

# **Company Limited by Guarantee and not having a Share Capital**

## **Articles of Association of European Association of Social Anthropologists**

### **1. NAME**

The Name of the Company is EUROPEAN ASSOCIATION OF SOCIAL ANTHROPOLOGISTS ("the Association")

### **2. REGISTERED OFFICE**

The registered office of the Association is to be situated in England and Wales

### **3. INTERPRETATION**

3.1	"Act"	means the Companies Act 2006
	"address"	means a postal address or for the purposes of electronic communication a fax number an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity
	"AGM"	means an annual general meeting of the Association
	"Articles"	means the articles of association
	"Association"	means the company governed by the Articles
	"charity trustee"	has the meaning prescribed by the Charities Act
	"Charities Act"	means the Charities Act 2011
	"clear day"	means 24 hours from midnight following the relevant event
	"the Commission"	means the Charity Commission for England and Wales
	"Conferences"	means any academic conference convened by the Association
	"connected person"	has the meaning prescribed by the Charities Act
	"EGM"	means an extraordinary general meeting of the Association
	"European country"	means a country determined European by the Trustees
	"financial expert"	means an individual company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986
	"general meeting"	means all meetings of the Association being AGM EGM and Members Forum
	"material benefit"	means a benefit which may not be financial but has a monetary value
	"Member"	means both voting Members of the Association and Associate and Student members
	"membership"	where the context so admits refers to membership of the Association
	"Members Forum"	means a general meeting of the Members
	"Memorandum"	means the Association's memorandum of association
	"Objects"	means the objects of the Association as defined in clause 3 of the Articles
	"office holder"	means any one or more of the Trustees Treasurer Secretary Journal Editor Book Review Editor or Publication Series Editor

"Secretary"	means the person who will act as the secretary of the Association in accordance with the Act
"Social Anthropology"	means a discipline determined social anthropology by the Trustees
"Social Anthropologist"	means a practitioner of social anthropology as defined by the Trustees
"PhD"	means doctor of philosophy
"President/Chair"	means the President/Chair of the Association
"Treasurer"	means the Treasurer of the Association
"taxable trading"	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects
"Trustee"	means a director of the Association and "Trustees" means all the directors
"voting Member"	means a Member of the Association with the right to attend and vote at any meetings of the Association
"written"/ "in writing"	refers to a legible document on paper including a fax message or email
"years"	means calendar years

3.2 Expressions defined in the Act have the same meaning

3.3 References to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

#### **4. LIMITED LIABILITY**

The liability of Members is limited

#### **5. GUARANTEE**

Every voting Member undertakes to contribute up to £1 to the Association's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member for payment of the Association's debts and liabilities contracted before he or she ceases to be a Member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

#### **6. OBJECTS**

The Objects of the Association ("the Objects") are to advance the education of the public in social anthropology in particular but not exclusively by:

- (a) promoting undertaking and supporting research and publishing the useful results thereof
- (b) organising conferences symposia workshops and other like events and
- (c) supporting and funding networks of scholars (known as scholarly networks) who are advancing the education of the public in social anthropology

Anthropology is the study of the origins of human beings and their cultures worldwide. Social anthropology is that branch of anthropology that deals with human culture and society

#### **7. POWERS**

In furtherance of the Objects but not otherwise the Association may exercise the following powers:

- 7.1 To organise facilitate or promote congresses and symposia

- 7.2 To promote carry out or encourage research and education and training
- 7.3 To promote best practice among social anthropologists
- 7.4 To promote professional interaction and dialogue
- 7.5 To publish or distribute information (including the official journal of the Association and the book series of the Association) or sponsor publications
- 7.6 To promote or facilitate exchange arrangements or travel grants
- 7.7 To recognise support co-operate or liaise with other bodies
- 7.8 To establish or support any charitable trusts associations or institutions formed for all or any of the Objects
- 7.9 To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts in the name of the Association
- 7.10 To raise funds (but not by means of taxable trading)
- 7.11 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act)
- 7.12 To acquire or hire property of any kind
- 7.13 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act)
- 7.14 To pay out of the funds of the Association the costs charges and expenses of and incidental to the formation and registration of the Association
- 7.15 To make grants or loans of money and to give guarantees
- 7.16 To set aside funds for special purposes or as reserves against future expenditure
- 7.17 To deposit or invest funds in any manner and where necessary to delegate this power to a financial expert and to pay reasonable expenses and remuneration accordingly
- 7.18 To arrange for investments or other property of the Association to be held in the name of a nominee (being a corporate body registered or having an established place of business in England or Wales ) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 7.19 To insure the property of the Association against any foreseeable risk
- 7.20 To insure the Trustees against the costs of a successful defence to an civil or criminal proceedings brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty unless the Trustee concerned knew that or was reckless whether the act or the omission was a breach of trust or breach of duty
- 7.21 Subject to clause 8 to employ paid or unpaid agents staff or advisers
- 7.22 To enter into contracts to provide services to or on behalf of other bodies
- 7.23 To establish subsidiary companies to assist or act as agents for the Association
- 7.24 To act as trustee or manager of any property endowment bequest or gift
- 7.25 To act as trustee or nominee for charities in general and undertake and execute any charitable trust which may lawfully be undertaken by the Association and may be necessary or conducive to the Objects
- 7.26 Without restricting in any way the aforementioned powers to do anything else within the law which promotes or helps to promote the Objects

