracted before they ceased to be a Member;
- 4.2 payment of the costs, charges and expenses of winding up; and
- 4.3 adjustment of the rights of the contributors among themselves.

5. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled:

- 5.1 every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by them in that capacity but only to the extent permitted by the Companies Acts; and
- 5.2 every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Acts.

WINDING UP

6. Winding up

- 6.1 Any decision to wind up or dissolve the Company may be made only by a majority of at least two-thirds of all Member Societies.
- 6.2 If the Company is wound up or dissolved, and after all its debts and liabilities have been satisfied there remains any property, it shall be paid to or distributed among the Members of the Company in proportion to their contributions.

PART II – DIRECTORS

THE ROLE OF THE DIRECTORS

7. Management of the Company's business

Unless the Articles provide otherwise, the Directors are responsible for managing the Company's business. When doing so, they may exercise all the powers of the Company.

8. Ability to delegate

8.1 Unless the Articles provide otherwise, the Directors may delegate:

8.1.1 any of their powers or functions to any committee; and

8.1.2 the implementation of their decisions, or the day-to-day management of the Company's affairs, to any person or committee.

8.2 The Directors may delegate by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think appropriate. They may allow those to whom a responsibility has been delegated to delegate further; and may change or terminate the delegation arrangements at any time.

Delegating to a committee

8.3 When delegating to a committee, the Directors must confirm:

8.3.1 the composition of that committee (although they may permit the committee to co-opt its own additional Members, up to a specified number);

8.3.2 how the committee will report regularly to the Directors; and

8.3.3 any other regulations relating to the functioning of the committee.

8.4 No committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

Appointing agents

8.5 The Directors may (by power of attorney or otherwise) appoint any person to be the agent of the Company for such purposes and on such conditions as they decide.

9. Chair and Vice-Chair

9.1 The Chair of Directors shall be the President of the Company from time to time.

9.2 The Vice-Chair of Directors shall be the First Vice-President of the Company from time to time.

10. **Regulations**

- 10.1 The Directors may from time to time make, repeal or alter such regulations as they think fit as to the management of the Company and its affairs, including (without limitation) the conduct of meetings (including any arrangements for Remote Attendance); codes of conduct for Members or directors; the payment of subscriptions; and the duties of officers and employees of the Company. The regulations shall be binding on all Members of the Company. No regulation shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 10.2 The Members in general meeting or at a Council meeting have the power to alter, add to or repeal the regulations. The regulations may state that certain provisions can only be amended by the Directors with the approval of the Members.

HOW DIRECTORS MAKE DECISIONS

11. **The Directors must take decisions collectively**

Any decision of the Directors must be taken by a majority of the Directors present and voting at a quorate Directors' meeting (subject to the casting vote described in Article 13.5).

12. **Calling a Directors' meeting**

- 12.1 The Chair (or in their absence, the Vice-Chair), or any two Directors may call a Directors' meeting or instruct the Secretary General to do so.
- 12.2 A Directors' meeting must be called by at least four Clear Days' notice unless all the Directors agree otherwise, or urgent circumstances require shorter notice. The person scheduling the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Directors as practicable are likely to be available to participate.
- 12.3 Notice of Directors' meetings must be given to each Director by such means as the Directors decide. Such notice must specify:
- 12.3.1 the day and time of the meeting;
 - 12.3.2 the place where all the Directors may physically attend the meeting (if there is to be such a place);
 - 12.3.3 the general nature of the business to be considered at the meeting; and
 - 12.3.4 if it is anticipated that Directors participating in the meeting will not be in the same physical place, how it is proposed that they should communicate with each other during the meeting.

13. **Procedure for Directors' meetings**

Quorum

- 13.1 The Directors cannot conduct any business at a Directors' meeting unless a quorum is participating. However, if the total number of Directors for the time being is less than the quorum required, the Directors may act only to call a general meeting to enable the Members to appoint further Directors.

- 13.2 The Directors may decide the quorum from time to time, but it must never be less than two. Unless they decide otherwise, it is two or 51% of the total number of Directors, whichever is the greater.

Virtual / hybrid meetings are acceptable

- 13.3 Meetings do not need to take place in one physical place. Directors participate in (and form part of the quorum in relation to) a Directors' meeting, or part of a Directors' meeting, when they can contemporaneously communicate with each other by any means. If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Chair and casting vote

- 13.4 The Chair, or in their absence, the Vice-Chair, or in their absence, a Vice-President, or in their absence, another Director nominated by the Directors present, shall preside as chair of each Directors' meeting.
- 13.5 If the numbers of votes for and against a proposal at a Directors' meeting are equal, and the chair of the meeting is eligible to vote at the meeting, they will have a casting vote in addition to any other vote they may have.

14. Conflicts

Declaration of interests

- 14.1 A Director must declare the nature and extent of:
- 14.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Company; and
- 14.1.2 any duty, or any direct or indirect interest, which they have which conflicts or may conflict with the interests of the Company or their duties to the Company.

