

**Company Limited by Guarantee  
(Not having a Share Capital)**

**Articles of Association  
of  
AL-KINDI**

**1. Name**

The company's name is AL-KINDI and in this document it is called the 'Al-Kindi Society of Engineers'.

**2. Interpretation**

(1) In the articles

- a. 'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Al-Kindi Society of Engineers;
- b. 'the articles' means the Al-Kindi Society of Engineers' articles of association;
- c. 'the Al-Kindi Society of Engineers' means the company intended to be regulated by the articles;
- d. 'clear days' in relation to the period of a notice means a period excluding:
  - i. the day when the notice is given or deemed to be given; and
  - ii. the day for which it is given or on which it is to take effect;
- e. 'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Al-Kindi Society of Engineers;
- f. 'the directors' means the directors of the Al-Kindi Society of Engineers.
- g. 'document' includes, unless otherwise specified, any document sent or supplied in electronic form;
- h. 'electronic form' has the meaning given in section 1168 of the Companies Act 2006;
- i. 'the memorandum' means the Al-Kindi Society of Engineers' memorandum of association;
- j. 'officers' includes the directors and the secretary (if any);
- k. 'the seal' means the common seal of the Al-Kindi Society of Engineers if it has one;
- l. 'secretary' means any person appointed to perform the duties of the secretary of the Al-Kindi Society of Engineers;
- m. 'the United Kingdom' means Great Britain and Northern Ireland; and

(2) words importing one gender shall include all genders, and the singular includes the plural and vice versa.

(3) Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Al-Kindi Society of Engineers.

(4) Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **3. Liability of members**

- (1) The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Al-Kindi Society of Engineers in the event of its being wound up while he, she or it is a member or within one year after he ceases to be a member, for:
- a. payment of the Al-Kindi Society of Engineers's debts and liabilities incurred before he, she or it ceases to be a member;
  - b. payment of the costs, charges and expenses of winding up; and
  - c. adjustment of the rights of the contributories among themselves.

### **4. About Al-Kindi Society of Engineers**

- (1) Al-Kindi Society of Engineers is a professional engineering learned society based in the United Kingdom, established to foster the technical interests of engineers and associated qualified professionals, and promotes engineering best practice and the scientific interest within the community.
- (2) The headquarters shall be based in London; with Branches of the Al-Kindi Society of Engineers may be established in other regions by way of ordinary resolutions at general meeting of members.
- (3) Al-Kindi Society of Engineers will normally conduct its affairs using the English and Arabic languages to serve the needs of the Iraqi and other Arabic speaking communities in the United Kingdom.

### **5. Objects**

- (1) The Al-Kindi Society of Engineers' objects ('Objects') are specifically restricted to the following:
- a. To promote for the public benefit the art and science of engineering in all its applications and to advance education in engineering and technology.
  - b. To raise awareness of the important roles of engineers in providing public benefit.
  - c. To exchange ideas and information and knowledge sharing and forge close contacts and co-ordination with other technical organisations for advancing the state of the art research and development in the field of Engineering and other associated disciplines.
  - d. To provide for the public benefit guidance and advice on pertinent engineering and technology matters.
  - e. To facilitate employment, training and education opportunities in the field of engineering.

### **6. Activities**

- (1) The activities to be undertaken to meet the Objects are but not restricted to:
- a. The organisation of regular seminars and webinars, conferences, and workshops on topics pertinent for science, engineering, and technology.
  - b. The bringing together of experts and interested professionals for the formation of Special Interest Groups (SIGs) representing prominent areas of engineering and addressing the interests of technical communities that drive innovation and knowledge sharing.
  - c. The publication of scientific papers, journals, magazines, newsletters, or other literary works.
  - d. The development of a website that makes available information on employment and education opportunities and engineering knowledge.

- e. The organisation of regular networking meetings and workshops to facilitate the exchange of ideas, knowledge, and information.
- f. The organisation of field trips and visits to sites of engineering, scientific and cultural interests.
- g. The active cooperation and affiliation with other institutions and professional engineering bodies both in the United Kingdom and internationally for the promotion of the objects of the AI-Kindi Society of Engineers.

