

# **The Companies Acts 1985 and 1989**

## **Company Limited by Guarantee and not having a Share Capital**

### **Articles of Association of**

#### **BRITISH-KAZAKH SOCIETY**

#### **Interpretation**

1. In these articles:

“the Society” means the company intended to be regulated by these articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means these Articles of Association of the Society;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“executed” includes any mode of execution;

“the memorandum” means the memorandum of association of the Society;

“office” means the registered office of the Society;

“the seal” means the common seal of the Society if it has one;

“secretary” means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society including a joint, assistant or deputy secretary;

“the Council Members” means the directors of the Society;

“member” means a member of the Society;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## **Members**

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Society. No person shall be admitted a member of the Society unless his application for membership is approved by the Council Members.  
  
(2) Unless the Council Members or the Society in general meeting shall make other provision under Article 61, the Council Members may in their absolute discretion permit any member of the Society to retire, subject to any provision made under Article 61, provided that after such retirement the number of members is not less than one.

## **General meetings**

3. The Society may hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such times and places as the Council Members shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The Council Members may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Council Members to call a general meeting, any Council Member or any member of the Society may call a general meeting.

## **Notice of general meetings**

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Council Member shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
  - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Council Members and accountants, and where appointed, auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Proceedings at general meetings**

7. No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council Members may determine.
9. The Chairman, if any, of the Council Members or in his absence some other Council Member nominated by the Council Members shall preside as chairman of the meeting, but if neither the Chairman nor such other Council Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be chairman and, if there is only one Council Member present and willing to act, he shall be chairman.
10. If no Council Member is willing to act as chairman, or if no Council Member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. A Council Member shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12. The Chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When 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. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (1) by the Chairman; or
  - (2) by at least two members having the right to vote at the meeting; or
  - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the Chairman 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 minutes of the meeting shall be conclusive evidence

of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. 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.
16. A poll shall be taken as the Chairman directs and he 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.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded on the election of a chairman 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 Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the 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.
19. 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.

#### **Votes of members**

20. Subject to Article 17, every member shall have one vote.
21. No member shall be entitled to vote at any general meeting unless all monies then payable by him to the Society have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
24. Any organisation which is a member of the Society may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Society.

### **Council Members**

25. The number of Council Members shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
26. The first Council Members shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Council Members shall be appointed as provided subsequently in the articles.

### **Powers of Council Members**

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Society shall be managed by the Council Members who may exercise all the powers of the Society. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Council Members 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 Council Members by the articles and a meeting of Council Members at which a quorum is present may exercise all the powers exercisable by the Council Members.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Council Members shall have the following powers, namely:
  - (1) to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society 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 Society;
  - (2) to enter into contracts on behalf of the Society.

### **Appointment and retirement of Council Members**

29. At the first annual general meeting all the Council Members shall retire from office, and at every subsequent annual general meeting one-third of the Council Members who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Council Member who is subject to retirement by rotation, he shall retire.
30. Subject to the provisions of the Act, the Council Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Council Members of the same day those to retire shall (unless they otherwise agree among themselves ) be determined by lot.
31. If the Society at the meeting at which a Council Member retires by rotation, does not fill the vacancy the retiring Council Members shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Council Member is put to the meeting and lost.

32. No person other than a Council Member retiring by rotation shall be appointed or reappointed a Council Member at any general meeting unless:
- (1) he is recommended by the Council Members; or
  - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Society of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Society's register of Council Members together with a notice executed by that person of his willingness to be appointed or reappointed.
33. No person may be appointed as a Council Member:
- (1) if they are under the age of 18 years unless the Society is a registered company; or
  - (2) in circumstances such that, had he already been a Council Member, he would have been disqualified from acting under the provisions of Article 38.
34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Council Member retiring by rotation at the meeting) who is recommended by the Council Members for appointment or reappointment as a Council Member at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting for appointment or reappointment as a Council Member. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Society's register of Council Members.
35. Subject as aforesaid, the Society may by ordinary resolution appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member and may also determine the rotation in which any additional Council Members are to retire.
36. The Council Members may appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member provided that the appointment does not cause the number of Council Members to exceed any number fixed by or in accordance with the articles as the maximum number of Council Members. A Council Member so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Council Members who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
37. Subject as aforesaid, a Council Member who retires at an annual general meeting may, if willing to act, be reappointed.