Involvement in decision-making

- 14.2 A Director's entitlement to participate in decision-making in relation to a matter depends on whether:
- 14.2.1 their situation could reasonably be regarded as likely to give rise to a conflict of interest or duties in respect of the Company (a "**Potential Conflict Situation**"); or
- 14.2.2 their situation could not reasonably be regarded as likely to give rise to a conflict of interest or duties in respect of the Company (a "**No Conflict Situation**").

Any uncertainty about whether a situation is a Potential Conflict Situation or a No Conflict Situation in relation to a matter shall be decided by a majority decision of the other Directors taking part in the relevant decision.

- 14.3 A Director in a No Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter.

14.4 A Director in a Potential Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter, unless:

14.4.1 a majority of the other Directors taking part in the relevant decision decide otherwise; or

14.4.2 the decision could result in the Director receiving a benefit other than:

- (a) the payment of premiums in respect of indemnity insurance;
- (b) payment under the indemnity in Article 5 (Indemnity);
- (c) a benefit conferred in their capacity as Members or beneficiaries of the Company's purposes; or
- (d) a decision to approve a policy in general terms under which the Directors may benefit from remuneration for services (not including their services as a Director of the Company) and payment of expenses (provided that no Director may take part in any decision on that Director's individual remuneration);

in which case Article 14.5 applies to the decision.

14.5 If this Article 14.5 applies, the relevant Director must:

14.5.1 take part in the relevant decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;

14.5.2 not be counted in the quorum for that part of the process; and

14.5.3 withdraw during the vote (if applicable) and have no vote on the matter.

Continuing duties to the Company

14.6 Where a Director has a conflict of interest or conflict of duties and the Director has complied with their obligations under these Articles in respect of that conflict:

14.6.1 the Director shall not be in breach of their duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and

14.6.2 the Director shall not be accountable to the Company for any benefit expressly permitted under these Articles which they derive from any matter or from any office, employment or position.

15. Validity of Director actions

All acts done by a person acting as a Director shall be valid, notwithstanding that it is afterwards discovered that there was a defect in their appointment, or that they were disqualified from holding office or had vacated office, or that they were not entitled to vote on the matter in question.

APPOINTMENT, ELECTION AND RETIREMENT, ETC. OF DIRECTORS

16. Number and composition of Directors

- 16.1 The Company shall seek to ensure that there are at least eight and up to eleven Directors in post, comprising the following roles:
- 16.1.1 the President, appointed by the Council pursuant to Articles 17.3 to 17.6 (inclusive);
 - 16.1.2 the immediate Past President, holding office ex-officio pursuant to Articles 17.7 and 17.8;
 - 16.1.3 the Vice-Presidents (one for each of the six Regions), elected pursuant to Articles 17.9 to 17.16 (inclusive); and
 - 16.1.4 up to three Individual Members of the Company, appointed by the President pursuant to Articles 17.17 and 17.18.
- 16.2 Subject to Article 13.2, the Directors may continue to conduct business notwithstanding that there is a vacancy in their number.

17. Appointment, election and retirement of Directors

- 17.1 The first Directors shall be the people notified to the Registrar of Companies as the initial directors of the Company.
- 17.2 Any person who is willing to act as a Director, and who would not be disqualified from acting under the provisions of Article 18 (Disqualification and removal of Directors), may be appointed or elected as a Director in accordance with this Article 17.

President

- 17.3 The President shall be appointed as a Director by the Council, after Member Societies nominate Individual Member candidates in accordance with any regulations made pursuant to Article 10 from time to time, with such appointment taking effect at the end of the International Conference immediately following the Council meeting at which they were appointed.
- 17.4 Once appointed, subject to Article 18 (Disqualification and removal of Directors):
- 17.4.1 the President will serve until the International Conference following the International Conference at which their appointment took effect which is usually a period of four years; and
 - 17.4.2 at that meeting they will not be eligible for re-appointment for a second term of office.
- 17.5 The President shall not represent any Member Society or Region whilst in office as a Director of the Company.
- 17.6 In the event of a vacancy in the office of President (whether because of their death, resignation or otherwise), the First Vice-President shall act as President for the unexpired term of office.

Past President

- 17.7 The Past President shall be the person who served as President of the Company immediately prior to the current President taking office. Their term of office shall take effect at the end of the International Conference at which their retirement as President took effect.
- 17.8 Subject to Article 18 (Disqualification and removal of Directors):
- 17.8.1 The Past President will serve until the International Conference following the International Conference at which their appointment took effect which is usually a period of four years; and
- 17.8.2 at that meeting they will not be eligible for re-appointment for a second term of office.

