

The Institute of Heraldic and Genealogical Studies

CONSTITUTION



MEMORANDUM AND ARTICLES OF ASSOCIATION
AMENDED
COMPANIES ACT 1948 TO 2006 EDUCATION REFORM ACT 1988 AND CHARITIES ACT 2011

No. 1629916
Registered Charity No. 313304

**Northgate, Canterbury
2021**



The Companies Acts 1948 to 2006

A CORPORATION LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE INSTITUTE OF HERALDIC AND GENEALOGICAL STUDIES

THIS MEMORANDUM SHOWS that pursuant to certain discussions, correspondence and minuted deliberations between the late Venerable Archdeacon Kenneth Julian Faithfull Bickersteth, the late Frederick Humphery-Smith, the late Marchese Bernardo Patrizi Chigi Montoro Naro, Cecil Raymond Julian Humphery-Smith and others for the formation of a school for family history studies first founded in August 1957, The Institute of Heraldic and Genealogical Studies was formed the 6th day of February 1961 under the patronage of His Grace The Lord Archbishop of Canterbury at the time and in support of that foundation a limited liability Company known as Achievements Ltd was incorporated (No. 697915) the 11th day of July 1961 for the purpose among others of supporting the foundation of a centre for heraldic and genealogical research and artwork and a school for the study of family history, that Achievements Ltd registered the name The Institute of Heraldic and Genealogical Studies and from October 1962 has published a journal and other publications under the imprint FAMILY HISTORY, that by a Deed of Trust formulated under the guidance of the then Ministry of Education and Science The Institute of Heraldic and Genealogical Studies was established the 13th day of June 1965 and registered as an educational charitable trust (No. 313304) with the Charity Commissioners, the first trustees being the aforesaid C.R. Humphery-Smith, Major-General The Right Hon. Gilbert Walter Riversdale The Viscount Monckton of Brenchley, the Revd Godfrey Richard Walton Beaumont (now deceased), the Revd Frank Milner Best, Alexander Colin Cole, Professor Robert Cecil Gale (now deceased), Michael George Heenan, Ronald Stuart Kinsey, that by Declarations and Covenants made the 1st day of March 1972 Achievements Ltd have covenanted to transfer profits and property to the Trustees and that by a Deed of Trust Achievements Ltd have transferred freehold properties 81 and 82 Northgate in the City of Canterbury to the Trustees the Board of Directors then declaring the non-profit constitution of the Company covenanting surplus and financial support to the Trustees of the Institute of Heraldic and Genealogical Studies the 22nd day of March 1972, that by a Deed of Covenant the taxable income of the Company was made over to the Trustees for the time being the 19th day of September 1975, that the Trustees of the Institute of Heraldic and Genealogical Studies at the date of incorporation were the Revd F.M. Best aforesaid (now deceased), Miss Ursula Mary Bickersteth, John Philip Brooke Brooke-Little M.V.O., Norroy & Ulster King of Arms, Lt.-Col. A. Colin Cole C.V.O., T.D., aforesaid and now Garter Principal King of Arms, C.R. Humphery-Smith aforesaid, Major R.S. Kinsey T D., J P., (now deceased), aforesaid, Major-General The Viscount Monckton of Brenchley C.B., O.B.E., M.C., D.L., aforesaid, and Lt.-Col. Iain Spencer Swinnerton T.D., J P., D.L., that there were then some 70 graduates and some 850 subscribers, that the Trustees had received more than 20,000 books and pamphlets and 15,000 collections of manuscripts, documents and family papers as well as indexes and research aids and equipment used in training and for study by students in the twenty-eight rooms at their disposal in the freehold premises at Northgate in the city of



