

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE
INTERNATIONAL INSTITUTE
FOR STRATEGIC STUDIES

PART 1
DEFINITIONS AND INTERPRETATION

1. Defined terms

1.1 In the memorandum and articles, unless the context requires otherwise:

"articles"	means the Institute's articles of association;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales and Northern Ireland which have an effect similar to that of bankruptcy;
"Chairman"	means the Chairman for the time being of the Trustees;
"Chairman of the Institute"	means the Chairman for the time being of the Council;
"Charities Act"	means the Charities Act 1993;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Institute;

"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	has the meaning given in section 1168 of the Companies Act 2006;
"Honorary Position"	means the Chairman, Vice-Chairman and Honorary Treasurer and such other positions as the Trustees may from time to time resolve should fall within this term;
"Guarantor"	is a member as defined in section 22(1) of the Companies Act 1985;
"memorandum"	means the Institute's Memorandum of Association;
"ordinary resolution"	has the meaning given in section 282 of the Companies Act 2006;
"participate"	in relation to a Trustees' meeting, has the meaning given in article 10;
"special resolution"	has the meaning given in section 283 of the Companies Act 2006;
"Subscribing Members"	means persons interested in the work of the Institute and who in return for the payment of an annual subscription accept such rights and agree to undertake such obligations as the Trustees may prescribe from time to time and "Subscribing Membership" means all of them;
"the Institute"	means this company;
"the objects"	means the Objects of the Institute as defined in clause 3 of the memorandum;
"Trustee"	means a director of the Institute, and includes any person occupying the position of director, by whatever name called;

- "Trustees' meeting" means a meeting of the Institute's Trustees
- "The Vice-Chairman" means the Vice Chairman for the time being of the Trustees;
- "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
- "year" means a period of 365 days.
- 1.2 References to an Act of Parliament in the memorandum and articles are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

PART 2
TRUSTEES
TRUSTEES' POWERS AND RESPONSIBILITIES

2. Trustees' General Authority

- 2.1 Subject to the articles, the Trustees, as company directors and charity trustees are responsible for the management of the Institute, for which purpose they may exercise all the powers of the Institute.
- 2.2 The Trustees shall consist of not fewer than ten and not more than twenty in number.

3. Guarantors

- 3.1 Any person who is appointed as a Trustee of the Institute shall ex-officio be a Guarantor, and shall cease to be a Guarantor forthwith upon ceasing for any reason to be a Trustee.
- 3.2 A person's status as a Guarantor is not transferable.

4. Trustees may delegate

4.1 Subject to the articles, the Trustees may delegate any of the powers which are conferred on them under the articles

- (1) to such committee;
- (2) by such means;
- (3) to such an extent;
- (4) in relation to such matters or territories; and
- (5) on such terms and conditions;

as they think fit, provided that a minimum of one Trustee is a member of any such committee.

4.2 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

5. Committees

5.1 Committees to which the Trustees delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by Trustees.

5.2 The quorum for a meeting of any committee constituted pursuant to article 4.1 shall be fixed from time to time by the Trustees, but no committee meeting shall be quorate unless one Trustee is present.

5.3 The Trustees may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

6. The Council

The Trustees will regularly take advice on the intellectual direction of the Institute from the Council, a group comprised of distinguished individuals drawn from the Institute's world-wide Subscribing Membership. The chairman of that Council shall be known as the "Chairman of the Institute".

DECISION-MAKING BY TRUSTEES

7. Trustees to take decisions collectively

7.1 The general rule about decision-making by Trustees is that any decision of the Trustees must be either a unanimous decision or a majority decision.

7.2 Subject to the articles, the Trustees

- (1) may take either a unanimous decision or a majority decision on any matter; and
- (2) may take any decision at a Trustees' meeting or in the form of a Trustees' written resolution.

8. Unanimous decisions

8.1 The Trustees take a unanimous decision when they all indicate to each other by any means that they share a common view on a matter.