Vice-Presidents

- 17.9 Each Vice-President shall be elected as a Director by the Member Societies in the relevant Region.
- 17.10 In Regions with five or more Member Societies, the Member Societies in a Region shall nominate Individual Member candidates in that Region and the Company shall hold a ballot in accordance with any regulations made pursuant to Article 10 from time to time.
- 17.11 In Regions with five or less Member Societies, the Vice-President of the Region may be decided by agreement between the Member Societies in that Region. The agreed name should be forwarded to the Secretary General by the Vice-President of the Region with supporting letters from a majority of Member Societies in the Region.
- 17.12 The election of a Vice-President shall take effect at the end of the International Conference immediately following the Council meeting at which the votes of the ballot (in accordance with Article 17.10) or the agreed candidate (in accordance with Article 17.11) are announced.
- 17.13 Once elected, subject to Article 18 (Disqualification and removal of Directors):
- 17.13.1 each Vice-President will serve until the International Conference following the International Conference at which their election took effect which is usually a period of four years; and
- 17.13.2 at that meeting they will not be eligible for re-election for a second term of office.
- 17.14 The Vice-Presidents shall not represent any Member Society whilst in office as a Director of the Company.
- 17.15 One of the six Vice-Presidents shall be elected by the President and Vice-Presidents as the First Vice-President in accordance with the procedure set out in any regulations made pursuant to Article 10 from time to time. Each First Vice-President will serve until the International Conference following the International Conference at which their election took effect which is usually a period of four years.
- 17.16 If a Vice-President ceases to hold office, a successor shall be appointed by the relevant Member Society in accordance with Articles 17.10 or 17.11 for their unexpired term of office.

Appointed Directors

- 17.17 The President shall appoint up to three Individual Members as Directors of the Company, with such appointments taking effect at the end of the International Conference immediately following the Council meeting at which their appointments are made. At least one of the three Appointed Directors shall belong to the European Region.
- 17.18 Once appointed, subject to Article 18 (Disqualification and removal of Directors):
 - 17.18.1 each Appointed Director will serve until the International Conference following the International Conference at which their appointment took effect which is usually a period of four years; and
 - 17.18.2 at that meeting they will not be eligible for re-appointment for a second term of office, except in the capacity of President or Vice-President.

Casual vacancies

- 17.19 Subject to these Articles providing otherwise, a Director may be appointed, by a decision of the President, on the basis that they consider the appointment is necessary to fill a casual vacancy.
- 17.20 A Director appointed to fill a casual vacancy will serve until the end of the next International Conference. At that meeting, they will be eligible for re-appointment or re-election as a Director.
- 17.21 If the retirement of a Director at the end of their term of office under this Article 17 causes the number of Directors to fall below the number of Directors specified in Article 16 (Number of Directors), then the retiring Director shall remain in office until a new appointment is made.

Minimum age

- 17.22 No one may be appointed as a Director unless they have reached the age of 18 years.

18. Disqualification and removal of Directors

A Director ceases to hold office if:

- 18.1 they cease to be a director by virtue of any provision of the Companies Act 2006 or are prohibited from being a director by law;
- 18.2 the Directors reasonably believe that the Director has become physically or mentally incapable of managing their own affairs and they resolve to remove the Director from office;
- 18.3 they notify the Company in writing that they are resigning from office, and any period of time specified in such notice has passed (but only if at least a quorum of Directors will remain in office when such resignation has taken effect);
- 18.4 they fail to attend three consecutive meetings of the Directors and the Directors resolve that they be removed for this reason;

- 18.5 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that the Director is removed from office. Such a resolution shall not be passed unless the Director has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances underlying the proposal, and has been afforded a reasonable opportunity of either (at their option) being heard by or making written representations to the Directors;
- 18.6 at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited their views and considered the matter in the light of such views;
- 18.7 being the President, they represent any Member Society or Region whilst in office as a Director of the Company;
- 18.8 being a Vice-President, they represent any Member Society whilst in office as a Director of the Company; or
- 18.9 being an Appointed Director, they cease to be an Individual Member of the Company.

PART III – THE COUNCIL

BECOMING AND CEASING TO BE A COUNCIL MEMBER

19. The Council

19.1 To promote its objects and to support the Board of Directors, the Company shall have a representative body, called the Council. Pursuant to Articles 7 and 8, the Council shall have such specific purposes, decision making procedures and appointment and retirement procedures as set out in the regulations from time to time, including the power to appoint Directors pursuant to Article 17.

19.2 The Council shall comprise:

19.2.1 the President (ex-officio);

19.2.2 the Vice-Presidents (ex-officio);

19.2.3 the Secretary General (ex-officio);

19.2.4 the Past President (ex-officio);

19.2.5 the Appointed Directors (ex-officio);

19.2.6 up to two delegates from each Member Society.

20. Appointment and retirement of Council members

20.1 Subject to Article 20.2, each Council member shall hold office for a term of four years (on condition that they would not be disqualified under the regulations) and shall be elected or appointed in accordance with the procedure set out in the regulations.

20.2 Ex-officio Council members shall remain on the Council until they cease to hold their ex-officio role.

21. Meetings of the Council

21.1 Meetings of the Council shall be held:

21.1.1 at the time of the International Conference at the venue of that conference; and

21.1.2 at a suitable time, to be determined by the Board and approximately mid-term between International Conferences.

