

Company Number:

Charity Number:

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF
THE ASBESTOS REMOVAL MANAGEMENT INSTITUTE (NAME TO BE DISCUSSED)**

**(ADOPTED BY WRITTEN RESOLUTION
ON [])**

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PART 1: INTERPRETATION

1 DEFINED TERMS

In the Articles, unless the context requires otherwise:

“Act”

or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time;

“appointed directors”

directors of the institute appointed in accordance with Article 20.1.2;

"Articles"

means the Institute's articles of association;

"chairman"

has the meaning given in Article 18;

"chairman of the meeting"

has the meaning given in Article 32;

“charitable”

means charitable in accordance with the laws of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word “charitable” in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the Institute is the laws of England and Wales;

“charities legislation”

means the Charities Acts 1992, 1993 and 2006 and the Charities (Accounts and Reports) Regulations 2008 as amended, restated or re-enacted from time to time;

"director"

means a director of the Institute;

"document" or “notice”

includes, unless otherwise specified, any document or notice sent or supplied by electronic communication;

“elected directors”

directors of the institute appointed in accordance with Article 20.1.2;

"electronic communication”

means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act;

“Institute”

means the Institute called The Asbestos Removal Management Institute (ARMI);

“institutional member”

means the Health and Safety Executive Asbestos Liaison Group;

“model articles”

means the model articles of association for a private Institute limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time;

“objects”

the Institute’s objects as defined at Article 2;

"ordinary resolution"

has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;

"proxy notice"

has the meaning given in Article 38;

“secretary”

means the Institute secretary (if any) and includes any joint, assistant or deputy secretary;

“SORP”

means the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement of it from time to time;

"special resolution"

has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution;

"statutes”

means the Act, the charities legislation and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the Institute;

"voting member"

means any person for the time being designated as a Fellow or Member of the Institute and who has been admitted to membership by the directors in accordance with Article 24;

"writing"

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.1 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.

- 1.2 The model articles shall not apply to the Institute.

PART 2: OBJECTS

2 OBJECTS

The objects for which the Institute is established are specifically restricted to:

- 2.1 the promotion and development of the science of the leadership and management of asbestos removal companies; and
- 2.2 the advancement of education involving the study of the skills of leadership and management in relation to asbestos removal companies.

PART 3: APPLICATION OF INCOME AND PROPERTY AND DIRECTORS' BENEFITS

3 APPLICATION OF INCOME AND PROPERTY

The income and property of the Institute shall be applied solely towards the promotion of the objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Institute. This does not prevent:

- 3.1 a member of the Institute receiving a benefit from the Institute in the capacity of a beneficiary of the Institute; or
- 3.2 reasonable and proper remuneration to any member of the Institute who is not also a director of the Institute for any goods or services provided to the Institute.

4 DIRECTORS' BENEFITS

No director shall be appointed to any office of the Institute, be employed by the Institute or receive any remuneration or other benefit in money or money's worth from the Institute unless the payment or benefit in question:-

- 4.1 is permitted pursuant to Article 5; or
- 4.2 has been previously and expressly authorised in advance and in writing by the Charity Commission for England and Wales and any procedures prescribed by the said Charity Commission are fully adhered to.

5 PERMITTED BENEFITS

Subject to Article 6, nothing herein shall prevent the payment in good faith by the Institute of:-

- 5.1 reasonable and proper remuneration to a director for services rendered to the Institute otherwise than any remuneration for services provided by a director in his capacity as a director or under a contract of employment;
- 5.2 monies for the supply of goods by a director to the Institute, whether such goods are provided in connection with the provision of services referred to at Article 5.1 or otherwise;

- 5.3 interest at a reasonable and proper rate (not exceeding 2% per annum below the base rate of a clearing bank to be selected by the directors) on money lent to the Institute by any director;
- 5.4 reasonable and proper rent for premises demised or let to the Institute by any director;
- 5.5 fees, remuneration or other benefit in money or money's worth to any other company of which any director may also be a member holding not more than 1% of the issued share capital of that company;
- 5.6 reimbursement of reasonable out-of-pocket expenses actually incurred by any director in or about the affairs of the Institute;
- 5.7 any payments made pursuant to Articles 22 and 23.

