

Memorandum of Association of THE EGYPT EXPLORATION SOCIETY

(Altered by Special Resolutions passed 20th October, 1966,
26th June, 2004 and 13th December, 2008)

1. The name of the Society is “THE EGYPT EXPLORATION SOCIETY”.
2. The registered office of the Society will be situate in England and Wales.
3. The objects of the Society are:
 - (A) to advance the education of the public with reference to Ancient and Medieval Egypt and countries in the same region; and
 - (B) to promote art, culture and heritage by raising the knowledge, awareness and understanding of the language, history, arts, culture, religion and all other matters relating to Ancient and Medieval Egypt and countries in the same region.
4. In furtherance of these objects but not otherwise the Society may exercise the following powers:
 - (A) To make surveys, explorations, excavations, experiments or investigations for the purpose of obtaining, disseminating or elucidating any such information as aforesaid.
 - (B) To make, maintain and exhibit illustrative collections of antiquities and other things relative to, or connected with, any of the objects of the Society, or to present any such antiquities or things to any public body, university, school, library, or other similar institutions.
 - (C) In connection with any such purpose as aforesaid to prepare plans, descriptions, sections, maps, drawings, paintings, photographs, engravings, representations, reproductions, models, books, pamphlets and papers, and to publish, sell, lend, give away, or otherwise distribute the same for the benefit of the Society.
 - (D) To hold meetings and cause public lectures and addresses to be delivered in connection with, or in furtherance of, any object of the Society.
 - (E) To make grants in aid of, or otherwise assist any survey, exploration, excavation, experiment or other investigation of any kind, or for other purposes hereby authorised, although the same may be made or carried out by any person or corporation independently of this Society.
 - (F) To purchase, take on lease, hire, or by any other means acquire and hold such real or personal property in the United Kingdom, Egypt or elsewhere, as may be deemed convenient for all or any of the purposes of the Society, to sell or otherwise dispose of, or otherwise deal with any such property for the benefit of the Society, and to borrow or raise money for any of the purposes of the Society, and to secure the payment thereof by mortgage of all or any part of the property of the Society.
 - (G) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject as hereinafter provided.
 - (H) For all or any of the purposes aforesaid, to employ agents or other persons at such salaries, or for such remuneration as may be thought fit, and to make and enter into such contracts and agreements as may be necessary or convenient and make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants.

(I) To trade in the course of carrying out the objects of the Society and carry on any other trade which is not expected to give rise to taxable profits.

(J) To incorporate subsidiary companies to carry on any trade.

(K) To insure the property of the Society against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Society.

(L) To provide indemnity insurance to cover the liability of the Trustees 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 Society, including without limitation any liability to make a contribution to the Society's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:

(i) any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not;

(ii) any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her; or

(iii) in relation to any liability to make a contribution to the Society's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation.

(M) To do all such other lawful acts, matters and things as are or may be necessary, incidental or conducive to the attainment of the objects aforesaid, or any of them. Provided that the Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Society, would make it a Trade Union. Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science the Society 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 Committee of Management or Governing Body of the Society shall be chargeable for such property as 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 Committee or Body have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the said Secretary of State over such Committee or Body but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

5. The income and property of the Society shall be applied solely towards the promotion of its objects.

5.1 Except as provided below no part of the income and property of the Society may be paid or transferred directly or indirectly by way of benefit to the members of the Society and no Trustee may receive any remuneration or other benefit in money or money's worth from the Society (including and in particular that no Trustee may receive any remuneration or other benefit in return for his or her service of acting as a Trustee of the Society subject to the prior written consent of the Charity Commission). This shall not prevent any payment in good faith by the Society of:

(A) any payments made to any member, Trustee or Connected Person in their capacity as a beneficiary of the Society;