22. Proceedings of the Council

22.1 Subject to Article 22.2, the Proceedings of the Council shall be governed by regulations made pursuant to Article 10 from time to time.

22.2 The voting members of the Council shall comprise one delegate from each Member Society only.

23. **Committees of the Council**

- 23.1 Pursuant to any terms of delegation made pursuant to Article 8 and the regulations, the Council may delegate:
 - 23.1.1 any of their delegated powers or functions to any committee of the Council; and
 - 23.1.2 the implementation of their decisions, or the day-to-day management of their affairs, to any person or committee.
- 23.2 Pursuant to any terms of delegation made pursuant to Article 8 and the regulations, the Council may delegate by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think appropriate. They may allow those to whom a responsibility has been delegated to delegate further; and may change or terminate the delegation arrangements at any time.
- 23.3 When delegating to a committee, pursuant to the terms of delegation made pursuant to Article 8 and the regulations, the Council must confirm:
 - 23.3.1 the composition of that committee (although they may permit the committee to co-opt its own additional members, up to a specified number);
 - 23.3.2 how the committee will report regularly to the Council; and
 - 23.3.3 any other regulations relating to the functioning of the committee.
- 23.4 No committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

PART IV - MEMBERS

BECOMING AND CEASING TO BE A MEMBER

24. *Becoming a Member*

- 24.1 The first Members of the Company are the subscribers to its Memorandum of Association.
- 24.2 After this, the Members shall comprise Member Societies, which are organisations representing one or more countries and which comprise Individual Members interested in furthering the field of geotechnics and its engineering applications (a country shall not have more than one Member Society).
- 24.3 The Directors may admit Members, re-admit Members, and establish a procedure for their admission.
- 24.4 The Directors may from time to time prescribe criteria for Membership.
- 24.5 Except for the subscribers to the Memorandum, no organisation may become a Member of the Company unless:
- 24.5.1 they have applied for Membership; and
- 24.5.2 the Directors have either approved the application or established a procedure by which the application is approved.
- 24.6 The Directors may in their absolute discretion decline to accept any organisation as a Member (whether or not they meet any criteria prescribed under Article 24.4), and do not need to give reasons for this.

Unincorporated organisations

- 24.7 The Directors may (in their discretion) allow each Member Society established as an unincorporated organisation to nominate an individual (in such manner as the Directors may decide) to serve as a Member on its behalf. The unincorporated association must notify the Company of the name of its initial nominated representative, and any changes to that nominated representative, and subject to Article 24.6, the Company will register that person as a Member. A suitable note must be made in the Company's register of Members.

Corporate Members

- 24.8 If a Member Society is established as a corporate body, it may by resolution of its directors or other governing body authorise one or more individuals to exercise its rights as a Member. Evidence of the representative's appointment must be provided in any such form as the Directors reasonably require. This individual or individuals may exercise (on behalf of the corporate Member) the same powers as the corporate Member could exercise if it were an individual Member.

Subscriptions

24.9 The Directors may at their discretion levy subscriptions on Members of the Company at such rate or rates as they shall decide. A former Member remains liable for any unpaid subscriptions accrued while they were a Member of the Company.

24.10 No Member shall be entitled to vote at any general meeting nor on any written resolution unless all monies presently payable by them to the Company have been paid.

25. Ending Membership

25.1 Subject to Article 24.7, Membership is not transferable.

25.2 An organisation shall cease to be a Member if:

25.2.1 they are an unincorporated organisation acting through an individual in accordance with 24.7, and the unincorporated organisation ceases to exist;

25.2.2 they give at least 28 days' written notice to the Company that they intend to withdraw from Membership, and that period of notice has elapsed;

25.2.3 (being a corporate body) the Member goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

25.2.4 any subscription or other sum payable by the Member to the Company is not paid on the due date and remains unpaid 28 days after notice served on the Member by the Company informing them that they will be removed from Membership if it is not paid. The Directors may re-admit to Membership any organisation removed from Membership on this ground on them paying such reasonable sum as the Directors may decide; and

25.2.5 at a meeting of the Council at which at least two-thirds of the Council are present, a resolution is passed resolving that the Member be removed from Membership on the ground that it is in the best interests of the Company that their Membership is terminated. Such a resolution may not be passed unless the Member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors.

26. Associate members

The Directors may establish one or more categories of associate membership. Associate members are not Members of the Company for the purposes of the Articles or the Companies Acts but may have such rights and obligations (and may be liable for any such subscriptions) as the Directors decide from time to time. The Directors may admit and remove any associate members in accordance with any regulations that they make.

REGIONS

27. Regions

27.1 The Company shall operate through the following six Regions:

27.1.1 Africa;

27.1.2 Asia;

27.1.3 Australasia;

27.1.4 Europe; and

27.1.5 North America; and

27.1.6 South America.

27.2 Each Member Society shall be allocated to one Region, in accordance with geographical and technical considerations deemed most beneficial to furthering the purposes of the Company and taking into account the views of the Member Society (subject to approval by the Council).