6 CONDITIONS RELATING TO DIRECTORS' BENEFITS

Save for the payments referred to in Articles 5.6 and 5.7, the Institute and its directors may only rely upon the authority provided by Article 5 in respect of payments or benefits to a director if each of the following conditions is satisfied:

- 6.1 the remuneration or other sums paid to the director does not exceed an amount that is reasonable in all the circumstances;
- 6.2 the director is absent from the part of any meeting at which there is discussion of:
 - 6.2.1 his contract or remuneration, or any matter concerning the contract;
 - 6.2.2 his performance in the employment, or his performance of the contract; or
 - 6.2.3 any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him that would be permitted under Article 5;
- 6.3 the director does not vote on any such matter and is not counted when calculating whether a quorum of directors is present at the meeting;
- 6.4 the remaining directors are satisfied and agree that it is in the best interests of the Institute to contract with that director rather than with someone who is not a director;
- 6.5 the reason for their decision is recorded by the directors in the minute book;
- 6.6 the amount or maximum amount of any remuneration payable to a director is set out in an agreement in writing between the Institute or directors and that director; and
- 6.7 the number of directors then in office who have received remuneration or other benefits from the Institute are in a minority.

7 CONFLICTS OF INTEREST

- 7.1 A director must declare to the other directors any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Institute unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 7.2 An interest of a director to be disclosed under Article 7.1 may be declared at a meeting of directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.
- 7.3 If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation, Institute or person and the conflict is not authorised by virtue of any other

provision in the Articles, the remaining directors may authorise such a conflict of interest if each of the following conditions are satisfied:

- 7.3.1 the director is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;
 - 7.3.2 the director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting; and
 - 7.3.3 the remaining directors are satisfied and agree that it is in the interests of the Institute to authorise the conflict of interest which has arisen.
- 7.4 A conflict of interest arising for a director because of a duty of loyalty owed to another organisation, company or person may only be authorised in the manner set out at Article 7.3 if such a conflict does not involve a direct or indirect benefit of any nature to a director.

8 PART 3 DEFINITIONS

The following words in Articles 3, 4, 5, 6, and 7 (as the case may be) shall have the following meanings:

- 8.1 “company” shall include any company in which the company:
- 8.1.1 holds more than 50% of the shares;
 - 8.1.2 controls more than 50% of the voting rights attached to the shares; or
 - 8.1.3 has the right to appoint one or more directors to the board of the company; and
- 8.2 “director” shall include the following:
- 8.2.1 a child, parent, grandchild, grandparent, brother or sister of a director;
 - 8.2.2 the spouse or civil partner of a director or of any person falling within Article 8.2.1;
 - 8.2.3 a person carrying on a business in partnership with a director or with any person falling within Articles 8.2.1 or 8.2.2;
 - 8.2.4 an institution which is controlled:
 - (a) by a director or by any person falling within Articles 8.2.1, 8.2.2 or 8.2.3, or
 - (b) by two or more persons falling within Article 8.2.4(a) when taken together; and
 - 8.2.5 a body corporate in which:
 - (a) the director or any person falling within Articles 8.2.1, 8.2.2 or 8.2.3 has a substantial interest, or
 - (b) two or more persons falling within paragraph (a), when taken together, have a substantial interest.
- 8.3 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used at Article 8.2 as follows:
- 8.3.1 “child” includes a step-child and an illegitimate child;

- 8.3.2 “civil partner” shall include a person living with a director as that director’s husband or wife and includes two persons of the same sex who are not civil partners but live together as if they were;
- 8.3.3 a person controls an institution if he is able to secure that the affairs of the institution are conducted in accordance with his wishes;
- 8.3.4 a person has a substantial interest in a body corporate if he is:
- (a) interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital, or
 - (b) is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body.

PART 4: DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

9 DIRECTORS’ GENERAL AUTHORITY

- 9.1 Subject to the Articles, including Article 9.2 below, the directors are responsible for the management of the Institute's business, for which purpose they may exercise all the powers of the Institute and do on behalf of the Institute all such acts as may be done by the Institute and as are not by statutes or by the Articles required to be done by the Institute in general meeting.
- 9.2 The directors may not do or permit any act or omission which would prejudice the charitable status of the Institute.

10 DIRECTORS MAY DELEGATE

- 10.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:
- 10.1.1 to such person or committee;
 - 10.1.2 by such means (including by power of attorney);
 - 10.1.3 to such an extent;
 - 10.1.4 in relation to such matters or territories; and
 - 10.1.5 on such terms and conditions;
- as they think fit.
- 10.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 10.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

11 COMMITTEES

- 11.1 Committees to which the directors delegate any of their powers must contain at least one director and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.
- 11.2 The directors may make rules of procedure for all or any committees, which prevail over any rules or bye-laws derived from the Articles if they are not consistent with them.