Canterbury accommodating library, study and research facilities, that the Trustees have established rules for associate and graduate membership of the Institute, for the public use of the facilities, library and collections, that they manage courses of tuition, train students, regulate examinations, award certificates and diplomas and maintain a register of those deemed qualified to practise professionally in genealogy and related sciences, that the Trustees, to secure the perpetual continuity of the Institute and its functions, now propose to use a common seal bearing the name of the Institute and as appropriate a device or such Armorial Bearings as may be granted by the Kings of Arms on all instruments and certificates under the signature of all eight Trustees or any two Trustees and their appointed Clerk for the time being pursuant to such resolutions or enactments as the corporate body of the Trustees shall from time to time make and that the said common seal shall be kept safely at the Institute's premises in the charge of the appointed Clerk, that the aforesaid Trustees through themselves and their appointed successors shall now form a Corporate Body limited by guarantee and not having a share capital, to be licensed prior to incorporation by the Department of Trade and Industry to omit the word "limited", that The Institute of Heraldic and Genealogical Studies was incorporated as a Company by Guarantee and not for profit registered in England and Wales Number 1629916, the 19th April 1982 and that by a resolution adopted at an extraordinary general meeting held on 18th October 1998 their successors as Trustees, namely the aforesaid Cecil Raymond Julian Humphery-Smith, the aforesaid John Philip Brooke Brooke-Little C.V.O., His Honour Judge Giles Rooke T.D., Q.C., Peter de Vere Beauclerk Dewar R.D., J.P., Professor Alfred Patrick Smyth, Dr Robert Edward Lloyd-Roberts, T.D., William Howard Connell a Barrister at Law and Dr Paul Tyndale Brown together with the aforesaid Major-General The Right Hon. Gilbert Walter Riversdale The Viscount Monckton of Brechley, the President of the Institute thus constituted, having further received from Achievements Limited the transfer of the freehold of the premises 79 and 80 Northgate in the City of Canterbury, other assets and confirmation of full financial support pursuant to resolutions of that Company dated 5th October 1998 and having considerably increased the content of the library and facilities of the said Institute along with the membership of those who have received its academic awards and those who subscribe to support its objects now amend these Memorandum and Articles of Association accordingly.

1. The name of this body is The Institute of Heraldic and Genealogical Studies (hereinafter called "The Institute").
2. The registered office of the Institute will be situated in England.
3. The objects for which the Institute is established are to advance public education and research into the arts and sciences of heraldry and genealogy and related subjects and to publish the useful results of such research.

In furtherance of the above objects but not further or otherwise the Institute shall have the following powers:-

- (A) To form one body politic and corporate with perpetual succession and a common seal for the following purposes:
 - i To uphold the objects of the Institute of Heraldic Genealogical Studies (Registered Charity No. 313304) and to maintain generally the purposes and intentions expressed in the Trust Deed dated 13th June 1965.



- ii. To promote the study of family history, heraldry, genealogy and related subjects internationally.
- iii. To maintain the school of family history, its library, and facilities for students.
- iv. To provide for study and research into the history and structure of the family and matters pertaining thereto.
- v. To teach, train and provide facilities for research and such other aids as may be necessary for students heraldry, genealogy, palaeography, family history and related subjects, either on its own behalf or in conjunction or collaboration with any other bodies or institutions.
- vi. To conduct examinations in genealogy, heraldry, family history and related subjects.
- vii. To establish a museum of the objects and material effects, artefacts and literature of family history, and to do all such things as may be proper and within the competence of the Institute for the preservation of the family and its history.

(B) To establish a Council consisting of the Court of Trustees as Directors of the Institute of Heraldic and Genealogical Studies and such other persons as may, from time to time, be elected to the said Council, and subject to the provisions of article 37 of the Articles of Association such other persons and officers as may be recommended for membership of the said Council by it and approved by the Court of Trustees and that the said Council shall have powers subject to approval of the Court of Trustees as follows:

- i. To determine such rules, regulations and bye-laws as may be necessary for the conduct of the schools of the Institute, its members and associates.
- ii. To apply funds for the development and improvement of accommodation and facilities provided by the Institute or such other supporting bodies as may affect its powers, in awarding diplomas under the common seal of the Institute, in giving prizes, founding professorships, lectureships, scholarships, in printing, publishing, establishing and conducting classes for instruction, promotion of interest in or knowledge of family history and allied subjects, and in providing proper remuneration to officers, servants and others serving the Institute, and its functions, and in operating, establishing or assisting charitable or benevolent schemes for necessities, members or their dependants.
- iii. To make academic awards and to award diplomas in family history, heraldic or genealogical studies to such persons who, by thesis, examination or other means, satisfy the examiners appointed by the Council.
- iv. To provide the public with a means of recognising those who have been properly trained and are competent to practise genealogy as a profession and in heraldic and family historical research skills.



