

any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Board at not less than 2% below the minimum lending rate of a clearing bank selected by that Board;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board,

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may also be a member holding not more than 1/100th part of the capital of that company,

(e) of out-of-pocket expenses to any member

ARTICLES OF ASSOCIATION OF IOL EDUCATIONAL TRUST

(As approved by Special Resolution at the Annual General Meeting of the IoL Educational Trust on 25 April 2015)

INTERPRETATION

1. in these Articles

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

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

'the Board' means the Board of Directors of the Company.

Chief Executive means the person appointed to carry out the responsibilities of the chief executive officer of the Company.

'the Company' means the above named Trust.

Chartered Institute of Linguists.

'the Institute' means the Chartered Institute of Linguists.

'the Office' means the registered office of the Company.

- with the Company.

'the seal' means the common seal of the Company.

'the United Kingdom' means Great Britain and Northern Ireland.

or combination of methods, whether sent by post or supplementary or supplementary or supplementary or supplementary or supplementary-3 791.72p48 8(,)-(t)7(no)10(m)0 1 91.76 40 0 1-6(5ohe)JTJETQrwior s06

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Council of the Institute shall admit to membership shall be members of the Company.
4. The Council annually, normally at the first meeting of the Council after the AGM of the Institute, shall confirm the members of the Company and appoint new members as it considers necessary.
5. Subject to the requirement for consent set out in Article 8, and the provisions in Article 9 for retirement from membership, the members of the Council, being the President and the elected, co-opted and appointed members for the time being shall be admitted as members of the Company.
6. The Council may admit other persons as members of the Company as it sees fit.
7. The Council may admit as members organisations or bodies representing institutions.
8. Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members.
9. A member of the Company may resign or retire from membership by giving notice in writing to the responsible administrative officer. Membership shall not be transferable.

LIABILITY OF MEMBERS

10. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for
 - a. or she 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.

NUMBER OF MEMBERS

11. The Council shall have the right for good and sufficient reason to terminate the membership of any

that so long as the Company

Meeting.

30. Board members shall be appointed as provided

ending at the close of the third Annual General Meeting following such re-appointment. A person who has served as a Board member for two consecutive fixed terms shall not be eligible to serve as a Board member until the date of the third Annual General Meeting following the end of their second fixed term, at which point they shall be eligible for appointment or co-option in accordance with these articles.

40. At the discretion of the Company in General Meeting, in 2015 and as an interim measure, members of the Board shall be appointed for initial terms of either one, two or three years, with eligibility for re-appointment for a second fixed term of three years.
41. The Board may co-opt up to three members, provided that the number of co-opted members does not exceed one quarter of the total membership of the Board.
42. The Board may appoint members to fill casual vacancies. The Chair of the Examinations Review Board for the time being shall normally be ex officio a member of the Board. The Company may by ordinary resolution appoint any person to be a member of the Board at any time.
43. Co-opted members and members appointed in accordance with Article 42 must retire at the AGM following their co-option or appointment.
44. No person may be appointed as a Board member:
 - a. unless he or she has attained the age of 18 years;
 - b. in circumstances that, had he or she already been a Board member, he or she would have been disqualified from acting under the provisions of Article 45.

DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

45. A Board member shall cease to hold office if
 - a. he or she ceases ~~from~~ to be a Board member by virtue of any provision in

47. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and absent any decision by the Board shall be three.
48. The Board may act notwithstanding any vacancy in their body, but, if and as long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Board may act for the purpose of increasing the number of members to that number through co-option as herein provided for, or of summoning a General Meeting of the Company, but for no other purpose.

ANNUAL REPORT

58. The Board shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its

