

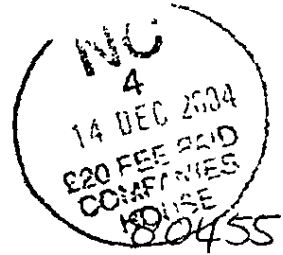
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THE COMPANIES ACT 1985  
as amended by  
COMPANIES ACT 1989

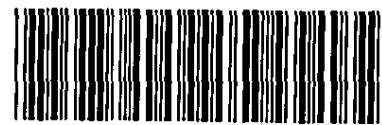
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION  
of  
THE INSTITUTE OF KNOWLEDGE TRANSFER

- 1 The name of the Company (hereinafter referred to as the "Institute") is "The Institute of Knowledge Transfer"
- 2 The registered office of the Institute will be situated in England and Wales
- 3 The Institute's object is to promote the professional development of the knowledge and technology transfer practitioner community in the UK and Ireland and elsewhere, in all aspects and to provide training and support to the profession, with the aim of improving the capabilities, skills and competencies of knowledge transfer practitioners in the furtherance of wealth creation and quality of life. For that purpose the Institute shall have powers to do all or any of the following
  - 3.1 To further the education of persons intending to enter or be associated with the knowledge transfer profession,
  - 3.2 To devise and impose standards of knowledge and skill for persons seeking membership of the Institute with a view of engaging professionally in knowledge transfer,
  - 3.3 To further raise standards of knowledge and technology transfer and standards of competences amongst those engaged in knowledge and technology transfer, including ensuring that membership of the Institute at various grades shall only be open to those competent to engage in knowledge and/or technology transfer at the requisite level,
  - 3.4 To keep Institute members and others informed on current issues and developments relevant of knowledge and technology transfer,
  - 3.5 To improve and spread best practice in knowledge and technology transfer,
  - 3.6 To secure the association of those engaged or interested, professionally or otherwise in knowledge and technology transfer,
  - 3.7 To further research and all such other activities as may contribute to the advancement of the knowledge and practice of knowledge and technology transfer and the dissemination of information appertaining thereto

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And, in pursuance of the foregoing statement of the Institute's objects, the Institute shall have the following powers -

- 3 8 To establish a Council of Management which shall be the governing body of the Institute,
- 3 9 To print, make and to publish or assist in or promote the printing or making of any newspapers, periodicals, books, monographs, articles, leaflets or other literary, digital, electronic or audio-visual undertakings that the Institute may think desirable for the promotion of its Objects and to distribute such as it may think fit;
- 3 10 To own, exploit and acquire copyrights, rights of publication or reproduction and other rights in respect of literary, audio-visual or other works or undertakings,
- 3 11 To produce, present, promote, organize, manage and conduct any meetings, lectures, classes debates, conferences, libraries, demonstrations or exhibitions for the promotion of its Objects as the Institute may think fit,
- 3 12 To solicit and accept grants of money, donation, subscriptions, fees and other property, assets or assistance in furtherance of the Objects of the Institute and to conform to any proper conditions upon which such grants or other payments may be made,
- 3 13 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of the Objects, and to construct, maintain, alter and improve any buildings or erections necessary or convenient for the work of the Institute,
- 3 14 To sell, lease, mortgage or otherwise dispose of or deal in or turn to account all or any of the property or assets of the Institute as may be thought to be expedient with a view to the promotion of the Institute's Objects,
- 3.15 To invest any money of the Institute in or upon such investments, securities or property as the Institute thinks fit, subject to such conditions (if any) as may from time being be imposed by law;
- 3 16 To borrow or raise money on such terms, and with such consents as by law requires, and on such security as may be thought fit,
- 3.17 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts,
- 3 18 To make any donations of assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any charitable associations or institutions,
- 3 19 To pay any premium in respect of any indemnity insurance to cover the liability of the members of Council which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Institute; provided that any such insurance shall not extend to any claim arising from any act or omission which the Council Members knew

to be a breach of trust or breach of duty or which was committed by the Council Members in reckless disregard of whether it was a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Council Members in their capacity as directors of the Institute,

- 3 20 To pay out of the funds of the Institute the costs, charges and expenses of and incidental to the formation and registration of the Institute,
- 3.21 To act as trustees, treasurers or distributors or any benevolent or compassionate fund or funds contributed by members or other persons;
- 3.22 To pay out of the funds of the Institute all costs, charges and expense, preliminary or incidental to the formation and registration of the Institute;
- 3 23 To appoint such officers and employees, on such reasonable and proper terms and conditions as the Institute thinks fit, as may from time to time be necessary for carrying on the work of the Institute,
- 3 24 To establish, maintain, control and manage national group regional branches and special interest groups of the Institute in the UK, Ireland or elsewhere as may seem expedient and, from time to time, to determine the constitution, rights, privileges, obligations and duties of such groups and branches, and when thought fit, to dissolve and modify the same,
- 3 25 To do all such other lawful things as will further the attainment of the Objects of the Institute or any of them provided that:-
  - 3.25 1 The Institute shall not support with its funds any object or endeavour to impose on or procure the observance by its members or others of any regulation or restriction which if any object of the Institute would make it a trade union,
  - 3 25 2 In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law, having regard to such trust, and
- 3.26 To do all or any of the things and matters aforesaid in any part or parts of the world,

and it is hereby declared that in the construction of this Clause the word "person" shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and words denoting the singular number only shall include the plural number and vice versa
- 4 The income and property of the Institute shall be applied solely towards the promotion of its Objects as set forth in the 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 surplus, to members of the Institute, and no Council Member shall be appointed to any office of the Institute paid by salary or fees, or receive any remuneration or other benefit in money or monies worth from the Institute Provided that nothing herein shall prevent any payment in good faith by the Institute -