- v. To take steps to secure that all persons before being admitted as corporate members of the Institute shall possess evidence of appropriate training, qualifications, knowledge, skill and experience, and of being of good repute as may be prescribed by the bye-laws which are then in force, or by any regulation (not inconsistent therewith) which may, from time to time, be imposed by the Council.
- (C) To employ as directed by Council the funds and assets of the Institute (Registered Charity No. 313304) held by and subject to the approval of the Trustees for the following purposes:
- i. For dealing with management, direction of the management of and use for the purpose of the Institute and its schools such surplus incomes as shall be made available from time to time from the activities Achievements Ltd, or received from any other source or sources.
 - ii. To maintain, accumulate to and develop the library and facilities, property and other assets held by and for the Institute.
 - iii. To accumulate funds for research and such other special purposes as the Council shall, from time to time, determine.
4. The Institute shall, subject to obtaining any consent or authorisation required by law, have the following further powers exercisable in pursuance of its objects –
- (a) to purchase, take on lease or to exchange, hire or otherwise acquire real or personal property, rights or privileges and to construct, maintain and alter buildings or structures.
 - (b) to sell, let, mortgage, charge, dispose or otherwise turn to account all or any of the property or assets of the Institute.
 - (c) to let or lease accommodation in its properties and to provide appropriate residential facilities for its students and academic staff.
 - (d) to undertake and execute any charitable trust which may lawfully be undertaken by the Institute.
 - (e) to borrow or raise money on such terms and on such security as may be thought fit.
 - (f) to invest the moneys of the Institute not immediately required for its purposes in or upon such investments securities or property as may be thought fit.
 - (g) to establish and support or aid in the establishment and support of any charitable association or institution and to subscribe or guarantee money for charitable purposes.



- (h) To do all such other things as are incidental to the attainment or furtherance of the foregoing objects.

Provided that:

- i. 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 trusts.
 - ii The Institute's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - iii In case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Trustees of the Institute shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Court of Trustees have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Court of Trustees but the Trustees shall as regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated.
5. The income and property of the Institute shall be applied solely toward the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Institute and no member of its Court of Trustees shall be appointed to any office of the Institute paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Institute.

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

- (A) of reasonable and proper remuneration to any associate or graduate member, officer or servant of the Institute (not being a Trustee) for any services rendered to the Institute.
- (B) of interest at a rate per annum not exceeding 2 per cent less than the base lending rate of the National Westminster Bank or 3 per cent whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any associate or graduate member of the Institute or of its Council.
- (C) to any member of its Council of reasonable out-of-pocket expenses.



(D) to a company of which an associate or graduate member of the Institute or of its Council may be a member holding not more than one hundredth part of the capital of such Company.

6. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners or the Secretary of State for Education and Science and by the Department of Trade.

(NOTE: Paragraphs 5 and 6 of this Memorandum contain conditions on which a licence is granted by the Department of Trade to the Institute in pursuance of S.19 (1) of the Companies Act 1948.)

7. The liability of the members is limited.
8. Every member (as defined in article 4 of the Articles of Association) of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while they are a member, or within one year after they cease to be member, for payment of the debts and liabilities of the Institute contracted before they cease 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 £10.
9. If upon the winding up or dissolution of the Institute there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall be disposed of by the Council for the time being in accordance with the intent of Clause 7 of the said Deed of Trust dated 13th June 1965.



