

**COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL**

# **Memorandum**

AND

## **Articles of Association**

OF

**THE EUROPEAN EDUCATIONAL RESEARCH TRUST  
LIMITED**

---

**Incorporated the 2nd day of April, 1962**

---

**STILGOES,**

**BROUGHTON HOUSE,**

**6/8 SACKVILLE STREET,**

**LONDON, W.1.**



A03 \*A2H9WFLY\* 124  
COMPANIES HOUSE 13/10/95

# INDEX

---

	PAGE
MEMORANDUM OF ASSOCIATION .. .. .	1
ARTICLES OF ASSOCIATION—	
General .. .. .	5
General Meetings .. .. .	6
Proceedings at General Meetings .. .. .	7
Votes of Members .. .. .	8
Council of Management .. .. .	8
Powers of the Council .. .. .	9
Secretary .. .. .	10
The Seal .. .. .	10
Disqualification of Members of the Council .. .. .	10
Proceedings of the Council .. .. .	10
Accounts .. .. .	12
Audit .. .. .	13
Notices .. .. .	13
Dissolution .. .. .	13

---

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

---

**Memorandum of Association**  
OF  
**THE EUROPEAN EDUCATIONAL RESEARCH TRUST**  
**LIMITED**

---

1. The name of the Company (hereinafter called "the Association") is "THE EUROPEAN EDUCATIONAL RESEARCH TRUST LIMITED."
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are—
  - (A) To promote and encourage education, in particular (but without prejudice to the generality of the foregoing) by the advancement of schemes for the teaching and study of the history, geography, science, language, economics, art, literature and cultures of the countries of Europe.
  - (B) To establish and maintain scholarships, studentships and grants tenable at such universities, colleges, schools or other educational establishments of such amount and upon such terms and conditions as the Trustees may in their absolute discretion think fit.
  - (C) To own real and personal property and to purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may

be necessary or convenient for the promotion of the objects of the Association and to construct, maintain and alter any buildings or erections necessary or convenient for its work.

- (D) To use all the assets and income of the Association for the promotion of the objects of the 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 the members of the Association. Provided that nothing herein shall prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by any officer, trustee or member of the Association nor prevent the payment in good faith of reasonable and proper remuneration and expenses to any officer, trustee, servant or member of the Association in return for any service actually rendered to the Association (provided that this shall not extend to permit the payment of remuneration to any trustee for or member of the Council of the Association in respect of his services as such trustee or member of the Council) nor exclude any member of the Association from the benefit of any grant, scholarship or studentship made in furtherance of the objects of the Association.
- (E) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (F) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (G) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (H) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (I) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound

up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association 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, such amount as may be required not exceeding £5.

6. If upon the winding up or dissolution of the Association 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 Association but shall be given or transferred in such manner as will ensure the same being used for the purposes of any other company or body incorporate or unincorporate having objects similar to those of the Association and being solely of a charitable nature.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

GLADWYN	62 Whitehall Court, S.W.1, Banker.
LAWRENCE DARVALL	Little Bounds, Sevenoaks, Kent. R.A.F.
AUBREY JONES	16, St. Martins-le-Grand, E.C.1, Member of Parliament.
BEVERIDGE	101 Woodstock Rd., Oxford, Author and Member of House of Lords.
MARTIN MADDAN	12 Westmoreland Place, S.W.1, Member of Parliament.
KENNETH LINDSAY	39 Hill St., London, W.1, Writer.
J. LEECH	67 Cliffords Inn, E.C.4, Company Director.

---

Dated this       day of       , 1962.

Witness to the above Signatures—

W. M. BOARD	Witness to LORD GLADWYN	November 17th, 1961.
ARTHUR DUVAL	Witness to Sir LAWRENCE DARVALL	November 20th, 1961.
NORA JANE	Witness to the Rt. Hon. AUBREY JONES	27th Nov., 1961.
STELLA SOUTER	Witness to LORD BEVERIDGE	4th December, 1961.
J. C. HUNT	Witness to Mr. MARTIN MADDAN, M.P.	December 6, 1961.
ARTHUR OWEN BARFIELD	Witness to KENNETH LINDSAY	January 10, 1962.
NINA YARNELL	Witness to J. LEECH	7th December, 1961.