## **7. Powers**

- (1) The AI-Kindi Society of Engineers has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the AI-Kindi Society of Engineers has power:
- a. to raise funds. In doing so, the AI-Kindi Society of Engineers must comply with any relevant statutory regulations;
  - b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - c. to sell, lease or otherwise dispose of all or any part of the property belonging to the AI-Kindi Society of Engineers.
  - d. to borrow money and to charge the whole or any part of the property belonging to the AI-Kindi Society of Engineers as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation.
  - e. to co-operate with charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - f. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - g. to acquire, merge with or to enter into any partnership or joint venture arrangement with any charities, associations or institutions;
  - h. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - i. to employ and remunerate such staff as are necessary for carrying out the work of the AI-Kindi Society of Engineers.
  - j. to pay out of the funds of the AI-Kindi Society of Engineers the costs of forming and registering the AI-Kindi Society of Engineers as a company and any future subsidiary including but not limited to the formation of an engineering consultancy subsidiary.

## **8. Application of income and property**

- (1) The income and property of the AI-Kindi Society of Engineers shall be applied solely towards the promotion of the Objects.
- (2) A director is entitled to be reimbursed from the property of the AI-Kindi Society of Engineers or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the AI-Kindi Society of Engineers.
- (3) None of the income or property of the AI-Kindi Society of Engineers may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to directors or any member of the AI-Kindi Society of Engineers.

## **9. Declaration of directors' interests**

- (1) A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the AI-Kindi Society of Engineers or in any transaction or arrangement entered into by the AI-Kindi Society of Engineers which has not previously been declared.
- (2) A director must absent himself or herself from any discussions of the AI-Kindi Society of Engineers directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the AI-Kindi Society of Engineers and any personal interest (including but not limited to any personal financial interest).
- (3) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the un-conflicted directors may authorise such a conflict of interests where the following conditions apply:
  - a. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - b. the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - c. the un-conflicted directors consider it is in the interests of the AI-Kindi Society of Engineers to authorise the conflict of interests in the circumstances applying.

## **10. Members**

- (1) The subscribers to the memorandum are the first members of the AI-Kindi Society of Engineers.
- (2) Membership is open to other individuals or organisations who:
  - a. apply to the AI-Kindi Society of Engineers in the form required by the directors; and
  - b. are approved by the directors.
- (3) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the AI-Kindi Society of Engineers to refuse the application.
  - a. The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - b. consider any written representations the applicant may make about the decision.
  - c. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable.
- (5) The directors must keep a register of names and addresses of the members.

## **11. Classes of membership**

- (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if an ordinary resolution is passed at a general meeting.

## **12. Termination of membership**

- (1) Membership is terminated if:

- a. the member dies or, if it is an organisation, ceases to exist;
  - b. the member resigns by written notice to the Al-Kindi Society of Engineers unless, after the resignation, there would be less than two members;
  - c. any sum due from the member to the Al-Kindi Society of Engineers is not paid in full within six months of it falling due;
  - d. the member is removed from membership by a resolution of the directors that it is in the best interests of the Al-Kindi Society of Engineers that his or her or its membership is terminated.
- (2) A resolution of the directors to remove a member from membership may only be passed if:
- a. the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
  - b. the member or, at the option of the member, the member's representative (who need not be a member of the Al-Kindi Society of Engineers) has been allowed to make representations to the meeting.

### **13. General meetings**

- (1) The Al-Kindi Society of Engineers must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) The directors may call a general meeting at any time.

### **14. Notice of general meetings**

- (1) The minimum periods of notice required to hold a general meeting of the Al-Kindi Society of Engineers are:
  - a. twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - b. fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted.
- (5) The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 20.
- (6) The notice must be given all members entitled to vote at the time of notice delivery and to the directors and auditors.
- (7) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Al-Kindi Society of Engineers.

### **15. Proceedings at general meetings**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is the lower of

- a. 15 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
  - b. three tenth of the total membership at the time.
- (3) The authorised representative of a member organisation shall be counted in the quorum.

