

The Companies Act 2006

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

of

The Institute of Leadership and Management

(Adopted by Members' Resolution in General Meeting on 28 June 2018)

Company Number: 00601049

Charity Number: 248226

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE INSTITUTE OF LEADERSHIP AND MANAGEMENT
(ADOPTED BY MEMBERS' RESOLUTION IN GENERAL MEETING
ON 28 JUNE 2018)

PART 1: INTERPRETATION

1. DEFINED TERMS

1.1 In the Articles, unless the context requires otherwise:

Act	means, or any numbered section of it means, the Companies Act 2006 or such section as amended, restated or re-enacted from time to time;
AGM	means an annual general meeting of the Institute, as defined in Article 24.2, duly convened and held;
Articles	means the Institute's articles of association;
authenticated	means (subject to section 1146 of the Companies Act) authenticated in such manner as the Trustees may in their absolute discretion determine;
Chair	means the person appointed as chair of the board of Trustees in accordance with Article 17;
chair of the meeting	has the meaning given in Article 29.3;
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 2006 and 2011 and the Charities (Accounts and Reports) Regulations 2008 as amended, restated or re-enacted from time to time;

Charity Commission	means the Charity Commission for England and Wales;
Deputy Chair	means any Elected Trustee nominated by the Board to act as deputy chair of the board of Trustees from time to time in accordance with Article 15.3;
document or notice	includes, unless otherwise specified, any document or notice sent or supplied by electronic communication;
Elected Trustee	means a person elected as a Trustee by a vote of the voting members in accordance with Article 17.4;
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 company called The Institute of Leadership and Management which is governed by these Articles;
model articles	means the model articles of association for a private company 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	means 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 35;
secretary	means the company secretary (if any) of the Institute 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;
Trustee	means a Trustee and director of the Institute;

voting member means any person for the time being designated as a Companion (CInstLM), Fellow (FInstLM), Member (MInstLM), Associate (AMInstLM) or Affiliate Member (AInstLM) of the Institute and who has been admitted to membership by the Trustees in accordance with Article 21;

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.

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

1.3 The model articles shall not apply to the Institute.

PART 2: OBJECTS

2. OBJECTS

The objects for which the Institute is established (**Objects**) are specifically restricted to:

2.1 the promotion and development of the science of leadership and management; and

2.2 the advancement of education involving the study of the skills of leadership and management.

PART 3: APPLICATION OF INCOME AND PROPERTY AND TRUSTEES' 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 Trustee of the Institute for any goods or services provided to the Institute.

4. TRUSTEES' BENEFITS

4.1 No Trustee 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:-

4.1.1 is permitted pursuant to Article 4.2; or

4.1.2 is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011; or

4.1.3 has been previously and expressly authorised in advance and in writing by the Charity Commission and any procedures prescribed by the Charity Commission are fully adhered to.

4.2 Nothing in these Articles shall prevent the payment in good faith by the Institute of:

4.2.1 reimbursement of reasonable out-of-pocket expenses actually incurred by any Trustee in or about the affairs of the Institute;

4.2.2 any payments made pursuant to Articles 19 and 20.

5. CONFLICTS OF INTEREST

5.1 A Trustee must declare to the other Trustees:

5.1.1 any situation of which the Trustee is aware in which the Trustee 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; or

5.1.2 any interest which the Trustee has, directly or indirectly, in any way, in a proposed or existing transaction or arrangement with the Institute unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.

5.2 An interest of a Trustee to be disclosed under Article 5.1 may be declared at a meeting of Trustees, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.

5.3 If a conflict of interest situation such as is referred to in Article 5.1.1 arises for a Trustee (the **interested Trustee**) and the conflict is not authorised by virtue of any other provision in the Articles, the remaining Trustees may authorise such a conflict of interest if each of the following conditions are satisfied:

5.3.1 the interested Trustee is absent from the part of the meeting the conflict of interest is authorised;

5.3.2 the interested Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at that part of the meeting at which the authorisation of that conflict of interest is discussed; and

5.3.3 the remaining Trustees are satisfied and agree that it is in the interests of the Institute to authorise the conflict of interest which has arisen.

5.4 Any authorisation of a matter under Article 5.3 shall be subject to such conditions or limitations as the Trustees (excluding the interested Trustee) may determine, whether at the time such authorisation is given or subsequently, and may be varied or terminated by the Trustees (excluding the interested Trustees) at any time. Such conditions or limitations may include (without limitation):

5.4.1 (without prejudice to a Trustee's general obligations of confidentiality) the application to the interested Trustee of a strict duty of confidentiality to the Institute for any confidential information of the Institute in relation to the matter;

5.4.2 the exclusion of the interested Trustee from all information relating to, and discussion by the Institute of, the matter; and

5.4.3 that, where the interested Trustee obtains (other than through their position as a Trustee of the Institute) information that is confidential to a third party, the Trustee will not be obliged to disclose it to the Institute or to use it in relation to the Institute's affairs in circumstances where to do so would amount to a breach of that confidence.