27.3 A Member Society may request a change to its Regional allocation. If the President is satisfied that such a change is in the interests of the Company, then after consultation with the appropriate Regional Vice-Presidents, the change may be accepted by the Company, subject to approval by the Council.

INTERNATIONAL CONFERENCES

28. International Conferences

28.1 Subject to Article 40, the Company must hold an International Conference once every four calendar years.

28.2 The International Conference shall be held in accordance with such arrangements as are made by the Directors.

GENERAL MEETINGS

29. General meetings

29.1 The Directors may call a general meeting at any time. For the avoidance of doubt, general meetings are for Members of the Company admitted pursuant to Article 24.

29.2 The Directors must call a general meeting if required to do so by the Members under the Companies Acts.

30. Notice of general meetings

Length of notice

30.1 All general meetings must be called by either:

30.1.1 at least 14 Clear Days' notice; or

30.1.2 shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Members.

Contents of notice

30.2 A notice calling a general meeting must specify the following information, insofar as required by the Companies Acts:

30.2.1 the day, time and place of the meeting; and

30.2.2 the general nature of the business to be transacted.

30.3 If a special resolution is to be proposed, the notice must include the full text of the proposed resolution and specify that it is proposed as a special resolution.

30.4 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the Member of their rights to appoint another person as their proxy at a meeting of the Company.

30.5 If the Company gives an electronic address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the notice).

Service of notice

30.6 Notice of general meetings must be given to every Member, to the Directors and to the auditors of the Company.

31. Attendance and speaking at general meetings

31.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

31.2 A person is able to exercise the right to vote at a general meeting when:

31.2.1 that person is able to vote on any resolutions put to the vote at the meeting; and

31.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

31.3 In determining attendance at a general meeting, it is irrelevant whether any two or more Members attending it are in the same physical location as each other.

- 31.4 Two or more persons who are not in the same physical location as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 31.5 The Directors may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a general meeting. The entitlement of any person to attend and participate in a general meeting shall be subject to such arrangements.
- 31.6 When the Directors have made arrangements to facilitate Remote Attendance:
- 31.6.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:
- (a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and
 - (b) references in these Articles to the place of a general meeting shall be treated as references to the place specified as such in the notice of general meeting;
- 31.6.2 the Directors must ensure that the notice of the meeting includes details of the arrangements for Remote Attendance, and any relevant restrictions, in addition to any other information required by the Companies Acts;
- 31.6.3 the arrangements must specify:
- (a) how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate in writing with the chair and/or others attending the meeting;
 - (b) how those attending by Remote Attendance may vote;
- 31.6.4 Insofar as not disapplied by any arrangements made under Article 31.5:
- (a) the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Directors, who must give the Members as much notice as practicable of the change;
 - (b) in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in their view this is necessary or expedient for the efficient conduct of the meeting;
 - (c) under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the Company) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

32. Quorum for general meetings

32.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

32.2 The quorum shall be the greater of:

32.2.1 two Members present in person, by proxy, or by their authorised representative in the case of a corporate Member and entitled to vote on the business to be transacted (on condition that at least two individuals must be in attendance); or

32.2.2 10% of the total Membership (represented in person, by proxy, or by authorised representative in the case of corporate Members);

32.3 If both a Member and their proxy are present at a general meeting, only the Member shall be counted in the quorum. If two or more persons present at a general meeting are authorised representatives of the same corporate Member they shall together count as one person for the purposes of Article 32.2.1.

32.4 If a quorum is not present within half an hour from the time appointed for the meeting; (or such longer time as is decided by the chair of the meeting) or a quorum ceases to be present during the meeting:

32.4.1 where the meeting has been called by requisition of the Members under the Companies Acts, it shall be dissolved; or

32.4.2 otherwise, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place (and with such arrangements for Remote Attendance (if any)) as the Directors may decide, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

33. Chairing general meetings

33.1 The President, or in their absence, the First Vice-President, or in their absence, a Vice-President shall preside as chair of each general meeting.

33.2 If neither the President or the First Vice-President, or any Vice-President is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, they shall be chair of the meeting.

33.3 Failing this, the Members present in person, by authorised representative if a corporate Member, or by proxy, and entitled to vote must choose one of the Members present in person (or one of the authorised representatives), to be chair of the meeting. For the avoidance of doubt, a proxy holder cannot be appointed to chair the meeting unless they are also a Member (or authorised representative).

34. Attendance and speaking by Directors and non-Members

34.1 Directors may attend and speak at general meetings, whether or not they are Members.

34.2 The chair of the meeting may permit other persons who are not Members of the Company (or otherwise entitled to exercise the rights of Members in relation to general meetings) to attend and speak at a general meeting.