- 4 1 Of reasonable and proper remuneration to any member, officer or servant of the Institute (not being a Council Member of the Institute) for any services rendered to the Institute and of expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Institute,
  - 4 2 Of interest on money lent by a member of the Institute at a reasonable and proper rate per annum,
  - 4 3 To any Council Member of the Institute for reasonable and proper out-of-pocket expenses,
  - 4 4 Of reasonable and proper rent for premises demised or let by any member of the Institute,
  - 4.5 Of any premium in respect of indemnity insurance to cover the liability of the Members subject to clause 3 19
- 5 The liability of the members is limited
- 6 Every member of the Institute undertakes to contribute such amount as may be required (not exceeding £1 sterling) to the Institute's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the Institute's debts and liabilities contracted before he/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
7. If upon the winding up or dissolution of the Institute there shall remain, 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 Institute but shall be given or transferred to a charitable institution or institutions having objects similar to the objects of the Institute 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 Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by members of the Institute at or before the time of dissolution and insofar as effect cannot be given to such provisions then to some other charitable education object.
- 8 True accounting records shall be kept of the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Institute, and, subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations contained in the Institute's Articles of Association for the time being in force, such accounts shall be open to the inspection of the members ~~Once at least in every year the accounts of the Institute shall be examined, and the correctness of the Income and Expenditure Account and Balance Sheet ascertained, by one or more properly qualified Auditor or Auditors~~

Names and addresses of subscribers

Represented by: Brian McCaul - Company Secretary and Director

2 UK Science Park Association (UKSPA)

CHESTERFORD RESEARCH PARK

Witness to all the above signatures.

Name:

## Address

Occupation:

18/12/04

**DATED**

**2004**

**THE COMPANIES ACT 1985  
as amended by  
Companies Act 1989**

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

**ARTICLES OF ASSOCIATION**

**of**

**THE INSTITUTE OF KNOWLEDGE TRANSFER**

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**GENERAL**

- 1 The Companies (Tables A to F) Regulations 1985 shall not apply to the Institute.
- 2 In these Articles unless the subject or context otherwise requires:  
  
all 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 vice versa: and;  
  
words importing persons shall include corporations and unincorporated associations.
- 3 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 Institute"

The above named company intended to be regulated by these articles;

"Act"	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"the Articles"	These Articles of Association of the Institute
"the Memorandum"	The Memorandum of Association of the Institute
"AURIL"	The Association for University Research and Industry Links;
"President"	The Chair for the time being of the Institute;
"Executive Director"	The Executive Director for the time being of the Institute;
"Individual Member"	Any person consenting and or elected in accordance with the provisions of Articles 5-9;
"Fellow"	Any person elected in accordance with the provisions of Articles 17-20;
"Member"	Any person elected in accordance with the provisions of Article 21,
"Associate"	Any person elected in accordance with the provisions of Article 22;
"Retired Member"	Any Individual Member transferred in accordance with the provisions of Article 24;
"Honorary Fellow"	Any person elected in accordance with the provisions of Article 26;
"Honorary Member"	Any Individual Member elected in accordance with the provisions of Article 27;
"Non-Individual Member"	Any person or body elected or admitted in accordance

with the provisions of Articles 30-31,

"Student"	Any person elected in accordance with the provisions of Article 32;
"Affiliate"	Any body admitted in accordance with the provisions of Article 34,
"Associated Institutions"	Any institutions admitted in accordance with the provisions of Articles 42-46;
"Officers"	The members of the <del>Council</del> <sup>Board</sup> who hold the offices set out in Article 47,
"National Group"	Any group of Individual Members residing and or working respectively in England, Wales, Scotland, Republic of Ireland or any other Country in Europe or other part of the world;
<del>"Council"</del> <sup>Board</sup>	The members of the <del>Council</del> <sup>Board</sup> , being the directors of the Institute, for the time being;
<del>"Council Members"</del> <sup>Board</sup>	The persons elected to be <del>Council</del> <sup>Board</sup> Members in accordance with Article 78 being the directors of the Institute for the purposes of the Statutes;
"Professional Theme Group"	Any Group that is formed by the <del>Council</del> <sup>Board</sup> to examine either current, pertinent or generic issues that has relevance to Knowledge Transfer, and which has the following goals: <ul style="list-style-type: none"><li>• Exchange best practice through the development of Policies, Processes, Guidelines &amp; Procedures plus their Measurement &amp; Performance Monitoring</li><li>• Exchange &amp; Development of Sector Positioning, Policies &amp; Practices</li></ul>



- Influencing Policy (of Funders, Government, Industry).

"Regional Branch"	Any sub-division of a National Group,
"in writing"	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;
"Month"	Calendar Month,
"Office"	The registered office of the Institute;
"Seal"	The Common Seal of the Institute,
"Secretary"	The Secretary for the time being of the Institute;
"Statutes"	The Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force;
"Subscription Year"	A year beginning on 1 April and ending on the next 31 March;
"these Presents"	These Articles of Association or any other articles of association from time to time adding to, replacing or amending these Articles;
"Treasurer"	The Treasurer for the time being of the Institute;
"United Kingdom"	United Kingdom of Great Britain and Northern Ireland;
"Knowledge Transfer"	The profession concerned with facilitating the organised exchange and application of public sector funded research, intellectual property (IP), expertise and training to meet business and community needs.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Presents and any bye-laws, rules or regulations made hereunder.