12 APPOINTMENT OF INVESTMENT MANAGERS

The directors may appoint as the investment manager for the Institute a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The directors may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Institute in accordance with the investment policy laid down by the directors from time to time,

PROVIDED THAT where the directors make any such delegation they shall:

- 12.1 inform the investment manager in writing of the extent of the Institute's investment powers and the terms of the delegation;
- 12.2 lay down a detailed investment policy for the Institute and immediately inform the investment manager in writing of it and of any changes to it;
- 12.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;
- 12.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- 12.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the directors shall decide PROVIDED THAT such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the directors.

13 INVESTMENTS HELD BY NOMINEE

The directors may:

- 13.1 make such arrangements as they think fit for any investments of the Institute or income from those investments to be held by a corporate body as the Institute's nominee; and
- 13.2 pay reasonable and proper remuneration to any corporate body acting as the Institute's nominee in pursuance of this article.

DECISION-MAKING BY DIRECTORS

14 MEETINGS OF DIRECTORS

- 14.1 Subject to the provisions of these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 14.2 At any time any three directors may summon a meeting of the directors.
- 14.3 Any such notice shall specify where, when and how the meeting is to be held. Any director may waive notice of any meeting and such waiver may be retrospective.
- 14.4 All acts done in good faith by any meeting of the directors or of any committee shall, notwithstanding it be discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director or member of the committee as the case may be.

15 QUORUM FOR MEETINGS AND VOTING

- 15.1 The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and, unless so fixed at any other number shall be three (of whom two shall be appointed directors).
- 15.2 A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors.
- 15.3 Questions arising at any meeting of the directors shall be determined by a majority of votes. If at any meeting of the directors there shall be more elected directors present than appointed directors on any matter put to a vote the appointed directors present shall be entitled together to cast such number of votes as shall equal the number of votes cast by the elected directors plus one.

16 MEETINGS BY CONFERENCE TELEPHONE ETC

- 16.1 All or any of the directors or any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.
- 16.2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 16.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman then is.

17 RESOLUTIONS IN WRITING

- 17.1 A resolution executed by all the directors, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.
- 17.2 For the purposes of this Article 17:
 - 17.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the

purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;

- 17.2.2 a written instrument is executed when the person executing it signs it;
- 17.2.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;
- 17.2.4 the directors, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or electronic communication;
- 17.2.5 a resolution shall be effective when the secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 17; and
- 17.2.6 if no secretary is appointed, the chairman shall perform the functions of the secretary under this Article 17.

18 CHAIRING OF DIRECTORS' MEETINGS

- 18.1 The directors may appoint a director to chair their meetings.
- 18.2 The person so appointed for the time being is known as the chairman.
- 18.3 The directors may terminate the chairman's appointment at any time.
- 18.4 The chairman shall immediately cease to hold such appointment upon ceasing to be a director.
- 18.5 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

19 RECORDS OF DECISIONS TO BE KEPT

The directors must ensure that the Institute keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors.

APPOINTMENT OF DIRECTORS

20 METHODS OF APPOINTING DIRECTORS

- 20.1 The following persons shall be directors:
 - 20.1.1 Five individuals appointed by the institutional member (each an 'appointed director'); and
 - 20.1.2 Four voting members of the Institute elected by the voting members (each an 'elected director');
- or in each case respectively, such other number of appointed directors or elected directors as the directors may unanimously from time to time determine.
- 20.2 Each elected director shall be elected for a term expiring at the conclusion of the first annual general meeting after either that at which he was elected or (if he was elected

pursuant to the bye-laws) that following which he first became a director, but shall be eligible for re-election.

- 20.3 The procedure for conducting the election of elected directors to the Board referred to in Article 20.1 shall be prescribed in the bye-laws.
- 20.4 Subject to Article 20.55, the directors may appoint a voting member who is willing to act to be a director to fill a vacancy amongst the elected directors. A director so appointed shall hold office until the date on which the person whom they replace was due to retire (or such earlier date as the directors may decide), but shall be eligible for election.
- 20.5 No person may be appointed as a director:
- 20.5.1 unless he has attained the age of 18 years; or
- 20.5.2 in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of Article 21.