- (B) reasonable and proper out of pocket expenses of the Trustees;
- (C) reasonable and proper remuneration to any Trustee for any goods or services supplied to the Society on the instructions of the Trustees (excluding the service of acting as Trustee and services performed under a contract of employment with the Society) provided that:
 - (i) the procedure described in Article 81 of the Articles (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision; and
 - (ii) this provision together with clause 5.1 (D) of this Memorandum may not apply to more than half of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee).
- (D) reasonable and proper remuneration to any person (not being a Trustee) for any goods or services supplied to the Society (including services performed under a contract of employment with the Society subject to the prior written consent of the Charity Commission) provided that:
 - (i) if such person is a Connected Person the procedure described in Article 81 of the Articles (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person; and
 - (ii) this provision together with clause 5.1(C) of this Memorandum may not apply to more than half of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee);
- (E) interest on money lent by any member, Trustee or Connected Person at a reasonable and proper rate;
- (F) any reasonable and proper rent for premises let by any member, Trustee or Connected Person;
- (G) reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 4(L) of this Memorandum;
- (H) any payments made to any Trustee or officer under the indemnity provisions set out at Article 100;

- 5.2 The restrictions on benefits and remuneration conferred on members of the Society and on the Trustees by clause 5.1 of this Memorandum and the exceptions to such restrictions in clauses 5.1 (A)-(H) inclusive of this Memorandum shall apply equally to benefits and remuneration conferred on members of the Society and on the Trustees by any Subsidiary Company, and for this purpose references to the Society in clauses 5.1 (C) and 5.1 (D) shall be treated as references to the Subsidiary Company and references to a Trustee in clauses 5.1 (C) and 5.1 (D) shall be treated as references to a director of the Subsidiary Company.
- 5.3 For any transaction authorised by clause 5.1, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Society shall be disapplied provided the relevant provisions of clause 5.1 have been complied with.
- 6. The 5th Paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Society, in pursuance of the 23rd Section of the Companies Act, 1867.
- 7. If any member of the Society pays or receives any dividend, bonus or other profit, in contravention of the 5th Paragraph of this Memorandum, his liability shall be unlimited.
- 8. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment

of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £2, or, in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

9. If upon the winding-up or dissolution of the Society, 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 Society, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

AMELIA B. EDWARDS, The Larches, Westbury-on-Trym, Bristol (occupation: literature).

T. HENRY BAYLIS, 14, Porchester Gardens, W., Q.C., M.A.

REGINALD STUART POOLE, Keeper of Coins, British Museum.

E. MAUNDE THOMPSON, Keeper of MSS., British Museum.

A. S. MURRAY, Keeper of Greek and Roman Antiquities, British Museum.

HERBERT A. GRUEBER, Medal Room, British Museum.

BARCLAY V. HEAD, Assistant Keeper of Coins, British Museum.

Dated this thirtieth day of January, One thousand eight hundred and eighty-eight.

Witness to the signatures of T. Henry Baylis, Reginald Stuart Poole, E. Maunde Thompson, A. S. Murray and Herbert A. Grueber:

HELLIER GOSSELIN,
Blakesware,
Ware,
Herts,
Gentleman.

Witness to the signature of Barclay V. Head:

JASPER A. MARTIN
(Clerk),
17, Oxford Mansion,
London, W.

Witness to the signature of Amelia B. Edwards:

ELLEN DREW BRAYSHER,
Widow,
Occupation (none),
The Larches,
Westbury-on-Trym,
Bristol.

Articles of Association of The Egypt Exploration Society

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:

	Term	Meaning
1.1	“address”	includes a number or address used for the purposes of sending or receiving documents by electronic means
1.2	“Articles”	these Articles of Association of the Society
1.3	“circulation date”	in relation to a written resolution, has the meaning given to it in the Companies Acts
1.4	“clear days”	in relation to the period of a notice, that 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
1.5	“Companies Acts”	has the meaning given to it in section 2 of the Companies Act 2006
1.6	“Connected Person”	any person falling within one of the following categories and where payment to that person might result in the Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital
1.7	“Conflict of Interest”	any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Society
1.8	“Director”	the company secretary of the Society (if any)
1.9	“electronic form” and “electronic means”	have the meanings respectively given to them in the Companies Act 2006
1.10	“financial expert”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
1.11	“hard copy” and “hard copy form”	have the meanings respectively given to them in the Companies Act 2006
1.12	“Hours”	not including any part of a day that is a Saturday Sunday or Bank Holiday in England

- 1.13 **“Memorandum”** the Memorandum of Association of the Society
- 1.14 **“Officers”** the Chair, Vice Chair and Treasurer of the Society who are Trustees of the Society as elected by the members from time to time
- 1.15 **“Society”** The Egypt Exploration Society
- 1.16 **“Subsidiary Company”** any company in which the Society holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company
- 1.17 **“Trustee” and “Trustees”** the director and directors as defined in the Companies Acts including the Officers of the Society

2. In these Articles and the Memorandum:

- 2.1 Subject to Article 2.2, any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
- 2.2 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Society.