## **BUSINESS**

1. The Institute is established for the purposes expressed in the Memorandum of Association.
2. Any branch or kind of activity which the Institute either expressly or by implication is authorised to undertake may be undertaken by the Council at such time or times as it may consider expedient and further may be suffered by it to be in abeyance, whether such branch or kind of activity may have been actually commenced or not, so long as the Council may consider it expedient not to commence or proceed with the same.
3. The Office shall be at such place in England and Wales, as the <sup>Board</sup>~~Council~~ shall from time to time appoint. Administrative offices may be established in such countries as the as the Council shall from time to time appoint
4. Institute membership will be open to all knowledge transfer professionals whether in Higher Education, Public Sector Research Organisations, NHS or Industry (including large corporate, SMEs and developing SMEs) The Institute will also seek to provide a framework to which other bodies may join or affiliate as independent bodies The Institute will develop membership and professionalism within public sector bodies facilitating or mediating knowledge transfer (including but not limited to Regional Development Agencies, and the Small Business Service)

## **MEMBERSHIP**

### **Individual Membership**

- 5 All Nominated Representative and Additional Named Representative members of AURIL, who shall within three months of the date of incorporation consent in writing to be enrolled as Individual Members of the Institute, shall be accepted as Individual Members of the Institute.

6. Individual Membership of the Institute shall be restricted to those persons who are or have been employed in the profession of Knowledge Transfer.
7. All applications for election to Individual Membership shall be in writing, signed by the applicant in such form as the ~~Council~~ <sup>Board</sup> shall from time to time prescribe, and shall contain or have annexed thereto a declaration signed by the candidate that he/she is qualified to be a member of the Institute and that he/she agrees in the event of his/her election to observe the provisions of the Memorandum and the Articles and the bye-laws, rules and regulations of the Institute for the time being in force. The ~~Council~~ <sup>Board</sup> may in addition require a candidate to produce such further or other evidence, as they may consider proper that he/she is qualified for election to Individual Membership under these Articles.
8. All candidates for Individual Membership other than those accepted in accordance with Article 5 shall be proposed and seconded in writing by two Individual Members of the Institute in a form that shall be prescribed from time to time by the ~~Council~~ <sup>Board</sup>.
9. Individual Members shall be elected by votes of the members of the ~~Council~~ <sup>Board</sup> at a duly convened ~~Council~~ <sup>Board</sup> meeting. The name of each person to be admitted to membership shall be entered in the Register of Members as an Individual Member.
10. Every Individual Member shall from time to time supply his/her then current residential address to the Secretary and such address notified shall be deemed to be the registered address of the Individual Member.
11. Any Individual Member may resign from the Institute by giving notice in writing to the Secretary at any time and paying with such notice any unpaid subscription that may be due from him/her and thereupon he/she shall cease to be a member
12. Any Individual Member whose annual subscription is unpaid more than three months after the date when the same became due shall thereupon cease to be entitled to the privileges of a Individual Member but the ~~Council~~ <sup>Board</sup> may in special circumstances suspend the operation of this Article as they shall think fit. If the subscription of a Individual Member is unpaid six months after the same became due he/she shall thereupon cease to be a member. Where any person who has ceased to be a Individual Member of the Institute under the provisions of this Article pays all arrears

of his/her annual subscription within three months after the cessation of his/her membership the ~~Council~~<sup>Board</sup> may re-admit him/her to membership and if so admitted he/she shall be deemed never to have ceased to be a member and the provisions of Articles 5, 6 and 7 shall not apply to him/her.

13. The ~~Council~~<sup>Board</sup> shall from time to time determine a code of conduct (the "Code of Conduct") that shall be mandatory on all Individual Members of the Institute. The ~~Council~~<sup>Board</sup> shall also from time to time determine the procedures to be implemented following an alleged breach of the Code of Conduct or serious or persistent breach of any of these Articles or the bye-laws, rules or regulations of the Institute for the time being in force, the committing of unprofessional conduct, or conduct such as would prejudice the welfare or reputation of the Institute or its members.
14. Allegations of misconduct as described in Article 13 shall be considered by a committee that consists of five individuals of whom one must be a serving member of the ~~Council~~<sup>Board</sup> and the majority of the Individual Members of the committee shall not be members of the ~~Council~~<sup>Board</sup>. Any Individual Member who under the provisions of these Articles ceases to be a Individual Member of or is expelled from the Institute shall none the less remain liable to pay to the Institute the full amount of his/her current annual subscription as a Individual Member and all other monies due from him/her to the Institute.
15. An Individual Member upon election and payment of the annual subscription shall be entitled to a certificate of membership setting forth his/her name, his/her grade of Individual Membership and the date of issue of the certificate. An Individual Member who under the provisions of these Articles ceases to be an Individual Member of or is expelled from the Institute must return his/her certificate of membership to the Secretary. If an Individual Member becomes entitled to a different grade of membership he/she shall be entitled to a new certificate showing the grade to which he/she has been elected. All Individual Members shall be entitled to receive notices of and to attend general meetings of the Institute and to receive copies of all reports and other documents circulated to members.
16. There shall be the following grades of Individual Membership:
  - a. Fellow;

b. Member;

c. Associate.

