

**Company Number 06564642**

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**OF**

**SCIENTIFIC COMMITTEE ON ANTARCTIC  
RESEARCH**

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**MILLS & REEVE**

## 1 Interpretation

### 1.1 In these Articles

“**the Act**” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

“**address**” means the postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

“**Associate Member**” has the meaning provided by Article 18.1.2;

“**Articles**” means these Articles of Association of the Charity;

“**the Board of Directors**” means the board of directors for the time being of the Charity or the Directors present or deemed to be present at a duly convened meeting of Directors at which a quorum is present;

“**the Charity**” means the company intended to be regulated by these Articles;

“**clear days**” in relation to the period of a notice means the 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;

“**the Charity Commission**” means the Charity Commissioners for England and Wales;

“**communication**” means the same as in the Electronic Communications Act 2000;

“**Delegates**” has the meaning provided by Article 19.1;

“**Directors**” means the directors of the Charity, who are charity trustees as defined by section 97 Charities Act 1993 (and “Director” means any one of them);

“**electronic communication**” means the same as in the Electronic Communications Act 2000;

“**Full Member**” has the meaning provided by Article 18.1.1;

**“Honorary Member”** has the meaning provided by Article 18.1.4;

**“ISC”** means the International Science Council;

**“Meeting of Delegates”** means a meeting of the Members held in accordance with Article 21.2 or Article 21.3;

**“Member”** means a member of the Charity;

**“Membership”** means membership in accordance with these Articles;

**“Memorandum”** means the Memorandum of Association of the Charity;

**“officers”** includes the Directors and the secretary;

**“Rules of Procedure”** means such rules adopted by the Charity in accordance with Article 40 from time to time;

**“the seal”** means the common seal of the Charity if it has one;

**“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;

**“Union Member”** has the meaning provided by Article 18.1.3;

**“United Kingdom”** means Great Britain and Northern Ireland.

- 1.2 Words importing the masculine gender only shall include the feminine gender, and the singular includes the plural and vice versa. Unless the context indicates otherwise, words that are gender neutral or gender specific include each gender.
- 1.3 Words importing persons shall include corporations.
- 1.4 Bearing in mind the above clarifications, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act, but excluding any statutory modification not in force on the date when the Charity is formed or when these Articles are adopted by the Charity (if later). In all other cases a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

- 2 The Charity's objects ("**the Objects**") are:
- 2.1 to advance and promote scientific knowledge, understanding and education on any aspect of the Antarctic region, on the role of the Antarctic region in the Earth system, and on the effect of global change on the Antarctic region;
  - 2.2 to initiate, facilitate, co-ordinate and encourage international scientific research activity in, from and about the Antarctic region, on the role of the Antarctic region in the Earth system, and on the effect of global change on the Antarctic region;
  - 2.3 to provide objective and independent scientific advice to the Parties to the Antarctic Treaty and other organisations on issues of science and conservation affecting the management of the Antarctic region and the Southern Ocean;
  - 2.4 to facilitate free and unrestricted access to scientific data and information regarding the Antarctic region;
  - 2.5 to develop scientific capacity in the Members of the Charity, and early career scientists, and to promote the incorporation of Antarctic science in education at all levels;
  - 2.6 to communicate scientific information about the Antarctic region to the public,  
  
and for the purposes of this clause 2, the term "**Antarctic region**" shall include Antarctica, the offshore islands of Antarctica, the surrounding ocean including the Antarctic Circumpolar Current, the northern boundary of which is the Subantarctic Front, and the Subantarctic islands lying south of the Subantarctic Front as well as those which lie north of the Subantarctic Front but fall within the Charity's area of interest, namely Ile Amsterdam, Ile St Paul, Macquarie Island and Gough Island.
- 3 In addition to any other powers it may have, the Charity may exercise the following powers in promoting the Objects (but not for any other purpose):
- 3.1 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 Charity;
  - 3.2 to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

