

THE COMPANIES ACTS 1985 AND 1989

ARTICLES OF ASSOCIATION

OF

THE MATHEMATICAL ASSOCIATION

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The Companies Acts 1985 and 1989
Company limited by guarantee and not having a share capital

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THE MATHEMATICAL ASSOCIATION**

Interpretation

1. In these regulations:-

“A Director”	a director of the Association holding the position of either chairman of the Association, or treasurer of the Association or secretary of the Board (which, for the avoidance of doubt, is a distinct role from the Secretary) or the chairman of any committee established by the Board from time to time.
“Act”	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
“Articles”	the articles of the Association from time to time and for the time being.
“Association”	The Mathematical Association (company number: 5729264)
“B Director”	a director who is not an A Director or a President.
“Board”	means the board of directors of the Association from time to time and for the time being or (as the context shall require) any of them acting as the board of directors of the Association.
“Clear Days”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
“Director”	means an A Director, a B Director or a President.
“Executed”	includes any mode of execution.

“Honorary Member”	<p>any person who has made a distinguished contribution to mathematical education or who have provided outstanding service to the Association. Honorary Members shall:</p> <ul style="list-style-type: none"> i) be appointed by the Board; and ii) have all the privileges of Personal Members but shall not be required to pay any subscription and “Honorary Membership” shall be construed accordingly.
“Institutional Member	<p>organisations with an educational interest, such organisations will nominate a person within it who will:</p> <ul style="list-style-type: none"> i) represent it and vote on its behalf at General Meetings of the Association; ii) use the Association’s library; iii) receive such publications as the Board shall decide.
“Life Member”	<p>a Member appointed as such by the Board, such meeting of the Board having taken place at the date of adoption of these Articles and Life Members shall have all of the privileges of Personal Members but shall not be required to pay any subscription whatsoever.</p>
“Member”	<p>any member of the Association and, subject to any provisions of these Articles to the contrary, such member is entitled to attend and vote at all general meetings of the Association, to use the Association’s library and to receive such publications as the Board shall decide.</p>
“Office”	<p>the registered office of the Association or such other address as the Board shall from time to time agree.</p>
“Ordinary Business”	<p>the following matters which require an ordinary resolution to be passed:-</p> <ul style="list-style-type: none"> i) appointment of Directors; ii) removal of Directors; and iii) appointment of auditors
“Ordinary Resolution”	<p>a resolution passed by a simple majority of the Members present at a general meeting of the Association.</p>

“Personal Member”	a Member who is not an Honorary Member, Life Member, Institutional Member or Senior Member.
“President”	any director who is also a president, president designate or an immediate past president of the Association from time to time as appointed by the Members.
“Secretary”	the Secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association, including a joint, assistant or deputy Secretary.
“Senior Member”	a Member who has been a member of the Association for 20 years or more and wishes to pay a reduced subscription fee thereby receiving the reduced journal subscription.
“Special Resolution”	as defined in section 378(2) of the Act.
“United Kingdom”	Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Association.

Unless the context otherwise requires words denoting the singular shall include the plural and vice versa.

The regulations contained in Table A in the Schedule to the Act (“Table A”) shall apply to the Association save insofar as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Association.

2. Membership

- 2.1 The number of members with which the Association proposes to be registered is unlimited.
- 2.2 The Association shall maintain a register of members.
- 2.3 The subscribers to the memorandum of association of the Association and such other persons as are admitted to membership in accordance with the Articles shall be members of the Association. No person shall be admitted as a member of the Association unless approved by the Board. Membership shall not be transferable.
- 2.4 The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application and no reasons need be given by the Board for such refusal.
- 2.5 Membership is terminated if the member concerned:-
 - 2.5.1 gives 3 months written notice of resignation to the Association;

- 2.5.2 dies or (in the case of an organisation) ceases to exist;
- 2.5.3 is three months in arrears in paying the relevant subscription (if any) (but in such a case a member may be reinstated on payment of the amount due);
- 2.5.4 is removed from membership by a resolution of the Board that such removal is in the best interests of the Association or that in the opinion of the Board such member is deemed to be unfit to be a member of the Association;
- 2.5.5 is declared bankrupt;
- 2.5.6 makes an assignment or enters into an arrangement for the benefit of its creditors; or
- 2.5.7 (in the case of a corporation) be wound up.