**a) Fellow**

17. The ~~Council~~<sup>Board</sup> may elect duly qualified Individual Members who so apply to be Fellows of the Institute.
18. The ~~Council~~<sup>Board</sup> may determine the criteria for election to the grade of Fellowship.
19. The ~~Council~~<sup>Board</sup> may from time to time prescribe, repeal, and vary bye-laws (not being inconsistent with these Articles) relating to the election of Fellows of the Institute. The ~~Council~~<sup>Board</sup> may require any candidate to produce such evidence that they may consider proper that he/she is qualified for election.
20. Any Fellow of the Institute who, for any reason, ceases to be an Individual Member shall also cease to be a Fellow.

**b) Member**

21. Entry to the grade of Member may be gained by an applicant satisfying the qualification criteria as determined by the ~~Council~~<sup>Board</sup> and by satisfying the ~~Council~~<sup>Board</sup> that they have the appropriate experience in the knowledge transfer considered by the ~~Council~~<sup>Board</sup> to be appropriate for admission to the Institute.

**c) Associate**

22. No person shall be eligible for election as an Associate of the Institute unless he/she at the date of his/her election can satisfy the qualification criteria as determined by the ~~Council~~<sup>Board</sup> or is, or has been, employed or engaged in the profession of knowledge transfer, and has such professional, technical or administrative experience as the ~~Council~~<sup>Board</sup> may from time to time describe
23. Unless and until the bye-laws otherwise provide any Individual Member wishing to designate his/her membership of the Institute may:

being a Fellow, use the initials FIKT; -

being a Member, use the initials MIKT;

being an Associate, use the Initials AIKT

24. Any Member shall cease automatically to be an Individual Member and removed from the Register of Members upon notifying the Institute of its decision to retire such notice to be delivered to the Institute in writing. Individual Members of the Institute upon retirement shall retain their appropriate designation with the qualification "retired". Retired Individual Members shall be entitled to all the privileges of Individual Members except the right of election to the ~~Council~~ <sup>Board</sup> and of voting. The ~~Council~~ <sup>Board</sup> shall from time to time determine the criteria for granting admission to the retired category of Individual Members
25. Unless otherwise provided by the ~~Council~~ <sup>Board</sup>, any Member shall cease automatically to be a Member upon his ceasing to be eligible under Article 7.

### **Honorary Membership**

#### **a) Honorary Fellow**

26. The ~~Council~~ <sup>Board</sup> may elect as an Honorary Fellow any individual whom it considers has rendered distinguished services either to the Institute or the profession of knowledge transfer. Honorary Fellows shall not be eligible for election to the ~~Council~~ <sup>Board</sup> or to vote in the Institute elections and the ~~Council~~ <sup>Board</sup> shall determine what services are offered to Honorary Fellows.

#### **b) Honorary Member**

27. The ~~Council~~ <sup>Board</sup> may elect as an Honorary Member any Individual Member whom it considers has rendered long-term services to the Institute. Honorary Members shall not be eligible for election to the ~~Council~~ <sup>Board</sup> or to vote in Institute elections and the ~~Council~~ <sup>Board</sup> shall determine what services are offered to Honorary Members.
28. Every candidate for election as an Honorary Fellow or as an Honorary Member shall be proposed in such a manner as the ~~Council~~ <sup>Board</sup> may by regulations prescribe.
29. Every election to Honorary Membership shall be made by the ~~Council~~ <sup>Board</sup> and an affirmative vote of two-thirds of those present and voting shall be necessary.

## **Non-Individual Membership**

30. There shall be the following grades of non-Individual membership.

- a) Student;
- b) Affiliate.

31. The <sup>Board</sup>~~Council~~ may, from time to time, prescribe criteria, procedures and rules for the election to non-Individual membership of the Institute.

### **a) Student**

32. The <sup>Board</sup>~~Council~~ may further prescribe the terms, conditions and privileges for the election of persons as registered students of the Institute. Registration as a student shall not confer Individual membership of the Institute

33. No person shall be elected or remain a student who is qualified for election as an Individual Member.

### **b) Affiliate**

34. The <sup>Board</sup>~~Council~~ may admit to the status of Affiliate such professional body, educational institute, business, regional development agency or other body as it thinks fit. Affiliation shall not confer Individual membership of the Institute, but an Affiliate shall have such privileges as the <sup>Board</sup>~~Council~~ shall from time to time determine

#### **a) Commercial Affiliate**

this category of membership shall be available to commercial companies.

#### **b) Non-Commercial Affiliate**

this category of membership shall be available to Local Authorities, educational institutions and other non-commercial organisations

35. Students and Affiliates shall have no right of election to the <sup>Board</sup>~~Council~~ and of voting.

## FEES & SUBSCRIPTIONS

36. Every Individual Member, Retired Member and Non-Individual Member shall be bound to pay to the Institute such entrance fee, registration fee and such annual or other subscription as shall from time to time be fixed pursuant to these Articles. All subscriptions and fees shall be paid at the times in the manner and subject to the conditions provided for by these Articles and by the bye-laws (if any) prescribed by the ~~Council~~ <sup>Board</sup> for the time being in force.
37. The amount of subscriptions and fees shall be from time to time determined by the ~~Council~~ <sup>Board</sup> and different subscriptions and fees may be determined by the ~~Council~~ <sup>Board</sup> for different grades of Individual Member and for Affiliates and Students.
38. An Individual Member and Non-Individual Member must pay any entrance fee, registration fee and his/her first annual subscription immediately upon being notified by the Secretary of his/her election or admission and until payment of such fees and subscriptions his/her name will not be entered on the register of Individual Members or Non-Individual Members nor will he/she receive any certificate or be permitted to enjoy any of the privileges of the Institute. The ~~Council~~ <sup>Board</sup> may by resolution declare void the election of any candidate who has not paid such fee or subscription within one month of the Individual Member or Non-Individual Member being notified of his/her election or admission.
39. Annual subscriptions are due and payable in advance on April 1 in each year, but Individual Members and Non-Individual Members elected or admitted after 1 October in any year shall be required to pay only one half of the subscription for the current year and those elected or admitted in the month of March shall pay a subscription for one year which shall cover the year following the month of their election or admission, provided further that the ~~Council~~ <sup>Board</sup> shall have the power to introduce a scheme for the payment of the annual subscription in instalments such scheme to include:
- (a) if the ~~Council~~ <sup>Board</sup> so decide, a provision for an administrative charge for those persons paying their subscriptions by instalments and;