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

**Articles of Association**  
OF  
**THE EUROPEAN EDUCATIONAL RESEARCH TRUST**  
**LIMITED**

**GENERAL.**

1. In these presents 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 .. ..	The Companies Act, 1948.
These presents ..	These Articles of Association, and the regulations of the Association from time to time in force.
The Association ..	The above-named Association.
The Council ..	The Council of Management for the time being of the Association.
The Office .. ..	The registered office of the Association.
The Seal .. ..	The common seal of the Association.
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 reproducing words in a visible form.

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 corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Association shall consist of not more than twenty members.

3. The first members of the Association shall be the subscribers to its Memorandum of Association.

4. Vacancies in the membership of the Association shall be filled on the nomination of the Council of Management.

5. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

6. The Association is established for the purposes expressed in the Memorandum of Association.

7. Membership of the Association is not transferable.

8. A member shall cease to be a member of the Association if he dies or at the expiration of one month's previous notice in writing given by the member of his desire to cease to be a member.

#### GENERAL MEETINGS.

9. The Association 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 Council, 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 Association 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 Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

12. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), 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 presents or under the Act entitled to receive such notices from the Association; 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 the appointment of, 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. Save as herein otherwise provided, two 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, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may

determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

17. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be 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 member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association 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. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, and 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 a particular majority, and an entry to that effect in the minute book of the Association 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.

20. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

#### VOTES OF MEMBERS.

21. Every member shall have one vote.

#### COUNCIL OF MANAGEMENT.

22. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than three nor more than nine.

23. The first members of the Council shall be the subscribers to the Memorandum of Association.

24. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded.

25. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

26. A member may be elected a member of the Council of Management notwithstanding that he is over seventy years of age at the time of his election, and a member of the Council of Management shall not retire therefrom by reason only that he attains the age of seventy.

#### POWERS OF THE COUNCIL.

27. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. Notwithstanding anything in these Articles contained the Council of Management shall have no power to pay or permit the payment of remuneration to any Trustee for the Association or any member of the Council of Management in respect of his services as such Trustee or member.

28. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

### SECRETARY.

29. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council 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.

### THE SEAL.

30. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council or of one member and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

### DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

31. The office of a member of the Council shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (E) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

### PROCEEDINGS OF THE COUNCIL.

32. The Council may meet together for the dispatch 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, two 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 or casting vote.

33. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

34. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

35. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

36. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be suspended by any regulations made by the Council.

37. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, 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 Council.

38. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and 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.

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

## ACCOUNTS.

40. The Council shall cause proper books of account to be kept with respect to—

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place ;
- (B) all sales and purchases of goods by the Association ; and
- (C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

41. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

42. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in general meeting.

43. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

## AUDIT.

" ARTICLES 44 + 45 DELETED BY MEMBERS RESOLUTION DATED 8th JUNE 1995

## NOTICES.

46. A notice may be served by the Association 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.

47. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

48. 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 prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## DISSOLUTION.

49. Clause 6 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

---

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
 

---

GLADWYN	62, Whitehall Court, S.W.1., Banker.
X LAWRENCE DARVALL	Little Bounds, Sevenoaks, Kent, Retd. R.A.F.
AUBREY JONES	16, St. Martins-le-Grand, E.C.1, Member of Parliament.
X BEVERIDGE	104 Woodstock Road, Oxford, Author and Member of House of Lords.
MARTIN MADDAN	12 Westmoreland Place, S.W.1, Member of Parliament.
KENNETH LINDSAY	39 Hill St., London, W.1., Writer.
J. LEECH	67 Clifford Inn, E.C.1, Company, Director.

---

Dated this            day of            , 1962.

Witness to the above Signatures—

W. M. BOARD	Witness to LORD GLADWYN	November 17th, 1961.
ROSE CHANTLER	Witness to Sir LAWRENCE DARVALL.	November 20th, 1961.
NORA JANE	Witness to the Rt. Hon. AUBREY JONES	27th Nov., 1961.
STELLA SOUTER	Witness to LORD BEVERIDGE	12th December, 1961.
J. C. HUNT	Witness to Mr. MARTIN MADDAN, M.P.	December 6, 1961.
ARTHUR OWEN BARFIELD	Witness to KENNETH LINDSAY	January 10, 1962.
NINA YARNELL	Witness to J. LEECH	7th December, 1961.