Members

- 3. The subscribers to the Memorandum and such other persons as are admitted to membership by the Trustees in accordance with the Articles shall be members of the Society. The names of the members of the Society shall be entered in the register of members.
- 4. Every person who wishes to become a member shall apply to the Society in such form as the Trustees require. The Trustees shall have power to admit persons to membership and may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
- 5. The Trustees may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.
- 6. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Trustees’ right to decline to accept any person as a member, the unincorporated association or body shall be entitled to replace the member who is its representative with another person by giving notice to the Society and without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
- 7. Every corporate member shall appoint an individual to represent it at meetings of the Society and the name of such representative and the fact that he or she is the representative of such member shall be noted in the register of members. A corporate member shall be able to replace its representative with another individual by giving notice to the Society.
- 8. Subject to Article 6, membership shall not be transferable and shall cease on death. A member shall cease to be a member:
 - 8.1 on the expiry of at least seven clear days’ notice given by him or her to the Society of his or her intention to withdraw;
 - 8.2 if any subscription or other sum payable by the member to the Society is not paid on the due date and remains unpaid seven days after notice served on the member by the Society informing him or her that he or she will be removed from membership if it is not paid. The Trustees may re-admit to membership any

person removed from membership on this ground on his or her paying such reasonable sum as the Trustees may determine

- 8.3 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver (but not an interim manager appointed under Section 18 of the Charities Act 1993) appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
- 8.4 if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Society. Such a resolution shall not be passed unless the member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A member expelled by such a resolution shall nevertheless remain liable to pay to the Society any subscription or other sum owed by him or her.
9. Subject to the Companies Acts, the Trustees may establish such classes or categories of membership (including student associate membership) as they think fit. The Trustees may at their discretion levy subscriptions on members of the Society at such rate(s) as they shall decide and may levy subscriptions at different rates on different classes or categories of members.

Associate Members

10. The Trustees may establish such classes of associate membership (including student associate membership) with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make provided that no such associate members shall be members of the Society for the purposes of the Articles or the Companies Acts.

President and Vice-Presidents

11. A president ("the President") and vice-presidents ("the Vice-Presidents") (the latter not exceeding five in number) of the Society shall each be elected by a majority vote of the Society in General Meeting. The President shall hold office for five years or until his previous death or retirement from that office or ceasing to be a member of the Society and each Vice-President shall hold office for life or until he shall retire from that office or cease to be a member of the Society. Any member of the Society (including a retiring President or Vice-President) shall be eligible for election as President or Vice-President but shall not be eligible except on the nomination of the Trustees.

Trustees

Number of Trustees

12. There shall be at least nine Trustees (including the Officers of the Society). The maximum number of Trustees is fifteen (including the Officers of the Society).

Appointment, retirement, removal and disqualification of Trustees (including Officers)

13. At every annual general meeting except for the annual general meeting in 2008, 2009 and 2010 (and for the avoidance of doubt this Article 13 applies to all annual general meetings of the Society after 2010) one-third of the Trustees who are subject to retirement by rotation, or the number nearest to one-third, shall retire from office. If there is only one Trustee who is subject to retirement by rotation, he or she shall retire. .
14. Subject to the Companies Acts, the Trustees 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 Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot. This Article will not apply to the annual general meetings held in the years 2008, 2009

and 2010 at which no trustees will be required to retire under this Article. (For the avoidance of doubt this Article 14 applies to all annual general meetings of the Society after 2010.)

15. Subject to Article 16, if the Society at the meeting at which a Trustee retires by rotation does not fill the vacancy, the retiring Trustee 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 Trustee is put to the meeting and lost.
16. A Trustee who has served for two consecutive terms of office must take a break from office and may not be reappointed until the earlier of:
 - 16.1 the anniversary of the commencement of his or her break from office; and
 - 16.2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced.
17. No person may be appointed as a Trustee:
 - 17.1 unless he or she is a member of the Society;
 - 17.2 unless he or she has attained the age of 18 years; or
 - 17.3 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of the Articles.
18. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:
 - 18.1 he or she is recommended by the Trustees; or
 - 18.2 at least 70 but not more than 250 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 or she were so appointed or reappointed, be required to be included in the Society's register of Trustees together with notice executed by that person of his or her willingness to be appointed or reappointed.
19. At least 10 but not more than 70 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him or her at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Society's register of Trustees.
20. Subject to the above Articles, the Society may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also decide the rotation in which any additional Trustees are to retire.
21. Subject to the above Articles the Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.
22. Subject to the above Articles, a Trustee who retires at an annual general meeting may, if willing to act, be

reappointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.

