

## **CONSTITUTION**

The Companies Act 1985 and 1989

Company Limited by Guarantee and not having a Share Capital Memorandum of Association of European Association of Social Anthropologists

### NAME

The Name of the Company is:

EUROPEAN ASSOCIATION OF SOCIAL ANTHROPOLOGISTS ("the Association")

### REGISTERED OFFICE

The registered office of the Association is to be situated in England and Wales.

### OBJECTS

The Objects of the Association are to improve understanding of world societies by promoting professional communication and cooperation between European social anthropologists ("the Objects").

### POWERS

In furtherance of the Objects but not otherwise the Association may exercise the following powers:

- \* To organise, facilitate or promote congresses and symposia.
- \* To promote, carry out or encourage research and education and training.
- \* To promote best practice among social anthropologists.
- \* To promote professional interaction and dialogue.
- \* To publish or distribute information (including the official journal of the Association, and the book series of the Association) or sponsor publications.
- \* To promote or facilitate exchange arrangements or travel grants.
- \* To recognise, support, co-operate or liaise with other bodies.
- \* To establish or support and charitable trusts, associations or institutions formed for all or any of the Objects.
- \* To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Association.
- \* To raise funds (but not by means of taxable trading).
- \* To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993).
- \* To acquire or hire property of any kind.
- \* To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993).
- \* To pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association.
- \* To make grants or loans of money and to give guarantees.
- \* To set aside funds for special purposes or as reserves against future expenditure.
- \* To deposit or invest funds in any manner and, where necessary, to delegate this power to a financial expert and to pay reasonable expenses and remuneration accordingly.

- \* To arrange for investments or other property of the Association to be held in the name of nominee (being a corporate body registered or having an established place of business in England or Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required.
- \* To insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Federation when required.
- \* To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or the omission was a breach of trust or breach of duty.
- \* Subject to clause 5, employ paid or unpaid agents, staff or advisers.
- \* To enter into contracts to provide services to or on behalf of other bodies.
- \* To establish subsidiary companies to assist or act as agents for the Association.
- \* To act as trustee or manager of any property, endowment, bequest or gift.
- \* To act as trustee or nominee for charities in general and undertake and execute any charitable trust which may lawfully be undertaken by the Association and may be necessary or conducive to the Objects.
- \* To acquire, take over, assume, apply and deal with all or any of the assets and liabilities of the unincorporated charitable association called the European Association of Social Anthropologists without restricting in any way of the aforementioned powers, to do anything else within the law which promotes or helps to promote the Objects.

## BENEFITS TO MEMBERS AND TRUSTEES

The income and property of the Association shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Association and no Trustee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association: Provided that nothing in this document shall prevent any payment in good faith by the Association:

- \* of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- \* of reasonable and proper remuneration for any services rendered to the Association by any Member, officer or servant of the Association who is not a Trustee;
- \* of interest on money lent by any Member of the Association or Trustee at a reasonable and proper rate per annum not exceeding 2 per cents less than the published base lending rate;
- \* of a clearing bank to be selected by the Trustees;
- \* of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100<sup>th</sup> part of the issue capital of that company;
- \* of reasonable and proper rent for premises demised or let by any Member of the Association or Trustee; to any Trustee of reasonable out-of-pocket expenses.

## LIMITED LIABILITY

The liability of Members of the Association is limited.

## GUARANTEE

Every Member of the Association undertakes to contribute up to £1 to the Association's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Association's debts and liabilities contracted before he or she 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.

## DISSOLUTION

If the Association is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or both of the following ways:

1. By transfer to one or more other bodies established for exclusively charitable purposes and with the same or similar objects to those of the Association.
2. In such other manner consistent with charitable status 13.8.

As the Commission approve in writing in advanced a final Report and statement of account must be sent to the Commission.

## INTERPRETATION

Words and expressions defined in the Articles have the same meanings as in this Memorandum References to an Act of Parliament are references to the Act as amended or reenacted from time to time and to any subordinate legislation made under it.

