

THE COMPANIES ACT 2006

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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**Articles of Association  
of the  
Register of Qualified Genealogists**

Company Number 09933308

~~Adopted on incorporation~~As adopted by written Special Resolution passed on

~~31 December 2015.~~[Date of approval]

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## INTERPRETATION

### 1. **Defined terms**

The interpretation of these articles is governed by the provisions set out in the Schedule at the end of the articles.

## OBJECTS AND POWERS

### 2. **Objects**

The company's objects are to promote and further the profession and practice of genealogy and in particular to:

- 2.1 provide a registration service for qualified genealogists without geographical limitation;
- 2.2 promote public and professional awareness of the availability of qualified and registered genealogists;
- 2.3 enhance the experience of customers for genealogical services by providing them with reliable choices;
- 2.4 improve standards in genealogical practice by encouraging the taking of qualifications;
- 2.5 highlight the identity of UK and international institutions providing qualifications deemed by the company to be adequate to meet its requirements for membership;
- 2.6 promote, support, monitor and enhance the skills and professional competence of members through the provision of training, conferences or other educational programmes;
- 2.7 provide those registered with a recognised post-nominal and permission to cite their registration;
- 2.8 make it possible for libraries and archives and other institutions to notify their users of the availability of qualified genealogists;
- 2.9 create a resource for qualified genealogists that informs them of others who can be called upon in cooperative endeavours;
- 2.10 prepare, produce and publish and sell or otherwise distribute in any appropriate format a journal and other literature relevant to qualified genealogists;
- 2.11 promote, encourage, undertake, commission, or co-ordinate academic research, surveys, or studies into any topic relevant to qualified genealogists, and to disseminate the useful results;
- 2.12 work in partnership with any other organisation for the furtherance of these objects.

### **3. Powers**

The company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the company has power to:

- 3.1 maintain and publish a public register of members in such format as the directors may from time to time decide;
- 3.2 raise funds by way of subscription, donation or otherwise;
- 3.3 promote companies whose activities may further one or more of the above Objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company;
- 3.4 acquire and take over the whole or any part of the undertaking and liabilities of anybody holding property or rights which are suitable for the company's activities;
- 3.5 purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities;
- 3.6 improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company;
- 3.7 sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company;
- 3.8 lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- 3.9 borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company;
- 3.10 employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- 3.11 engage such consultants and advisers as are considered appropriate from time to time;
- 3.12 effect insurance of all kinds (which may include officers' liability insurance);
- 3.13 invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);

- 3.14 liaise with other bodies with similar objects, local authorities, government departments and agencies, and other bodies, all with a view to furthering the company's Objects;
- 3.15 establish and/or support any charity, and to make donations for any charitable purpose falling within the company's objects;
- 3.16 take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities;
- 3.17 accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- 3.18 oppose, or object to, any application, action or proceedings which may prejudice the company's interests;
- 3.19 enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity;
- 3.20 do anything which may be incidental or conducive to the furtherance of any of the company's objects;

## RESTRICTIONS ON THE USE OF THE COMPANY'S ASSETS

### **4 Restrictions on use of the company's assets**

- 4.1 The income and property of the company shall be applied solely towards promoting the company's objects.
- 4.2 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- 4.3 No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- 4.4 No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

## LIMITATION OF LIABILITY

### **5 Liability of members**

Each member undertakes that if the company is wound up while he or she is a member (or within one year after he or she ceases to be a member), he or she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:

- (a) payment of the company's debts and liabilities contracted before he or she ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

## MEMBERS

### *Becoming and ceasing to be a member*

#### **6 Becoming a member**

- 6.1 The subscribers to the memorandum are the first members of the company.
- 6.2 Membership is open to other individuals who:
- (a) apply to the company in the form required by the directors; and
  - (b) meet the criteria for membership, subject to clause 6.3; and
  - (c) agree to abide by the company's Professional Code; and
  - (d) pay such application fees as shall be prescribed by the directors; and
  - (e) are approved by or on behalf of the directors, in accordance with any rules the directors may prescribe.
- 6.3 (a) The directors, or such persons acting on their behalf, may refuse an application for membership if the membership criteria set out in Article 6.2 have not been met or, acting reasonably and properly, they consider it to be in the best interests of the charity company to refuse the application.
- (b) The directors, or such persons acting on their behalf, must inform the applicant in writing of the reasons for the refusal within twenty-eight 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.
- 6.4 The directors shall from time to time prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as members.
- 6.5 Membership is not transferable.
- 6.6 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he or she was admitted to membership, and the date on which any person ceased to be a member.