The Companies Acts 1948 to 1985

A CORPORATE BODY LIMITED BY GUARANTEE AND NOT

HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE INSTITUTE OF HERALDIC AND GENEALOGICAL STUDIES

GENERAL

1. In these Articles the words standing in the first column of the Table below 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 Acts 1985, subject to the operation of section 31 of the Companies Consolidation (Consequential Provisions) Act 1985 (which provides for the construction of statutory references in the Act and other instruments to things done before its commencement)
These presents	These Articles of Association and the regulations of the Institute from time to time in force.
Member	The only members of the Institute are those appointed under article 4 of these Articles, the first being the members of the Court of Trustees in accordance with the Trust Deed and Memorandum of Association.
Associate	Any person who wishes to support the aims and objects of the Institute and who on application and within 3 months of their last Anniversary Date for the time being pays in one sum to the funds of the Institute such subscriptions as the Council may from time to time determine. Such persons do not have the right to vote at general meetings of the Institute.
Ordinary Member	Any person who having passed the appropriate examinations or otherwise has received Fellowship, the Licentiate, the Diploma or any validated degree of the Institute and has signed the required declaration pays in one sum not less than the subscription required by the rules of the Institute and within 3 months of their last Anniversary Date for the time being pays in one sum to the funds of the Institute such subscriptions as the Council may from time to time determine.



Life Member	Any Ordinary Member or Associate who shall pay in one lump sum to the funds of the Institute not less than 20 times the current subscription determined by the council.
The Institute	The above-named Corporate Body.
The Court of Trustees	The eight Trustees of the Institute who shall be permanent members of Council and who alone shall be the Directors of the Institute.
The Council	The Council for the time being of the Institute which shall be responsible to the Court of Trustees for the day to day management of the affairs of the Institute.
The Seal	The common seal of the Institute.

And the Interpretation Act 1978 shall apply to the construction of these Articles as it applies to the construction of an Act of Parliament, and shall apply to any regulations or byelaws of the Institute as it applies to subordinate legislation, and subject to the foregoing, and to the application of section 31 of the Companies Consolidation (Consequential Provisions) Act 1985 in relation to things done before the commencement of the Act, any word or expression which is defined in the Act or the Interpretation Act 1978 shall bear the same meaning in these Articles as it bears in the Act or the Act of 1978.

2. The Institute is established for the purposes expressed in the Memorandum of Association
3. The number of members with which the Institute proposes to be registered is the eight Trustees in accordance with the Memorandum of Association together with those paid-up members of the Institute at the time of registration, but the Council may at any time increase the number of members.
4. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Institute. Admission to membership shall be at the discretion of Council who may refuse any application without giving reasons for that refusal. A majority comprising at least two-thirds of the members of Council may in their absolute discretion expel any member of the Institute, provided that such member shall have been given reasonable notice that such expulsion is proposed and afforded an opportunity to attend the meeting and speak on their own behalf or, at their election, submit written representations for the consideration of Council.
5. The provisions of sections 352 and 353 of the Act shall be observed by the Institute and every member of the Institute shall either sign a written consent or application form to become a member or sign the register of members on becoming a member. Ordinary Members shall also sign the required declaration.
6. Persons who graduate by examination and/or thesis to the satisfaction of the duly appointed Board of Examiners may be awarded the Diploma of the Institute or admitted



Licentiates of the Institute as Ordinary Members. The Court of Trustees may also award Fellowship of the Institute for outstanding achievement and admit a person to whom Fellowship is awarded to Membership. A Fellow so admitted shall have all the rights privileges duties and obligations of an ordinary member. Those interested in supporting the aims and objects of the Institute may become Associates.

7. Ordinary membership or associateship of the Institute shall be open to all those duly paying such subscriptions and dues and complying with such rules, regulations and bye-laws as the Council may from time to time determine and publish. Any person upon whom the Institute has conferred fellowship, a licence, diploma or other academic award after examinations shall not cease to hold that distinction either by reason of non-payment of his subscription or ceasing to be a member of the Institute.
8. The Council may in its absolute discretion invite any person to become a member of the Institute and any such person shall upon acceptance of the invitation in writing to the Institute thereupon become a member of the Institute and is in these Articles sometimes referred to as an "Honorary Member".
9. On admission to the Institute every corporate member shall subscribe to a Declaration in the following terms:

I, the undersigned, do hereby engage that I will endeavour to promote the interests and welfare of The Institute of Heraldic and Genealogical Studies and I will observe its laws and to the utmost of my power maintain its dignity as long as I shall continue a

10. Unless the Institute shall otherwise resolve a member of the Institute shall cease to be a member.
 - (a) if they give notice in writing to the Institute of their desire to resign their membership.
 - (b) If they shall have failed after the expiration of three months from their last Anniversary Date for the time being to pay the appropriate subscription to the funds of the Institute.
 - (c) if they are expelled from the Institute in accordance with article 4 of these Articles
11. Only the Trustees and those Ordinary Members of the Institute who have fully paid their subscriptions in full shall have voting rights.

