

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

**Articles of Association
of
Adults Learning Mathematics - A Research Forum**

As amended on 1st July 2014

Interpretation

1. In these Articles:

"the Charity'	means the company intended to be regulated by these Articles;
"the Act"	means the Companies Act 1985 including any statutory' modification or re-enactment thereof for the time being in force;
"the Articles"	means these Articles of Association of the Charity;
"cleardays"	in relation to a period of a notice means the period excluding the day the notice is given or deemed to be given and for which it is given or on which it is to take effect;
"executed'	means any mode of execution;
"the Memorandum"	means the Memorandum of Association of the Charity;
"office"	means the registered office of the Charity;
"Secretary"	means the Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint, assistant or deputy Secretary;
"the Trustees"	means the directors of the Charity (and "Trustee" has a corresponding meaning);
"the United Kingdom"	means Great Britain and Northern Ireland.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Words and expressions defined in the Memorandum have the same meanings in these Articles.

Members

2. (1) The subscribers to the Memorandum and such other persons, organisations or institutions as are admitted to membership in accordance with the rules made under Article 58, shall be members of the Charity. Each organisation and institution admitted as a member may, by resolution of its Council or other governing body, appoint and remove two representatives by written notice to the Charity. Each such appointment and removal shall be effective upon receipt of the notice by the Charity at the office. No person shall be admitted a member unless his application for membership is approved by the Trustees.

(2) Unless the members of the Charity in General Meeting shall make other provision under Article 58, the Trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

General meetings

3. The Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next: Provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be at such times and places as the Trustees shall appoint. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

4 The Trustees may call General Meetings and, on the written requisition of at least ten members sent to the Secretary, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after the receipt of the requisition.

Notice of General Meetings

5 An Annual General Meeting and an Extraordinary General Meeting, called for the passing of a special resolution appointing a person as a trustee, shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:

- (1) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and the place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Trustees and the auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any person entitled to receive notice, shall not invalidate the proceedings of that meeting.

Proceedings at General Meetings

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote on the business to be transacted, each person being a member or a duly appointed representative of a member organisation or institution, or one tenth of such persons for the time being, whichever is the greater, shall be a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees shall appoint.

9. The Chair, if any, of the Charity or in her or his absence some other trustee nominated by the Trustees shall chair the meeting, but if neither the Chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, that Trustee shall chair the meeting.

10. If no Trustee is willing to chair the meeting, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to chair the meeting.

11. All Trustees and all members shall be entitled to attend and speak at any General Meeting.

12. The chair may, with the consent of a meeting at which a quorum is present (and shall if

so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had an adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on declaration of the result of, the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(1) by the chair; or

(2) by at least two members having the right to vote at the meeting; or

(3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

14. Unless a poll is duly demanded, a declaration by the chair that a resolution has been carried

or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of, or against the resolution.

15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.

16. A poll shall be taken as directed by the chair, who may appoint scrutineers (who need not be members) and fix a time and a place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote she or he may have.

18. A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken immediately or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. 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. In other cases, at least seven clear days' notice shall be given, specifying the time and place at which the poll is to be taken.

Votes of members

20. Every individual member shall have one vote. Each appointed representative of a member

which is a corporation or institution shall be entitled to receive notice of and attend general meetings of the Charity and shall have one vote, each in their capacity as representative of their organisation or institution member.

21. No member shall be entitled to vote at a General Meeting unless all moneys then payable by her or him to the Charity have been paid.

22. No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair, whose decision shall be final and conclusive.

23. A vote given or a poll demanded by an appointed representative of a member organisation or institution shall be valid, notwithstanding the previous removal of such appointed representative by their appointing member organisation or institution, unless notice of the removal was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Trustees

24. The number of Trustees shall not be less than three. All Trustees shall be members of the Charity.

25. The first Trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to be elected under the Articles. Future Trustees shall be elected as provided subsequently in the Articles.

Powers of the Trustees

26. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles shall invalidate any prior act of the Trustees which would have been valid if

that alteration had not been made or that direction had not been given. The powers limited by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

27. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Trustees shall have the following powers, namely:

(1) to expend the funds of the Charity in such a manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such funds as they may see fit and to direct the sale or transposition of any such investments and expend the proceeds of any such sale in furtherance of the Objects;

(2) to enter into contracts on behalf of the Charity.

Appointment and retirement of Trustees

28. At the first and every subsequent Annual General Meeting all the Trustees shall retire from office and (subject to Article 29) all retiring Trustees shall be eligible for re-election. Retiring Trustees shall remain in office until the end of the meeting at which they retire.

29. No person may serve as a Trustee for more than seven consecutive years.

30. Four officers: the Chair, the Secretary, the Treasurer, and the Membership Secretary, and a further four Trustees shall be elected at the Annual General Meeting. The four officers shall be Trustees ex officio. No officer shall serve in the same office for more than five consecutive years.