#### **16. Situation when quorum is not met at general meetings**

- (1) If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the directors shall determine.
- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

#### **17. Chairing of general meetings**

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- (3) If there is only one director present and willing to act, he or she shall chair the meeting.
- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

#### **18. Adjournment of general meetings**

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

#### **19. Voting at general meetings**

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
  - a. by the person chairing the meeting; or
  - b. by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - c. by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

- (2) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (3) The result of the vote must be recorded in the minutes of the Al-Kindi Society of Engineers but the number or proportion of votes cast need not be recorded.
- (4) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (5) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (6) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (7) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs subject to the following limitations:
  - a. if the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
  - b. the poll must be taken within thirty days after it has been demanded.
- (8) the meeting may continue to deal with any other business that may be conducted at the meeting.

## **20. Content of proxy notices**

- (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -
  - a. states the name and address of the member appointing the proxy;
  - b. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - c. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - d. is delivered to the Al-Kindi Society of Engineers in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Al-Kindi Society of Engineers may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
  - a. 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
  - b. 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.

## **21. Delivery of proxy notices**

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Al-Kindi Society of Engineers by or on behalf of that person.

- (2) An appointment under a proxy notice may be revoked by delivering to the Al-Kindi Society of Engineers a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **22. Written resolutions**

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - a. a copy of the proposed resolution has been sent to every eligible member;
  - b. a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - c. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

## **23. Amendments to resolutions**

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
  - a. notice of the proposed amendment is given to the Al-Kindi Society of Engineers in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - b. the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
  - a. the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - b. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

## **24. Votes of members**

- (1) Subject to article 11, every member who has paid their membership dues at the time or who is exempted from membership dues, whether an individual or an organisation, shall have one vote.
- (2) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

- (3) Any organisation that is a member of the Al-Kindi Society of Engineers may nominate any person to act as its representative at any meeting of the Al-Kindi Society of Engineers, subject to the following:
- a. The organisation must give written notice to the Al-Kindi Society of Engineers of the name of its representative.
  - b. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Al-Kindi Society of Engineers.
  - c. The representative may continue to represent the organisation until written notice to the contrary is received by the Al-Kindi Society of Engineers.
  - d. Any notice given to the Al-Kindi Society of Engineers will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked.
  - e. The Al-Kindi Society of Engineers shall not be required to consider whether the representative has been properly appointed by the organisation.

## **25. Directors**

- (1) A director must be a natural person aged 16 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting by provisions of article 28.
- (3) The minimum number of directors shall be two, and the maximum number of directors shall be nine.
- (4) The first directors shall be those persons notified to Companies House as the first directors of the Al-Kindi Society of Engineers.

## **26. Powers of directors**

- (1) The directors shall manage the business of the Al-Kindi Society of Engineers and may exercise all the powers of the Al-Kindi Society of Engineers unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

## **27. Appointment and retirement of directors**

- (1) The Al-Kindi Society of Engineers members may by ordinary resolution at a general meeting appoint a person who is willing to act to be a director.
- (2) The directors may appoint outside of a general meeting, a person who is willing to act to be a director.
- (3) A director appointed by a resolution of the other directors must retire at the next annual general meeting.
- (4) The appointment of a director, whether by member in a general meeting or by a resolution of the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.
- (5) At the annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors.
- (6) If a director is required to retire at an annual general meeting by a provision of the articles and the director has not been re-elected, then the retirement shall take effect upon the conclusion of the meeting.

- (7) The members at the Annual General Meeting shall appoint a director to chair the directors meetings. If members do not appoint a director to chair meetings of the directors, then the directors at their first meeting shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (8) if the director appointed to chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint another director to chair that meeting.
- (9) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

## **28. Disqualification and removal of directors**

- (1) A director shall cease to hold office if he or she:
  - a. ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - b. ceases to be a member of the Al-Kindi Society of Engineers;
  - c. in the written opinion, given to the Al-Kindi Society of Engineers, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - d. resigns as a director by notice to the Al-Kindi Society of Engineers (but only if at least one director will remain in office when the notice of resignation is to take effect); or
- (2) The directors may resolve that a director has ceased to hold office if the director is absent without the permission of the directors from all their meetings held within a period of three consecutive.

## **29. Proceedings of directors**

- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) Questions arising at a meeting shall be decided by a majority of votes.
- (4) In the case of an equality of votes, the person who was appointed to chair the meetings of directors shall have a second or casting vote.
- (5) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- (6) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- (7) The quorum shall be two directors or such larger number as may be decided from time to time by the directors.
- (8) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- (9) If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or calling a general meeting.