35. **Adjournment**

35.1 The chair of the meeting may adjourn a general meeting at which a quorum is present:

35.1.1 with the consent of the meeting;

35.1.2 in the event of technical failure under Article 31.6.4(b); or

35.1.3 if it appears to the chair that adjournment is necessary to protect the safety of any person attending the meeting or to ensure the business of the meeting is conducted in an orderly manner.

35.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

35.3 When adjourning a general meeting, the chair of the meeting must:

35.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

35.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

35.4 If the meeting is to continue more than 14 days after it was adjourned, the Company must give at least 7 Clear Days' notice of it:

35.4.1 to the same persons to whom notice of the Company's general meetings is required to be given; and

35.4.2 containing the same information which such notice is required to contain.

35.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

36. **Voting at general meetings**

36.1 A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

Voting rights

36.2 Where a vote is carried out by a show of hands, the following persons have one vote each:

36.2.1 each Member present in person;

36.2.2 each authorised representative of a corporate Member present; and

36.2.3 (subject to Article 39.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

provided that if a person attending the meeting falls within two or more of the above categories, they are not entitled to cast more than one vote but shall instead have a maximum of one vote.

36.3 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

36.3.1 every Member present in person;

36.3.2 every Member present by proxy (subject to Article 39.3); and

36.3.3 every authorised representative of a corporate Member present (subject to Article 36.4).

36.4 On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised representative of a corporate Member purports to vote on behalf of the same corporate Member:

36.4.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and

36.4.2 if they purport to vote in different ways they are treated as not having voted.

36.5 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote they may have.

36.6 This Article 36 is subject to Article 24.10 (voting rights where there are unpaid subscriptions).

Saving provisions

36.7 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chair of the meeting whose decision is final.

36.8 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

36.8.1 has or has not been passed; or

36.8.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 46 is also conclusive evidence of that fact without such proof.

37. Poll voting: further provisions

Process for demanding a poll

37.1 A poll on a resolution may be demanded:

37.1.1 in advance of the general meeting where it is to be put to the vote; or

- 37.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 37.2 A poll may be demanded by:
- 37.2.1 the chair of the meeting;
- 37.2.2 the Directors;
- 37.2.3 two or more persons having the right to vote on the resolution;
- 37.2.4 any person who holds two or more votes; or
- 37.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 37.3 A demand for a poll may be withdrawn, if the poll has not yet been taken, and with the consent of the chair of the meeting.

Procedure on a poll

- 37.4 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.
- 37.5 The chair of the meeting may appoint scrutineers (who need not be Members) and decide how and when the result of the poll is to be declared.
- 37.6 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
- 37.7 A poll to elect a chair of the meeting, or concerning the adjournment of the meeting, must be taken immediately. Other polls must be taken within 30 days of their being demanded. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 37.8 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 37.9 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

38. Proxies

Power to appoint

- 38.1 A Member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of the Company. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.

Manner of appointment

- 38.2 Proxies may only validly be appointed by a notice in writing (a “**Proxy Notice**”) which:
- 38.2.1 states the name and address of the Member appointing the proxy;
 - 38.2.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - 38.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may decide; and
 - 38.2.4 is delivered to the Company in accordance with the Articles and any instructions included with the notice of the general meeting to which they relate.
- 38.3 The Company may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
- 38.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 38.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 38.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 38.5.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

39. Delivery of Proxy Notices

- 39.1 A Proxy Notice may be delivered (including by electronic means) in accordance with any instructions included with the notice of general meeting to which it relates. It must be received by the Company in accordance with the following timing requirements:

(a) Where the proxy appointment relates to a poll, which is not to be taken at the meeting, but is to be taken 48 hours or less after it was demanded.	The Proxy Notice must be: <ul style="list-style-type: none">1. delivered in accordance with paragraph (c) below; or2. given to the chair, Secretary General or any Director at the meeting (including an adjourned or postponed meeting) at which the poll was demanded.
(b) Where the proxy appointment relates to a poll, which is to be taken more than 48 hours after it was demanded.	The Proxy Notice must be received 24 hours before the time appointed for taking the poll.
(c) In all other circumstances.	The Proxy Notice must be received 48 hours before the meeting, adjourned meeting or postponed meeting to which it relates.

- 39.2 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48-hour and 24-hour periods referred to in this Article 39.
- 39.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.
- 39.4 The appointment of a proxy may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given. It must be delivered before the start of the meeting or adjourned meeting to which it relates; or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.
- 39.5 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.
40. **Power to delay or postpone International Conferences and general meetings**
- 40.1 The Directors may suspend the requirement to hold an International Conference within the time limits specified in Article 28.1 for a particular calendar year, if they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. Such a decision must be kept under regular review and communicated to Members. Insofar as required in light of the delay, they must make appropriate arrangements to deal with any business usually dealt with at the International Conference (including to make suitable and reasonable arrangements for Director appointments, elections and retirements, which when resolved upon and communicated to the Members shall be binding in place of the arrangements in Article 17).
- 40.2 The Directors may postpone a general meeting if, after the notice of meeting (or adjourned meeting) is sent, but before the meeting (or adjourned meeting) is held, they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. The Directors must then provide such notice of the date, time and place (and any Remote Attendance details) of the postponed meeting and any such other information as they shall determine. No business shall be dealt with by the postponed meeting that could not have been dealt with if it had not been postponed.
41. **Amendments to resolutions**
- 41.1 An ordinary resolution to be proposed at a general meeting may be amended by a further ordinary resolution if:
- 41.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
- 41.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 41.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 41.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 41.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 41.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