3. Membership Subscriptions

- 3.1 Annual subscriptions shall be fixed by the Board.
- 3.2 The Board shall prepare each year a budget of expenditure for the ensuing year and shall fix subscriptions for membership to meet the needs of the budget.
- 3.3 Subject to Article 3.4 below the Membership year shall be from the 1st day of January to the 31st day of December. Subscriptions shall be due in advance on the 1st day of January of each year.
- 3.4 The Membership year in respect of Institutional Members shall be from the 1st day of September to the 31st day of August. Subscriptions shall be due in advance by the 1st day of September each year.

4. Classes of Membership

- 4.1 The Association shall have the following classes of membership:
 - 4.1.1 Personal Members;
 - 4.1.2 Senior Members;
 - 4.1.3 Honorary Members;
 - 4.1.4 Institutional Members; and
 - 4.1.5 Life Members.
- 4.2 The different classes of Members shall have different rights and obligations and the directors shall record the rights and obligations in the register of Members.
- 4.3 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 4.4 The rights attached to a class of membership may only be varied if:
 - 4.4.1 three-quarters of the members of that class consent in writing to the variation; or
 - 4.4.2 a special resolution passed at a separate general meeting of the members of that class agreeing to the variation.

- 4.5 The provisions of these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class members.

5. General Meetings

- 5.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5.2 The annual general meeting of the Association shall be held each year on such date and at such time as shall be fixed by the Board.
- 5.3 The Directors may call general meetings and, on the requisition of members representing not less than 10% of the total voting rights of all the members entitled to vote, and pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not earlier than 14 days nor later than eight weeks after receipt of the requisition.

6. Notice of General Meetings

- 6.1 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 Director shall be called by at least twenty-one Clear Days' notice. All other extraordinary general meetings shall be called by at least fourteen Clear Days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the Members and to the Directors and auditors.
- 6.2 All matters to be considered at a general meeting other than Ordinary Business shall be deemed to be extraordinary and require a special resolution to be passed.
- 6.3 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 shall not invalidate the proceedings at that meeting.

7. Proceedings at General Meetings

- 7.1 There must be a quorum present before a meeting starts to do business and throughout the meeting. A quorum in respect of an annual general meeting is thirty-five Members or an authorised representative of a Member (where such Member is not a natural person). A quorum for the purposes of all other meetings of the Members of the Association is fifteen Members or an authorised representative of a Member (where such Member is not a natural person).
- 7.2 If such quorum is not present within an hour from the time set for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Chairman of the meeting may determine.
- 7.3 If the quorum is not present at the reconvened meeting within half an hour of the time specified for the start of that adjourned meeting, those members present at that time shall constitute a quorum for the purposes of that meeting.
- 7.4 The Chairman of the Board shall preside as Chairman of the meeting, but if the Chairman of the Board is not present within fifteen minutes after the time

appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chairman and, if there is only one Director present and willing to act, that Director shall chair the Meeting.

- 7.5 If no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman.
- 7.6 The Chairman 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 the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Day's 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.
- 7.7 On a show of hands every member present in person shall have one vote. On a ballot, every member present in person shall have one vote. In the case of equality of votes, the Chairman shall have a second vote.
- 7.8 Voting of any Resolution (unless otherwise required by these Articles) shall be by a show of hands, one vote per member present, but notwithstanding that any Resolution may have been carried or defeated on a show of hands the Chairman or any member entitled to vote thereon) shall have the right to require that a ballot of members entitled to vote thereon be taken forthwith.
- 7.9 Unless a ballot is duly demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 7.10 The demand for a ballot may, before the ballot is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 7.11 A ballot shall be taken as the Chairman directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the ballot. The result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 7.12 A ballot demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A ballot demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than fifteen days after the ballot is demanded. The demand for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the ballot was demanded. If a ballot is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 7.13 No notice need be given of a ballot not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven Clear Days' notice shall be given specifying the time and place at which the ballot is to be taken.
- 7.14 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
- 7.15 No member shall be entitled to vote if after demand they shall not have paid their current year's subscription.