31. The Trustees may appoint an additional four Trustees to serve until the following Annual General Meeting.

32. If any officer is prevented by illness or other circumstances beyond his or her control from exercising the responsibilities of their office, the Trustees may appoint one of their number to assume responsibility for such officer's role until the time that the officer concerned is able to resume his or her duties or the Annual General Meeting whichever time shall be the earlier.

33. No person, other than a Trustee retiring at an Annual General Meeting, shall be elected or re-elected a Trustee at any General Meeting, unless notice in writing is given to the Secretary not less than four hours before the time set for the meeting of the intention to nominate her or him for election or re-election. Such nomination shall be signed by at least

two members of the Charity and shall state the particulars which will be required of her or him to be included in the Charity's register of Trustees, together with a statement by the nominee expressing a willingness to be elected or re-elected.

34. No person may be elected as a trustee who-

- (1) has not attained the age of 18 years; or
- (2) would, if she or he had already been a trustee, have been disqualified from acting under the provisions of Article 35.

Disqualification and removal of Trustees

35. A Trustee shall cease to hold office who:

- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering her or his own affairs;
- (3) resigns office by written notice to the Secretary or Chair (but only if two Trustees will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that the office be vacated.

Trustees expenses

36. Subject to prior agreement by the Trustees, Trustees may be paid all reasonable expenses properly incurred by them in connection with their duties. Otherwise they shall be paid no remuneration.

The appointment of Trustees to executive office

37. Subject to the provisions of the Act and to Clause 5 of the Memorandum, the Trustees may appoint one or more of their number to unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Trustees determine. Any appointment to an executive office shall terminate if she or he ceases to be a trustee. A trustee holding executive office shall be eligible for re-election under the provisions of Article 28.

38. Except to the extent permitted by clause 5 of the Memorandum, no trustee shall take or

hold any interest in property belonging to the Charity or receive remuneration or be interested, otherwise than as a trustee, in any other contract to which the Charity is a party.

Proceedings of Trustees

39. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they see fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. Meetings may take place by means of video conference provided that:

- (1) the meeting is called for a specific date and time and at a location at which the elected Chair will attend;
- (2) the notice of such meeting shall specify the locations at which video conferencing facilities are available and where Trustees may attend for such purpose;
- (3) such notice is given to all Trustees;
- (4) the video conference facilities enable all Trustees in attendance at the several locations to have sight of and to be seen by, and to hear and to be heard by, all other Trustees in attendance at the same time;

40. Decisions at meetings will be made by consensus, if possible, but if a consensus cannot be reached they shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

41. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees, but should not be less than one third of their number or three Trustees, whichever is the greater.

42. The Trustees may act, notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.

43. The elected Chair shall take the chair at every meeting of the Trustees. If the Chair is unwilling or unable to do so or is not present within ten minutes after the time set for the meeting, the Trustees present, either together at the location of the meeting or, in the case of a meeting held by video conference, at the video conference locations, may appoint one of their number to chair the meeting.

44. The Trustees may appoint one or more sub-committees, consisting of two or more Trustees and no more than three members of the Charity, for the purpose of making any inquiry or supervising or performing any function or duty, which in the opinion of the

Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Trustees.

45. The Trustees may appoint one or more agents (the 'Agents'), being members of the Charity, for the purpose of promoting the Charity in different countries. The Agents may, on behalf of the Charity, collect membership subscriptions and forward them to the Membership Secretary and shall liaise with the Membership Secretary about members' contact details and interests.

46. All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly elected and was qualified and had continued to be a Trustee and had been entitled to vote.

47. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees. A written resolution signed by one or more Trustees and received by the Charity by facsimile transmission shall be sufficient evidence of such Trustee's consent to the written resolution.

48. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for payments of money from such accounts shall be signed by two Trustees.

Minutes

49. The Trustees shall keep minutes in books kept for the purpose:

(1) of all appointments of officers made by the members at a general meeting; and

(2) of all proceedings at meetings of the Charity and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

Accounts

50. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

51. The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

52. The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

53. Any notice to be given to or by any person pursuant to the Articles shall be in writing.

54. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address.

55. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

56. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 14 clear days after the envelope containing it was posted.

Indemnity

57. Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

58. (1) The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular, but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the conduct of members of the Charity in relation to one another, and to the Charity's employees;
 - (iii) the procedure at General Meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
 - (iv) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in General Meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Dissolution

59. The Charity shall be wound up only following a decision of a General Meeting confirmed by a postal ballot of members. The proposal to wind up the Charity shall appear in the notice of the General Meeting and shall require the approval of at least two thirds of the members present. The ballot shall be confined to members who have paid the subscription for the current year and shall require the approval of at least two thirds of the members voting in the ballot. The ballot form shall be sent out at least six weeks before the date specified for their return which shall not be more than ten weeks after the General Meeting. The ballot papers shall include a statement of intention concerning the disposal of any remaining assets of the Charity in accordance with the decision of the General Meeting, subject to the provisions of clause 8 of the Memorandum of Association.