8.2 A unanimous decision may take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.

9. Calling a Trustees' meeting

- 9.1 The Trustees must hold at least four meetings each year.
- 9.2 The Chairman or Vice-Chairman of the Trustees may call a Trustees' meeting by giving notice of the meeting to the Trustees or by authorising the Institute secretary to give such notice.
- 9.3 Notice of any Trustees' meeting must indicate:
 - (1) its proposed date, time and subject matter;
 - (2) where it is to take place; and
 - (3) if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 9.4 Notice of a Trustees' meeting must be given to each Trustee, but need not be in writing.
- 9.5 In fixing the date and time of any Trustees' meeting, the Trustee calling it must try to ensure, subject to the urgency of any matter to be decided by the Trustees, that as many Trustees as practicable are likely to be available to participate in it.
- 9.6 Notice of a Trustees' meeting need not be given to Trustees who waive their entitlement to notice of that meeting, by giving notice to that effect to the Institute 7 days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 9.7 Trustees are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Institute with the information necessary to ensure that they receive the notice before the meeting takes place.

10. Participation in a Trustees' meetings

10.1 Subject to the articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when

- (1) the meeting has been called and takes place in accordance with the articles, and
- (2) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

10.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

10.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11. Quorum for majority decisions

11.1 No majority decision (other than a decision to call a Trustees' meeting or a general meeting) shall be taken by the Trustees unless a quorum participates in the decision-making process.

11.2 The quorum for Trustees' majority decision-making may be fixed from time to time by a decision of the Trustees, but it must never be less than one third of the Trustees (or the number nearest one third).

11.3 If the total number of Trustees for the time being is less than the quorum required for Trustees' majority decision-making, the Trustees must not take any majority decision other than a decision to appoint further Trustees.

12. Chairing of majority decision-making processes

12.1 The Chairman shall chair

- (1) all of the processes by which a majority decision may be taken;
or

- (2) a particular process, or processes of a particular type (such as Trustees' meetings), by which a majority decision may be taken.

12.2 If the Chairman is not participating in a Trustees' meeting within fifteen minutes of the time at which it was to start, the Vice-Chairman shall chair the meeting and if he is not participating in the meeting the participating Trustees shall appoint one of themselves to chair it.

13. Casting vote

13.1 If:

- (1) a majority decision is to be taken on a matter, and
- (2) equal numbers of Trustees hold differing views on the matter,

the Chairman, or if the Chairman is not participating, the chair of the meeting appointed in accordance with article 13.2 shall have a casting vote.

13.2 But this does not apply if, in accordance with the articles, the Chairman, or other Trustee acting as chair, is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

GENERAL MEETINGS

14. General Meetings

14.1 The provisions of this article 14 shall apply when the Trustees meet in their capacity as Guarantors of the Institute. All references to Guarantors in this article mean the Trustees acting in their capacity as Guarantors.

14.2 The Trustees shall meet as Guarantors when passing any ordinary or special resolution of the Institute, and any resolution to authorise the Institute

- (1) to amend its memorandum or articles;
- (2) to dissolve or wind up;

- (3) to change its name; or
- (4) to do such other thing where a resolution of the members is required pursuant to the Companies Acts,

shall be a resolution of the Guarantors.

- 14.3 Guarantors are entitled to attend general meetings either personally or by proxy. Proxy forms must be delivered to the Secretary at least 24 hours before the meeting. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed.
- 14.4 There is a quorum at a general meeting if the number of Guarantors personally present in person or by proxy is at least one-third.
- 14.5 The Chairman, or if the Chairman is unable or unwilling to do so the Vice-Chairman, or if the Vice-Chairman is unable or unwilling to do some other Guarantor elected by those present presides at a general meeting.
- 14.6 Except where otherwise provided by the Companies Act, every issue is decided by a majority of the votes cast.
- 14.7 Except for the person chairing the meeting, who has a casting vote, every Guarantor present in person or through an authorised representative or by proxy has one vote on each issue.
- 14.8 A written resolution passed in accordance with the Companies Act 2006 is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document. The written resolution shall be treated as passed when the required majority of eligible Guarantors have signified their agreement to the resolution, subject to this occurring within a period of 28 days from the date on which the written resolution was circulated to the Guarantors.
- 14.9 A general meeting of the Institute may be called at any time by the Chairman or Vice-Chairman.

15. Records of decisions to be kept

The Trustees must ensure that the Institute keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Trustees.