We, the persons whose names and addresses are written below wish to be formed into a Company under this Memorandum of Association

Signatures, Names and Addresses of Subscribers:

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL ARTICLES  
OF ASSOCIATION OF EUROPEAN ASSOCIATION OF SOCIAL ANTHROPOLOGISTS

## MEMBERSHIP

The number of Member of the Association is unlimited the Association must maintain a register of Members.

From the end of the meeting at which these Articles are adopted the Members shall be those who were Members of the unincorporated Association called the European Association of Social Anthropologists.

The Association will have ~~four~~ **five** categories of membership:

founder members, ordinary members, honorary members, associate members, **student members**.

Founder members are those who attended by invitation the inaugural general assembly of the unincorporated Association called the European Association of Social Anthropologists, on Saturday 14th January 1989.

Ordinary members are social anthropologists who have been admitted to membership by decision of the Trustees.

Eligibility for ordinary membership is based on one of the following criteria:

- \* Possession of a ~~doctoral~~ Master degree (or equivalent) in social anthropology from a European university, or | and
- \* Possession of a teaching or research post in social anthropology which is at a European university or European institution of equivalent standing.

Honorary members are distinguished scholars who are designated honorary members by decision of the Trustees.

Associate members are those who do not meet the criteria for ordinary membership, but who can show evidence of substantial and active involvement in the pursuit of social anthropology as a scholarly subject in a European country.

Student members are students in a Master or PhD programme in social anthropology, or a Master or PhD programme in social sciences with focus on social anthropology.

An applicant application for Ordinary Membership, ~~Honorary Membership or Associate Membership, or Student Membership may be nominated by any member of the Association. Nominations should be communicated to the membership administration by the applicant and supported by the sponsor to the Secretary and must be signed by the candidate and sponsor.~~ Decisions regarding membership are taken by the Trustees.

A Honorary Membership may be proposed by any member of the Association. Nominations should be communicated to the Secretary by the applicant. Decisions regarding Honorary Membership are taken by the Trustees.

Members of the Association will have those rights and obligations as set out in 1.6.1 – 1.8.4 below and as determined from time to time by the Trustees in accordance with their powers set out in these Articles of Association.

Founding Members, Ordinary Members and Honorary Members have the right to receive the Association's publications, to attend its Conferences, to speak and vote at the Members Forum, to stand for election as Trustees and to vote in elections for the Trustees.

Associate Members have the right to receive the Association's publications, to attend its Conferences, but not to ~~speak or~~ vote at the Members Forum, or to stand for election as Trustees or to vote in elections for the Trustees.

Student Members have the right to receive the Association's publications, to attend its Conferences, but not to ~~speak or~~ vote at the Members Forum, or to stand for election as Trustees or to vote in elections for the Trustees.

Each Member shall pay the Association the annual Membership Fee as agreed from time to time by the Trustees.

Membership is terminated if the member:

- \* gives written notice of resignation to the Association;
- \* dies;

- \* is at least two years in arrears in paying Membership Fees and the Trustees resolve that the Membership be terminated but in such case the Member may apply to the Trustees for reinstatement on payment of the amount due and the Trustees shall determine such application and (if approved) the terms of such reinstatement;
- \* is removed from Membership by resolution of the Trustees on the ground that the Member's continued Membership is harmful to the Association (but only after notifying the Member in writing and considering any written representation which the Member concerned puts forward within 42 clear days after receiving notice).

## GENERAL MEETINGS

The Association will hold a meeting of the Members Forum at least every three years, which will debate the general direction of activities of the Association.

There is a quorum of the Members Forum if the number of Members present is at least 20.

All Members of the Association will be entitled to attend the Members Forum, but Associate Members and Student Members will not have the right to ~~speak or~~ vote.

The Association must hold an AGM every year which all Members are entitled to attend. At an AGM the Members:

- \* receive the accounts of the Association for the previous financial year;
- \* receive the Trustees' report on the Association's activities since the previous AGM;
- \* discuss and determine any issues of policy or deal with any other business put before them;

The President/~~Chair~~ or (if the President/~~Chair~~ is unable or unwilling to do so) another Trustee or (if no Trustees are able or willing to do so) a Member elected by those present and entitled to vote shall preside at all meetings of the Association, including the Members Forum, the AGM and an EGM.

Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.

Except for the chair of the meeting, who has no vote other than a casting vote, every Member has one vote on each issue.

A resolution put to the vote of the meeting shall be decided on a show of hands, unless, before or upon the declaration of the result of the show of hands, a poll is demanded by the chair or by at least five Members or by Members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Subject to the provisions of Article 2.9, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No poll shall be demanded on the election of a chair of a meeting. 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 the poll has been demanded.

Any meeting of the Association that is not an AGM is an EGM, except the Members Forum.

An EGM may be called at any time by the Trustees and must be called on the requisition of Members pursuant to the provisions of the Act.

## THE TRUSTEES

Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the Trustees who may exercise all the powers of the Association. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:

- \* to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association;
- \* to enter into contracts on behalf of the Association,
- \* Five Trustees shall be elected by postal-ballot of the Members Candidates of election as Trustees. They must be Members of the Association, and their nomination must be supported by another Member.

Nominations shall be directed to the Secretary of the Association, who is responsible for the election process.

The Trustees may co-opt up to two further Trustees.

Every Trustees except the Treasurer appointed under 3.8 below must be a Member of the Association.

The Trustees shall appoint as a Trustee a Treasurer for the Association, who need not be a Member of the Association and who may be appointed as a Trustee in addition to the five elected and two co-opted Trustees.

The Trustees shall appoint a Secretary for the Association, who needs to be a Member of the Association and who will be appointed as a Trustee in addition to the five elected and the one co-opted Trustee.

The Treasurer will act as the Secretary of the Association in accordance with the Act.

Trustees shall be elected for two years. They may be elected for a second period of two years, up to a maximum of four years.

Treasurer and Secretary may hold their office up to six years.

~~Each person holding office as a member of the Executive Committee of the unincorporated Association referred to in paragraph 1.4.1 above, at the date of the adoption of these Articles, shall remain a Trustee until the postal election of 2004.~~

The Trustees will elect from their number a President/Chair, and a Vice-President. Secretary. The President/Chair should act for a period of no longer than two years.

Every Trustee must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Trustees.

A Trustee's term of office automatically terminates after two years or if he or she:

- \* is disqualified under the Charities ACT 1993 from acting as a charity trustee;

- \* is incapable, whether mentally or physically, of managing his or her own affairs;
- \* ceases to be a Member of the Association resigns by written notice to the Trustees (but only if at least two Trustees will remain in office) is removed by resolution of the Members at a meeting of the Members Forum after this meeting has considered any views provided in writing by the Trustees (whose removal is in issue) within 42 days from the date on which notice shall have been given by the Trustees to such Trustee that his or her removal as a Trustee is to be considered.

Nominations for election will be invited whenever a vacancy may occur, and otherwise every two years.

A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

### TRUSTEES EXPENSES

The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or of the Members Forum or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

### PROCEEDINGS OF TRUSTEES

The Trustees must hold at least one meeting each year.  
A quorum at a meeting of Trustees is three Trustees.

A Meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

The President/~~Chair~~ or (if the President/~~Chair~~ is unable or unwilling to do so) some other Trustees chosen by the Trustees present shall preside at each meeting.

Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for his purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).

Except for the chair of the meeting, who has a second or casting vote, each Trustee has one vote on each issue.

A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

### POWERS OF TRUSTEES

The Trustees have the following power in the administration of the Association:

- \* to exercise any powers of the Association;
- \* to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at meetings of the Members Forum;
- \* to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at meetings of the Trustees;

- \* to make Rules consistent with the Memorandum, these Articles and the Act to govern the administration of the Association and the use of its seal (if any);
- \* to established procedures to assist in the resolution of disputes within the Association;
- \* to establish committees of the Trustees for the discharge of the business of the Association and to decide in the composition of such committees.

## RECORDS AND ACCOUNTS

The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of the Companies and the Commission of:

annual reports  
 annual returns  
 annual statements of account .

The Trustees must keep proper records of:

- \* all proceedings at general meetings of the Association;
- \* all proceedings at meetings of the Trustees;
- \* all reports of the committees;
- \* all professional advice obtained.