42. **Written resolutions**

General

- 42.1 Subject to this Article 42 a written resolution agreed by:
- 42.1.1 Members representing a simple majority; or
- 42.1.2 (in the case of a special resolution) Members representing not less than 75%;
- of the total voting rights of eligible Members shall be effective.
- 42.2 Subject to Article 24.10 (voting rights where there are unpaid subscriptions), on a written resolution each Member shall have one vote.
- 42.3 A written resolution must state that it was proposed as a special resolution in order to be a special resolution under the Companies Acts.
- 42.4 A Members' resolution under the Companies Acts removing a Director or auditor before the expiry of their term of office may not be passed as a written resolution.

Circulation

- 42.5 A copy of the proposed written resolution must be sent to every eligible Member together with a statement informing the Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.
- 42.6 In relation to a resolution proposed as a written resolution of the Company the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 42.7 The required majority of eligible Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 42.8 Communications in relation to written resolutions must be sent to the Company's auditors in accordance with the Companies Acts.

Signifying agreement

- 42.9 A Member signifies their agreement to a proposed written resolution when the Company receives from them (or from someone acting on their behalf) an authenticated document:

- 42.9.1 identifying the resolution to which it relates; and
- 42.9.2 indicating the Member's agreement to the resolution.
- 42.10 For the purposes of Article 42.9:
 - 42.10.1 a document sent or supplied in hard copy form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - 42.10.2 a document sent or supplied in electronic form is sufficiently authenticated if:
 - (a) the identity of the sender is confirmed in a manner specified by the Company; or
 - (b) where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.
- 42.11 If the Company gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by electronic means to that address (subject to any conditions or limitations specified in the document).

PART V - ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

43. Communications by the Company

General rule

- 43.1 The Company may send or supply any documents, notices, information or other material to Members or Directors in the manner indicated in the first column below. They will be deemed received at the time specified in the second column below. This Article is subject to Article 43.2.

Method	Deemed delivery
(a) By hand;	The day it was delivered.
(b) By post, in a prepaid envelope addressed to the recipient;	48 hours after posting, excluding any part of a day that is a Saturday, Sunday or Public Holiday.
(c) Sent by electronic means;	The day it was sent.
(d) Sent by making it available on a website; or	The day it was made available or (if later) the day the recipient was notified (or is deemed notified) that it was so available.
(e) Sent by other means authorised by the Articles and the Companies Acts.	In accordance with any provisions in the relevant article or the Companies Acts.

Exceptions

- 43.2 The following exceptions apply:
- 43.2.1 where the Companies Act 2006 requires it, the requirements in that Act for the Company to gain a person's consent (or deemed consent) must be complied with before method (c), (d) or (as applicable) (e) is used (or before relevant material is sent in electronic form by other means);
- 43.2.2 insofar as the communication falls within the scope of the Companies Act 2006, the Company must have gained the Director's prior agreement for the deemed delivery provisions listed above (rather than those prescribed by the Companies Act 2006) to take effect. A Director may agree with the Company that notices or documents concerning Director decision-making can be sent to them in a particular way (whether or not listed above); and that they may be deemed delivered sooner than would otherwise be the case under this Article;
- 43.2.3 a Member present in person, by proxy or authorised representative at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called;
- 43.2.4 a Member who does not register a postal address within the United Kingdom with the Company shall not be entitled to receive any notice from the Company by methods (a) or (b) but shall be entitled to receive any notice by methods (c), (d) or (e) (subject to Article 43.2.1 above) (and the Company may provide such a Member with any notice by methods (a) or (b), in its discretion and subject to these Articles and the Companies Acts); and

- 43.2.5 where any document or material has been sent or supplied by the Company by electronic means and the Company receives notice that the message is undeliverable:
- (a) if the material has been sent to a Member or Director and is notice of a general meeting of the Company, the Company is under no obligation to send a hard copy of the material to their postal address as shown in the Company's register of Members or Directors, but may in its discretion choose to do so;
 - (b) in all other cases, the Company shall send a hard copy of the material to the Member's postal address (within the United Kingdom) as shown in the Company's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person within the United Kingdom (if any); and
 - (c) the date of service or delivery of the material shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