## **7. Termination of membership**

- 7.1 Membership is terminated if:
- (a) the member dies;
  - (b) the member resigns by written notice to the company unless, after the resignation, there would be fewer than two members;
  - (c) any sum due from the member to the company is not paid in full within six months of it falling due;
  - (d) the member is removed from membership by a resolution of the directors that it is in the best interests of the company that the member's 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;
    - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting.
- 7.2 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

## **8 Categories of membership**

- 8.1 There shall be the following categories of membership of the company:
- (a) 'Qualified Genealogists' shall be persons who have been designated as such by the directors, subject to articles 6.1 and 6.2. Each Qualified Genealogist shall be a corporate member of the company and is entitled to use the post nominal "QG." Qualified Genealogists are referred to as members throughout these articles.
  - (b) 'Students' shall be persons who have been designated as such by the directors. The directors may admit and remove such students in accordance with such regulations as the directors shall make. Each student shall not be a corporate member of the company for the purposes of the articles or the Companies Acts.
- 8.2 Subject to article 8.4, the directors may establish such different categories of membership as they think fit.

8.3 The directors may, at their discretion, impose different application fees and subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.

8.4 The directors may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

## Organisation of General Meetings

### 9 General meetings (meetings of members)

~~9.1 The directors shall convene an annual general meeting in each calendar year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.—~~

~~9.2 Not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the directors think fit.~~

~~9.3 The business of each annual general meeting shall include:-~~

~~(a) a report by the chair on the activities of the company;~~

~~(b) consideration of the annual accounts of the company;~~

~~(c) the election/re-election of directors, as referred to in article 23.~~

9.41 The directors may convene an extraordinary general meeting at any time.

9.52 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

9.3 Meetings may be held and conducted in such a way that members who are not present together at the same place may by electronic means attend and speak and vote at it.

### 10 Notice of General Meetings

10.1 At least 28 clear days' notice must be given of an annual general meeting ~~or extraordinary general meeting.~~

10.2 A notice calling a meeting shall specify the time ~~and place~~ of the meeting and the place of the meeting or the means by which the virtual meeting may be accessed electronically or both; it shall

(a) indicate the general nature of the business to be dealt with at the meeting and

(b) if a special resolution (see article 11.1) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

10.3 A notice convening ~~an annual~~a general meeting shall specify that the meeting is to be ~~an annual~~a general meeting; ~~any other general meeting shall be called an extraordinary general meeting.~~

10.4 Notice of every general meeting shall be given

(a) in hard copy form; or

(b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or

(c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website,

or partly by one such means and partly by another.

## 11 Special resolutions and ordinary resolutions

11.1 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at ~~an annual~~a general meeting ~~or extraordinary general meeting~~, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with article 10; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

11.2 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Companies Acts allow the company, by special resolution,

(a) to alter its name

(b) to alter any provision of these articles or adopt new articles of association.

11.3 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at ~~an annual~~a general meeting ~~or extraordinary general meeting~~, providing proper notice of the meeting has been given in accordance with article 10.

11.4 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 company.

## *Procedure at general meetings*

### **12 Quorum for general meetings**

12.1 No business shall be dealt with at any general meeting unless a quorum is present physically or virtually; the quorum for a general meeting shall be eight individuals entitled to vote (each being a member or a proxy for a member) or 10% of the membership whichever is the greater.

12.2 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place, including a virtual meeting, as may be fixed by the chairperson of the meeting.

### **13 Chairing general meetings**

13.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

13.2 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.

13.3 If there is only one director present and willing to act, he or she shall chair the meeting.

13.4 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.

### **14 Attendance and speaking by directors, patrons and non-members**

14.1 Patrons may attend and speak at general meetings, whether or not they are members.

14.2 Students may attend and speak at general meetings.

14.3 The chair of the meeting may permit other persons who are not members of the company (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

### **15 Adjournment**

15.1 The members present in person, participating virtually, or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

15.2 The person who is chairing the meeting must decide the date, time and place, including a virtual meeting, at which the meeting is to be reconvened unless those details are specified in the resolution.

15.3 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.