## **8. BENEFITS TO MEMBERS AND TRUSTEES**

The income and property of the Association shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to Members and no Trustee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association:

Provided that nothing in this document shall prevent any payment in good faith by the Association:

- 8.1 of the usual professional charges for business done by any Trustee who is a solicitor accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Association to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion
- 8.2 of reasonable and proper remuneration for any services rendered to the Association by any Member officer or servant of the Association who is not a Trustee
- 8.3 of interest on money lent by any Member or Trustee at a reasonable and proper rate per annum not exceeding 2 percentage less than the published base lending rate of a clearing bank to be selected by the Trustees
- 8.4 of fees remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100<sup>th</sup> part of the issue capital of that company
- 8.5 of reasonable and proper rent for premises demised or let by any Member or Trustee
- 8.6 to any Trustee of reasonable out-of-pocket expenses

## **9. MEMBERSHIP**

- 9.1 The number of Members is unlimited
- 9.2 The Association must maintain a register of Members and their addresses
- 9.3 The Association has five categories of membership: founder ordinary honorary associate and student
  - 9.3.1 Founder members are those who attended by invitation the inaugural general assembly of the unincorporated association called the European Association of Social Anthropologists on Saturday 14th January 1989
  - 9.3.2 Ordinary members are social anthropologists who have been admitted to membership by decision of the Trustees. Eligibility for ordinary membership is based on one of the following criteria:
    - 9.3.2.1 Possession of a Master degree (or equivalent) in social anthropology (or equivalent) from a European university or
    - 9.3.1.2 Possession of a teaching or research post in social anthropology (or equivalent) which is at a European university or European institution of equivalent standing
  - 9.3.3 Honorary members are distinguished scholars who are designated honorary members by decision of the Trustees
  - 9.3.4 Associate members are those who do not meet the criteria for ordinary membership but who can show evidence of substantial and active involvement

- in the pursuit of social anthropology as a scholarly subject in a European country
- 9.3.5 Student members are students in a Master programme in social anthropology in a PhD programme in social anthropology or a Master and/or PhD programme in social sciences with focus on social anthropology
- 9.4 All decisions regarding membership other than Founder members are taken by the Trustees
- 9.4.1 An application in the form prescribed by the Trustees for ordinary associate or student membership should be submitted to the Secretary by the applicant and supported by a voting Member
- 9.4.2 An honorary membership may be proposed by any Member in writing to the Secretary
- 9.5 Members will have those rights and obligations as set out in 9.6.1 – 9.8.4 below and as determined from time to time by the Trustees in accordance with their powers as set out in the Articles
- 9.5.1 Founder Ordinary and Honorary members have the right to receive the Association's publications to attend its Conferences to speak and vote at all general meetings to stand for election as Trustees and to vote in elections for the Trustees
- 9.5.2 Associate and Student members have the right to receive the Association's publications and to attend its Conferences and to speak at the Members Forum but not to:
- 9.5.2.1 vote at the Members Forum or
- 9.5.2.2 stand for election as Trustee
- 9.5.2.3 vote in elections for the Trustees.
- 9.6 Each Member shall pay the Association the annual membership fee as agreed from time to time by the Trustees
- 9.7 Membership is terminated if the Member:
- 9.7.1 gives written notice of resignation to the Association
- 9.7.2 dies
- 9.7.3 is six months in arrears in paying the membership fees but in such case the Member may apply to the Trustees for reinstatement on payment of the amount due and the Trustees shall determine such application and (if approved) the terms of such reinstatement
- 9.7.4 is removed from membership by resolution of the Trustees on the ground that the Member's continued membership is harmful to the Association (but only after notifying the Member in writing and considering any written representation which the Member concerned puts forward within 42 clear days after receiving notice)

## **10. GENERAL MEETINGS**

- 10.1 The Association will hold a general meeting of the Members Forum at least every three years which will debate the general direction of activities of the Association
- 10.2 Any general meeting is quorate if the number of voting Members present is at least 20