GENERAL MEETINGS

12. The Institute 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 Institute holds its



first Annual General Meeting within eighteen months after its incorporation or in the following year.

13. All General Meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.
14. The Council may whenever they think fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall be convened by the Council on requisition, or in default may be convene by the requisitionists, as provided by section 368 of the Act.
15. At least twenty-one days' notice in writing shall be given of every Annual General Meeting and, of every meeting convened to pass a Special Resolution. In reckoning the number of days' notice, the day on which the notices served or deemed to be served shall be excluded. The notice shall specify the date, time and place of the meeting, and in the case of special business the general nature of that business. Notice shall be given in the manner specified below to such persons as in these Articles and Memorandum of Association or under the Act are entitled to receive such notices from the Institute, 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.
16. 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

17. 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 Independent Examiner, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Independent Examiner.
18. 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 five members personally present, at least two of whom shall be Trustees shall be a quorum.
19. 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 to such other day, time and 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.
20. The President of the Institute or failing them the Chairman or the next senior member of the Court of Trustees shall preside as Chairman at every General Meeting, but if there be no such Chairman or if at any meeting the Chairman 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 Institute who shall be present to preside.

21. 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.
22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy or by a member or members present in person or by proxy and 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 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 Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
23. Subject to the provisions of Article 24 and 26, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
27. Any resolution of a General or Extraordinary Meeting shall be subject to the consideration of Council and of the Court of Trustees.
28. Subject as hereinafter provided every member shall have one vote.
29. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of their membership, shall be entitled to vote on any



question either personally or by proxy or as a proxy for another member at any General Meeting.

30. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote.
31. The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorised in writing or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
32. Any instrument appointing a proxy and the power of attorney or other authority if any under which it is executed, or a notarially certified or office copy of that authority or power, shall be deposited at the registered office not less than forty-eight hours before the time appointed for holding the meeting at which the person named proposes to vote. In the case of a poll, the instrument shall be delivered not less than twenty-four hours before the time appointed for the taking of the poll. In the absence of express provision the instrument of proxy shall not be valid after the expiry of twelve months from the date of its execution.
33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, unless an intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
34. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit –

“I,
“of
“a member of the Institute of
“hereby appoint
“of
“and failing them,
“of
“to vote for me and on my behalf at the (Annual or Extraordinary or
Adjourned as the case may be) General Meeting of the Institute to be
held on the day of and at every adjournment thereof.

“As witness my hand this day of 19

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.



THE PATRON

35. The Institute may have a Patron invited by the Court of Trustees as a distinguished Visitor.

THE PRESIDENT

36. The Institute shall have a President and not more than 5 Vice-Presidents. The Council shall have power from time to time to appoint the President and Vice-Presidents of the Institute and remove them from office.

THE COUNCIL

37. The number of the members of the Council shall not be less than the eight Trustees appointed under paragraph 2 nor more than them and seven others.
38. The Council shall comprise
- (a) the Trustees for the time being
 - (b) not more than seven members elected by the Institute in general meeting
 - (c) if they are otherwise a member of the Institute, the President, and
 - (d) any Vice President who is otherwise a member of the Institute
39. The Council may from time to time and at any time appoint any member of the Institute 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. Any member so appointed shall retain the office only until the next Annual General Meeting but they shall then be eligible for re-election.
40. No person who is in receipt of a salary, fees, remuneration or other benefit in money or money's worth from the Institute (save any person in receipt of any money as permitted by Clause 5 of the Memorandum of Association) shall be eligible for membership of the Council.
41. No member of the Council shall vacate or be required to vacate their office as a member of the Council on or by reason of their attaining or having attained the age of 70, and any such member retiring or liable to retire under the provisions of these presents and any person proposed to be appointed member of the Council shall be capable of being reappointed or appointed, as the case may be, as a member of the Council notwithstanding that at the time of such reappointment or appointment as a member of the Council of a person who shall have attained the age of 70, and it shall not be necessary to give the members notice of the age of any member of the Council or person proposed to be reappointed or appointed as a member of the Council.
42. No person who is not a member of the Institute shall in any circumstances be eligible to hold office as a member of the Council.