21 **TERMINATION OF DIRECTOR'S APPOINTMENT**

A person ceases to be a director:

- 21.1 if by notice in writing to the Institute he resigns (but only if at least three directors remain in office when the notice of resignation is to take effect);
- 21.2 if he is removed by notice in writing to the Institute signed by a majority of the members;
- 21.3 if he ceases to hold office by reason of any order made under the Institute Directors Disqualification Act 1986, or by virtue of any provision of the statutes;
- 21.4 if he is removed from office by a resolution duly passed pursuant to Section 168 of the Act;
- 21.5 if he is absent from three consecutive meetings of the directors without reasonable cause;
- 21.6 if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 21.7 if he is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Institute; or
- 21.8 the institutional member by notice in writing to the Institute removes that director.

22 **DIRECTORS' INDEMNITY**

Subject to the provisions of the Act, and so far as may be consistent with the statutes:

- 22.1 every director [and every other officer] [other than the Institute's auditor or the reporting accountant] [shall] / [may] be indemnified out of the assets of the Institute against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to, or in connection with, his duties, powers or offices, in each case to the extent permitted by section 232 of the Act; [and]
- 22.2 every other officer (other than the Institute's auditor or reporting accountant) may be indemnified out of the assets of the Institute against any liability incurred by him in that capacity to the extent permitted by law; [and]]

- 22.3 every auditor or reporting accountant appointed by the Institute may be indemnified out of the assets of the Institute against any liability incurred by him in that capacity to the extent permitted by section 532 of the Act; [and]]
- 22.4 the Institute [shall] / [may] also provide funds to any [director] [or any other officer (other than the Institute's auditor or reporting accountant)] or do anything to enable a [director] [or such other officer] to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act.

23 DIRECTORS' INDEMNITY INSURANCE

- 23.1 Subject to the provisions of the charities legislation and to Article 23.2, the Institute may pay the premium in respect of any indemnity insurance to cover the liability of any director, other officer (other than the auditor or reporting accountant) or member of the Institute:
- 23.1.1 which by virtue of any rule of law would otherwise attach to him or her in respect of any negligence, default, breach of trust or breach of duty of which he or she may be guilty or any act or omission in the actual or purported execution and/or discharge of his or her duties and/or in the exercise or purported exercise of his or her powers and/or otherwise in relation to his or her duties, powers or offices in relation to the Institute or any subsidiary of the Institute; and
- 23.1.2 to make contributions to the assets of the Institute or any subsidiary in accordance with the provisions of section 214 of the Insolvency Act 1986, and all costs, charges and expenses which may be incurred by him or her in successfully contesting any such liability or alleged liability.
- 23.2 Any insurance purchased under Article 23.1 shall not:
- 23.2.1 extend to any claim arising from any act or omission which that person knew (or must reasonably be assumed to have known) to be a breach of trust or breach of duty or which was committed by that person in reckless disregard of whether it was a breach of trust or a breach of duty or not.
- 23.2.2 extend to a fine imposed in connection with, or the costs or liabilities incurred in respect of, an unsuccessful defence to a criminal prosecution brought against that person in his or her capacity as a director or other officer or member of the Institute and/or a sum payable to a regulatory authority by way of a penalty imposed on a director, other officer or member of the Institute, in respect of non-compliance with any requirement of a regulatory nature (howsoever arising).

PART 5: MEMBERS

BECOMING AND CEASING TO BE A MEMBER

24 APPLICATIONS FOR MEMBERSHIP

- 24.1 The institutional member and the voting members shall be the members of the Institute for the purposes of the Act.
- 24.2 No person shall become a member of the Institute unless:

- 24.2.1 that person has completed an application in a form approved by the directors and meets such criteria for membership or for a class of membership as shall be specified in the bye-laws, and
- 24.2.2 the directors have approved the application.
- 24.3 Other classes of membership may be set up from time to time by the directors, but persons admitted to those classes shall not be members for the purposes of the Act. The directors shall also have power at its discretion to discontinue admissions to any class of membership not being voting members or the institutional member or to close down any such class or classes.
- 24.4 Members of the Institute, whether voting members or otherwise, shall be:
 - 24.4.1 entitled to describe themselves as being members thereof in their different grades, to receive all publications of the Institute, to attend all meetings lectures and other functions arranged by the Institute, to receive such advice and assistance in connection with their professional work as the directors may be able to offer;
 - 24.4.2 bound to further, to the best of their ability, the objects, interests and influence of the institute and to that end shall observe all the bye-laws pursuant to these Articles.

25 **TERMINATION OF MEMBERSHIP**

The membership of the institutional member shall be terminated by its written resignation. A voting member and any member of a membership class established under article 24.3 shall forthwith cease to be a member (PROVIDED ALWAYS THAT at least one voting member remains on the Register of Members thereafter):

- 25.1 if the member is removed by a directors' resolution that it is in the best interests of the Institute that his membership is terminated provided that such a resolution may only be passed if:
 - 25.1.1 the conduct of a member to whom this provision applies is considered at a meeting of a committee of the directors established by the Chairman of the directors for the purpose. If the committee takes the view that the conduct has been unacceptable conduct, it shall convene a second meeting. The member concerned shall be entitled to attend the second meeting of the committee and at least 21 days' notice of it shall be given to him together with the reasons why the meeting is proposed. At that meeting he shall be entitled to be heard in his own defence but shall not be entitled to take part in any other proceedings in this connection whether of the committee or the directors unless the committee or the directors shall permit it. The committee shall then submit a report and recommendation to the directors.
 - 25.1.2 Following consideration of the report and recommendation, the directors shall if they decide to exclude the member from membership of the Institute pass a resolution to that effect. The directors' decision shall be final.
- 25.2 if by notice in writing to the Institute, the member resigns his membership;
- 25.3 if he dies, he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 25.4 if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

- 25.5 if he ceases to hold office as a director of any Institute by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the statutes; or
- 25.6 if, after the issue of a request for payment, there shall be default for the period specified in such request or, if none, a period of thirty days from the request, in the payment to the Institute of any monies payable by or in respect of him, unless the Chief Executive or the Director of Membership considers there to be extenuating circumstances,

Provided always that any member who ceases to be a member shall remain subject to any liability imposed upon him by the statutes and shall remain liable for all subscriptions due from or imposed upon him for the year in which he shall cease to be a member.

26 TRANSFER OF MEMBERSHIP

Membership of the Institute is not transferable.

ORGANISATION OF GENERAL MEETINGS

27 GENERAL MEETINGS

- 27.1 The directors may whenever they think fit convene a general meeting and shall, following requisition in accordance with the Act, proceed to convene a general meeting in accordance therewith.
- 27.2 The Institute shall hold a general meeting in every calendar year as its "Annual General Meeting" at such time and place as may be determined by the directors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

28 CALLING GENERAL MEETINGS

- 28.1 A general meeting of the Institute shall be called by at least 14 days' clear notice.
- 28.2 The Institute may give such notice by any means or combination of means permitted by the Act.
- 28.3 A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 90 per cent of the total voting rights at that meeting of all the members of the meeting.

29 NOTICE OF GENERAL MEETINGS

- 29.1 Every notice calling a general meeting shall specify the place and the day and hour of the meeting.
- 29.2 There shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him and that a proxy need not be a member of the Institute.
- 29.3 The text of each special resolution to be proposed at the general meeting shall be set out in the notice. Either the text of, or sufficient information to enable a member to understand the purpose of, each ordinary resolution shall be set out in the notice.

30 MEETINGS BY CONFERENCE TELEPHONE ETC.

- 30.1 All or any of the members or persons permitted to attend under Article 33 may participate in the meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.
- 30.2 A voting member so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 30.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman then is.

31 QUORUM FOR GENERAL MEETINGS

If the Institute has less than 7 voting members then that number of voting members and the institutional member shall be a quorum. In any other case 7 voting members entitled to vote upon the business to be transacted and the institutional member shall be a quorum. A proxy or an authorised representative of a member shall count for the purposes of the quorum. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

32 CHAIRING GENERAL MEETINGS

- 32.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 32.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - 32.2.1 the directors present; or
 - 32.2.2 (if no directors are present), the meeting;must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 32.3 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

33 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 33.1 Directors may attend and speak at general meetings, whether or not they are members.
- 33.2 The chairman of the meeting may permit other persons who are not:
 - 33.2.1 members of the Institute; or
 - 33.2.2 otherwise entitled to exercise the rights of members in relation to general meetings;to attend and speak at a general meeting.

34 ADJOURNMENT

- 34.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the chairman of the meeting must adjourn it.

- 34.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 34.2.1 the meeting consents to an adjournment; or
 - 34.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 34.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 34.4 When adjourning a general meeting, the chairman of the meeting must:
- 34.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - 34.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 34.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Institute must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 34.5.1 to the same persons to whom notice of the Institute's general meetings is required to be given, and
 - 34.5.2 containing the same information which such notice is required to contain.
- 34.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

35 VOTING: GENERAL

- 35.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 35.2 Every voting member shall have one vote on a show of hands and on a poll every voting member shall have one vote.
- 35.3 The institutional member shall have such number of votes (whether on a show of hands or on a poll) as is equal to the aggregate number of votes cast by the voting members plus one where an ordinary resolution is sought to be passed or such number of votes as is equal to three multiplied by the aggregate number of votes cast by the voting members where a special resolution is sought to be passed.
- 35.4 On any question or resolution concerning the appointment to or removal from the board of directors of not more than four voting members, every voting member and the institutional member shall have one vote whether on a show of hands or on a poll.
- 35.5 Any resolution whereby the Institute may be wound up (but not for the avoidance of doubt any resolution as to the charity or charities to be determined by the members of the Institute for the purposes of Article 43 or to amend or remove any of Articles 1, 9, 15, 20, 21, 24, 25, 31, 35, 522 and shall only be passed if the institutional member

votes in favour of the resolution and it has been passed by not less than three-fourths of the voting members present in person or by proxy.

36 ERRORS AND DISPUTES

- 36.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 36.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

37 POLL VOTES

- 37.1 A poll on a resolution may be demanded:
- 37.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 37.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 37.2 A poll may be demanded by:
- 37.2.1 the chairman of the meeting;
 - 37.2.2 the directors;
 - 37.2.3 the institutional member;
 - 37.2.4 two or more persons having the right to vote on the resolution; or
 - 37.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 37.3 A demand for a poll may be withdrawn if:
- 37.3.1 the poll has not yet been taken; and
 - 37.3.2 the chairman of the meeting consents to the withdrawal.
- 37.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

38 CONTENT OF PROXY NOTICES

- 38.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 38.1.1 states the name and address of the member appointing the proxy;
 - 38.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 38.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 38.1.4 is delivered to the Institute in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 38.2 The Institute may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes.

38.3 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.

38.4 Unless a proxy notice indicates otherwise, it must be treated as:

38.4.1 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

38.4.2 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.

39 DELIVERY OF PROXY NOTICES

39.1 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 Institute by or on behalf of that person.

39.2 An appointment under a proxy notice may be revoked by delivering to the Institute a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

39.3 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.

39.4 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.

40 AMENDMENTS TO RESOLUTIONS

40.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

40.1.1 notice of the proposed amendment is given to the Institute 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

40.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

40.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

40.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

40.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

40.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

41 RESOLUTIONS IN WRITING

41.1 A resolution executed by such number of voting members and, if applicable, the institutional member, as would have been required to vote for the resolution had it been proposed in general meeting at which all of the members were present and voting shall be

as valid and effectual as if it had been passed at a general meeting duly convened and held.

41.2 For the purposes of this Article 41:

- 41.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;
- 41.2.2 a written instrument is executed when the person executing it signs it;
- 41.2.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;
- 41.2.4 the members need not execute the same written instrument or electronic communication;
- 41.2.5 a resolution shall be effective when the secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 41;
- 41.2.6 if no secretary is appointed, the chairman shall perform the functions of the secretary under this Article 41;
- 41.2.7 the resolution must be accompanied by a statement informing the member how to signify his agreement to it and the date by which this is to be done; and
- 41.2.8 a proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

PART 6: LIABILITY OF MEMBERS AND DISSOLUTION

42 LIABILITY OF MEMBERS

Each voting member and the institutional member undertake that, if the Institute is wound up while he is a member or within one year after he ceases to be a member, he will contribute an amount to the assets of the Institute as may be required for:-

- 42.1 payment of the Institute's debts and liabilities contracted before he ceases to be a member;
- 42.2 payment of the costs, charges and expenses of winding up; and
- 42.3 adjustment of the rights of the contributories among themselves,
provided that such amount shall not in aggregate exceed £2.

43 DISTRIBUTION OF ASSETS ON WINDING UP/DISSOLUTION

If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to such other charity or charities which prohibit(s) the distribution of its or their income and

property to an extent at least as great as is imposed upon the Institute by Articles 5 and 6 above and having charitable objects identical with or similar to the objects of the Institute, as the members of the Institute shall resolve at or before the time of dissolution and if that cannot be done to some other charitable object or objects.