44. **Secretary General and Secretariat**

Secretary General

- 44.1 The President shall appoint a Secretary General, after consultation with and on the terms agreed by the Board, with such appointment taking effect at the Council meeting approximately two years before the next International Conference.
- 44.2 The Secretary General shall not be an elected officer of the Company and shall resign from such an office on appointment as Secretary General. The Secretary General shall not represent any Member Society while in office.
- 44.3 Once appointed, subject to Article 44.4:
- 44.3.1 the Secretary General will serve until the Council meeting eight years after the Council meeting at which their appointment took effect (which shall be approximately halfway between two International Conferences); and
 - 44.3.2 at that meeting they will be eligible for re-appointment for a second term of office of four years.
- 44.4 A Secretary General ceases to hold office if:
- 44.4.1 they are prohibited from being a director by law;
 - 44.4.2 the Directors reasonably believe that the Secretary General has become physically or mentally incapable of managing their own affairs and they resolve to remove the Secretary General from office;
 - 44.4.3 they notify the Company in writing that they are resigning from office, and any period of time specified in such notice has passed;
 - 44.4.4 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that the Secretary General is removed from office. Such a resolution shall not be passed unless the Secretary General has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances underlying the proposal, and has

been afforded a reasonable opportunity of either (at their option) being heard by or making written representations to the Directors;

44.4.5 they are an elected officer or they represent a Member Society whilst in office as Secretary General.

44.5 The Secretary General cannot be a candidate for President or Vice-President until three years have elapsed since they retired as Secretary General.

44.6 Subject to these Articles providing otherwise, a Secretary General may be appointed, by a decision of the President, on the basis that they consider the appointment is necessary to fill a casual vacancy.

44.7 A Secretary General appointed to fill a casual vacancy will serve on such terms as agreed by the Board and may be removed by them.

Secretariat

44.8 The Secretariat shall consist of the Secretary General and administrative and clerical personnel engaged by the Secretary General.

44.9 The administrative and clerical personnel shall be engaged by the Secretary General on such terms as they see fit and may be removed by them.

45. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

46. Minutes

46.1 The Directors must ensure minutes are made:

46.1.1 of all appointments of officers made by the Directors;

46.1.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

46.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Director of the Company, be sufficient evidence of the proceedings.

47. **Records and accounts**

The Directors shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of annual reports, annual statements of account and confirmation statements.

48. **Interpretation**

These Articles should be read and interpreted in accordance with Schedule 1.

49. **Exclusion of model articles**

The relevant model articles for a company limited by guarantee are expressly excluded.

Schedule 1 - Interpretation – Defined Terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving documents or information by electronic means;
1.2	“Articles”	the Company’s articles of association;
1.3	“Appointed Director”	means a Director of the Company appointed pursuant to Article 17.17;
1.4	“Board”	means the Company’s Board of Directors;
1.5	“Chair”	has the meaning given in Article 9 (Chair);
1.6	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.7	“Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.8	“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.9	“Company”	International Society for Soil Mechanics and Geotechnical Engineering Limited;
1.10	“Council”	means the Council formed pursuant to Article 19;
1.11	“Director”	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.12	“electronic form” and “electronic means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.13	“European Region”	means the region representing Europe to which Member Societies are allocated pursuant to Article 27;
1.14	First Vice-President	means the first Vice-President appointed pursuant to Article 17.15;

1.15	“hard copy” and “hard copy form”	have the meanings respectively given to them in the Companies Act 2006;
1.16	“Individual Member”	means a person who is a member of a Member Society and the Individual Members shall not be company law members of the Company as defined by the Companies Acts;
1.17	“International Conference”	means the international conference of the Company pursuant to Article 28;
1.18	“Member”	means the company law members of the Company as defined by the Companies Acts and pursuant to Article 24.2;
1.19	“Member Society” and “Member Societies”	means organisations representing one or more countries and which comprise Individual Members interested in furthering the field of geotechnics and its engineering applications, and which are Members of the Company pursuant to Article 24.2;
1.20	“Past President”	means the past president holding office pursuant to Article 16.1.2;
1.21	“President”	means the president appointed pursuant to Article 16.1.1;
1.22	“Proxy Notice”	has the meaning given in Article 38;
1.23	“Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered;
1.24	“purposes”	mean the purposes of the Company described in Article 1 (Purposes);
1.25	“Region”	means the regions in which the Company operates and to which Member Societies are allocated pursuant to Article 27;
1.26	“Regulations”	means the regulations as to the management of the Company and its affairs made pursuant to Article 10;
1.27	“Remote Attendance”	means remote attendance at a general meeting by such means as are approved by the Directors in accordance with Article 31.5;
1.28	“Secretary General”	the secretary of the Company holding office pursuant to Article 44.1;

1.29	“Secretariat”	means the Secretariat of the Company pursuant to Article 44;
1.30	“Vice-Chair”	has the meaning given in Article 9 (Vice-Chair); and
1.31	“Vice-President”	means the vice-presidents elected pursuant to Article 16.1.3.

2. Unless the context requires, references to “writing” and “document” should be interpreted (without limitation) as allowing for the transmission of information in electronic form. A reference to a “document” includes summons, notice, order or other legal process.

3. Subject to paragraph 4 below, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

4. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Company.