

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

ACADEMIA EUROPAEA (THE ACADEMY OF EUROPE)

1. The name of the Company (hereinafter called “the Academy”) is “The Academia Europaea ” (The Academy of Europe)
2. The registered office of the Academy is to be situated in England and Wales.
3. The objects for which the Academy is established are:

The advancement and propagation of excellence in scholarship in the humanities, law, the economic, social, and political sciences, mathematics, medicine, and all branches of natural and technological sciences anywhere in the world for the public benefit and for the advancement of the education of the public of all ages in the aforesaid subjects in Europe.

4. And the Academy shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-
 - a) The promotion of excellence in research throughout Europe and elsewhere into the aforesaid subjects, and the dissemination throughout Europe and elsewhere of the useful results of such research.
 - b) To promote the development of a European identity in scholarship and research, to conduct analyses of issues relevant to Europe and to act as an European centre for scholars.
 - c) To encourage interdisciplinary and international studies and research with particular reference to European issues.
 - d) To provide independent advice on matters of scholarly interest or concern to legislatures, governments, universities, the communications media, and to professional, industrial and commercial organisations in Europe.

- e) To encourage and assist collaboration between scholars and centres of scholarship in Europe and to promote collaboration in education and training;
- f) To arrange or participate in the arranging of conferences, congresses, exhibitions, meetings, lectures, seminars, and training courses as the Academy shall decide.
- g) To employ such persons to perform such duties for the proper administration of the Academy as the trustees consider necessary or expedient for the proper administration of the Academy and for the furtherance of the objects at such remuneration and other terms as the Academy shall think fit.
- h) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- i) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Academy.
- j) To undertake and execute any charitable trusts which may lawfully be undertaken by the Academy.
- k) To borrow or raise money on such terms and on such security as may be thought fit.
- l) To invest the monies of the Academy not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- m) To pay or transfer income or capital to any other charity the receipt of which shall be full and complete discharge of the agreement so made.
- n) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- o) To create subsidiary Regulations for the better governance of the Academy
- p) To enter such contracts as may be necessary or desirable for the better governance of the Academy.
- q) To do all such other things as are incidental to the attainment of furtherance of the said objects or any of them.

Provided that:-

- i) In case the Academy shall take or hold any property which may be subject to any trusts, the Academy shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- ii) The Academy's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

iii) In case the Academy shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Academy shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Trustees of the Academy shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Trustees have been if no incorporation had been effected, and the incorporation of the Academy shall not diminish or impair any control or authority exercisable by the Courts of law or the Charity Commission over such Trustees, but they shall as regards any such property be subject jointly and severally to such control or authority as if the Academy were not incorporated.

5. The income and property of the Academy shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Academy and no member of its Board of Trustees shall be appointed to any office of the Academy paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Academy.

Provided that nothing herein shall prevent any payment in good faith by the Academy:

a) of reasonable and proper remuneration to any member, officer or servant of the Academy (not being a member of its Board of Trustees) for any services rendered to the Academy;

b) of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Academy or of its Board of trustees;

c) to any Trustee for out-of-pocket expenses;

d) to a company of which a member of the Academy or any of its Trustees may be a member holding not more than one hundredth part of the capital of such company.

6. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Academy

shall cease to be a company with exemption from the requirement to include 'Limited' in its title or a registered charity.

7. The liability of the members is limited.
8. Every member of the Academy undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Academy if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Academy's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9. If upon the winding up or dissolution of the Academy there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of this Memorandum, such institution or institutions to be determined by the members of the Academy at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

Sir Brian Heap of Lincoln House, 8 Fendon Road, Cambridge. UK. CB1 7RT

Signed _____ on _____

Sir Peter Lachmann of Conduit Head, 36 Conduit Head Road, Cambridge
CB3 0EY

Signed _____ on _____

Sir Arnold Burgen of 8A, Hills Avenue, Cambridge, UK. CB1 7XA

Signed _____ on _____

Dated: .

Witness to the above Signatures –

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

ACADEMIA EUROPAEA (THE ACADEMY OF EUROPE)

GENERAL.

