

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Articles of Association of

The Social Research Association

1. INTERPRETATION

In the Memorandum and in these Articles:

'The Act' means the Companies Act 1985 and any re-enactment

'AGM' means an Annual General Meeting of the Charity

'these Articles' means these articles of association

'Auditor' also means 'independent examiner' where relevant

'Authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

'Chair' means the Chair of the Trustees

'the Charity' means the company governed by these Memorandum and Articles

'charity trustee' has the meaning prescribed by the Charities Act

'the Commission' means the Charity Commissioners for England and Wales

'EGM' means an Extraordinary General Meeting of the Charity

'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

'material benefit' means a benefit which has a monetary value

'member of good standing' means a member of the SRA who has paid a current subscription or is within three months of the period of grace for payment

'Memorandum' means the Charity's Memorandum of Association

'month' means calendar month

'the Object' means the Object of the Charity as defined in the Memorandum

'Social research' is the process of systematically gathering, analysing and interpreting information about the behaviour, knowledge, beliefs, attitudes and values of human populations

'Secretary' means the Company Secretary of the Charity and includes any other person appointed to perform the duties of secretary of the Charity including a joint, assistant or deputy secretary. For these purposes the Honorary Secretary is not the Company Secretary unless specifically so appointed

'Trustee' means a director of the Charity and 'Trustees' means all of the directors

'the United Kingdom' means Great Britain and Northern Ireland

'office' means the registered office of the Charity

expressions referring to writing shall, unless the contrary intention appears shall be construed as including references to printing, lithography, photography or other modes of representing or reproducing words in a visible form including electronic format

'working day' means 24 hours from midnight following the relevant event excluding Saturdays, Sundays and Bank Holidays

'year' means calendar year

Expressions defined in the Act have the same meaning

References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

2. MEMBERSHIP

2.1 Membership of the Charity shall be open to any individual or organisation interested in promoting the Object who:

2.1.1 applies to the Charity in the form required by the Trustees

2.1.2 signs the Register of Members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative and who pays the annual membership subscription to the Charity

2.2 The Trustees may establish different classes of membership and prescribe their respective privileges and duties which shall be published in the Association's Standing Orders and set the amounts of any subscriptions

2.3 Membership is terminated if the member concerned:

2.3.1 gives written notice of resignation to the Charity

2.3.2 dies or (in the case of an organisation) ceases to exist

2.3.3 is three months in arrears in paying the relevant subscription (but in such a case the member may be reinstated on payment of the amount due) or

2.3.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 working days after receiving notice)

2.4 Membership of the Charity is not transferable

3. GENERAL MEETINGS

3.1 Members in good standing are entitled to attend and vote at general meetings either personally or by proxy, or in the case of a member organisation by an authorised representative.

3.2 Notice of General Meetings

3.2.1 An Annual General Meeting and an Extraordinary General meeting called for the passing of a special resolution or a resolution appointing a person as a Trustee shall be called by at least 21 working days written notice specifying the business to be discussed, date, time and venue of the meeting. All other Extraordinary General Meetings shall be called by at least 14 working days written notice specifying the business to be discussed, date, time and venue of the meeting.

3.2.2 Notice shall be given to all members and to the Trustees and auditors.

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

3.3 The Quorum

There shall be a quorum at a general meeting of twenty members in good standing or the representatives of member organizations also in good standing

3.4 Proceedings at General Meetings

3.4.1 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present shall preside at a general meeting

3.4.2 The Chair of the meeting 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 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

3.5 Votes

3.5.1 Except where otherwise provided by the Act every issue is decided by a simple majority of the votes cast

3.5.2 Except for the Chair of the meeting, who has a second and casting vote in the event of an equality of votes, every member present in person (or by proxy) has one vote on each issue

3.5.3 No members shall vote on any matter in which they have an interest or otherwise debate on such matters without the permission of the majority of persons present and voting, such permission to be given or withheld without discussion

3.5.4 No objection shall be raised to the qualification of any voter except at the 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 of the meeting whose decision shall be final and conclusive

3.5.5 A vote given by the representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Charity at the office before the commencement of the meeting at which the vote is given

3.5.6 Only members of the SRA shall be eligible to vote. All members shall be entitled to one vote on every resolution put before a General Meeting. Proxy votes shall only be counted on the demand for a poll, which shall be conducted as the Chair shall decide

3.6 Annual General Meeting (AGM)

3.6.1 The Charity shall hold an AGM each 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 AGM within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

3.6.2 At an AGM the members shall:

3.6.2.1 receive the accounts of the Charity and the Trustees' report on the Charity's activities for the previous financial year

3.6.2.2 accept the retirement of those Trustees who wish to retire or who are retiring by rotation

3.6.2.3 elect persons to be Trustees to fill the vacancies arising

3.6.2.4 elect the offices of Chair, Vice-Chair, Honorary Secretary and Honorary Treasurer. These officer posts shall each normally be held for a period of two years but members must seek re-nomination in the normal way for subsequent terms. Normally

no Officer may serve in any one post for more than three consecutive terms (six years in total). Exceptionally and by agreement of the AGM a further term may be approved.

3.6.2.5 appoint auditors for the Charity

3.6.2.6 may confer on individuals (with their consent) the honorary title of Patron, President or Vice-President of the Charity and

3.6.2.7 discuss and determine any issues of policy or deal with any other business put before them with ten working days notice

3.7 Extraordinary General Meetings (EGM)

3.7.1 All general meetings other than AGMs shall be called Extraordinary General Meetings

3.7.2 An Extraordinary General Meeting may be called at any time by the Trustees and must be called not more than eight weeks after receipt of a written request from at least fifty members.