Accounting record relating to the Association must be made available for inspections by any Trustee at any reasonable time during normal office hours and may be made available by Members if the Trustees so decide.

A copy of the Association's latest available statement of account must be supplied on request to any Trustee or Member, or to any other person who makes a written request and pays the Association's reasonable cost, within two months.

## JOURNAL EDITOR, REVIEW EDITOR, PUBLICATION SERIES EDITOR

The Trustees appoint office holders for the Association's publications, or they may constitute committees to appoint these offices.

- \* A Journal editor and a review editor;
- \* A Publications series editors.

Journal editor, review editor, and publication series editor are appointed for a maximum period of four years.

## NON-ELIGIBLE PERIOD FOR FORMER OFFICE HOLDERS IN THE EXECUTIVE COMMITTEE

After the end of their acting period in the Executive Committee, office holders (Trustees, Treasurer, Secretary, or Journal Editor) are not eligible for other offices in the Association for at least four years.

## NOTICES

Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or any

newsletter distributed by the Association. The only address at which a Member is entitled to receive notices is the address shown in the register of Members.

Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- \* 48 hours after being sent by electronic means or delivered by hand to the relevant address;
- \* two clear days after being sent by first class post to that address;
- \* ten clear days after being sent by overseas post to that address;
- \* on being handed to a Member personally.

A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions Taken by the Trustees

## IDEMNITY

Subject to the provisions of the Act every Trustee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

## RULES

The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- \* the nature of the classes of membership and the conditions of membership, the admission and classification of Members of the Association (including the admission of organisations to Membership) and the rights and privileges of such Members, and the conditions of Membership and the terms on which Members may resign or have their Membership terminated and the Membership fees, subscriptions and other fees or payments to be made by Members;
- \* the conduct of Members of the Association in relation to one another, and to the Association's employees;
- \* the setting aside of the whole or any part or parts of the Association's premises at any particular time or times for any particular purpose or purposes;
- \* the procedure at general meeting and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
- \* generally, any matter which is incidental to the governance of learned societies.

In addition to the powers of the Trustees to alter the rules of the Association as set out above, the Members of the Association shall have the power to alter, add to or repeal the rules or bye laws. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles. Proposals for such changes should be submitted to the Secretary. Where the proposal is supported by five Members, the Secretary will circulate the proposals to the Members for a postal vote. The changes must be approved by at least a majority of the Membership.

## DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Association take effect as though repeated here.

## CHANGES

Changes to the Memorandum or Articles of Association may be proposed by any Member of the Association. Such proposals should be submitted to the Secretary. Where the proposal is supported by five Members, the Secretary will invoke the procedures laid down in the Act for the amendment of the Memorandum and Articles of Association.

## INTERPRETAION

- \* "The Act" means the Companies Act 1985.
- \* "AGM" means an annual general meeting of the Association.
- \* "these Articles" , means these articles of the Association.
- \* "the Association" means the company governed by these Articles.
- \* "charity trustee" has the meanings prescribed by section 97(1) of the Charities Act 1993.
- \* "clear day" means 24 hours from midnight following the relevant event.
- \* "the Commission" means the Charity Commissioners for England and Wales.
- \* "EGM" means an extraordinary general meeting of the Association.
- \* "European country" means a country determined European by the Trustees.
- \* "financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986.
- \* "material benefit" means a benefit which may not be financial but has a monetary value.
- \* "membership" where the context so admits refers to membership of the Association.
- \* "Memorandum" means the Association's Memorandum of Association.
- \* "the Objects" means the Objects of the Association as defined in clause 3 of the Memorandum.
- \* "Social Anthropology" means a discipline determined Social Anthropology by the Trustees.
- \* "Social Anthropologist" means a practitioner of Social Anthropology as defined by the Trustees.
- \* "the Treasurer" means the Treasurer of the Association, who will act as the Secretary of the Association in accordance with the Act.
- \* "the President/Chair" means the President/Chair of the Association.
- \* "taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects.
- \* "Trustee" means a director of the Association and "Trustees" means all the directors.
- \* "written" or "in writing" refers to a legible document on paper including a fax message
- \* "years" means a calendar years.

Expressions defined in the Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Last updated: