

Registered Company Number: 1978864

Registered Charity Number: 293825

THE COMPANIES ACTS 1985 TO 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

**(As altered by Special Resolutions passed on
23 July 1991, 13 July 1992, 11 May 2006 and 13 May 2009)**

OF

THE RADIO ACADEMY

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Preliminary

1. In these Articles, unless the context otherwise requires, the following words and expressions have the following meanings:

“Academy”

The Radio Academy (Registered Company Number: 1978864);

“Acts”

the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force and any provisions, or statutory modification of those provisions, of the Companies Act 2006 for the time being in force;

“Articles”

these articles of association of the Academy, as amended from time to time and **“Article”** is one of these Articles;

“Co-Opted Trustees”

as set out in Article 31, being a director of the Academy appointed in accordance with such Article and **“Co-Opted Trustee”** means any one of them;

“Full Trustees”

as set out in Article 30, being a director of the Academy appointed in accordance with such Article and **“Full Trustee”** means any one of them;

“Members”

as set out in Article 4 and **“Member”** means any one of them;

“Memorandum”

the Memorandum of Association of the Academy from time to time;

“Office”

the registered office of the Academy from time to time;

“Patrons”

as set out in Article 5 and **“Patron”** means any one of them;

“Seal”

the common seal of the Academy if it has one;

“Secretary”

the secretary of the Academy (if any) or any other person appointed by the Trustees to perform any of the duties of the secretary of the Academy and whether as honorary or paid officer of the Academy;

“United Kingdom”

Great Britain and Northern Ireland;

“Rules”

as set out in Article 62;

“Trustees”

the Full Trustees and the Co-Opted Trustees and **“Trustee”** means any one of them.

2. In these Articles, unless the context requires otherwise:
 - (a) **“writing”** or **“written”** includes any methods of representing or reproducing words in a legible and non-transitory form, including by way of electronic communications;
 - (b) words importing the singular number shall include the plural and vice versa, words denoting any gender shall include a reference to each other gender;
 - (c) any reference to any enactment shall be construed as a reference to it as consolidated, amended, modified or re-enacted from time to time;
 - (d) words or expressions shall bear the same meaning as in the Acts but excluding any statutory modification of them not in force at the date of adoption of these Articles; and
 - (e) the headings are inserted for convenience only and shall not affect the construction of these Articles.

Purpose

3. The Academy is established for the purposes expressed in the Memorandum.

Membership and Patrons

4. The members of the Academy shall consist of the subscribers to the Memorandum and such other natural persons as the Trustees shall admit to membership in their absolute discretion (**“Members”**).
5. The Academy may have bodies corporate or unincorporated or other organisations as patrons, being such bodies corporate or unincorporated or other organisations whom the Trustees shall admit as patrons in their absolute discretion (**“Patrons”**).
6.
 - (a) Membership shall be open to any natural person who:
 - (i) is interested in radio broadcasting, radio production or related activities;
 - (ii) applies for membership in the form approved by the Trustees;

- (iii) pays the appropriate subscription determined by the Trustees or his subscription is waived by the Trustees (pursuant to any Rules or otherwise); and
 - (iv) is approved by the Trustees.
 - (b) The criteria for admission, rights of, obligations of and all other aspects of governance of Patrons shall be in accordance with any Rules relating to Patrons;
 - (c) The Trustees must keep a register of the names and addresses of Members.
7. Unless his subscription is waived by the Trustees (pursuant to any Rules or otherwise), each Member of the Academy shall pay an annual subscription to the Academy at such rate as shall be determined by the Trustees from time to time.
8. No right or privilege of any Member shall be in any way transferable or transmissible, but all such rights and privileges shall cease when membership ends whether by death, retirement or any other cause.
9. (a) Membership shall be terminated if any sum due from the member to the Academy is not paid in full within six months of it falling due;
- (b) No Member shall be entitled to any of the privileges of membership so long as any subscription or other sum, if any, which shall be due and payable by him to the Academy is in arrears for more than three months.
10. The membership of a Member shall end if he is suffering from a mental disorder or becomes of unsound mind.
11. (a) Except as provided by Article 9 in respect of failure to pay his subscription, no Member may be excluded from membership of the Academy otherwise than by a resolution of a majority of at least two thirds of the Trustees present and voting at a Trustees' meeting. Such Member shall have seven clear days' notice sent to him of the Trustees' meeting and he may attend the meeting and be heard in his defence, but save as aforesaid shall not be present at the voting or take part in the proceedings otherwise than as the Trustees allow;
- (b) A Member so excluded shall have no claim to a return of the money paid by him to the Academy by way of annual subscription or voluntary contribution as the case may be and shall cease to be a member of the Academy;
- (c) A Member may resign his membership by notice in writing addressed to the Trustees, and such resignation shall take effect at the next following meeting of the Trustees. The resigning Member shall be subject to all rules and regulations (including any Rules) of the Academy (so far as the same may properly be enforceable up to the date when his resignation becomes effective).

General Meetings

12. The Trustees may whenever they think fit convene a general meeting and, on the requisition of Members pursuant to the provisions of the Acts, shall forthwith proceed to call a general meeting in accordance with the provisions of the Acts.
13. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less

than ninety per cent of the total voting rights of all Members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, the notice must specify the meeting as such. Notice shall be given to all the Members and to the Trustees and auditors of the Academy.

14. The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any general meeting.

Proceeding at General Meetings

15. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten (10) Members entitled to vote and be present personally or by proxy shall be a quorum.
16. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such other place as the Trustees may determine.
17. The Chairman (or in his absence, the Vice-Chairman) (if any) of the Trustees shall preside as Chairman at every general meeting, but if there be no such Chairman (or Vice-Chairman), or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of the Trustees or if no such Trustee be present or if all of the Trustees present decline to take the chair, they shall choose some Member of the Academy who shall be present to preside.
18. The Chairman may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the general meeting) adjourn the general meeting from time to time, and from place to place, but no business shall be transacted at any adjourned general meeting other than business which might have been transacted at the general meeting from which the adjournment took place. Whenever a general meeting is adjourned for thirty days or more, notice of the adjourned general meeting shall be given in the same manner as of an original general meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned general meeting.
19. At any general meeting a resolution put to the vote of the general meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy or by a Member or Members representing one tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Academy shall be conclusive evidence of that fact without proof of the number or proportion of the vote recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20. Subject to the provisions of Article 23, if a poll is demanded in manner described above, it shall be taken at such time and place and in such manner, as the Chairman of the general meeting shall direct, and the result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded.
21. No poll shall be demanded on the election of Chairman of a general meeting, or on any question of adjournment.
22. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the general meeting shall be entitled to a second casting vote.
23. The demand of a poll shall not prevent the continuance of a general meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members

24. At any general meeting the Members shall each have one vote which may be given either in person or by proxy (as provided below).
25.
 - (a) An instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorised in writing. A proxy need not be a member of the Academy. The Trustees may, but shall not be bound to require evidence of the authority of any such attorney;
 - (b) An instrument appointing a proxy and the power of attorney under which it is signed or a notarially certified or office copy of it must be left at the office or such other place (if any) as is specified for that purpose in the notice convening the general meeting not less than forty eight hours before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid;
 - (c) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall unless the contrary is stated thereon, be valid as well for any adjournment of the general meeting as for the general meeting to which it relates;
 - (d) A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Academy at the Office before the commencement of the general meeting or adjourned general meeting or poll at which the vote is given.
26. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

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“I [] of [] a member of the Radio Academy hereby appoint [] of [] and failing him [] of [] as my proxy to vote for me on my behalf at the general meeting of the Radio Academy to be held on the [] day of [] and at every adjournment thereof.

Signed on this [] day of []”

27. No objection shall be raised to the qualification of any voter except at the general meeting or adjourned general meeting at which the vote objected to is given or tendered, and every vote not disallowed at such general meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the general meeting whose decision shall be final and conclusive.

Trustees – Appointment and Expiration of Office

28. Until otherwise determined by ordinary resolution from time to time and at any time, the number of the Trustees shall not be subject to any maximum but shall not be less than five.
29. No person who is not a Member of the Academy shall in any circumstances be eligible to hold office as a Trustee.
30. The Academy may from time to time and at any time by ordinary resolution appoint any Member who is willing to act to be a Trustee, either to fill a casual vacancy or by way of addition to the Trustees (such appointees specifically referred to as “**Full Trustees**”). The Trustees as at the date of adoption of these Articles shall be deemed to be Full Trustees.
31. The Trustees may from time to time and at any time appoint any Member who is willing to act to be a Trustee, either to fill a casual vacancy or by way of addition to the Trustees (such appointees specifically referred to as “**Co-Opted Trustees**”).
32. Subject to the remaining provisions of these Articles, each Full Trustee shall retain his office until the earlier of:
 - (a) the third anniversary of his appointment, in which case he shall be eligible for reappointment at the next annual general meeting of the Academy following his expiration of office; or
 - (b) the annual general meeting of the Academy in the calendar year which is the third calendar year following the date of his appointment, in which case he shall be eligible for reappointment at such annual general meeting.

In respect of the Trustees as at the date of adoption of these Articles (who are deemed to be Full Trustees pursuant to Article 30), the relevant date of their appointment shall be the date on which they were appointed as directors of the Academy in accordance with the Acts and/or the previous articles of association of the Academy.

33. Subject to the remaining provisions of these Articles, each Co-Opted Trustee shall retain his office until the earlier of:
 - (a) the first anniversary of his appointment; or
 - (b) the second quarterly meeting of the Trustees in the calendar year following the calendar year in which he was appointed,and in each case, the Trustees may reappoint such person to be a Co-Opted Trustee in accordance with, but subject to, their powers under Article 31.
34. No person not being a Full Trustee whose office has or is due to expire pursuant to Article 32 shall be appointed or reappointed a Trustee at any general meeting of the Academy, unless:
 - (a) he is recommended by the Trustees for election; or

- (b) not less than four nor more than twenty eight clear days before the date appointed for the general meeting, notice in writing by any three Members duly qualified to be present and vote at the general meeting has been given to the Secretary of their intention to propose such person for appointment or reappointment, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

Powers of the Trustees

- 35. The business of the Academy shall be managed by the Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Academy as they think fit, and may exercise all such powers of the Academy and do on behalf of the Academy all such acts as may be exercised and done by the Academy and as are not by the Acts or by these Articles required to be exercised or done by the Academy in general meeting, subject nevertheless to any Rules or these Articles, to the provisions of the Acts and to such directions being not inconsistent with the aforesaid provisions, as may be prescribed by the Academy in general meeting; but no direction made by the Academy in general meeting shall invalidate any prior act of the Trustees which would have been valid if such direction had not been made.
- 36. The Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Trustees for the purpose of admitting persons to membership of the Academy, filling up vacancies in their body, or of convening a general meeting, but not for any other purpose.

The Chief Executive

- 37.
 - (a) The Trustees may from time to time appoint any person, whether a member of the Academy or not, but not being a Trustee to act as chief executive of the Academy and to be called the "Chief Executive". The Trustees may appoint such person to be the Chief Executive for such period and at such reasonable and proper remuneration for the services to be rendered by him and upon such terms as to the duties to be performed the powers to be exercised and all other matters as they think fit, but so that the Chief Executive shall not be vested with any powers or entrusted with any duties which the Trustees could not themselves have exercised or performed and shall at all times be subject to the overriding control and authority of the Trustees. In particular it shall be the duty of the Chief Executive to attend all general meetings of the Academy and of the Trustees and of any committee of the Trustees.
 - (b) The Trustees may from time to time, subject to the provisions of any contracts between him and the Academy, remove or dismiss the Chief Executive from office and appoint any other person to act jointly with him or in his place.
 - (c) The Trustees may from time to time and at any time appoint any person temporarily to act in the place of the Chief Executive during any absence by him from his duties.

Secretary

38. Subject to the provisions of the Acts, the Trustees may appoint a secretary (who shall normally be the Chief Executive) for such time at such remuneration and upon such condition as they may think fit, and any secretary so appointed may be removed by them.

The Seal

39. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Trustees, and in the presence of at least two Trustees or one Trustee and the Secretary, and the said Trustees and/or Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Academy such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

Disqualification of Trustees

40. The office of a Trustee shall be vacated if:
- (a) he ceases to be a director by virtue of any provision of the Acts or he becomes prohibited from being a director;
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) he suffers from a mental disorder or becomes of unsound mind;
 - (d) he ceases to be a Member;
 - (e) by notice in writing to the Academy he resigns his office;
 - (f) he is removed from office by a resolution duly passed pursuant to section 168 of the Companies Act 2006;
 - (g) he shall have been absent without the written permission of the Chairman or Vice-Chairman from three or more consecutive meetings of the Trustees and the remaining Trustees unanimously resolve that his office be vacated.

Proceedings of the Trustees

41. The Trustees shall, unless otherwise determined by them, hold at least one meeting during each quarter of the calendar year and may adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be determined by a resolution of Trustees approved by not less than two thirds in number of the Trustees for the time being entitled to be present and unless so determined at any other number shall be five. Questions arising at any meeting shall be decided by a majority of votes of the Trustees present. In cases of an equality of votes the Chairman (if any) shall have a second or casting vote. All meetings of the Trustees shall be convened by at least one week's previous notice in writing. With each such notice the Secretary shall send an agenda of the business to be discussed at such meetings. No business shall be transacted at such meetings, which is not mentioned in such agenda unless in the opinion of the Chairman of the meeting it arises directly out of an item of business on the agenda or on the minutes of the last previous meeting or is a matter of urgency.
42. The Chairman or any three Trustees may, and on the request of the Chairman or of any three Trustees, the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon all the Trustees.

43. Subject to Article 45, the Trustees may from time to time elect:
 - (a) a Chairman who shall be entitled to preside at all meetings of the Trustees and all general meetings of the Academy at which he shall be present, and
 - (b) a Vice-Chairman who shall be entitled (in the absence of the Chairman) to preside at all meetings of the Trustees and all general meetings of the Academy at which he shall be present.
44. The Trustees may determine for what period (expiring not later than the second quarterly meeting of the Trustees in the calendar year which is the second calendar year following the date of his appointment pursuant to Article 43 or Article 45 (as appropriate)) the Chairman and Vice-Chairman respectively are to hold office.
45. On the expiration of a Trustee's office as Vice-Chairman, he will automatically be appointed as Chairman unless the remaining Trustees unanimously resolve otherwise.
46. If no such Chairman or Vice-Chairman is elected or if at any meeting neither the Chairman nor the Vice-Chairman is present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Trustees present may choose one of their number to be the Chairman of the meeting.
47. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles or the Rules for the time being vested in the Trustees generally.
48. The Trustees may delegate any of their powers to committees consisting of such Member or Members or such Trustee or Trustees as they shall think fit, and any committee so formed shall, in the execution of the powers so delegated conform with any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by:
 - (a) the provisions of these Articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees as aforesaid; and
 - (b) any Rules relating to such committees.All acts and proceedings of any such committees shall be reported back to the Trustees as soon as possible.
49. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees, or by any person acting as a Trustee, shall, notwithstanding it be discovered afterwards that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was disqualified to be a Trustee.
50. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Academy and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

51. A resolution in writing signed by all the Trustees for the time being or of any committee of the Trustees who are duly entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.
52. A Trustee, who pursuant to the Acts, has declared to the other Trustees the nature and extent of his interest in a proposed transaction or arrangement with the Company, shall be entitled to vote in respect of that proposed transaction or arrangement or any matter arising from it, and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Trustees or of the committee of Trustees at which the vote is taken.
53. The Trustees may not authorise a situation or matter that involves, or may involve, the breach of a director's duty to avoid conflicts of interest under section 175 of the Companies Act 2006 and any purported authorisation of such a situation or matter by the Trustees is invalid.
54. Any Trustee may participate in a meeting of the Trustees by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting

Accounts

55. The Trustees shall cause accounting records to be kept in accordance with the requirements of the Acts.
56. The accounting records shall be kept at the Office, or, subject to the provisions of the Acts, at such other place or places as the Trustees shall think fit, and shall always be open to the inspection of the officers of the Academy.
57. The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Academy or any of them shall be open to the inspection of Members not being officers of the Academy and no Member (not being an officer) shall have any right of inspecting any account or book or document of the Academy except as conferred by statute or authorised by the Trustees or by the Academy in general meeting.

Notices

58. The Academy may send any notice or other document to a Member pursuant to these Articles by:
 - (a) sending it by post or other delivery service in a prepaid envelope addressed, in the case of a Member, to his address as recorded in the register of members, and in any other case to the address of the person as notified by him to the Academy;
 - (b) leaving it at that address;
 - (c) delivering it personally;
 - (d) sending it by electronic communication to an address for the time being notified to the Academy by the person for that purpose; or
 - (e) making it available on a website in accordance with Part 4 of Schedule 5 to the Companies Act 2006.

59. Any notice or other document to be given or sent under or by reference to these Articles by a Member shall, unless otherwise provided by these Articles, be sent by:
- (a) posting it in a prepaid envelope addressed to the Office;
 - (b) leaving it at the Office; or
 - (c) sending it by electronic communication to an address for the time being notified by the Academy for that purpose.
60. Any Member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Academy an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Acts, only those Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Academy.

Dissolution

61. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Regulations, Rules or Bye Laws

62. The Trustees may from time to time make (and subsequently make additions to, alter or repeal) such regulations, rules or bye-laws (collectively referred to as “**Rules**”) as they may deem necessary or expedient or convenient for the proper conduct, management and governance of the Academy, in particular but without prejudice to the generality of the foregoing, they shall by such Rules regulate:
- (a) the process of and criteria for admission of Members, the rights and privileges of Members, the terms and conditions of being Members, the terms on which membership may cease, the subscription and other fees or payments payable by Members and generally all other aspects of governance of Members in so far as such matters are not regulated by these Articles;
 - (b) the process of and criteria for admission of Patrons, the rights and privileges of Patrons, the terms and conditions of being Patrons, the terms on which Patrons may resign or have their status as Patrons terminated, the subscription and other fees or payments payable by Patrons and generally all other aspects of governance of Patrons in so far as such matters are not regulated by these Articles;
 - (c) the process and procedure for Trustees to set up and meet with Patrons;
 - (d) the process and procedure for Members to nominate and vote via the Academy’s website for persons whom they wish to be proposed for appointment as Full Trustees at general meetings of the Academy;
 - (e) the objectives and criteria to be considered when deciding upon the identity of the Chairman and the appointment of a Co-Opted Trustee along with the timing of such appointments;
 - (f) the procedure for establishment of committees of Members or Trustees, their role, their make-up and the manner in which they should operate in so far as such procedures are not regulated by these Articles, including, without limitation, a

remuneration committee made up of Trustees to discuss the remuneration of the Academy's staff;

- (g) the timing and procedure at general meetings of the Academy and meetings of the Trustees and committees of the Trustees and the Academy in so far as such timings and procedure are not regulated by these Articles; and
- (h) generally, all such matters as are commonly the subject matter of company rules.

63. The Academy may by special resolution alter or repeal the Rules and make additions to them and the Trustees shall adopt such means as they deem sufficient to bring to the notice of Members and Patrons all such Rules, which so long as they shall be in force, shall be binding on all Members and Patrons and the Trustees. Provided, nevertheless, that no Rules shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or these Articles.