8. Number of Directors

The number of directors shall not be less than eleven but not more than twenty-five (unless otherwise determined by ordinary resolution). Regulation 89 of Table A regarding the number of directors which constitutes a quorum is modified accordingly.

9. Appointment and retirement of Directors

- 9.1 A Director must be a natural person aged 18 or over.
- 9.2 A Director must also be a Member.
- 9.3 No one may be appointed a Director if such Director would be disqualified from acting under the provisions of Article 10.
- 9.4 Save for a President the election of Directors shall take place at the Annual General Meeting as follows:
- 9.4.1 Directors shall be appointed annually and (subject to Article 9.4.2 and 9.4.3 below) a retiring Director may stand for re-election;
- 9.4.2 A Directors may not hold the role to which they have been elected for more than five years in any continuous period of ten years; and
- 9.4.3 B Directors may not serve for a period of more than three years consecutively and election to a further term is subject to a maximum of six years in any continuous period of nine years.
- 9.5 Nominations for election as Directors must be made in writing by two Members. Such nominations together with the nominee's written consent to serve shall be delivered to the Secretary by 31st December of the year preceding the Annual General Meeting in question and shall be notified to Members 14 days before that meeting.
- 9.6 If insufficient candidates be nominated in advance under Article 9.5 above, Members who will be present at the Annual General Meeting may make further nominations (which must have the nominee's written consent) which shall be duly proposed, seconded and handed to the Secretary prior to the Annual General Meeting.
- 9.7 If the total number of nominations under Article 9.5 and 9.6 exceeds the total number of vacancies, those nominated under Article 9.5 shall be deemed to have been elected by ballot.

- 9.8 If a ballot is necessary, all votes shall be recorded on a printed ballot paper and the candidates securing the most votes on the ballot papers shall be deemed to have been elected. The election of candidates receiving an equality of votes shall be decided by lot.
- 9.9 If the number of Directors is reduced for whatever reason the Board may elect a person eligible for membership of the Board to fill any vacancy in the Board. Such a new Director shall hold office until the next Annual General Meeting, when they shall be eligible for election.
- 9.10 The Board shall have power at any time to co-opt any person to be a Director to serve upon the Board for such time as it shall think fit, but in an advisory capacity only and without the right to vote. Such person shall not count towards the quorum in respect of meetings of Directors.

10. Disqualification and removal of Directors

The Office of a Director shall be vacated if:-

- 10.1 such Director ceases to be a Director by virtue of any provision of the Act or they become prohibited by law from being a Director; or
- 10.2 such Director becomes bankrupt or makes any arrangement or composition with their creditors generally; or
- 10.3 such Director is, or may be, suffering from mental disorder and either:-
- 10.3.1 they are admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- 10.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
- 10.4 such Director resigns their office by written notice to the Association; or
- 10.5 such Director shall for more than three consecutive meetings have been absent without permission of the Directors from meetings of the Board and the Board resolve that their office be vacated.

11. Directors' expenses

The Directors may be paid all travelling, hotel, and other expenses properly and reasonably incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties.

12. Directors' interests

A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

13. Proceedings of Directors

- 13.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

- 13.2 Any 4 Directors together may summon a meeting of the Board. At that time the Board shall provide written details (an "Agenda") of the matters to be discussed. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 13.3 The Agenda shall state the matters to be discussed in sufficient detail to make clear the full purpose of the discussion.
- 13.4 Questions arising at any meeting of the Board shall be decided by a majority of the votes of the Directors present and voting. On all matters put to the vote at a Board meeting all Directors shall have one vote. In the case of an equality of votes the Chairman shall have a second vote.
- 13.5 At all meetings of the Board the quorum shall be eight.
- 13.6 The proceedings of the Board shall not be invalidated by reason of any vacancy for the time being in its number.
- 13.7 If there is no Director holding the office of Chairman, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting.
- 13.8 All acts done by a meeting of Directors, or of a committee appointed by the Board, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 13.9 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors 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 and may consist of several documents in the like form each signed by one or more Directors.
- 13.10 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and their ruling in relation to any Director other than themselves shall be final and conclusive.