## **30. Directors written resolution**

- (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

### **31. Directors power of delegation**

- (1) A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
- (2) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (3) The directors may impose conditions when delegating, including the conditions that:
- a. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - b. no expenditure may be incurred on behalf of the Al-Kindi Society of Engineers except in accordance with a budget previously agreed with the directors.
- (4) The directors may revoke or alter a delegation.
- (5) All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **32. Minutes**

- (1) The directors must keep minutes of all:
- a. appointments of officers made by the directors;
  - b. proceedings at meetings of the Al-Kindi Society of Engineers;
  - c. meetings of the directors and committees of directors.

### **33. Accounts**

- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Act.

### **34. Means of communication to be used**

- (1) Subject to the articles, anything sent or supplied by or to the Al-Kindi Society of Engineers under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Al-Kindi Society of Engineers.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

### **35. Notices pursuant to the articles**

- (1) Any notice to be given to or by any person pursuant to the articles:
- a. must be in writing; or
  - b. must be given in electronic form.

### **36. Notices to a member**

- (1) The Al-Kindi Society of Engineers may give any notice to a member either:
  - a. personally; or
  - b. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - c. by leaving it at the address of the member; or
  - d. by giving it in electronic form to the member's address.
  - e. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a general meeting and must specify the place date and time of the meeting.
- (2) A member who does not register an address with the Al-Kindi Society of Engineers or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Al-Kindi Society of Engineers.
- (3) A member present in person at any meeting of the Al-Kindi Society of Engineers shall be deemed to have received notice of the meeting and of the purposes for which it was called.

### **37. Proof of Notice given**

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the Al-Kindi Society of Engineers can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - a. 48 hours after the envelope containing it was posted; or
  - b. in the case of an electronic form of communication, 48 hours after it was sent.

### **38. Director indemnity**

- (1) The Al-Kindi Society of Engineers may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) A 'relevant director' means any director or former director of the Al-Kindi Society of Engineers.

### **39. Rules**

- (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Al-Kindi Society of Engineers.
- (2) The bye laws may regulate the following matters but are not restricted to them:
  - a. the admission of members of the Al-Kindi Society of Engineers (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - b. the conduct of members of the Al-Kindi Society of Engineers in relation to one another, and to the Al-Kindi Society of Engineers' employees and volunteers;
  - c. the setting aside of the whole or any part or parts of the Al-Kindi Society of Engineers' premises at any particular time or times or for any particular purpose or purposes;

- d. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - e. generally, all such matters as are commonly the subject matter of company rules.
- (3) The Al-Kindi Society of Engineers in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Al-Kindi Society of Engineers.
- (5) The rules or bye laws shall be binding on all members of the Al-Kindi Society of Engineers. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

#### **40. Disputes**

- (1) If a dispute arises between members of the Al-Kindi Society of Engineers about the validity or propriety of anything done by the members of the Al-Kindi Society of Engineers under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

#### **41. Dissolution**

- (1) The members of the Al-Kindi Society of Engineers may at any time before, and in expectation of, its dissolution resolve that any net assets of the Al-Kindi Society of Engineers after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Al-Kindi Society of Engineers be applied or transferred in any of the following ways:
- a. directly for the Objects; or
  - b. by transfer to any not for profit associations or not for profit organisations or charities for purposes similar to the Objects; or
  - c. to any not for profit associations or not for profit organisations or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Al-Kindi Society of Engineers, the directors of the Al-Kindi Society of Engineers may at any time before and in expectation of its dissolution resolve that any net assets of the Al-Kindi Society of Engineers after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Al-Kindi Society of Engineers be applied or transferred:
- a. directly for the Objects; or
  - b. by transfer to any not-for-profit associations or not for profit organisations or charities for purposes similar to the Objects; or
  - c. to any not-for-profit associations or not for profit organisations or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Al-Kindi Society of Engineers be paid to or distributed among the members of the Al-Kindi Society of Engineers and if no resolution is passed by the members or the directors the net assets of the Al-Kindi Society of Engineers shall be applied for charitable purposes to serve the Iraqi community in the United Kingdom as directed by the Court.