



IATEFL ARTICLES OF ASSOCIATION

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**THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY GUARANTEE**

Articles of Association of

**INTERNATIONAL ASSOCIATION OF TEACHERS OF ENGLISH AS A FOREIGN
LANGUAGE**

Interpretation

1. In these Articles:

"the 1985 Act" means the Companies Act 1985;

"the 2006 Act" means the Companies Act 2006;

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

"the Charity" means the company intended to be regulated by these Articles;

"the Commission" means the Charity Commission for England and Wales;

"the Directors" means the directors of the Charity. The Directors are charity trustees as defined by Section 97 of the Charities Act 1993;

"the Memorandum" means the memorandum of association of the Charity;

"Officers" includes the Directors and the secretary;

"the Seal" means the common seal of the Charity;

"Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the United Kingdom" means Great Britain and Northern Ireland;

and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

The provisions of the Memorandum to the extent that they could have been contained in the Articles shall take effect as though repeated here.

Members

2. Membership is open to individuals or organisations who:

(a) apply to the Charity in the form required by the Directors;

(b) pay the appropriate subscription as determined by the Directors; and

(c) are approved by the Directors.

3. Refusal
 - (a) 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 Charity to refuse the application.
 - (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
4. Membership is not transferable.
5. The Directors must keep a register of names and addresses of the members.

Classes of Membership

6. The Directors may establish classes of membership with different rights and obligations and set the amounts of any subscriptions.

Termination of Membership

7. Membership is terminated if:
 - (a) the member dies or, if it is an organisation, ceases to exist;
 - (b) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
 - (c) the member fails to renew his/her/its membership upon expiry;
 - (d) any sum due from the member to the Charity is not paid in full;
 - (e) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (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.

General meetings

8. The Directors may call a general meeting at any time provided that not more than 27 months shall elapse between general meetings.
9. Members may requisition a general meeting in accordance with the provisions of the 2006 Act.

Notice of general meetings

10. A minimum of 14 days notice shall be given for all general meetings.

11. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.
12. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 19-28 of these Articles.
13. The notice must be given to all the members and to the Directors and auditors except that the Charity may elect not to give notice to members for whom it does not hold a valid e-mail address.
14. 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.

Proceedings at general meetings.

15. Quorum
 - (a) No business shall be transacted at any general meeting unless a quorum is present.
 - (b) A quorum is 20 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
 - (c) The authorised representative of a member organisation shall be counted in the quorum.
 - (d) If:
 - (i) a quorum is not present within one hour from the time appointed for the meeting; or
 - (ii) during a meeting a quorum ceases to be present;the meeting shall be adjourned to the following day at the same time and place or to such time and place as the Directors shall determine. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person at that time shall constitute the quorum for that meeting.
16. Chair
 - (a) General meetings shall be chaired by the President.
 - (b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
 - (c) If there is only one Director present and willing to act, he or she shall chair the meeting.
 - (d) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

17. Adjournment

- (a) The person who is chairing the meeting may adjourn a general meeting if the meeting consents to an adjournment.
- (b) The person who is chairing the meeting must adjourn a general meeting if directed to do so by the meeting.
- (c) 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.
- (d) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (e) If a meeting is adjourned by a resolution of the members for more than 30 days, at least 14 days' notice shall be given of the reconvened meeting in the same manner as for a general meeting.

18. Voting

- (a) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (i) by the person chairing the meeting; or
 - (ii) by at least five members present in person or by proxy and having the right to vote at the meeting; or
 - (iii) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (b) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (c) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (d) A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (e) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (f) A poll must be taken immediately and as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (g) The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (h) No poll shall be demanded on the election of a person to chair a meeting or on a question of adjournment.
- (i) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- (j) In the case of an equality of votes, whether on a show of hands or on a poll, the person chairing the meeting shall be entitled to a second or casting vote.