16. Trustees' discretion to make further rules

Subject to the articles, the Trustees may make any rule which they think fit about how they take decisions or otherwise regulate their affairs or those of the Institute, and about how such rules are to be recorded or communicated to Trustees. Without prejudice to the powers of the Trustees to make rules on other matters the following shall be deemed to be matters which may be governed by laws within the meaning of this article:

- (1) the appointment, terms of office, rights and obligations of the Chairman, Vice-Chairman, Honorary Treasurer; and any other person appointed to an Honorary Position;
- (2) the eligibility, rights and obligations of Subscribing Members; and
- (3) the operation and interpretation of administrative provisions in these articles.

APPOINTMENT OF TRUSTEES

17. Methods of appointing Trustees

Subject to article 18.3, any person who is willing and consents to act as a Trustee and a Guarantor, and is permitted by law to do so, may be appointed to be a Trustee

- (1) by ordinary resolution; or

(2) by a decision of the Trustees.

18. Term of office

18.1 Subject to article 18.4, the term of office shall be 3 years.

18.2 Trustees are eligible for immediate re-election following the completion of a 3-year term once only and thereafter shall be eligible for re-appointment after the expiry of 1 year.

18.3 No trustee shall be appointed for more than 4 terms of office in total.

18.4 From time to time the Trustees may appoint a Trustee to an Honorary Position and shall specify the period for which he or she may hold such office or a person may hold an Honorary Position in accordance with any other provision in these articles. The period for which a Trustee holds an Honorary Position shall not be included in calculating the period of office a Trustee has served for the purposes of article 18.1.

19. Termination of Trustees' appointment

19.1 A person ceases to be a Trustee as soon as

(1) that person is removed by a resolution passed by at least seventy-five per cent of the Trustees present and voting at a meeting of the Trustees at which the matter is considered provided that;

(a) the Trustees shall be given not less than 21 days' notice of such meeting;

(b) not later than the date of the notice of the meeting the Trustee concerned shall be informed of the reasons for his proposed removal and shall either be given not less than 14 days to make a written submission to the other Trustees or be invited to attend the meeting to give his views on the matter; and

(c) the Trustees shall, before passing any resolution, have considered the views of the Trustee concerned.

- (2) that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (3) is disqualified under the Charities Act from acting as a charity trustee and is not authorised by the Charity Commission to continue acting;
- (4) a bankruptcy order is made against that person;
- (5) a registered medical practitioner who is treating that person gives a written opinion to the Institute stating that that person has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- (6) notification is received by the Institute from the Trustee that the Trustee is resigning or retiring from office, and such resignation or retirement has taken effect in accordance with its terms;
- (7) is absent from four consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign; or
- (8) a person ceases to be a Guarantor of the Institute.

19.2 A person ceasing to be a Trustee shall automatically cease to hold any Honorary Position, if applicable.

PART 3 ADMINISTRATIVE ARRANGEMENTS

20. Means of communication to be used

20.1 Subject to the articles, anything sent or supplied by or to the Institute under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Institute.

20.2 Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

20.3 A Trustee may agree with the Institute that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

21. Addresses and other contact details

21.1 Anything sent to a Guarantor under the articles may be sent to that Guarantor's address as registered in the register of Guarantors, unless

- (1) the Guarantor and the Institute have agreed that another means of communication is to be used, and
- (2) the Guarantor has supplied the Institute with the information it needs in order to be able to use that other means of communication.

21.2 Any notice or document sent to a Trustee may be sent to that Trustee's address as registered in the register of Trustees, unless

- (1) the Trustee and the Institute have agreed that another means of communication is to be used, and
- (2) the Trustee has supplied the Institute with the information it needs in order to be able to use that other means of communication.

22. Institute seals

22.1 Any common seal may only be used by the authority of the Trustees.

22.2 The Trustees may decide by what means and in what form any common seal is to be used.

22.3 Unless otherwise decided by the Trustees, if the Institute has a common seal and it is affixed to a document, the document must also be signed by one authorised person in the presence of a witness who attests the signature.

22.4 For the purposes of this article, an authorised person is

- (1) any Trustee of the Institute; or
- (2) any person authorised by the Trustees for the purpose of signing documents to which the common seal is applied.

23. Indemnity

The Institute shall indemnify any Trustee or Auditor of the Institute against any liability incurred by him or her in that capacity: in the case of a Trustee, to the extent permitted by section 309A of the Companies Act 1985; in the case of an Auditor; to the extent permitted by section 310 of that Act.