23. The office of a Trustee shall be vacated if:
- 23.1 he or she ceases to be a Trustee by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Trustee;
 - 23.2 he or she is disqualified under the Charities Act 1993 from acting as a Trustee;
 - 23.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 23.4 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
 - 23.5 he or she resigns by notice to the Society (but only if at least nine Trustees (inclusive of the Officers)) will remain in office when the notice of resignation is to take effect);
 - 23.6 at a general meeting of the Society, a resolution is passed that he or she be removed from office, provided the meeting has invited the views and representations of the Trustee concerned and considered the matter in the light of such views; and
 - 23.7 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office until the next general meeting of the Society. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. If a Trustee is removed from office under this Article 23.7, the Trustee's removal will be subject to a resolution at the next general meeting of the Society that he or she be removed from office, provided the meeting has invited the views and representations of the Trustee concerned and considered the matter in the light of such views. If, at this general meeting, a resolution to remove the Trustee from office is not passed, the Trustee concerned will be re-instated to his or her position as Trustee of the Society.

Powers of Trustees

24. Subject to the Companies Acts, the Memorandum and the Articles, the business of the Society shall be managed by the Trustees who may exercise all the powers of the Society. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
25. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees or of summoning a general meeting of the Society.
26. All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.
27. Subject to the Articles the Trustees may regulate their proceedings as they think fit.

Officers

28. Subject to the above Articles the Society may by ordinary resolution appoint a person who is willing to act as a Chair, Vice-Chair or Treasurer of the Society (collectively known as the "Officers") if he or she is eligible to act as a Trustee of the Society.

Delegation of Trustees' powers

29. The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Society for such purposes and on such conditions as they determine.
30. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Society to any person or committee in accordance with the conditions set out in these Articles.

Delegation to committees

31. In the case of delegation to committees:
 - 31.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 31.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
 - 31.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary;
 - 31.4 all delegations under this Article shall be variable or revocable at any time;
 - 31.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
 - 31.6 no committee shall knowingly incur expenditure or liability on behalf of the Society except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
32. For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.
33. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any regulations made by the Trustees.

Delegation of day to day management powers

34. In the case of delegation of the day to day management of the Society to a chief executive or other manager or managers:
 - 34.1 the delegated power shall be to manage the Society by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
 - 34.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
 - 34.3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Society and provide them regularly with management accounts sufficient to explain the financial position of the Society.

Members' Meetings

35. Articles 36 to 69 shall apply to members' meetings.

Annual general meetings

36. The Society shall hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit.

Other general meetings

37. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by either at least 10% or at least 50 of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

Length of notice

- 37.1 Unless Article 37.2 applies, all general meetings shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.
- 37.2 A general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.

Contents of notice

38. Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is general or annual general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Society there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

Service of notice

39. Notice of general meetings shall be given to every member, to the Trustees, to any patron(s) and to the auditors of the Society.

Manner of serving notice

40. Notice of general meetings shall be served in accordance with Articles 94 to 99.

Quorum

41. No business shall be transacted at any general meeting unless a quorum is present. The quorum shall be:
- 41.1 thirty persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member.
- 41.2 If a quorum is not present within half an hour from the time appointed for the meeting, 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 Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Attendance

42. A Trustee may attend and speak at any general meeting in his or her capacity as a Trustee.

Chair

43. The President, or in his or her absence one of the Vice-Presidents as nominated by the Trustees shall preside as chair of every general meeting, but if neither the President nor such other Vice-President (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present and entitled to vote shall elect one of their number to be chair save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair.

Adjournment

44. The chair may, with the consent of a general 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 the adjournment not taken place. When a general meeting is adjourned for 14 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.