Proxies: appointment and voting

19. Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Charity.
20. Proxies may only be validly appointed by a notice in writing (a "proxy notice") which:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine;
 - (d) and is delivered to the Charity in accordance with Article 25 and any instructions contained in the notice of the general meeting to which it relates.
21. The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
22. A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
23. Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as proxy in relation to any adjournment of the general meeting to which it relates, as well as to the meeting itself.
24. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it on the appointor's behalf.
25. The proxy notice and any authority under which it is executed may be lodged with the Charity as follows:
 - (a) by depositing it at the registered office or at such other place as is specified in the notice convening the meeting or in any proxy notice sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote; or
 - (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
 - (i) in the notice convening the meeting, or
 - (ii) in any proxy notice sent out by the Charity in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting,it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.

26. A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
27. An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
28. A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been revoked unless notice of the revocation was received by the Charity at:
 - (a) its registered office; or
 - (b) at such other place at which the instrument of proxy was duly deposited; or
 - (c) where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received;before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.

Written resolutions

29. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

30. Subject to Article 6 and the payment of any membership subscription which is due to the Charity, every member, whether an individual or an organisation, shall have one vote.
31. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
32. Organisations
 - (a) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
 - (b) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Directors

33. A Director must be a human being aged 16 years or older and a member of the Charity.
34. No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 46.
35. The number of Directors shall be not less than four and not more than 12.
36. Subject to Articles 39 and 40, all Directors shall be appointed by ordinary resolution of the Charity in general meeting.
37. No person may be appointed a Director at any general meeting unless:
 - (a) he or she is recommended for appointment by the Directors; or
 - (b) not less than twenty-eight days before the date of the meeting, the Charity is given a notice that:
 - (i) is signed by a member entitled to vote at the meeting;
 - (ii) states the member's intention to propose the appointment of a person as a Director;
 - (iii) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.
38. There shall be four ex-officio Directors who shall be appointed to office by ordinary resolution of the Charity in general meeting:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Treasurer; and
 - (d) the Secretary.
39. The Directors may resolve to permit specified classes or groups of members to appoint a Director. Any such appointment shall be subject to the approval of the elected Directors, but shall not require the approval of the Charity in general meeting.
40. The Directors may appoint any person to be a Director, either to fill a vacancy or to act as an additional Director. A Director appointed under this Article 40 shall retire at the next general meeting but shall be eligible for appointment by the Charity in general meeting or under Article 39.
41. The number of Directors appointed under Articles 39 and 40 shall not represent more than 40% of the total number of Directors serving at any one time.
42. Except for the President, Vice President and any Director appointed under Article 40, all Directors shall serve for three years and shall be eligible for re-appointment, provided that the maximum period of continuous service is six years.
43. Any Director who has served for six continuous years may not be re-appointed until a minimum of one year has elapsed.

44. The President shall hold office for two years having served as Vice-President (President Elect) for the year immediately preceding. At the end of his or her tenure the President shall immediately serve as Vice-President (Past President) for one year. A Past President may not stand for re-appointment as a Director until one year after the end of his or her tenure as Vice President (Past President).
45. The Vice-President shall in alternate years be the President Elect for the following year and the immediate Past President from the preceding year.

Disqualification and removal of Directors

46. A Director shall cease to hold office if he or she:
 - (a) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
 - (b) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (c) ceases to be a member of the Charity;
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (e) resigns as a Director by notice to the Charity (but only if at least four Directors will remain in office when the notice of resignation is to take effect); or
 - (f) is absent without the permission of the Directors from two consecutive Directors' meetings and the Directors resolve that his or her office be vacated.

Directors' remuneration

47. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Powers of Directors

48. The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the 1985 Act or the 2006 Act, the Memorandum, these Articles or any special resolution.
49. No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
50. Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Proceedings of Directors

51. The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
52. Any Director may call a meeting of the Directors.
53. The Secretary must call a meeting of the Directors if requested to do so by a Director.