- 10.3 All Members will be entitled to attend all general meetings but Associate and Student members will not have the right to vote.
- 10.4 The Association must hold an AGM every year to which all Members are entitled to attend.
- 10.5 At an AGM the Members:
  - 10.5.1 receive the accounts of the Association for the previous financial year
  - 10.5.2 receive the Trustees' report on the Association's activities since the previous AGM
  - 10.5.3 discuss and determine any issues of policy or deal with any other business put before them
- 10.6 The President or (if the President is unable or unwilling to do so) another Trustee or (if no Trustees are able or willing to do so) a voting Member elected by those present and entitled to vote shall chair at all general meetings
- 10.7 Except where otherwise provided by the Act every issue is decided by a majority of the votes cast
- 10.8 Except for the Chair of the meeting who has no vote other than a casting vote every voting Member has one vote on each issue
- 10.9 A resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chair or by at least five voting Members or by voting Members representing not less than one tenth of the total voting rights of all the voting Members having the right to vote at the meeting
- 10.10 Subject to the provisions of Article 10.9 if a poll is demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chair shall direct (including by postal vote or e-voting) and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No poll shall be demanded on the election of a Chair of a meeting. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- 10.11 Any meeting of the Association that is not an AGM is an EGM except the Members Forum.
- 10.12 An EGM may be called at any time by the Trustees and must be called on the requisition of voting Members pursuant to the provisions of the Act.
  - 10.13.1 The minimum period of notice required to hold a general meeting is twenty-one clear days
  - 10.13.2 A general meeting other than a general meeting called for the passing of a special resolution may be called by shorter notice if it is so agreed by a majority in number of voting Members being a majority who together hold not less than 90 percentage of the total voting rights at that meeting of all the voting Members
  - 10.13.3 The notice must specify the date time and place of the general meeting and the general nature of the business to be transacted. If the meeting is to be an AGM the notice must say so. The notice must also contain a statement setting out the right of voting Members to appoint a proxy under the Act

- 10.13.4 The notice must be given to all the Members and to the Trustees
- 10.13.5 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association
- 10.13.6 A Member present in person at any general meeting shall be deemed to have received notice of the general meeting and of the purposes for which it was called

## **11. NOTICES**

- 11.1 Notices under the Articles must be in writing and may be sent by hand or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or any newsletter distributed by the Association or on the Association website or partly by one such means and partly by another
- 11.2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members
- 11.3 Any notice given in accordance with the Articles is to be treated for all purposes as having been received
  - 11.3.1 48 hours after being sent by electronic means or delivered by hand to the relevant address
  - 11.3.2 two clear days after being sent by first class post to that address
  - 11.3.3 ten clear days after being sent by overseas post to that address
  - 11.3.4 on being handed to a Member personally
  - 11.3.5 when the material was first made available on the website or, if later, actual or deemed receipt of notice of the fact that the material is on the website
- 11.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken by the Trustees

## **12. THE TRUSTEES**

- 12.1 Subject to the provisions of the Act and the Articles and to any directions given by special resolution the business of the Association shall be managed by the Trustees who may exercise all the powers of the Association. No alteration of the Memorandum or the Articles and no such direction 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 given by this article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees
- 12.2 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:
  - (a) to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association;
  - (b) to enter into contracts on behalf of the Association
- 12.3 Five Trustees shall be elected by e-ballot of the voting Members

- 12.4 Candidates for election as Trustees must be voting Members and their nomination must be supported by another voting Member
- 12.5 Nominations shall be directed to the Secretary who is responsible for the election process
- 12.6 The Trustees may co-opt up to two Trustees one of whom shall be ex officio the Secretary appointed under 12.9 below
- 12.7 Every Trustee must be a voting Member
- 12.8 The Trustees shall appoint a Treasurer who may be appointed as a Trustee in addition to the five elected and two co-opted Trustees
- 12.9 The Trustees shall appoint a Secretary who shall be a voting Member
- 12.10 The Trustees shall be elected for two years. They may be elected for a second period of two years up to a maximum of four years. The Treasurer and Secretary may hold office up to a maximum of six years
- 12.11 The Trustees shall elect from their number a President and a Vice-President. The President should act for a period of no longer than two years
- 12.12 Every Trustee must sign a declaration of eligibility and willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Trustees
- 12.13 A Trustee's term of office automatically terminates after two years or if he or she:
  - 12.13.1 is disqualified under the Charities Act from acting as a charity trustee ceases to be a director by virtue of any provision in the Act or is prohibited by law from being a director;
  - 12.13.2 ceases to be a Member;
  - 12.13.3 in the written opinion given to the Association of a registered medical practitioner treating that person has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
  - 12.13.4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
  - 12.13.5 is removed by resolution of the voting Members at a meeting of the Members Forum after that meeting has considered any views provided in writing by the Trustee or Trustees (whose removal is in issue) within 42 days from the date on which notice shall have been given by the Trustees to such Trustee that his or her removal as a Trustee is to be considered
- 12.14 Nominations for election will be invited whenever a vacancy may occur and otherwise every two years
- 12.15 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