### **Disqualification and removal of Council Members**

38. A Council Member shall cease to hold office if he:
- (1) ceases to be a Council Member by virtue of any provision in the Act or is disqualified from acting as a Council Member by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Society (but only if at least two Council Members will remain in office when the notice of resignation is to take effect): or
- (4) is absent without the permission of the Council Members from all their meetings held within a period of six months and the Council Members resolve that his office be vacated.

### **Council Member' expenses**

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

### **Council Members' appointments**

40. Subject to the provisions of the Act and to Clause 5 of the memorandum, the Council Members may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Society. Any such appointment may be made upon such terms as the Council Members determine. Any appointment of a Council Member to an executive office shall terminate if he ceases to be a Council Member. A managing director and a Council Member holding any other executive office shall not be subject to retirement by rotation.
41. Except to the extent permitted by Clause 5 of the memorandum, no Council Members shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a Council Member in any other contract to which the Society is a party.

### **Proceedings of Council Members**

42. Subject to the provisions of the articles, the Council Members may regulate their proceedings as they think fit. A Council Member may, and the secretary at the request of a Council Member shall, call a meeting of the Council Members. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
43. The quorum for the transaction of the business of the Council Members may be fixed by the Council Members but shall not be less than one third of their number or two Council Members, whichever is the greater.
44. The Council Members may act notwithstanding any vacancies in their number, but, if the number of Council Members is less than the number fixed as the quorum, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.
45. The Council Members may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Council

Member so appointed shall preside at every meeting of Council Members at which he is present. But if there is no Council Member holding that office, or if the Council Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council members present may appoint one of their number to be chairman of the meeting.

46. The Council Members may appoint one or more sub-committees consisting of three or more Council Members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council Members would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
47. All acts done by a meeting of Council Members, or of a committee of Council Members, shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.
48. A resolution in writing, signed by all the Council Members entitled to receive notice of a meeting of Council Members or of a committee of Council Members, shall be as valid and effective as if it had been passed at a meeting of Council Members or (as the case may be) a committee of Council Members duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Council Members.
49. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Council Members and shall indicate the name of the Society. All cheques and orders for the payment of money from such account shall be signed by at least two Council Members.

### **Secretary**

50. Subject to the provisions of the Act, the secretary shall be appointed by the Council Members for such terms, at such remuneration (if not a Council Member) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **Minutes**

51. The Council Members shall keep minutes in books kept for the purpose:
  - (1) of all appointments of officers made by the Council Members; and
  - (2) of all proceedings at meetings of the Society and of the Council Members and of committees of Council Members including the names of the Council Members present at each such meeting.

### **The Seal**

52. The Seal (if any) shall only be used by the authority of the Council Members or of a committee of Council Members authorised by the Council Members. The Council Members may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Council member and by the secretary or by a second Council Member.

### **Accounts**

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

### **Annual Report**

54. The Council Members shall comply with the obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

### **Annual Return**

55. The Council Members shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

### **Notices**

56. 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 Council Members need not be in writing.
57. The Society may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Society.
58. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
59. Proof that an envelope containing a notice was properly addressed, prepaid 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**

60. Subject to the provisions of the Act every Council Member or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him 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 by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

### **Rules**

61. (1) The Council Members 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 Society and for the purposes of prescribing classes of and conditions of membership, and in

particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (i) the admission and classification of members of the Society (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 entrance fees, subscriptions and other fees or payments to be made by members;
  - (ii) the conduct of members of the Society in relation to one another, and to the Society's servants;
  - (iii) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
  - (iv) the procedure at general meetings and meetings of the Council Members and committees of the Council Members in so far as such procedure is not regulated by the articles;
  - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Society in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Council Members shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or bye laws, which shall be binding on all members of the Society. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

**Signatures, Names and Addresses of Subscribers:**

<b>Lord Peter Lovat Fraser:</b>	<b>Slade House Carmyllie Arbroath Angus DD11 2RE</b>
<b>Douglas Townsend:</b>	<b>Crugawelon Silian Lampeter Ceredigion SA48 8AB</b>
<b>John Langler:</b>	<b>2 Nigg Way Aberdeen AB12 5RE</b>
<b>Fergus Robertson:</b>	<b>108 Queens Road</b>

**Aberdeen  
AB15 4YH**

**Rupert Goodman:**

**56 Haymarket  
London  
SW1Y 4RN**

**Dated:**

**16<sup>th</sup> December 2008**

**Witness to the above signature:**

**Name:**

**Address:**

**Occupation:**