- 3.3 to buy, take on lease or in exchange, hire or otherwise acquire any property, to alter or improve it and maintain and equip it for use and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of all or any part of any property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 Charities Act 1993;
- 3.4 to borrow money and to charge the whole or any part of any property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 Charities Act 1993 if it wishes to mortgage land;
- 3.5 to employ and remunerate such staff as are necessary for carrying out the work of the Charity and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants. The Charity may not employ or remunerate a director of the Charity;
- 3.6 to establish or support any charitable trusts, associations or institutions formed for all or any of the charitable purposes included in the Objects;
- 3.7 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 3.8 to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- 3.9 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 3.10 to deposit or invest funds, employ a professional fund-manager and arrange for investments or other property of the Charity to be held in the name of a nominee, in each case in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000;
- 3.11 to provide indemnity insurance for the directors or any other officer of the Charity in relation to any such liability as is mentioned in clause 4, but subject to the restrictions specified in clauses 5 and 6;
- 3.12 to pay out of the funds of the Charity the costs of forming and registering the Charity, both as a company and as a charity;

- 3.13 to appoint a President, Vice President or such other honorary officer(s) for such period and subject to such privileges and conditions as may be thought fit subject to compliance with the following clauses hereof;
- 3.14 to procure and provide information;
- 3.15 to print, publish and make, issue, show, circulate, commission and support papers, periodicals, books, circulars, tapes, films, recordings and other media of communication;
- 3.16 to arrange and provide for or join in arranging and providing for the holding of public exhibitions, meetings, workshops, conferences, lectures and classes;
- 3.17 to do all such other lawful things as are necessary for the achievement of the Objects.

4 The liabilities referred to in clause 3.11 are:

- 4.1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
- 4.2 the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

5 The following liabilities are excluded from clause 4.1:

- 5.1 fines;
- 5.2 costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the director or other officer;
- 5.3 liabilities to the Charity that result from conduct that the director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

6 There is excluded from clause 4.2 any liability to make such a contribution where the basis of the director's liability is his or her knowledge prior to the insolvent liquidation

of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

- 7 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 8 A director of the Charity is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 9 Subject to the restrictions of clauses 4, 5 and 6, a director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- 10 None of the income or property of the Charity may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any member of the Charity.
- 11 No director of the Charity may:
  - 11.1 buy goods or services from the Charity;
  - 11.2 sell goods, services or any interest in land to the Charity;
  - 11.3 be employed by, or receive any remuneration from the Charity; or
  - 11.4 receive any other financial benefit from the Charity.
- 12 The liability of the members is limited.
- 13 Every member of the Charity undertakes, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such amount (not exceeding £1) as may be demanded of him or her towards the payment of the Charity's debts and liabilities incurred before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

14 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

14.1 directly for the Objects; or

14.2 by transfer to any charity or charities for purposes similar to the Objects; or

14.3 to any charity for use for particular purposes that fall within the Objects.

15 Subject to any such resolution of the members of the Charity referred to in clause 14 the directors of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on dissolution of the Charity be applied or transferred in any of the following ways:

15.1 directly for the Objects; or

15.2 by transfer to any charity or charities for purposes similar to the Objects; or

15.3 to any charity for use for particular purposes that fall within the Objects.

16 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and, if no such resolution is passed by the members or the directors of the Charity as referred to in clauses 14 and 15, the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Charity Commission.

## 17 **Members**

17.1 The subscribers to the memorandum are the first Members of the Charity.

17.2 Membership is open to other individuals or organisations who:

17.2.1 satisfy the requirements for Membership as set out in these Articles and the Rules of Procedure of the Charity;



- 17.2.2 apply to the Charity in the form required by the Rules of Procedure of the Charity; and
- 17.2.3 are approved at a Meeting of the Delegates.
- 17.3 For the purposes of registration the number of Members is declared to be unlimited. For the avoidance of doubt, each Member may only hold one Membership.
- 17.4 The Meeting of Delegates may only refuse an application for Membership which satisfies the requirement of Article 17.2.1 and 17.2.2 if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- 17.5 Membership is not transferable to anyone else and shall cease on death or, if the Member is a corporation or unincorporated association, when it ceases to exist.
- 17.6 The Company and every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
- 17.7 Any subscriptions payable by Members from time to time shall be determined by the voting Members at a general meeting on a motion from the Board of Directors. The subscriptions payable by Members may be different for different categories of Member.

## 18 **Classes of Membership**

- 18.1 The Charity shall have the following classes of Membership.

### 18.1.1 Full Member

A Full Member shall be a national organisation adhering to ISC, or nominated by a national organisation adhering to ISC, that represents the scientific community of that country. The country must maintain an active and continuing programme of research in the Antarctic Region and the national organisation must have formed a National Committee to communicate with the Charity.

### 18.1.2 Associate Member

An Associate Member shall be a national organisation adhering to ISC, or nominated by a national organisation adhering to ISC, that desires to participate in the work of the Charity for scientific reasons but does not qualify as a Full Member.