14. Powers of the Board

- 14.1 Subject to the provisions of the Act, the memorandum and the Articles and to any directions given by special resolution, the business of the Association and the general management of the Association and the election of members shall be vested in the Board who shall have power in addition to any powers expressed in or implied by these Articles to do all such things as it may deem necessary or expedient to promote the objects of the Association.
- 14.2 No alteration of the memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the

Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

14.3 Without prejudice to Article 14.2 the following powers shall be vested in the Directors:

14.3.1 The Board shall appoint committees for such purposes, for such periods and upon such terms as it may from time to time prescribe and may delegate thereto all or any of its powers under these Articles, and the acts and Resolutions of any such committee shall, to the extent of such delegation; be deemed to be those of the Board. The Board may appoint any person to serve on any such committee, but at least one Director shall be a member thereof.

14.3.2 The Board shall appoint (and shall have the power to remove) a Secretary of the Association and may appoint such other offices and staff at such salaries, on such conditions and with such duties as it may deem expedient.

15. Minutes

The Directors shall cause minutes to be made in books kept for the purpose:-

15.1 of all appointments of officers made by the Directors; and

15.2 of all proceedings at meetings of the Association and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

16. Accounts

16.1 The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable section 227) of 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.

16.2 The Directors must keep accounting records as required by sections 221 and 222 of the Act.

17. Annual Report and Return and Register of Charities

17.1 The Directors must comply with the requirements of the Charities Act 1993 with regard to:

17.1.1 the transmission of the statements of account to the Association;

17.1.2 the preparation of an annual report and its transmission to the Charity Commission; and

17.1.3 the preparation of an annual return and its transmission to the Charity Commission.

17.2 The Directors must notify the Charity Commission promptly of any changes to the Association's entry on the Central Register of Charities.

18. Notices

18.1 Save as otherwise provided notice may be given to any Member either:

- 18.1.1 personally, in which case such notice shall be deemed to have been served at the time of delivery;
 - 18.1.2 by first class post to the last address supplied by the Member to the Association or (if the member be a corporation) to the registered office as the Secretary shall decide, in which case service of such notice shall be deemed to be effected by properly addressing prepaying and posting the notice, and the notice shall be deemed to have been served 3 working days after posting;
 - 18.1.3 by facsimile transmission, in which case such notice shall be deemed to have been received by the addressee within 3 working days if sent to the last recorded facsimile number of the addressee and dispatch of the transmission was confirmed and/or acknowledged as the case may be;
 - 18.1.4 by electronic mail, in which case such notice shall be deemed to have been received by the addressee within 3 working days if sent to the last recorded electronic mail address of the addressee;
 - 18.1.5 by any means of telecommunication in permanent written form; or
 - 18.1.6 by publishing the same in any suitable journal or national newspaper, in which case service shall be deemed to have been effected on the date of publication of the notice.
- 18.2 A technical defect in the giving of notice of which the recipient is unaware at the time does not invalidate decisions taken at a meeting.

19. Dissolution

- 19.1 If the Board decides that it is necessary or advisable to dissolve the Association it shall call a special general meeting of all Members which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given.
- 19.2 If the proposal is confirmed by a two-thirds majority of those present and voting the board shall have the power to realise any assets held by or on behalf of the Association.
- 19.3. The provisions of the Memorandum relating to dissolution of the Association at paragraph 8 take effect as though repeated here.

20. Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

21. Rules

- 21.1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Association.
- 21.2 The bye laws may regulate the following matters but are not restricted to them:
 - 21.2.1 the admission of members to the Association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees or payments to be made by members;
 - 21.2.2 the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
 - 21.2.3 the setting aside of the whole or any part or parts of the Associations premises at any particular time or times or for any particular purpose or purposes;
 - 21.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles; and
 - 21.2.5 generally, all such matters as are commonly the subject matter of Association rules.
- 21.3 The Association in general meeting has the power to alter, add or repeal the rules or bye laws.
- 21.4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Association.
- 21.5 The rules or bye laws shall be binding on all members of the Association. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.