15.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting, including a virtual meeting.

## *Voting at General Meetings*

### **16 Voting**

16.1 Any vote at a meeting shall be decided by a show of hands including a show of hands by those participating virtually, unless before, or on the declaration of the result of, the show of hands a poll is demanded:

- (a) by the person chairing the meeting; or
- (b) by at least two members present in person, participating virtually, -or by proxy and having the right to vote at the meeting; or
- (c) by a member or members present in person, ~~or participating virtually, 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.

16.2 (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) The result of the vote must be recorded in the minutes of the company but the number or proportion of votes cast need not be recorded.

16.3 (a) 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.

(b) 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.

16.4 (a) A poll must be taken 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, including a virtual meeting, for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

16.5 (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it has been demanded.

(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place, including a virtual meeting, at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## **17 Content of proxy notices**

17.1 Proxies may only validly be 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; and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

17.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

17.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

17.4 Unless a proxy notice indicates otherwise, it must be treated as -

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **18 Delivery of proxy notices**

18.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) 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 company by or on behalf of that person.

18.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

18.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

8.4 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 to execute it on the appointor's behalf.

## **19 Written resolutions**

19.1 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) a copy of the proposed resolution has been sent to every eligible member;
- (b) 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; and
- (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

19.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

## **20 Votes of members**

20.1 Subject to article 8, every member shall have one vote.

20.2 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

20.3 Any such objection must be referred to the chair of the meeting whose decision is final.

## *Appointment and Retirement of Directors*

### **21 Directors**

21.1 A director must be a natural person aged 18 years or older.

21.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 24.

21.3 A person shall not be eligible for election or appointment as a director unless he or she is a member of the company.

21.4 The minimum number of directors shall be three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

21.5 The first directors shall be those persons notified to Companies House as the first directors of the company.

21.6 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

## 22 Retirement of directors

22.1 At each ~~annual~~ general meeting one half of the directors or, if their number is not an even number the nearest number being more than one half of the number, must retire from office. If there is only one director he or she must retire. If a general meeting takes place less than 12 months after the previous general meeting, no retirement by rotation shall be required, and will be deferred until the next general meeting.

22.2 (a) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(b) If a director is required to retire at ~~an annual~~ general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

## 23 Appointment of Directors

23.1 The company may by ordinary resolution:

(a) appoint a person who is willing to act to be a director (subject to article 24); and

(b) determine the rotation in which any additional directors are to retire.

23.2 No person other than a director retiring by rotation may be appointed a director at any general meeting unless:

(a) he or she is recommended for re-election by the directors; or

(b) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the company 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 company 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.

23.3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

- 23.4 (a) The directors may appoint a person who is willing to act to be a director.
- (b) A director appointed by a resolution of the other directors must retire at the next ~~annual~~ general meeting and must not be taken into account in determining the directors who are to retire by rotation.

23.5 The appointment of a director, whether by the company in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

## **24 Disqualification and removal of Directors**

A director shall cease to hold office if he or she:

- (a) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (b) ceases to be a member of the company;
- (c) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (d) resigns as a director by notice to the company (but only if at least three directors will remain in office when the notice of resignation is to take effect); or
- (e) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

## *Patrons and President Emeritus*

### **25 Patrons and President Emeritus**

25.1 The directors may appoint and remove any individual(s) as patron(s) of the company on such terms as they shall think fit. A patron (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the company and shall also have the right to receive accounts of the company when available to members.

25.2 The directors may appoint and remove any member as President Emeritus of the company on such terms as they shall think fit. In addition to his or her privileges as a member a President Emeritus shall have the right to be given notice of, to attend and speak (but not vote) at meetings of the directors.

## *Directors' Powers and Responsibilities*

## **26 Directors' general authority**

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

## **27 Members' reserve power**

27.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

27.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

## **28 Directors may delegate**

28.1 Subject to the articles, the directors may delegate any of their powers or functions to any committee.

28.2 Subject to the articles, the directors may delegate the implementation of their decisions or day to day management of the affairs of the company to any person or committee.

28.3 Any delegation by the directors may be:

- (a) by such means;
- (b) to such an extent;
- (c) in relation to such matters or territories; and
- (d) on such terms and conditions;

as they think fit.

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

28.5 The directors may by power of attorney or otherwise appoint any person to be the agent of the company for such purposes and on such conditions as they determine.