18.1.3 Union Member

A Union Member shall be an organisation which is a Scientific Union member of ISC, whose activity is related to the objects of the Charity and which wishes to participate in the work of the Charity on a continuing basis.

18.1.4 Honorary Member

An Honorary Member shall be an individual who has rendered outstanding service to SCAR and has been so approved by the Meeting of Delegates.

18.2 The Meeting of Delegates may establish classes of Membership (including but not limited to those classes of Membership in Article 18.1), with different rights and obligations and shall record the rights and obligations in the register of members.

18.3 The Directors may not directly or indirectly alter the rights or obligations attached to a class of Membership.

18.4 The rights attached to a class of Membership may only be varied if:

18.4.1 three-quarters of the Members of that class consent in writing to the variation; or

18.4.2 a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.

18.5 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

19 **Representation of Members**

19.1 Any organisation that is a Member may nominate any person to act as its representative at any meeting of the Charity. A person appointed to represent the Member organisation shall be known as a “**Delegate**”. No person shall be entitled to

represent the Member organisation at any meeting unless the Charity has received notice of his appointment as the representative of the Member organisation. The representative may continue to represent the Member organisation at general meetings of the Charity until written notice to the contrary is received by the Charity from the Member organisation. Any notice given to the Charity by the Member organisation will be conclusive evidence of the representative's authority or the revocation of that authority. The Charity shall not be required to consider whether the nominee has been properly appointed by the Member organisation.

19.2 Members shall, save as otherwise approved by the Meeting of Delegates, be represented at general meetings as follows:

19.2.1 a Full Member shall be represented by two Delegates appointed by the national organisation through its national committee for SCAR; the first Delegate shall be referred to as the Delegate, the second Delegate shall be referred to as the "Alternate Delegate";

19.2.2 an Associate Member shall be represented by one Delegate designated by the Associate Member;

19.2.3 a Union Member shall be represented by one Delegate designated by the Union Member;

19.2.4 any other classes of Members shall have such representation as determined by a resolution of the Meeting of Delegates when the class of Membership was established.

19.3 The Delegate and Alternate Delegate appointed to represent the Full Member, and the Delegate representing the Associate Member, should preferably be scientists directly involved in Antarctic Science.

## 20 **Termination of Membership**

20.1 Membership is terminated if:

20.1.1 the Member dies or, if it is an organisation, ceases to exist;

20.1.2 the Member resigns by giving at least three months' notice in writing to the Charity and ensuring that all contributions due from the Member to the Charity have been paid;

- 20.1.3 in the case of a Full Member, that Member:
- (i) has not been active in scientific research in the Antarctic region for four years;
  - (ii) has not been active in the work of the Charity for four years; or
  - (iii) has not paid its contribution within two years of such contribution becoming due,

and where this Article 20.1.3 applies, the Directors shall give the Member written notice giving the Member the opportunity to apply to the Charity to become an Associate Member or to resign as a Member, with immediate effect. The Member shall have the right to respond within three months of the date of the notice. If the Member does not respond within that period of time, Membership shall be terminated in accordance with Article 20.1.5;

- 20.1.4 in the case of an Associate Member, that Member has not paid its contribution within two years of such contribution becoming due. Where this Article 20.1.4 applies, Membership shall be terminated in accordance with Article 20.1.5;

- 20.1.5 the Member is removed from Membership by a resolution of the Meeting of Delegates that it is in the best interests of the Charity that his, her or its (as appropriate) Membership is terminated and, for the avoidance of doubt, where this Article 20.1.5 applies by reason of the provisions of Article 20.1.3 and 20.1.4 such removal shall be deemed to be in the best interests of the Charity. A resolution to remove a Member from Membership may only be passed if:

- (i) the Member has been given at least three months' notice in writing of the Meeting of Delegates at which the resolution will be proposed and the reasons why it is to be proposed;
- (ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed to make representations to the meeting.

21 **General meetings**

21.1 The Charity shall hold its first annual general meeting within eighteen months after the date of its incorporation. An annual general meeting shall be held in each subsequent year and not more than fifteen months shall elapse between successive annual general meetings. The annual general meeting shall be held at such times and places as the Directors shall appoint in consultation with the Members.

21.2 The Directors may call a general meeting at any time.

21.3 In circumstances in which the Charity has passed an elective resolution to dispense with holding an annual general meeting a general meeting shall be held at least once every thirty months.