POWERS OF THE COUNCIL

43. Subject to any rule of law, any provision of the Memorandum or these Articles, or regulations made by the Trustees which otherwise requires, the business of the Institute shall be managed by the Council. The Council may make rules, orders, bye-laws, appearing to them to be necessary or expedient for the encouragement, advancement and achievement of the objects of the Institute. No such rule, order or byelaw shall operate so as to render invalid anything which was done before it was adopted. The Council shall so manage the business of the Institute as to ensure that the expenditure of the Institute is within a limit set annually by the Court of Trustees.
44. 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 Institute, filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.
45. The Council shall have absolute discretion to consider and act upon, amend or reject recommendations or resolutions of General or Extraordinary meetings and shall publish their reasons.
46. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they may think fit and any committee so formed shall in the execution 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 superseded by any regulations made by the Council as aforesaid all acts and proceedings of any such committee shall be reported to the Council as soon as possible.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

47. The office of a member of the Council other than Trustees shall be vacated if
 - (A) they are declared bankrupt
 - (B) they are or may be suffering from mental disorder and either they are admitted to hospital under the Mental Health Act 1983 or an order is made in a court having jurisdiction in matters concerning mental disorder for the appointment of receiver, *curator bonis* or similar officer with respect to their property or affairs.
 - (C) they enter into a voluntary arrangement with or compounds with their creditors
 - (D) they resign their office by notice in writing to the Institute, or
 - (E) they are disqualified for being a director of any company by virtue of an order under any provision of the Company Directors (Disqualification) Act 1986



CLERK

48. The Trustees shall appoint a Clerk to their Court who shall also act as Clerk to the Institute upon such conditions as they may think fit to ensure full compliance with all the provisions of the Memorandum of Association.

SECRETARY

49. The Council may also appoint and fix the remuneration of an Executive Secretary and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 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.

REGISTRAR

50. The Council shall appoint a Registrar to maintain a written record of members of the Institute in such manner as Council shall from time to time direct. The Registrar shall maintain a complete record of the graduates and those who received academic awards of the Institute and shall collect and record such fines and subscriptions as shall be due.

THE SEAL

51. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of all eight Trustees or of at least two Trustees and the Clerk and the said members of the Court of Trustees and the Clerk as required 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 Institute such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

THE COURT OF TRUSTEES

52. There shall be EIGHT Trustees of the Institute who shall
- (A) be custodians of the good repute and of the assets of the Institute.
 - (B) as the only directors of the Institute, be permanent members of the Council.
 - (C) hold, and be responsible for, the distribution of such Prizes, Medals and Bursaries as shall be entrusted to them.
 - (D) endeavour to maintain their number at EIGHT by ensuring perpetual succession to vacancies caused by death or other causes, and if their numbers shall fall to THREE shall forthwith take action to fill the vacancies which shall then have risen.



DISQUALIFICATION OF TRUSTEES

53. A Trustee's office shall be vacated if

(A) it would have been vacated under article 47 had they not been a Trustee, or

(B) They are removed from office by resolution duly passed under sections 303 and 304 of the Act

PROHIBITION

54. A member of the Council shall not vote in respect of any contract in which they are interested or any matter arising thereout and if they do so vote their vote shall not be counted. Nothing in this Article shall be deemed to authorise the provision of a benefit or contravention of Clause 4 of the Memorandum of Association.

PROCEEDINGS OF THE COUNCIL

55. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and, subject to the provision that at any meeting there shall be at least two Trustees present, may determine the quorum necessary for the transaction of business. Unless otherwise determined, three at least two of whom are Trustees 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.

56. 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.

57. The Chairman of the Court of Trustees shall preside at all meetings of the Council at which they are present. If no such Chairman has been elected or if at any meeting they are not present within five minutes after the time appointed for the holding of the meeting and willing to preside, the most senior Trustee present who is willing to preside shall do so. If no Trustee is willing, the members of Council present shall choose one of their number to be Chairman of the meeting.

58. 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 Institute for the time being vested in the Council generally.

59. 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.



60. 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 Institute 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.
61. 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.

ROTATION OF MEMBERS OF THE COUNCIL

62. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year one-third of the members of the Council for the time being (other than the Trustees) or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
63. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from their last election or appointment. A retiring member of the Council shall be eligible for re-election.
64. The Institute may at the meeting at which a member of the Council retires in manner aforesaid fill up the vacated office by electing a person thereto and in default the retiring member shall, if offering himself for re-election, be deemed to have been elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
65. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of their intention to propose such person for election and also notice in writing signed by the person to be proposed of their willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
66. The Institute may from time to time in General Meeting increase or reduce the number of members of the Council but not the number of Trustees. It may determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.



67. In addition and without prejudice to the provisions of section 303 of the Act, the Institute may by Extraordinary Resolution remove any member of the Council before the expiration of their period of office and may by an Ordinary Resolution appoint another qualified member in their stead, but any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held the same if they had not been removed.

FELLOWS AND HONORARY FELLOWS

68. The Institute shall have a Faculty of Fellows. The number of Fellows shall not be more than fifty. The number of Honorary Fellows shall be at the discretion of the Council.
69. Members of the Institute shall be eligible for election to the Faculty of Fellows and for election as Honorary Fellows. Persons who are not members of the Institute shall also be eligible for election as Honorary Fellows.
70. The election of Fellows and Honorary Fellows shall be at the discretion of the Council and in the case of Fellows shall be in recognition of outstanding achievement in connection with the art and science of heraldry or any of the prescribed subjects as defined in Clause 3 (a) of the Memorandum of Association of the Institute and in the case of Honorary Fellows in recognition of:
- (i) Outstanding academic achievement in family history studies.
 - (ii) Outstanding services to the Institute, or
 - (iii) Outstanding services to family history or any of the prescribed subjects as defined in the said Clause 3, or
 - (iv) *Honoris causa*.
71. Each candidate for election as a Fellow shall be proposed in writing in such terms as the Council shall from time to time require. The proposal shall specify particulars of the outstanding achievement by virtue of which it is considered a candidate is worthy of consideration for election as a Fellow and the proposers shall declare their personal knowledge of the candidate.
72. The Council shall after receipt of a proposal in respect of a candidate for Fellowship hold a meeting to determine whether such candidate shall be elected. For the purpose only of such meetings the quorum shall be six members of the Council excluding the Chairman and any decision of the meeting shall be determined by ballot. No candidate shall be elected unless two thirds of the votes cast are in favour of their election.
73. The Secretary shall inform each successful candidate of their election. Prior to election as a Fellow every successful candidate shall pay as an admission fine such sum as the Council shall direct. The Council shall determine such fine as shall be considered due in respect of the admission of a Fellow (or Honorary Fellow) and the formal procedure for admission.



74. The election, admission, resignation or death of every Fellow or Honorary Fellow with the date thereof shall be recorded in a book known as the Register of Fellows and Honorary Fellows of the Institute.
75. Until formal admission (or dispensation by the Council from the same) a Fellow shall not so describe himself or attend any meeting or function of the Faculty of Fellows whether in conjunction with the Honorary Fellows or not. Until formal admission or dispensation as above an Honorary Fellow shall not so describe himself or attend any meeting or function of the Honorary Fellows whether in conjunction with the Faculty of Fellows or not.
76. The first Fellows shall be the Founder-Fellows of The Institute of Heraldic and Genealogical Studies.

ACCOUNTS

77. The Council shall cause proper books of account to be kept with respect to:
 - (A) all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place.
 - (B) all sales and purchases of goods by the Institute, and
 - (C) the assets and liabilities of the Institute.