### **13. TRUSTEES EXPENSES**

The Trustees may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or of the Members Forum or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration

#### **14. PROCEEDINGS OF TRUSTEES**

- 14.1 The Trustees must hold at least one meeting each year.
- 14.2 A quorum at a meeting of Trustees is three Trustees and no decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- 14.3 A Meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants
- 14.4 The President/Chair or (if the President/Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present shall preside at each meeting
- 14.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 14.6 Except for the Chair of the meeting who has a second or casting vote each Trustee has one vote on each issue
- 14.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### **15. POWERS OF TRUSTEES**

The Trustees have the following power in the administration of the Association:

- 15.1 to exercise any powers of the Association
- 15.2 to make Rules consistent with the Articles and the Act to govern proceedings at meetings of the Members Forum
- 15.3 to make Rules consistent with the Articles and the Act to govern proceedings at meetings of the Trustees
- 15.4 to make Rules consistent with the Articles and the Act to govern the administration of the Association and the use of its seal (if any)
- 15.5 to establish procedures to assist in the resolution of disputes within the Association
- 15.6 to establish committees of the Trustees for the discharge of the business of the Association and to decide on the composition of such committees

#### **16. RECORDS AND ACCOUNTS**

- 16.1 The Trustees must comply with the requirements of the Act and of the Charities Act as to keeping financial records the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
  - 16.1.1 annual reports
  - 16.1.2 annual returns
  - 16.1.3 annual statements of account
- 16.2 The Trustees must keep proper records of:
  - 16.2.1 all proceedings at general meetings of the Association
  - 16.2.2 all proceedings at meetings of the Trustees
  - 16.2.3 all reports of the committees and
  - 16.2.4 all professional advice obtained.

- 16.3 Accounting records relating to the Association must be made available for inspections by any Trustee at any reasonable time during normal office hours and may be made available by Members if the Trustees so decide
- 16.4 A copy of the Association's latest available statement of account must be supplied on request to any Trustee or Member or to any other person who makes a written request and pays the Association's reasonable cost within two months

#### **17. JOURNAL EDITOR REVIEW EDITOR PUBLICATION SERIES EDITOR**

- 17.1 The Trustees shall appoint office holders for the Association's publications or they may constitute committees to appoint these offices:
- (a) a Journal Editor and a Book Review Editor
  - (b) a Publication Series Editor
- 17.2 The Journal Editor Book Review Editor and Publication Series Editor are appointed for a maximum period of four years

#### **18. NON-ELIGIBLE PERIOD FOR FORMER OFFICE HOLDERS**

After the end of their acting period office holders are not eligible for other offices in the Association for at least four years.

#### **19. INDEMNITY**

Subject to the provisions of the Act every Trustee or other officer or auditor of the Association shall be indemnified out of the assets of the Association 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 to him or her by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Association

#### **20. RULES**

- 20.1 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 Association and in particular but without prejudice to the generality of the foregoing they may by such rules or bye laws regulate:
- (a) the nature of the classes of membership and the conditions of membership
  - (b) the admission and classification of Members (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 Membership fees subscriptions and other fees or payments to be made by Members;
  - (c) the conduct of Members in relation to one another and to the Association's employees;
  - (d) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times for any particular purpose or purposes;
  - (e) the procedure at general meeting and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
  - (f) generally any matter which is incidental to the governance of learned societies.
- 20.2 In addition to the powers of the Trustees to alter the rules of the Association as set out above the voting Members shall have the power to alter add to or repeal the rules

or bye laws. Provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Articles. Proposals for such changes should be submitted by any Member to the Secretary. Where the proposal is supported by five voting Members the Secretary will circulate the proposals to the voting Members for a postal or electronic vote. The changes must be approved by at least a majority of the voting Membership

## **21. CHANGES**

Changes to the Articles may be proposed by any Member. Such proposals should be submitted to the Secretary. Where the proposal is supported by five voting Members the Secretary will invoke the procedures laid down in the Act for the amendment of the Articles

## **22. DISSOLUTION**

22.1 If the Association is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or both of the following ways:

22.1.1 By transfer to one or more other bodies established for exclusively charitable purposes and with the same or similar objects to those of the Association

22.1.2 In such other manner consistent with charitable status as the Commission approve in writing in advance

22.2 A final Report and statement of account must be sent to the Commission