22 **Notice of general meetings**

22.1 The minimum periods of notice required to hold a general meeting of the Charity are:

22.1.1 twenty-one clear days for an annual general meeting;

22.1.2 fourteen clear days for all other general meetings.

22.2 A general meeting may be called by shorter notice if it is so agreed:

22.2.1 in the case of an annual general meeting, by all the Members entitled to attend and vote; and

22.2.2 in the case of a general meeting, by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.

22.3 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice shall say so.

22.4 The notice shall be given to all the Members and auditors.

22.5 The proceedings at a 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 Charity.

23 **Proceedings at general meetings**

23.1 No business shall be transacted at any general meeting unless a quorum is present.

23.2 A quorum is one half of the total voting Members at the time.

23.3 The Delegate of a Member organisation shall be counted in the quorum provided that in the case of a Full Member either, but not both, of the Delegate or Alternate Delegate shall be counted in the quorum.

23.4 If

23.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or

23.4.2 during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Directors may determine. The Directors shall reconvene the meeting and shall give at least seven days' notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the Members present at that time shall constitute the quorum for that meeting.

23.5 General meetings shall be chaired by the President of the Charity who is appointed in accordance with Article 28.1.1. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Vice-President nominated by the Directors shall chair the meeting. If there is only one Director present and willing to act, he shall chair the meeting. If no Director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the Members present and entitled to vote shall choose one of their number to chair the meeting.

23.6 The voting Members present at a meeting may resolve by a special resolution that the meeting be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had adjournment not taken place. If a meeting is adjourned by a resolution of the

Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

- 23.7 Save as provided otherwise in these Articles, the Rules of Procedure and/or as otherwise approved by the Members, all decisions taken by the Meeting of Delegates shall require unanimity of the voting Members duly present and taking part.
- 23.8 The Rules of Procedure may specify that certain matters shall only be passed if all of the voting Members of the Charity vote in favour of the resolution.
- 23.9 The Directors shall be entitled to invite observers from governmental and non-governmental organisations to attend general meetings on such terms determined by the Rules of Procedure. An organisation invited to attend as an observer shall be represented by one Delegate appointed by the observer, who shall be notified to the Directors in accordance with the Rules of Procedure, and who shall be entitled to speak at the discretion of the Chair of the meeting, but who shall not be entitled to vote.

#### 24 **Attendance and participation by electronic means**

- 24.1 Without prejudice to Article 24.2, the Board of Directors may resolve to enable persons entitled to attend and participate in a general meeting to do so [partly (but not wholly)] by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board of Directors) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
- 24.1.1 participate in the business for which the meeting has been convened;
- 24.1.2 hear all persons who speak at the meeting; and
- 24.1.3 be heard by all other persons attending and participating in the meeting.

24.2 Without prejudice to Article 24.1 above, the Board of Directors may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation of a satellite meeting place or places anywhere in the world. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to:

24.2.1 participate in the business for which the meeting has been convened;

24.2.2 hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and

24.2.3 be heard by all other persons so present in the same way,

and the meeting shall be deemed to take place at the place where the Chair of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these Articles as a satellite meeting). The Chair shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the Chair shall apply equally to each satellite meeting place, including his or her power to adjourn the meeting as referred to in Article 23.

## 25 **Votes of Members**

25.1 Subject to Articles 18, 19 and 25.2, Members shall have the following voting rights

25.1.1 Full Members shall have one vote per Full Member notwithstanding that the Full Member is represented by one Delegate and one Alternate Delegate;

25.1.2 Associate Members shall not have a right to vote;

25.1.3 Union Members shall have a right to vote on all matters except those matters determined by the Directors (in their sole discretion) to constitute financial matters;



- 25.1.4 Honorary Members shall not have a right to vote;
- 25.1.5 any other classes of Members shall have such voting rights as determined by the Meeting of Delegates when the class of Membership was established.
- 25.2 No Member shall be entitled to vote at any general meeting or at any adjourned meeting if he owes any money to the Charity.
- 25.3 Any objection to the qualification of any voter shall be raised at the meeting at which the vote is tendered and the decision of the person who is chairing shall be final.

## 26 **Directors**

- 26.1 A Director shall be a natural person aged eighteen years or older. No-one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 30. The number of Directors shall be not less than three but (unless otherwise determined by the Members) shall not be subject to any maximum. The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
- 26.2 A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors.
- 26.3 Directors shall be elected at the Meeting of Delegates, from the Delegates present at such meetings, in accordance with the Rules of Procedure.