Poll

45. A resolution put to the vote of a general 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 Companies Acts, a poll may be demanded:
- 45.1 by the chair; or
- 45.2 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes; or
- 45.3 by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 45.4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting.
46. Unless a poll is duly demanded a declaration by the chair 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 of or against the resolution.
47. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
48. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
49. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. 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 the poll was 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.
50. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes

- 51. On a show of hands every person present and entitled to vote shall have a maximum of one vote. On a poll every member present in person or by proxy shall have one vote.
- 52. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
- 53. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Society have been paid.
- 54. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office of the Society, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 55. 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 binding.

Proxies

- 56. The appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“[The Egypt Exploration Society]

[Name of member appointing the proxy:

Address:

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Society to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1	*for	*against	*abstain	*as the proxy thinks fit
Resolution No 2	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting	*for	*against	*abstain	*as the proxy thinks fit

***Strike out whichever is not desired.**

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed:

Dated:”

- 57. Unless the appointment of a proxy indicates otherwise, it must be treated as:
- 57.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

- 57.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
58. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Trustees may:
- 58.1 in the case of an instrument in writing be deposited at the registered office of the Society or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting at least 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 58.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
- 58.2.1 in the notice convening the meeting, or
- 58.2.2 in any instrument of proxy sent out by the Society in relation to the meeting, or
- 58.2.3 in any invitation to appoint a proxy issued by the Society in relation to the meeting which is sent by electronic means,
- be received at such address not less than 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 58.3 in the case of a poll taken more than 48 Hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 Hours before the time appointed for the taking of the poll; or
- 58.4 where the poll is not taken forthwith but is taken not more than 48 Hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Director (if any) or to any Trustee;
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
59. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.
60. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Society at the registered office of the Society or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received, 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.
61. An appointment of a proxy may be revoked by delivering to the Society a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.

Written resolutions

62. Subject to Article 64, a written resolution of the Society passed in accordance with these Articles 62 to 68 shall have effect as if passed by the Society in general meeting:

- 62.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.
- 62.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.
63. In relation to a resolution proposed as a written resolution of the Society the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
64. A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
65. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Society's auditors in accordance with the Companies Acts.
66. A member signifies their agreement to a proposed written resolution when the Society receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- 66.1 If the document is sent to the Society in hard copy form, it is authenticated if it bears the member's signature.
- 66.2 If the document is sent to the Society by electronic means, it is authenticated if it bears the member's signature or if it is from an email address specified by the member to the Society for the purposes of receiving documents or information by electronic means.
67. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
68. A proposed written resolution lapses if it is not passed within 56 days beginning with the circulation date.

Trustees' meetings

69. Articles 70 to 78 shall apply to Trustees' meetings.

Notice

70. Two Trustees may (and the Director, if any, shall at the request of two Trustees) call a Trustees' meeting.
71. A Trustees' meeting shall be called by at least seven clear days' notice unless either:-
- 71.1 all the Trustees agree; or
- 71.2 urgent circumstances require shorter notice.
72. Notice of Trustees' meetings shall be given to each Trustee.
73. Every notice calling a Trustees' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.
74. Notice of Trustees' meetings shall be given in accordance with Articles 94 to 99.

Quorum

75. The quorum for Trustees' meetings may be fixed by the Trustees and, unless so fixed at any other number, shall be six.

Chair

76. The chair, if any, of the Trustees or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

Decision making by Trustees at meetings

77. Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Virtual meetings

78. A Trustees' meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

Decisions without a meeting

79. The Trustees may take a unanimous or majority decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic means, their view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee, in the case of a unanimous decision, or a majority of the Trustees, in the case of a majority decision, or to which each Trustee, in the case of a unanimous decision, or a majority of the Trustees, in the case of a majority decision, have otherwise indicated agreement in writing.
80. A decision which is made in accordance with Article 79 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 80.1 the decision of each Trustee must be received by one person being either such person as all the Trustees shall have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;
- 80.2 following receipt of response from all of the Trustees, the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this Article 80;
- 80.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;
- 80.4 the Recipient prepares a minute of the decision in accordance with Article 91.

Conflicts of interest

81. Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.
82. Whenever a matter is to be discussed at a meeting or decided in accordance with Article 79 and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 84, he or she must:
- 82.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
- 82.2 not be counted in the quorum for that part of the meeting; and
- 82.3 withdraw during the vote and have no vote on the matter.