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 Institute and to explain its transactions.
78. The books of account shall always be open to the inspection of the members of the Council.
79. 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 Institute 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 Institute except as conferred by statute or authorised by the Council or by the Institute in General Meeting.
80. At the Annual General Meeting in every year the Council shall lay before the Institute 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 Institute) 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 Accountants who act as independent examiners 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, be sent to all



persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

INDEPENDENT EXAMINATION OF ACCOUNTS

81. Once at least in every year the accounts of the Institute shall be independently examined and the correctness of the income and expenditure account and balance sheet ascertained by a properly qualified accountant.

NOTICES

82. A notice may be served by the Institute upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at their registered address as appearing in the register of members.
83. Subject to the provisions of this article and to any provision of the Act which otherwise requires, a member whose address is outside the United Kingdom shall not be entitled to notice from the Institute. If such a member gives notice to the Secretary of an address within the United Kingdom at which they may be served, they shall be served at that address with any notice which would be served upon them were their address in the United Kingdom.
84. 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

85. If upon the winding-up or dissolution of the Institute 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 Institute but shall be given or transferred to some other 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 among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the Trustees of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE DEED OF TRUST of 1965 (Principal Matters)

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| Declaration
of Trust | 2. The Trustees HEREBY DECLARE that they will hold such land investments and other assets upon the trusts and with and subject to the powers and provisions hereinafter contained |
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Declaration Trustees	9. No person shall be entitled to act as a Trustee under the term of this Deed by whether upon his or her first or any subsequent appointment until he or she shall have signed a declaration in the Minute Book of the Trustees to the effect that he or she accepts the office and is willing to act in the trusts hereof
Investments	3. The Trustees shall either permit such land investments and other assets to remain in the same state as they now are in or shall at their discretion realise the same or any part thereof and invest the proceeds of such sale and any other ready money in the name of the Trustees in any investments or securities which the Trustees shall in their discretion think fit including the purchase of freehold or leasehold land and the lending of money upon security of the same and may from time to time vary the same (all of which both as to the original holdings and any substitution or variation thereof is hereinafter called the "Trust Fund")
Disposal of Funds on Dissolution	7. In the event of the dissolution of the Institute the Trust Fund and any other assets shall be disposed of for charitable purposes in connection with Heraldic and Genealogical studies as the Trustees shall in their absolute discretion think fit and in accordance with the provisions of the Literary and Scientific Institutions Act 1854
Chairman	17. The Trustees shall at their first meeting and at their first General Meeting in every subsequent year elect one of their number to be Chairman for the ensuing year. They shall make regulations for filling his or her place in case of death resignation or absence. The Chairman shall always be eligible for re-election
Committees	20. The Trustees may at any meeting appoint three or more persons from among themselves to be a committee for making any enquiry or for superintending or transacting any business but every act and proceeding of a committee shall except in cases of urgency be submitted to a General or Special Meeting of Trustees for approval
Objects	5. The Trustees shall hold the Trust Fund upon trust as to both the capital and income thereof for the following objects of the Institute: (a) To give guidance and to provide or make accessible specialised instruction and the fullest equipment and facilities for the training study and research in the various branches of the sciences and arts of heraldry and genealogy especially in their application to family social and medical history and to aim to provide an academic service to all students of these and related subjects and an ancillary thereto the following objects



- (b) To organise courses of instruction and to provide meetings exhibitions and advisor services in family history for the general public
- (c) To encourage the preservation and study of family business heraldic and genealogical archives and records of all descriptions and to further their accessibility to students
- (d) To undertake extensive indexing of British vital records and to assist genealogists geneticists historians clergy and others in the centralisation and preservation of record and monumental and documentary remains connected with family history
- (e) To act as a qualifying body for students and professional practitioners in heraldic and genealogical subjects
- (f) To set and maintain standards in the profession and to keep a register of recognised practitioners with a view to protecting their interests and those of the public
- (g) To maintain a working library related to its subjects and to collect records and documents for study and dissemination to appropriate archives
- (h) To undertake such other activities as shall be necessary to further the achievement of these objects