## 27 **Powers of Directors**

Subject to the provisions of the Act, the Memorandum and these Articles and to any resolution of the Meeting of Delegates, the Directors shall manage on behalf of the Members the business of the Charity and may exercise all the powers of the Charity. No alteration of the Memorandum or these Articles and no resolution of the Meeting of Delegates shall have retrospective effect to invalidate any prior act of the Directors. Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

28 **Appointment of Directors**

28.1 The Directors of the Charity shall be as follows:

28.1.1 a President who shall be appointed by the Meeting of Delegates for a term of four years and shall be chosen from the Delegates and Alternate Delegates of Full Members;

28.1.2 four Vice Presidents who shall be appointed by the Meeting of Delegates for a term of four years and shall be chosen from the Delegates and Alternate Delegates of Full Members, two Vice Presidents being appointed at each biennial Meeting of the Delegates;

28.1.3 the immediate past President of the Charity who shall be appointed for a term of two years;

provided that the Directors (including the immediate Past President of the Charity, subject to Clause 30.1.3) shall be Delegates and Alternate Delegates of at least six different Full Members and shall be elected in accordance with the Rules of Procedure.

28.2 Re-appointment of a Director who retires at a general meeting will be subject to the Rules of Procedure regarding elections.

28.3 Where a Director ceases to hold office before their appointed term of office is completed, the remaining Directors shall be entitled, after consulting with the Full Members, to appoint a Director to serve until the next Meeting of Delegates at which time an election shall be held, in accordance with this Article 28, to appoint a replacement (who may or may not be the person appointed as a replacement by the Directors) to serve for the remainder of the unexpired term

28.4 The appointment of a Director, by the Charity in a Meeting of Delegates or general meeting, must not cause the number of Directors to exceed any number fixed by a resolution of the Members as the maximum number of Directors.

29 **Retirement of Directors**

A Director shall, subject to 28.2, retire at the Meeting of Delegates which occurs at the end of the term for which the Director has been appointed in accordance with

Article 28.1 and the retirement shall take effect at the end of the Meeting of Delegates at which he retires.

30 **Disqualification and removal of Directors**

30.1 A Director shall cease to hold office if he or she:

30.1.1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;

30.1.2 is disqualified from acting as a charity trustee by virtue of section 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision);

30.1.3 except in the case of a Director appointed in accordance with Article 28.1.3, ceases to be a Delegate or Alternate Delegate of any Full Member,

30.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

30.1.5 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);

30.1.6 is absent without the permission of the Directors from two consecutive meetings and the Directors resolve that his office be vacated, or

30.1.7 dies.

31 **Directors' remuneration**

31.1 The Directors must not be paid any remuneration.

32 **Proceedings of Directors**

32.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of these Articles. The Directors shall hold a minimum of two meetings in any twelve-month period. Any such meeting shall be referred to as the "**Meeting of**

**Directors**". Any Director may call a Meeting of the Directors. The company secretary must call a Meeting of the Directors if requested to do so by a Director. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

32.2 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. The quorum shall be one half of the total number of Directors or, if such number is not a whole number, the next whole number which is greater than one half, or such larger number as may be decided from time to time by the Directors. A Director shall not be counted in the quorum present when any decision is taken about a matter upon which that Director is not entitled to vote if:

32.2.1 a quorum is not present within half an hour from the time appointed for the meeting, or

32.2.2 during a meeting a quorum ceases to be present

the meeting shall be adjourned to such time and place as the Directors may determine. The Directors shall reconvene the meeting and shall give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within thirty minutes of the time specified for the start of the meeting the Directors present at that time shall constitute a quorum for that meeting.

32.3 If the number of Directors is less than the number fixed as the quorum, the continuing Director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

32.4 The President shall chair meetings of the Directors. If there is no such person, or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of the Vice Presidents to chair that meeting. The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.

32.5 A resolution in writing, signed by all the Directors entitled to receive notice of a Meeting of Directors or a committee of Directors and to vote upon the resolution,

shall be as valid and effectual as if it had been passed at a Meeting of Directors or (as the case may be) a committee of Directors duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form, each signed by one or more Directors.

32.6 Any Director or a member of a committee of the Directors may participate in a Meeting of the Directors or such committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such a meeting.