54. Notice of any meetings of the Directors may be given by telephone, facsimile or electronic mail.
55. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the person chairing the meeting shall have a second or casting vote.
56. 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 two or such larger number as is decided by the Directors from time to time.
57. 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.
58. A person may participate in a meeting of the Directors or of a committee of Directors by means of electronic communication provided that throughout the meeting all persons participating are able to communicate interactively and simultaneously with all other parties participating in the meeting (notwithstanding accidental disconnection of the means of electronic communication during the meeting). A person participating in the meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.
59. Any Director who ceases to be a Director at a meeting of the Directors may continue to be present and counted in the quorum until termination of the meeting if no other Director objects and if otherwise a quorum of the Directors would not be present.
60. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of admitting members to the Charity, filling vacancies or of calling a general meeting.
61. The President of the Charity shall chair meetings of the Directors. If the President is unable to attend the Vice-President shall chair. If neither the President nor Vice-President is willing to preside or present within 10 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
62. 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.
63. A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of 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 the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
 - (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office or at such other place as is specified for the purpose within the period of 28 days beginning with the circulation date.

The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

64. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any

transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will 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).

65. Subject to Article 66, 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:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter by reason of a conflict or 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 the quorate meeting.

66. Article 65 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of Directors or of the committee of Directors if, after Article 65, the resolution would have been void, or if the Director has not complied with Article 64.

Delegation

67. The Directors may delegate any of their powers or functions to a committee of two or more members of the Charity appointed by the Directors. The terms of any delegation must be recorded in the minute book.
68. The Directors may impose regulations and conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
69. The proceedings of any committees to which the Directors delegate any of their powers shall follow the provisions of these Articles which govern the proceedings of the Directors as far as they are applicable and are not inconsistent with any regulations or conditions imposed under Article 68, in which case such regulations and conditions shall prevail.
70. The Directors may revoke or alter a delegation.
71. All acts and proceedings of any committees must be fully and promptly reported to the Directors.

Seal

72. The Seal of the Charity must 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 shall be signed by a Director and by the Secretary or by a second Director.

Minutes

73. The Directors must keep minutes of all:
- (a) appointments of Officers made by the Directors;
 - (b) proceedings at meetings of the Charity; and
 - (c) meetings of the Directors and committees of Directors including:
 - (i) the names of the Directors present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for their decisions.

Accounts

74. The Directors must prepare for each financial year accounts as required by the 2006 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.
75. The Directors must keep accounting records as required by the 2006 Act.
76. No member shall (as such) have any right of inspecting accounting records or other books or documents of the Charity except as conferred by statute or authorised by the Directors or by ordinary resolution of the Charity.

Annual report and return and register of charities

77. The Directors must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
78. The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Notice

79. Subject to Articles 51 and 54, any notice to be given to or by any person pursuant to these Articles:
- (a) must be in writing; or
 - (b) must be given using electronic communications.
80. The Charity may give any notice to a member either;
- (a) personally; or

- (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member on the register; or
 - (c) by leaving it at the address recorded for the member on the register; or
 - (d) by giving it using electronic communications to the address notified by the member; or
 - (e) by website the address of which shall be notified to the member; or
 - (f) where applicable to members generally, by publication in any journal or newsletter distributed by the Charity.
81. Any notice given in accordance with these articles shall be deemed to have been duly received:
- (a) if delivered personally, at the time of delivery; or
 - (b) if sent by post, 72 hours after posting if sent to an address within the UK or 7 days after posting if sent to an address outside the UK; or
 - (c) if left at the address of the member, 24 hours after being left; or
 - (d) if given using electronic communications, at the time it was sent; or
 - (e) if given by website, at the time the material was first made available on the website, or if later, when the recipient received or is deemed to have received notice of the fact that material was available on the website; or
 - (f) if published in a journal or newsletter, on the date of publication.
82. Proof that an envelope containing a notice or a publication containing a notice was properly addressed, prepaid and posted or was left at the address of the member shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication has been transmitted to the correct address shall be conclusive evidence that the notice was given.
83. A member who does not register an address with the Charity shall not be entitled to receive any notice from the Charity.
84. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

Indemnity

85. The Charity may indemnify any Director, auditor, reporting accountant, or other Officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.

Rules

86. The Directors may from time to time make such reasonable and proper rules or bye laws as they deem necessary or expedient for the proper conduct and management of the Charity. The bye laws may regulate the following matters but are not restricted to them:
- (a) 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 and subscriptions and other fees or payments to be made by members;

- (b) the conduct of members of the Charity in relation to one another and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the 1985 Act or 2006 Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
87. The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
88. The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
89. 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 the Articles.