- (b) such consequential provisions as to arrears and termination of membership as may be necessary.
40. Every person transferred from one class of membership to another shall, for the year in which the transfer takes place, pay the annual subscription for the old or new class of membership, whichever be the greater sum
41. Notwithstanding the provisions of the foregoing Articles the <sup>Board</sup>~~Council~~ may in its absolute discretion reduce or remit any unpaid appropriate subscription due from any member

### ASSOCIATED INSTITUTIONS

42. The <sup>Board</sup>~~Council~~ may in its absolute discretion recognise an institution as an Associated Institution if such institution, although not an Eligible Institution, is an organisation, company or other body with an interest in the objects of the Institute and can demonstrate the same to the satisfaction of the <sup>Board</sup>~~Council~~.
43. Every institution that wishes to become an Associated Institution shall deliver to the Institute an application in such form as the <sup>Board</sup>~~Council~~ requires executed by the Associated Institution.
44. The Associated Institution shall be entered in the Register of Members as an Associated Institution.
45. The Associated Institution shall pay such subscription as may be determined by the <sup>Board</sup>~~Council~~.
46. The <sup>Board</sup>~~Council~~ may resolve that an Associated Institution shall cease to be an Associated Institution in the event that the annual subscription due under Article 455 is not paid within such period of time as may reasonably be allowed for such payment by the <sup>Board</sup>~~Council~~ or in the event that it ceases to meet the criteria set out under the Article.

### OFFICERS

47. The officers of the Institute shall be:

- (a) President
- (b) Immediate Past President
- (c) Vice President
- (d) Honorary Secretary
- (e) Honorary Treasurer

48. The first President, Immediate Past President, Vice President, Honorary Secretary and Honorary Treasurer to take office shall be determined by AURIL in consultation with (but not limited to)

A Representative from the Public Sector Research Establishments  
 A Representative from the NHS IP HUBs  
 A Representative from the UK Science Park Association, UKSPA  
 A Representative from the UK Business Incubation, UKBI  
 A Representative from the Applied Industrial Research Trading Organisations, AIRTO  
 A representative from Industry (ICARG Chair).

Or any representative of any organisation whom the above seek to consult.

49. The Officers shall be elected annually for a period of one year or as otherwise determined at the annual general meeting and shall take office immediately upon election and shall continue in office until the election of their successors.

50. In the absence of any reason to the contrary which the <sup>Board</sup>~~Council~~ in its absolute discretion may deem sufficient the following Officers shall be entitled to stand for positions in the following manner:

- (a) The retiring President shall become the Immediate Past President
- (b) The retiring Vice President shall become the President

51. All Officers shall be Individual Members and either "Fellows" or "Members" of the Institute.

52. Any casual vacancy in any office under these Articles may be filled by the ~~Council~~ <sup>Board</sup> and the person so appointed shall hold office until the dissolution or adjournment of the next Annual General Meeting.

#### **NATIONAL, PROFESSIONAL THEME GROUPS AND REGIONAL BRANCHES**

53. The ~~Council~~ <sup>Board</sup> may from time to time for the purposes of promoting any of the Objects specified in the Memorandum establish in the United Kingdom, Ireland and elsewhere within Europe any National Group, Professional Theme Group and Regional Branch and may dissolve any such group/branch. The ~~Council~~ <sup>Board</sup> may also from time to time prescribe and repeal bye-laws (not being inconsistent with these Articles) for the management and conduct of any National Group, Professional Theme Group and or Regional Branch.

#### **GENERAL MEETINGS**

54. The first general meeting of the Institute after the date of incorporation shall be held at such time not less than one month nor more than three months after the date of incorporation and at such place as the ~~Council~~ <sup>Board</sup> may determine.
55. Annual general meetings of the Institute shall be held once in every calendar year at such time and place as may be determined by the ~~Council~~ <sup>Board</sup> provided that every such general meeting except the first to take place after the date of incorporation shall be held not more than 15 months after the holding of the last preceding meeting.
56. All general meetings other than annual general meetings mentioned in Article 55 shall be called extraordinary general meetings
57. The ~~Council~~ <sup>Board</sup> may whenever it thinks fit convene an extraordinary meeting and an extraordinary meeting shall also be convened on the requisition of members pursuant to the provisions of the Act for a date not later than eight weeks after receipt of requisition.

### **Notice of General Meetings**

58. An annual general meeting and an extraordinary general meeting calling for the passing of a special resolution shall be called by at least 21 clear days' notice in writing and any other meeting of the Institute shall be called by at least 14 clear days' notice in writing. The notice shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given in a manner hereinafter mentioned to such members of the Institute as are under the provisions of these Articles entitled to receive such notice. Without prejudice to the foregoing provisions of the Articles the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings of that meeting.
59. A member wishing to bring before a general meeting any motion not relating to the ordinary business of such meeting shall give notice thereof to the Secretary in writing at least 35 clear days before the date of the meeting.