## **29 Committees**

29.1 In the case of delegation to committees:

- (a) the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
- (b) the composition of any committee shall be entirely in the discretion of the directors and may include such of their number (if any) as the resolution may specify;

- (c) the deliberations of any committee must be reported regularly to the directors and any resolution passed or decision taken by any committee must be reported promptly to the directors and every committee must appoint a secretary for that purpose;
- (d) the directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
- (e) no committee shall knowingly incur expenditure or liability on behalf of the company except where authorised by the directors or in accordance with a budget which has been approved by the directors.

29.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the directors so far as they apply and are not superseded by any regulations made by the directors.

### **30 Rules**

30.1 The directors may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the company.

30.2 The bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the company in relation to one another, and to the company's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the company's premises at any particular time or times or 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 Companies Acts or by the articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

30.3 The company in general meeting has the power to alter, add to or repeal the rules or bye laws.

30.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the company.

30.5 The rules or bye laws shall be binding on all members of the company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## *Decision Making by Directors*

### **31 Directors to take decisions collectively**

Any decision of the directors must be either:

- (a) by decision of a majority of the directors present and voting at a quorate directors' meeting (subject to article 36); or
- (b) a decision taken in accordance with Article 37.

### **32 Calling a directors' meeting**

32.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

32.2 Notice of any directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place, including virtual meetings; and
- (c) if it is anticipated that directors 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.

32.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

32.4 Article 41 shall apply, and notice of directors' meetings may be sent by Electronic Means to an Address provided by the director for the purpose.

### **33 Participation in directors' meetings**

33.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

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

33.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

33.3 If all the directors 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.

### **34 Quorum for directors' meetings**

34.1 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. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

34.2 The quorum shall be three or the number nearest to three-quarters of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.

34.3 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.

34.4 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 filling vacancies or of calling a general meeting.

### **35 Chairing of directors' meetings**

35.1 The directors may appoint a director to chair their meetings.

35.2 The person so appointed for the time being is known as the chairman.

35.3 The directors may terminate the chairman's appointment at any time.

35.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

35.5 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

### **36 Casting vote**

36.1 If the numbers of votes for and against a proposal at a directors' meeting are equal, the chairman or other director chairing the meeting has a casting vote in addition to any other vote they may have.

36.2 Article 36.1 does not apply if, in accordance with the articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **37 Majority decisions without a meeting**

37.1 If:

(a) a director has become aware of a matter on which the directors need to take a decision;

(b) that director has taken all reasonable steps to make all the other directors aware of the matter and the decision;

- (c) the directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- (d) a majority of the directors vote in favour of a particular decision on that matter;

a decision of the directors may be taken by majority and shall be as valid and effectual as if it had been taken at a directors' meeting duly convened and held.

37.2 Directors participating in the taking of a majority decision otherwise than at a directors' meeting in accordance with this Article:

- (a) may be in different places, and may participate at different times; and
- (b) may communicate with each other by any means.

37.3 The Chair, or such other director as shall be appointed by the directors shall be the chair of the process of decision-making in accordance with this article. The process shall include:

- (a) circulation of the proposed decision with an indication of the time period for discussion and the date by which directors are asked to cast their votes;
- (b) the nomination of a person to whom all directors' votes must be communicated;
- (c) if a majority of the directors vote in favour of the decision, the nominated person shall communicate the decision to all the directors and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
- (d) the nominated person must prepare a minute of the decision in accordance with article 45.

37.4 In the case of an equality of votes in any decision-making process in accordance with this article, the chair shall be entitled to a casting vote in addition to any other vote they may have. But this does not apply if, in accordance with the articles, the chair or specified director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

### **38 Declaration of directors interests**

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 company or in any transaction or arrangement entered into by the company which has not previously been declared. A director must absent himself or herself from any discussions of the company directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the company and any personal interest (including but not limited to any personal financial interest).

### **39 Conflicts of interest and Conflicts of Loyalties**

39.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted directors consider it is in the interests of the company to authorise the conflict of interests in the circumstances applying.

39.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

### **40 Validity of director actions**

All acts done by a person acting as a director shall, even if afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a director.

## *Administrative Arrangements and Miscellaneous*

### **41 Means of communication to be used**

41.1 Subject to the articles, anything sent or supplied by or to the company 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 company.