PART 7: ADMINISTRATIVE ARRANGEMENTS

44 MEANS OF COMMUNICATION TO BE USED

- 44.1 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the directors shall be in writing and may be delivered or sent by post facsimile or using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article “address” in relation to electronic communications, includes any number or address used for the purpose of such communications.
- 44.2 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.
- 44.3 A director may agree with the Institute that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 44.4 Subject to Article 44.3, any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document sent by facsimile or contained in an electronic communication shall be deemed to have been delivered 48 hours following that on which the communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address. If a notice, document or information posted on the Institute’s website was already on the Institute’s website at the time the notice was sent to the Member, it will be deemed to have been sent on the day the notice was sent but if the notice, document or information was not on the Institute’s website on the date the said notice was sent then it will be deemed to have been sent on the day on which it appears on the website.

45 WEBSITE COMMUNICATION

- 45.1 The Institute may send any notice, document or other information to members by making them available on the Institute’s website provided that:
- 45.1.1 each member has been asked individually by the Institute to agree to communication via the Institute’s website (either generally or in relation to a specific notice, document or information);
- 45.1.2 the Institute’s request states clearly that if the member fails to respond to the request within twenty-eight days of the date on which the request is sent, s/he will be deemed to have given such consent; and
- 45.1.3 the Institute’s request is not sent less than twelve months after a previous request made to the member in relation to a similar class of documents.

45.2 The Institute must notify each member who has agreed to receive communications through the Institute's website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.

45.3 Any notice, document or information posted on the Institute's website must be in a form that the member can read and take a copy of. The notice, document or information must be available on the Institute's website for either twenty-eight days from the date the notification was sent to the member or for such other period as may from time to time be specified in the Act.

46 **INSTITUTE SEAL**

46.1 Any common seal may only be used by the authority of the directors.

46.2 The directors may decide by what means and in what form any common seal is to be used.

46.3 Unless otherwise decided by the directors, if the Institute has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

46.4 For the purposes of this Article, an authorised person is:

46.4.1 any director;

46.4.2 the secretary (if any); or

46.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

47 **SECRETARY**

A secretary may be appointed by the directors for such time, at such remuneration and upon such conditions as the directors may think fit, and any secretary so appointed may be removed by the directors. The directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

48 **ACCOUNTS**

48.1 The directors shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the charities legislation and the SORP. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Institute, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Institute at any time.

48.2 The books of account shall be kept at the registered office of the Institute, or, subject to section 388 of the Act, at such other place or places as the directors shall think fit and shall always be open to the inspection of any director.

48.3 The Institute must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every member, to every holder of the Institute's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Institute does not have a current address as defined in section 423 of the Act.

48.4 The Institute must, pursuant to section 424 of the Act, comply with the obligations set out at Article 48.3 not later than:

48.4.1 the end of the period for filing accounts and reports to the Registrar of Companies, or

48.4.2 if earlier, the date on which the Institute actually delivers its accounts to the Registrar of Companies.

49 **NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

Except as provided by law or authorised by the directors or an ordinary resolution of the Institute, no person is entitled to inspect any of the Institute's accounting or other records or documents merely by virtue of being a member.

50 **AUDIT**

50.1 The accounts of the Institute shall be examined and reported upon either by the auditor or, if no auditor is appointed, by a reporting accountant if so required by the statutes.

50.2 The appointment or re-appointment (as appropriate) of the auditor shall be determined by the Institute at the Annual General Meeting.

50.3 The auditor's or reporting accountant's (if any) remuneration shall be determined by the Institute in general meeting.

51 **EXTERNAL AUDIT OF ADMINISTRATION**

51.1 For 3 years following incorporation of the company the companies policies and procedures for admitting members, along with the records of those admitted in to membership, shall be audited by and external body approved by the institutional member. The frequency and content of the audit shall be determined from time to time by the institutional member.

52 **RULES AND BYE-LAWS**

The directors may from time to time make (and vary) such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Institute and for the purposes of prescribing (a) classes of and conditions of membership and (b) the rights, privileges and obligations of membership, whether statutory membership or otherwise. The directors shall adopt such means as they think sufficient to bring to the notice of such members all such rules or bye-laws, which shall be binding on all members PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.