### **Proceedings at General Meetings**

60. All business shall be deemed special that is transacted at an extraordinary general meeting and all business that is transacted at an annual general meeting shall also be deemed special except the consideration of the accounts and balance sheet and the ordinary reports of the ~~Council~~<sup>Board</sup> and of the auditors and the appointment of and the fixing of the remuneration of the auditors.
61. 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 ten members present shall be a quorum
62. 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 President shall appoint 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.

63. The President of the Institute shall preside at every general meeting, but if there be no such President or if at any meeting he/she be not present within 15 minutes after the time appointed for holding the same or be unwilling to preside the members present shall choose some member of the ~~Council~~<sup>Board</sup> or if no member of the ~~Council~~<sup>Board</sup> be present or if all members of the ~~Council~~<sup>Board</sup> present decline to take the Chair some member who shall be present to preside.
64. The Chair 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. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
65. At a general meeting 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 be duly demanded by the Chair or by at least two members present in person and entitled to vote or by a member representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands 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 minutes of the meeting shall be conclusive evidence of fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
66. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
67. A poll shall be taken as the Chair directs and he/she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

68. In the case of an equality of votes whether on a show of hands or on a poll the Chair of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.
69. A poll demanded on the election of a Chair of a meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chair directs not being more than thirty days after the poll is demanded.
70. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
71. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
72. Only Individual Members of the Institute shall have the right to receive notice and to attend and to vote at general meetings.

#### **Votes of Individual Members**

73. Subject to Article 68, every member shall have one vote.
74. No member shall be entitled to vote at any general meeting unless all moneys then payable by him/her to the Institute have been paid.
75. On a show of hands votes may be cast personally or by proxy and on a poll votes may be cast personally or by proxy. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in a form pursuant to the Act.
76. 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 Chair whose decision shall be final and conclusive.

## ~~COUNCIL BOARD~~

77. The ~~Council~~ <sup>Board</sup> shall consist of Individual Members who shall at the time of election be employed or engaged in Knowledge Transfer:

78. The ~~Council~~ <sup>Board</sup> shall consist of, but not be limited to: *See appendix I for new clause 78 wording*

(a) ~~The Officers for the time being;~~

(b) ~~Four Representatives from AURIL~~

~~A Representative from the PSREs~~

~~A Representative from the NHS IP HUBs~~

~~A Representative from the UK Science Park Association, UKSPA~~

~~A Representative from the UK Business Incubation, UKBI~~

~~A Representative from the Applied Industrial Research Trading Organisations, AIRTO~~

~~A representative from Industry (ICARG Chair).~~

~~each of whom shall be a director of the Institute~~

~~The number of National Groups, Professional Theme Groups and Regional Branches and the number of Individual Members that shall represent the aforementioned groups and branches on the ~~Council~~ <sup>Board</sup> shall first be determined by AURIL in consultation with:~~

- ~~• A Representative from the PSREs~~
- ~~• A Representative from the NHS IP HUBs~~
- ~~• A Representative from the UK Science Park Association, UKSPA~~
- ~~• A Representative from the UK Business Incubation, UKBI~~
- ~~• A Representative from the Applied Industrial Research Trading Organisations, AIRTO~~
- ~~• A representative from Industry (ICARG Chair).~~

79. An Officer or a member of the ~~Council~~ <sup>Board</sup> may at any time resign his/her office or membership of the ~~Council~~ <sup>Board</sup> by written notice delivered to the Secretary and such resignation shall take effect upon receipt of such notice by the Secretary.

80. The ~~Council~~<sup>Board</sup> may co-opt members to fill any casual vacancy occurring on the ~~Council~~<sup>Board</sup> and the person so co-opted shall be subject to retirement at the same time as if he/she had become an elected member on the same day as the person whose place he/she is appointed to fill.
81. All retiring members of the ~~Council~~<sup>Board</sup> shall be eligible for re-election.
82. A member shall not be eligible to be nominated or to nominate another member for membership of the ~~Council~~<sup>Board</sup> while he/she is in arrears with his/her subscription or owes any other monies to the Institute. In the event of there being an insufficient number of nominations to fill the vacancies the ~~Council~~<sup>Board</sup> may make the necessary nominations.
83. The Institute may from time to time at any general meeting increase or reduce the number of members of the ~~Council~~<sup>Board</sup> and may vary its constitution and determine the period during which members of the ~~Council~~<sup>Board</sup> are to hold office, and may make any appointments necessary for effecting any increase in its members, provided that all the members of the ~~Council~~<sup>Board</sup> must at all times be Individual Members
84. The Institute may by extraordinary resolution remove any member of the ~~Council~~<sup>Board</sup> before the expiration of his/her period of office. If the person so removed is a National Group or Regional Branch representative, then such removal shall be deemed to create a casual vacancy among the National Group or Regional Branch representatives on the ~~Council~~<sup>Board</sup>
85. A member of the ~~Council~~<sup>Board</sup> shall cease to hold office if he/she:
- (a) ceases to be a member by virtue of any provision in these Presents;
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
  - (c) resigns his/her office by notice to the Institute; or
  - (d) is absent without the permission of the ~~Council~~<sup>Board</sup> from all its meetings held within a period of six months and the ~~Council~~<sup>Board</sup> resolve that his/her office shall be vacated.