### 33 **Delegation and Subsidiary Bodies**

33.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation shall be recorded in the minute book.

33.2 The Directors may impose conditions when delegating, including the conditions that:

33.2.1 the relevant powers are to be exercised exclusively by the committee to whom they are delegated;

33.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

33.3 The Directors may revoke or alter such a delegation.

33.4 All acts and proceedings of any such committee must be fully and promptly reported to the Directors.

33.5 With the approval of the Directors, responsibility for a particular duty normally discharged by the President may be delegated to a Vice President.

33.6 A Director shall absent himself or herself from any discussions of the Directors in which it is possible that a conflict of interest may arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

33.7 Subject to Article 33.8, all acts done by a Meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- 33.7.1 who was disqualified from holding office; or
- 33.7.2 who had previously retired or who had been obliged by the Articles to vacate office;
- 33.7.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without

- (i) the vote of that Director, and
- (ii) that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting.

33.8 Article 33.7 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 33.7, the resolution would have been void, or if the Director has not complied with Article 33.6.

33.9 The Meeting of Delegates may create subsidiary bodies (the “**Subsidiary Bodies**”) to undertake certain aspects of the business of the Charity. The Subsidiary Bodies shall consist of:

- 33.9.1 the Standing Committee on the Antarctic Treaty System,
- 33.9.2 the Standing Committee on Antarctic Geographic Information
- 33.9.3 the Standing Committee on Antarctic Data Management
- 33.9.4 the Science Groups,
- 33.9.5 such other subsidiary bodies as appear appropriate.

33.10 All of the Subsidiary Bodies shall be formed and operate in accordance with the Subsidiary Bodies rules of procedure that shall form part of the Rules of Procedure from time to time. Any Subsidiary Bodies may, subject to the Rules of Procedure, be dissolved at any time.

34 **Minutes**

34.1 The Directors shall keep and communicate to Members minutes of all:

34.1.1 appointments of officers made by the Directors;

34.1.2 proceedings at meetings of the Charity;

34.1.3 Meetings of the Directors and of committees of Directors including:

(i) the names of the Directors present at the meeting;

(ii) the decisions taken at the meeting; and

(iii) where appropriate the reasons for the decisions.

35 **The Seal**

If the Charity has a seal, it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

36 **Accounts**

36.1 The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

36.2 The Directors shall keep accounting records as required by the Act.

37 **Annual Report and Return and Register of Charities**

37.1 The Directors shall comply with the requirements of the Charities Act 1993 with regard to:

37.1.1 the transmission of the statements of account to the Charity Commission;

- 37.1.2 the preparation of an annual report and its transmission to the Charity Commission;
- 37.1.3 the preparation of an annual return and its transmission to the Charity Commission;
- 37.2 The Directors shall notify the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## 38 **Notices**

- 38.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing or shall be given using electronic communications.
- 38.2 The Charity may give any notice to a Member either:
  - 38.2.1 personally; or
  - 38.2.2 by sending it by post in a prepaid envelope addressed to the Member at his address; or
  - 38.2.3 by leaving it at the address of the Member; or
  - 38.2.4 by giving it using electronic communications to the Member's address.
- 38.3 A Member who does not register a postal address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity, unless he gives to the Charity an address to which notices may be sent using electronic communications.
- 38.4 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.
- 38.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given



forty-eight hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, forty-eight hours after it was sent.

39 **Indemnity**

The Charity shall, to the extent permitted by the Act, indemnify every Director or other officer 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 favour of the Director or in which the Director is acquitted or in connection with any application in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

40 **Rules**

40.1 The Directors may from time to time recommend to the Members of the Charity such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity. The rules or bye laws may regulate the following matters but are not restricted to them:

40.1.1 the admission of Members of the Charity (including the admission of organisations to Membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;

40.1.2 the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;

40.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

40.1.4 the procedure at general meetings and meetings of the Directors and sub-committees of the Directors in so far as such procedure is not regulated by the Act or these Articles;

40.1.5 the procedure for appointing Directors in so far as such procedure is not regulated by the Act or these Articles;

- 40.1.6 generally, all such matters as are commonly the subject matter of company rules.
- 40.2 The Charity shall, subject to the approval of the Members in each case, have power to alter, add to or repeal the rules or bye laws.
- 40.3 The Directors shall adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Charity.
- 40.4 The rules or bye laws, shall be binding on all Members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or these Articles.