4. TRUSTEES

4.1 The Trustees as charity trustees and the company directors shall manage the Charity and its property and funds

4.2 The Trustees when complete shall consist of twelve individuals (all of whom must be members)

4.3 Trustees shall be appointed as provided subsequently in these Articles

4.4 All Trustees must sign a declaration of willingness to act as charity trustees of the Charity before they are eligible to vote at any meeting of the Trustees

4.5 Powers of Trustees

The Trustees shall have the following powers in the administration of the Charity

4.5.1 to direct and manage the Charity in accordance with the general policy decisions of its members and in accordance with its Object:

4.5.2 to appoint (and remove) a Secretary to the Charity at such remuneration (if not a Trustee) as they may think fit

4.5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)

4.5.4 to make Standing Orders consistent with the Memorandum, and these Articles to govern proceedings at general meetings and other matters

4.5.5 to establish procedures to assist the resolution of disputes within the Charity

4.5.6 to exercise any powers of the Charity that are not reserved to a general meeting

4.6 Appointment and Retirement of Trustees

4.6.1 The first Trustees of the incorporated company shall be those Trustees acting as such at the time of incorporation

4.6.2 At the first AGM after incorporation the Trustees shall retire from office according to the rotation already agreed

4.6.3 No person may be appointed as a Trustee:

4.6.3.1 unless they have attained the age of 18 years; or

4.6.3.2 in circumstances such that, had they already been Trustees they would have been disqualified from acting

4.6.4 Trustees shall cease to hold office if they;

4.6.4.1 are disqualified under the Charities Act from acting as a charity trustee

4.6.4.2 are incapable, whether mentally or physically, of managing their own affairs

4.6.4.3 resign by written notice to the Trustees (but only if at least two Trustees shall remain in office)

4.6.4.4 are absent without the permission of the Trustees from three consecutive meetings of the Trustees and the Trustees resolve that their office be vacated

4.6.4.5 cease to be a member of the Charity or

4.6.4.6 are removed by resolution passed by at least 75% of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views

4.7 The Trustees may at any time invite any person duly qualified to be appointed as a Trustee to fill a casual vacancy in their number, but a so-appointed Trustee holds office only until the expiration of the term of office of the Trustee whose place is taken. Trustees may at any time co-opt up to three members of the SRA to the Board, but without voting rights and they shall not be Trustees or Directors, to serve until the next AGM

4.8 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

5. PROCEEDINGS OF TRUSTEES

5.1 The Trustees shall hold at least three meetings each year

5.2 A quorum at a meeting of the Trustees shall be six

5.3 A meeting of the Trustees may be held either in person or by suitable electronic or other means as agreed by the Trustees in which all participants may communicate with all the other participants

5.4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees shall preside at each meeting

5.5 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).

5.6 Except for the Chair of the meeting who has a second and casting vote, every Trustee shall have one vote on each issue

5.7 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Company Secretary at the request of a Trustee shall, call a meeting of the Trustees

5.8 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 or Trustee may act only for the purpose of filling vacancies or of calling a general meeting

5.9 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. The Trustees shall authorise, in writing, the Treasurer and up to three other Trustees and, if considered appropriate, one named member of staff to sign cheques on behalf of the Charity. Cheques may be signed by one authorised person up to a given level (to be determined by the Trustees from time to time) and any two authorised signatories over this limit

5.10 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

6. RECORDS AND ACCOUNTS

6.1 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 Charity Commission for England and Wales of:

6.1.2 annual returns

6.1.1 annual reports

6.1.3 annual statements of account

6.2 The Trustees must keep proper records of:

6.2.1 all proceedings at general meetings

6.2.3 all proceedings at meetings of the Trustees

6.2.4 all reports of committees and

6.2.5 all professional advice obtained and all financial transactions including records of assets and liabilities

6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

6.4 A copy of the Charity's latest available statement of account must be supplied within two months to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs

7. AUDITS

7.1 The Trustees shall cause accounting records to be kept in accordance with the requirements of the Act. These records shall be audited or examined annually by auditors appointed by the Trustees.

7.2 The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Trustees shall think fit and shall always be open to the inspection of the Trustees.

7.3 The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Charity or any of them shall be open to the inspection of members not being Trustees and no member (not being a Trustee) shall have any right to inspect any account or book or document of the Charity except as conferred by statute or authorised by the Trustees or by the Charity in general meeting.

7.4 At the annual general meeting in every year the Trustees shall in accordance with the provisions of the Act lay before the Charity the audited or examined accounts, balance sheets and reports. Copies of such accounts, balance sheets and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed thereto or to accompany the same shall, not less than twenty one clear days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware.

8. NOTICES

8.1 Notices under these Articles 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 newspaper or any newsletter distributed by the Charity

8.2 The only address at which a member is entitled to receive notices is the address shown in the Register of Members

8.3 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

8.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

NAMES AND ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS

Name	Address	Signature
Barbara Doig	2E Gillsland Road, Merchiston, Edinburgh EH10 5BW	
Ceridwen Roberts	96 North Road, London N6 4AA	
Sian Llewellyn- Thomas	6 Clare Road, London E11 1JU	
Judith Sidaway	10 Hurst Street, London SE24 0EG	
John Wicks	5 Huntingdon Close, Lower Earley, Reading RG6 AB	

Date

Witness to the above signatures

Name

Signature

Address

Occupation