83. If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.

Trustees' power to authorise a conflict of interest

84. The Trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:
- 84.1 any matter which would otherwise result in a Trustee infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest; and
- 84.2 the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with and, for the avoidance of doubt, they may modify or dispense with the requirements in Article 82 provided that when deciding to give such authorisation the provisions of Article 82 shall be complied with;
- provided that nothing in this Article 84 shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with the Memorandum.
85. If a matter, or office, employment or position, has been authorised by the Trustees in accordance with Article 84 then the Trustee may absent himself or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.
86. A Trustee shall not be accountable to the Society for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with Article 84 (subject to any limits or conditions to which such approval was subject).
87. When a Trustee has a Conflict of Interest which he or she has declared to the Trustees, he or she shall not be in breach of his or her duties to the Society by withholding confidential information from the Society if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

Register of Trustees' interests

88. The Trustees shall cause a register of Trustees' interests to be kept.

Irregularities

89. The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Acts.

General

Director

90. A Director (who will be the company secretary of the Society) may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Director:
- 90.1 anything authorised or required to be given or sent to, or served on, the Society by being sent to its Director may be given or sent to, or served on, the Society itself, and if addressed to the Director shall be treated as addressed to the Society; and
- 90.2 anything else required or authorised to be done by or to the Director of the Society may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

Minutes

91. The Trustees shall cause minutes to be made in books kept for the purpose:
- 91.1 of all appointments of officers made by the Trustees;
 - 91.2 of all resolutions of the Society and of the Trustees; and
 - 91.3 of all proceedings at meetings of the Society and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Society, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

Records and accounts

92. The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 92.1 annual reports;
 - 92.2 annual returns; and
 - 92.3 annual statements of account.
93. Once at least in every year the Committee shall lay before the Society in General Meeting a balance sheet and income and expenditure account for the period since the preceding account made up to a date not more than nine months before such meeting. The balance sheet shall be accompanied by a report of the Committee as to the state of the Society's affairs and of its doings during the preceding year. Copies of either the full financial statements or the summary financial statements (including summary Committee Report) and of the Auditors' report shall be sent to the members pursuant to the Companies Acts.

Communications by and to the Society

94. Subject to the provisions of the Companies Acts and these Articles:
- 94.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Society) by making it available on a website;
 - 94.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
 - 94.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.
95. Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Society's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member, provided that:
- 95.1 a member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to him or her, or an address to which

notices may be sent by electronic means, 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; and

- 95.2 the Society is not required to send notice of a general meeting or a copy of its annual report and accounts to a member for whom it no longer has a valid address.
96. Any document to be served on the Society or on any officer of the Society under the Articles may only be served:
- 96.1 in the case of documents in hard copy form, by sending or delivering them to the Society's registered office or delivering them personally to the officer in question; or
- 96.2 in the case of documents in electronic form, by sending them by electronic means:
- 96.2.1 to an address notified to the members for that purpose; and
- 96.2.2 from an address previously notified to the Society by the member (other than by electronic means) for the purpose of sending and receiving documents and information.
97. A member present in person or by proxy at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
98. Where a document or information is sent or supplied under the Articles:
- 98.1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
- 98.2 Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.
- 98.3 Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-
- 98.3.1 the material is first made available on the website; or
- 98.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
99. Where any document or information has been sent or supplied by the Society by electronic means and the Society receives notice that the message is undeliverable:
- 99.1 if the document or information has been sent to a member and is notice of a general meeting of the Society or a copy of the annual report and accounts of the Society, the Society is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Society's register of members, but may in its discretion choose to do so; and
- 99.2 in all other cases, the Society will send a hard copy of the document or information to the member's postal address as shown in the Society's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.
- 99.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

Indemnity

100. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Society shall be indemnified out of the assets of the Society in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Society may be indemnified out of the assets of the Society in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

Trustees' indemnity insurance

101. The Trustees shall have power to resolve pursuant to clause 4L of the Memorandum to effect Trustees' indemnity insurance, despite their interest in such policy.

Winding-up

102. The provisions of clauses 8 and 9 of the Memorandum relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in the Articles.

Regulations

103. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Society and its affairs, as to the duties of any officers or employees of the Society, as to the conduct of business of the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Companies Acts, the Memorandum, the Articles or any rule of law.

Exclusion of Model Articles

104. The relevant model articles for a company limited by guarantee are hereby expressly excluded.