1. In these Memorandum and Articles of Association the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context –

| WORDS | MEANINGS |
|-----------------------|---|
| The Act ... | means the Companies Act 2006 and every statutory modification and re-enactment thereof for the time being in force. |
| These Articles... | These Articles of Association, and the Standing Orders of the Academy from time to time in force. |
| The Academy... | The above-named Company. |
| The Auditors... | The person or firm appointed to conduct the annual audit or examination according to the Act. |
| The Trustees... | The Board of Company Directors and of Charity Trustees for the time being of the Academy . |
| The Office... | The registered office of the Academy. |
| The United Kingdom... | Great Britain and Northern Ireland. |
| Month... | Calendar month. |
| In writing... | Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in visible form including electronic form. |

Clear days... In relation to a period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include organisations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

MEMBERSHIP.

2. The subscribers to the Memorandum of Association and such other natural persons and organisations as the Trustees shall admit to membership in accordance with the Articles shall be members of the Academy.
3. No person shall be admitted as a member of the Academy unless he is approved by the Trustees.
4. (i) Every person who wishes to become a member shall deliver to the Academy an application for membership in such form as the Trustees shall require.

(ii) The requirements for membership shall be as determined from time to time by the Trustees and published in the Regulations including such payments as may be required of members from time to time.
5. (i) A member may at any time withdraw from the Academy by giving written notice to the Academy. Membership shall not be transferable and shall cease on death.

(ii) The Trustees shall have the power to exclude a member for good cause.
6. Applications for membership may be received from individual scholars and teachers in institutions and organisations engaged in higher education and research in Europe and the rest of the world and from organisations in accordance with such procedures and under such

terms as may be set out by the Academy from time-to-time in the Regulations.

7. Successful applicants for membership shall be allocated by the Trustees to such categories of membership as shall be provided in the Regulations.
8. Applicants shall sign such undertaking in respect of professional practice and responsibilities of membership as the Trustees may from time to time require.

GENERAL MEETINGS

9. Unless the Academy has elected by Elective Resolution to dispense with the holding of Annual General Meetings the Academy shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Academy holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Board of Trustees may whenever it thinks fit convene an Extraordinary General Meeting.
12. Twenty-one clear days' notice in writing at the least of every General Meeting of members, specifying the place the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Academy; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual

General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, and such elections of Trustees and committee members as these Articles or the Regulations provide in the place of those retiring, and the appointment, and the fixing of the remuneration, of the Auditors.

15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Ten members personally present shall be a quorum.
16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be declared inquorate for the purpose of taking decisions.
17. The President shall normally preside as Chairman at every General Meeting, but if there is no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Trustee, or if no such Trustee be present, or if all the Trustees present decline to take the chair, they shall choose some member of the Academy who shall be present to preside.
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by particular majority, and an entry to that effect in the minute book of the Academy shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a Chairman of a meeting, or any question of adjournment.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to cast a second and casting vote.
23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
24. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if it had been passed at a General Meeting of the Academy duly convened and held.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member other than those identified in the Regulations as not having a vote, shall have one vote on every motion considered at any General Meeting.
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
27. Votes may be given on a poll personally. On a show of hands a member present shall have one vote.

BOARD OF TRUSTEES.

28. Until otherwise determined by a General Meeting, the number of the members of the Board of Trustees shall not be less than 3 and not more than 15.
29. The first members of the Board of Trustees shall be as named in the Statement delivered to the Registrar of Companies on incorporation. Thereafter, the Officer members shall be elected by the members in General Meeting from a list of candidates proposed by the Council, not less than three further members shall be elected directly by the Council according to provisions included within the Regulations, and the remaining Trustees shall be appointed directly by the Board of Trustees in its discretion to provide expertise and experience not otherwise available. All Trustees shall serve for a period of time to be determined by the members in General Meeting from time to time and each Trustee may serve for one further term without a break in service.
30. The Board may from time to time and at any time appoint anyone as a Trustee, to fill a casual vacancy. Any member so appointed shall retain

his office only until the expiration of the term of office of the Trustee resigning to cause the casual vacancy, but he shall then be eligible for re-election.

31. Trustees should normally be members of the Academy. The Officers of the Academy shall be the President, such number of Vice Presidents as the Regulations shall allow, and the Honorary Treasurer.