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

41.3 Any notice to be given to or by any person pursuant to the articles:

- (a) must be in writing; or
- (b) must be given in electronic form.

41.4 (a) The company may give any notice to a member either:

- (i) personally; or

- (ii) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (iii) by leaving it at the address of the member; or
- (iv) by giving it in electronic form to the member's address.
- (v) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

(b) A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company.

41.5 A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

41.6 (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(b) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(c) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- (i) 48 hours after the envelope containing it was posted; or
- (ii) in the case of an electronic form of communication, 48 hours after it was sent.

## **42 Secretary**

A Secretary may be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

- (a) anything authorised or required to be given or sent to, or served on, the company by being sent to its Secretary may be given or sent to, or served on, the company itself, and if addressed to the Secretary shall be treated as addressed to the company; and
- (b) anything else required or authorised to be done by or to the Secretary of the company may be done by or to a director, or a person authorised generally or specifically in that behalf by the director.

#### **43 Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

#### **44 Seal**

If the company has a seal it 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 it shall be signed by a director and by the secretary (if any) or by a second director.

#### **45 Minutes**

The directors must cause minutes to be made:

- (a) of all appointments of officers made by the directors;
- (b) of all resolutions of the company and of the directors (including, without limitation, decisions of the directors made without a meeting); and
- (c) of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of directors meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or director of the company, be sufficient evidence of the proceedings.

#### **46 Operation of bank accounts**

46.1 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company.

46.2 Only directors shall be signatories to the bank and building society accounts held by the company.

#### **47 Accounting records and annual accounts**

47.1 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

47.2 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

47.3 No member shall (unless he or she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

#### **48 Indemnity and Insurance**

48.1 Every director or other officer or auditor of the company may be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he or she may sustain or incur in connection with the execution of the duties of his or her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him or her in defending any proceedings (whether civil or criminal) in which judgement is given in his or her favour or in which he or she is acquitted or any liability in connection with an application in which relief is granted to him or her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

48.2 The company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his or her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Companies Act 2006 (negligence etc. of a director).

#### **49 Disputes**

If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

#### **50 Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

#### **51 Winding up**

If on the winding-up or dissolution of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred either:

- (a) to such body or bodies (whether incorporated or unincorporated) having objects similar to the objects of the company, or
- (b) to another body the objects of which are the promotion of charity and anything incidental or conducive thereto

as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction).

## SCHEDULE INTERPRETATION

### Defined terms

1. In the articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
'academic qualification'	the degrees, diplomas, certificates, professional titles and so forth that a person has acquired whether by full-time study, part-time study or private study, whether conferred in the UK or abroad, and whether conferred by educational authorities, special examining bodies or others, as approved by the directors from time to time.
<del>'the Act'</del>	<del>the Companies Act 2006</del>
'address'	a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the company;
'the articles'	these articles of association;
'Companies Acts'	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the company;
<del>'the company'</del>	<del>the company intended to be regulated by the articles.;</del>
'clear days'	in relation to the period of a notice, 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;
'company'	The Register of Qualified Genealogists;
'the directors'	directors of the company;
'document'	includes, unless otherwise specified, any document sent or supplied in electronic form;
'electronic form' and	have the meanings respectively given in section 1168 of
'electronic means'	<del>the</del> <u>the</u> Companies Act 2006;
'hard copy' and 'hard <u>copy form</u> '	have the meanings respectively given to them in the Companies Act 2006;

‘ordinary resolution’	means a resolution of the members of the company which is passed:  (a) by a simple majority of the votes cast at a general meeting by those entitled to vote; or  (b) in the case of a written resolution, by members representing a simple majority of the total voting rights of eligible;
‘Professional Code’	the values to which members and students are expected to adhere, as determined by the company;
‘secretary’	any person appointed to perform the duties of the secretary of the company;
‘special resolution’	means a resolution of the members of the company which is passed:  (a) by a majority of not less than 75% of the votes cast at a general meeting by those entitled to vote; or  (b) in the case of a written resolution, by members representing not less than 75% of the total voting rights of eligible members.
<u>‘virtual meeting’</u>	<u>a meeting held by electronic means at which some or all of the participants participate virtually;</u>
<u>‘virtual participation’</u>	<u>participation in a virtual meeting, and “participating virtually” and ‘participate virtually’ shall be construed accordingly;</u>
‘writing’	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.

**2.** Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

**3.** Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the company.