86. The Institute may by ordinary resolution of which special notice has been given in accordance with the Act remove any ~~Council~~ <sup>Board</sup> Member before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Institute and such ~~Council~~ <sup>Board</sup> Member.
87. No officer (other than the Executive Director) or ~~Council~~ <sup>Board</sup> Member shall be entitled to any remuneration for his services as such officer or ~~Council~~ <sup>Board</sup> Member, but the ~~Council~~ <sup>Board</sup> may pay any reasonable and proper out-of-pocket expenses incurred by any such ~~Council~~ <sup>Board</sup> Member in the performance of his duties or otherwise in connection with the affairs of the ~~Council~~ <sup>Board</sup>.
88. A ~~Council~~ <sup>Board</sup> Member shall not vote in respect of any contract or arrangement in which he is interested or any other matter arising thereout, and, if he does vote, his vote shall not be counted for the purposes of this Article a ~~Council~~ <sup>Board</sup> Member shall be deemed not to be interested in any contract or arrangement or any matter arising thereout if his interest therein arises solely by virtue of his being an officer of an Eligible Institution or Associated Institution or a member of an Institute in which he holds beneficially not more than one hundredth part of the capital.

#### **Powers of the Council**

89. The powers of the Institute and the business thereof shall be vested in and shall be managed by the ~~Council~~ <sup>Board</sup> who may pay all such expenses of, and preliminary and incidental to the promotion, formation, establishment and registration of the Institute, as they think fit, and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by the Act or by these Articles required to be exercised or done by the Institute in general meeting, subject nevertheless to these Articles, to the Act and to such bye-laws being not inconsistent with these Articles or the Act as may be prescribed by the Institute in general meeting in accordance with these Articles, but no such bye-laws shall invalidate any prior act of the ~~Council~~ <sup>Board</sup> which would have been valid if such bye-law had not been made.
90. The continuing members of the ~~Council~~ <sup>Board</sup> may act notwithstanding any vacancy in their body, provided always that in case the members of the ~~Council~~ <sup>Board</sup> shall at any time be reduced in number to less than ten it shall be lawful for them to act as the ~~Council~~ <sup>Board</sup>.

for the purpose of filling vacancies among the elected members of their body, or of summoning a general meeting, but not for any other purpose.

#### Proceedings of the ~~Council~~ Board

91. The ~~Council~~ Board shall, unless otherwise determined by bye-law, meet at least three times in each year at such times and on such day and at such hour as it shall from time to time determine.
92. The ~~Council~~ Board 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 by bye-law, five 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.
93. The President of the Institute shall preside at all meetings of the ~~Council~~ Board but if there be no such President or if at any meeting he/she be not present within 15 minutes after the time appointed for holding the same or be unwilling to preside then the members of the ~~Council~~ Board present shall choose one of their number to preside.
94. On the request of any eight members of the ~~Council~~ Board the Secretary shall at any time summon a meeting of the ~~Council~~ Board by notice served upon the several members of the ~~Council~~ Board of the business to be transacted thereat. A member of the ~~Council~~ Board who is absent abroad shall not be entitled to notice of a meeting. Notice of any business intended to be moved by a member of the ~~Council~~ Board at such meeting shall be delivered to the Secretary at least seven clear days before the day of the meeting at which it is to be considered.
95. The ~~Council~~ Board may delegate any of their powers to committees and sub-committees consisting of such number of members of the ~~Council~~ Board, as they think fit and any committee so formed shall conform to any regulations imposed on it by the ~~Council~~ Board, provided that the majority of the members of such committees or sub-committees shall be members of the ~~Council~~ Board and provided that all acts and proceedings shall be reported back to the ~~Council~~ Board as soon as possible. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the ~~Council~~ Board so far as applicable thereto.

save that the quorum for any committee or sub-committee shall be three, and so far as the same shall not be superseded by any regulation made by the <sup>Board</sup> ~~Council~~ as aforesaid.

96. All acts done by any meeting of the <sup>Board</sup> ~~Council~~ or any committee or sub-committee of the <sup>Board</sup> ~~Council~~ or by any person acting as a member of the <sup>Board</sup> ~~Council~~ shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that the members of the <sup>Board</sup> ~~Council~~ or of such committee or subcommittee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the <sup>Board</sup> ~~Council~~.

97. A resolution in writing signed by all the members for the time being of the <sup>Board</sup> ~~Council~~ or of any committee of the <sup>Board</sup> ~~Council~~ shall be as valid and effectual as if it had been duly passed at a meeting of the <sup>Board</sup> ~~Council~~ or of such committee duly convened and constituted

98. The <sup>Board</sup> ~~Council~~ shall cause proper minutes to be entered in books kept for that purpose of all proceedings of general meetings of the Institute and of meetings of the <sup>Board</sup> ~~Council~~ and of committees of the <sup>Board</sup> ~~Council~~ and of all business transacted at such meetings and any such minute of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting of the same body shall be conclusive evidence without any further proof of the facts therein stated.

99. All <sup>Board</sup> ~~Council~~ Members shall have the following responsibilities and duties:

~~(a) Be appointed a director of the Institute.~~

(a) ~~(b)~~ Attend regular meetings, in either London, Belfast, or wherever the Institute is holding its conferences

#### BYE-LAWS

100. The Institute may from time to time by resolution passed at any general meeting prescribe, repeal and vary bye-laws (not being inconsistent with these Articles or the Act) which it may consider convenient for the purposes of regulating or managing its affairs, provided that no proposed alteration in or addition to any existing bye-laws

not recommended by the ~~Council~~<sup>Board</sup> shall be submitted to any general meeting unless notice of intention to propose the same shall have been sent to the registered office of the Institute not less than one month before the meeting and that no bye-law shall be prescribed and no alteration or addition shall be made which would render the bye-laws in any way inconsistent with these Articles or the Act.