POWERS OF BOARD OF TRUSTEES

32. The business of the Academy shall be managed by the Board of Trustees which may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Academy as it thinks fit, and may exercise all such powers of the Academy, and do on behalf of the Academy all such acts as may be exercised and done by the Academy, and as are not by the Act or by the Articles required to be exercised or done by the Academy in General Meeting, subject nevertheless to the Memorandum and Articles of Association and to any Regulations of the Academy, and to the provisions of the Act, but no Regulation made by the Trustees shall invalidate any prior act of the Trustees which would have been valid if such Regulation had not been made.
33. The Board of Trustees may delegate its powers to such committees as it establishes and identifies in the Regulations.
34. The members for the time being of the Board of Trustees may act notwithstanding any vacancy its membership; provided always that in case the number of the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by the Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Academy, filling vacancies in its membership, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

35. Subject to the provisions of the Act, the Secretary shall be the Chief Executive by whatever title and shall be appointed by the Trustees for such time and at such remuneration and upon such terms as it may think fit, and any Secretary so appointed may be removed by it. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

DISQUALIFICATION OF TRUSTEES.

36. The office of a Trustee shall be vacated-

- (a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally or if he ceases to be a member of the Academy.
- (b) If he becomes of unsound mind.
- (c) If by notice in writing to the Academy he resigns his office.
- (d) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company or a charity trustee.

ROTATION OF TRUSTEES.

37. The Board shall determine the retirement rotation of Trustees.

PROCEEDINGS OF THE BOARD

- 38. The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four Trustees of whom two shall be Officers shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second and casting vote.
- 39. A Trustee may, and on the request of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the Trustees.
- 40. The President shall take the Chair at every Board meeting unless unable, or unwilling so to do, in which event one of the other Officers present shall do so.
- 41. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions of the Academy for the time being vested in the Trustees generally.
- 42. All acts bona fide done by any meeting of the Board or any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
- 43. The Board shall cause proper records to be kept of all Written Resolutions (and of signatures) and proper minutes to be made of all appointments of Officers and Trustees and of the proceedings of all

meetings of the Academy and of the Board and of the Council and of its committees, and all business transacted at such meetings. All such records shall be entered in books provided for the purpose. Any such record purporting to be signed by a Trustee or by the Secretary shall be evidence of the proceedings and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

44. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

THE COUNCIL

- 46 There shall be a Council of the Academy which shall comprise the Trustees of the Academy, the representatives of the academic sections, and such other independent members as shall be decided by the Academy members in General Meeting. The composition and the number of the membership of Council shall be decided by the Board from time to time and published in the Regulations.
- 47 The Council shall be an advisory committee undertaking such tasks as shall be given to it by the Board.

THE REGULATIONS

- 48 There shall be subsidiary rules, to be known as the Regulations, for the good administration of the Academy. The Rules, which shall not conflict with the Memorandum and Articles of Association, shall be determined by the Board from time to time.

ACCOUNTS.

- 49 The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
- 50 The accounting records shall be kept, subject to the provisions of the Act, at such place or places as the Council shall think fit, and shall always be open to the inspection of the Officers of the Academy.
- 51 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Academy and any of them shall be open to the inspection of members.

52 The Board shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Board shall send a copy of the annual accounts together with a copy of the Trustees' report for that financial year and a copy of the Auditors' report on those accounts to the Auditors and to every person entitled to receive the same in accordance with the Act not less than 21 days before the date of the meeting at which those documents are to be laid.

AUDIT OR EXAMINATION.

53 In accordance with the provisions of the Act once at least in every year the accounts of the Academy shall be examined or audited and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors or Examiners.

54 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board being treated for all purposes as the Directors.

NOTICES.

55 A notice, being any communication concerned with matters of governance, from the Academy to its members may be served by the Academy upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, or electronically.

57 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to certify that the letter containing the notice was properly addressed and put into the post as a prepaid letter. In respect of electronic communications, delivery shall be deemed to be contemporaneous with sending.

NAME AND ADDRESSSES OF SUBSCRIBERS

Sir Brian Heap of Lincoln House, 8 Fendon Road, Cambridge. UK. CB1 7RT

Signed _____ on _____

Sir Peter Lachmann of Conduit Head, 36 Conduit Head Road, Cambridge
CB3 0EY

Signed _____ on _____

Sir Arnold Burgen of 8A, Hills Avenue, Cambridge, UK. CB1 7XA

Signed _____ on _____

Dated _____

Witness to the above Signatures - _____