101. The Institute may prescribe by bye-law with regard to any of the following matters, that is to say:

- (a) the manner of the performance of all the functions of the Institute whatsoever including the carrying out of the objects of the Institute and the management of the income, funds and property and the affairs of the Institute;
- (b) the functions, categories, designations, criteria, qualifications, disqualifications, subscriptions, registration and entrance fees of all members of the Institute and the manner of their nomination, election or admission including exemption or dispensation therefrom, suspension and any other conditions of their membership;
- (c) the number, functions, designations, criteria, qualifications, disqualifications and terms of office of members of the ~~Council~~<sup>Board</sup> and of committees and sub-committees and of the honorary and other officers and servants of the Institute and the manner of their nomination, elections, appointment, rotation, suspension and removal and any other conditions of their office or appointment;
- (d) the number of National Groups and Regional Branches and the number of Individual Members that shall represent the aforementioned Groups and Branches on the ~~Council~~<sup>Board</sup>;
- (e) the manner of the safe-keeping and use of the common seal of the Institute;
- (f) the functions, time, place and frequency of and the quorum, the right to vote and the manner of voting and other matters of procedure at and with respect to general meetings and meetings of the ~~Council~~<sup>Board</sup>;

- (g) the constitution, terms of reference, functions and procedure of committees and subcommittees;
- (h) the manner of the reproduction or publication of any papers, maps, plans, drawings and other documents and of any models presented to the Institute,
- (i) the manner of the allocation and delegation of the functions of the Institute,
- (j) the forms of notices and other documents;
- (k) the right of all members of the Institute to receive notices and other documents and the manner of the service (including service by post) thereof upon them,
- (l) the manner of keeping accounts, registers, minutes and other records and of the audit thereof and the right of all members of the Institute to inspection thereof and all other matters which may consistently with the Memorandum and the Articles be made the subject of bye-laws.

#### **ACCOUNTS, REPORTS AND RETURNS**

- 102 The Institute in general meeting may from time to time impose reasonable restrictions as to the time and manner in which the accounts and books of the Institute or any of them shall be open to the inspection of members and subject to such restriction (if any) and regulations the accounts and books of the Institute shall be open to the inspection of members at all reasonable times during business hours.
103. Accounts shall be prepared in accordance with the provisions of Part VII of the Act

#### **NOTICES**

104. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the <sup>Board</sup> ~~Council~~ need not be in writing.
105. The Institute may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom or Republic of Ireland and who gives to the Institute an address within the United Kingdom or Republic of Ireland at which notices may be given to

him/her shall be entitled to have notice given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Institute.

106. A member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
107. Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

#### **INDEMNITY**

108. Subject to the provisions of the Act every member of the ~~Council~~<sup>Board</sup> or other officer or auditor of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.

#### **EFFECT OF MEMORANDUM AND ARTICLES**

109. Any Member or Associated Institution of the Institute shall be deemed to have agreed to be bound by the Memorandum of Association of the Institute and these Presents and any rules and bye-laws made in accordance therewith

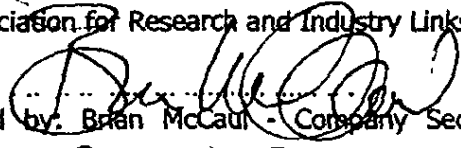
#### **DISSOLUTION**

110. Clause 7 of the memorandum of association relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Presents

We, the subscribers to these articles of association, wish to be formed into an Institute pursuant to this memorandum.

Names and addresses of subscribers

1. The Association for Research and Industry Links

Represented by:  Company Secretary and  
Director

3rd Floor, 10 FLEET PLACE  
LIMEBURNER LANE LONDON, EC4M 7SB

2 UK Science Park Association (UKSPA)

  
Represented by Paul Wright - Chief Executive

CHESTERFORD RESEARCH PARK

LITTLE CHESTERFORD

SAFFRON WALDEN, ESSEX CB10 1XL

Witness to all the above signatures:

Name: 

Address: 

Occupation: 

18/11/04

## Appendix I

- 78 "The mature IKT Board will comprise
- a chair appointed annually by the Board (to serve for a maximum of three years),
  - a chair of the Membership Committee (appointed by the Board for two years (renewable once)),
  - eleven members elected from the IKT membership. These members will serve for a period of three years and may be renewed for one more period of three years, and
  - a further nine members appointed to reflect the range of interests in knowledge transfer e.g. industry, professional services and geographical spread. Such members may be either individuals appointed in their own right or named representatives of stakeholder organizations. Each appointment will be for a period of two years (renewable twice)

Once the Board has reached its mature composition it is proposed that there should be a separate position of President elected annually by members of the Board. The President would not be a member of the Board.

### Transitional arrangements

Since the Institute has been launched recently and membership numbers are still growing, we will not have a sufficient pool from which to justify an election of eleven members. In order to retain stability and maintain representation of key constituency bodies, transitional arrangements from 2008 will provide for

- a chair appointed annually by the Board (to serve for a maximum of three years),
- a chair of the Membership Committee (appointed by the Board for two years (renewable once)),
- three Board members will be elected from the IKT membership. It is proposed that these Board members should serve for a period of three years and may be renewed for one more period of three years, and
- up to seventeen appointed members with each appointment being for one year (renewable up to a maximum of six years)

The aim remains that the Board should move to an elected membership of 11 as soon as the membership numbers reach 1,000. The Board shall determine the number of elected members each year until such time that membership numbers reach 1,000 ""