5.5 Without prejudice to the restrictions on the provision or remuneration or other benefits to Trustees under Article 4, where a Trustee has, directly or indirectly, in any way, an interest in a proposed or existing transaction or arrangement with the Institute, then, unless it cannot reasonably be regarded as likely to give rise to a conflict of interest, such Trustee:

5.5.1 may not vote at any meeting of the Trustees on a resolution concerning any such transaction or arrangement;

5.5.2 is not to be counted when calculating whether a quorum of Trustees is present at that part of the meeting at which such transaction or arrangement is discussed; and

5.5.3 the Trustee may, at the discretion of the remaining Trustees, be excluded from all information relating to, and discussion by the Institute of, the transaction or arrangement.

PART 4: TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

6. TRUSTEES' GENERAL AUTHORITY

- 6.1 Subject to the Articles, including Article 6.2 below, the Trustees 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.
- 6.2 The Trustees may not do or permit any act or omission which would prejudice the charitable status of the Institute.

7. TRUSTEES MAY DELEGATE

- 7.1 The Trustees may delegate to any person or committee any of the powers which are conferred on them under the Articles in any manner (including by power of attorney) and to such an extent and on such terms and conditions as they think fit.
- 7.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.
- 7.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

8. COMMITTEES

- 8.1 Committees to which the Trustees delegate any of their powers must contain at least one Trustee 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 Trustees.
- 8.2 The Trustees 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.

9. APPOINTMENT OF INVESTMENT MANAGERS

The Trustees 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 Trustees may delegate to an investment manager so appointed power at the investment manager's discretion to buy and sell investments for the Institute in accordance with the investment policy laid down by the Trustees from time to time,

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

- 9.1 inform the investment manager in writing of the extent of the Institute's investment powers and the terms of the delegation;
- 9.2 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;
- 9.3 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 the investment manager of their delegated authority;
- 9.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- 9.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Trustees 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 Trustees.

10. INVESTMENTS HELD BY NOMINEE

The Trustees may:

- 10.1 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
- 10.2 pay reasonable and proper remuneration to any corporate body acting as the Institute's nominee in pursuance of this article.

DECISION-MAKING BY TRUSTEES

11. MEETINGS OF TRUSTEES

- 11.1 Subject to the provisions of these Articles, the Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 11.2 At any time any three Trustees may summon a meeting of the Trustees.
- 11.3 Any such summons shall specify where, when and how the meeting is to be held. Any Trustee may waive notice of any meeting and such waiver may be retrospective.
- 11.4 All acts done in good faith by any meeting of the Trustees 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 Trustee or member of the committee as the case may be.

12. QUORUM FOR MEETINGS AND VOTES

- 12.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than three, and unless otherwise fixed it is three.
- 12.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to appoint further Trustees, or to call a general meeting so as to enable the voting members to appoint further Trustees.
- 12.4 Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with article 14.
- 12.5 If the numbers of votes for and against a proposal are equal, the Chair or other Trustee chairing the meeting has a casting vote. But this does not apply if, in accordance with these Articles, the Chair or other Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

13. PARTICIPATION IN MEETINGS OF THE TRUSTEES

- 13.1 Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
 - 13.1.1 the meeting has been called and takes place in accordance with these Articles, and
 - 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

13.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. UNANIMOUS DECISIONS OF THE TRUSTEES

14.1 A decision of the Trustees is taken in accordance with this Article when all eligible Trustees indicate to each other in writing that they share a common view on a matter.

14.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Trustee or to which each eligible Trustee has otherwise indicated agreement in writing.

14.3 References in this Article to eligible Trustees are to Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Trustees' meeting.

14.4 A decision may not be taken in accordance with this article if the eligible Trustees would not have formed a quorum at such a meeting.

15. CHAIRING OF TRUSTEES' MEETINGS

15.1 The Chair or in their absence the Deputy Chair shall chair the meetings of the Trustees.

15.2 If the Chair or the Deputy Chair is not participating in a Trustees' meeting within ten minutes of the time at which it was to start, the participating Trustees must appoint one of themselves to chair it.

15.3 The Trustees may, by a decision of the Trustees, nominate one of the Elected Trustees to act as Deputy Chair and may remove any Deputy Chair so appointed from that position (but not, for the avoidance of doubt, from their position as a Trustee).

16. RECORDS OF DECISIONS TO BE KEPT

The Trustees 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 Trustees.

APPOINTMENT AND RETIREMENT OF TRUSTEES

17. METHODS OF APPOINTING TRUSTEES

17.1 Unless otherwise determined by ordinary resolution, the maximum number of Trustees shall be 9 which includes the Chair and up to 6 Elected Trustees, together with up to 2 co-opted Trustees. The minimum number of Trustees shall be 3 and the minimum number of Elected Trustees shall be 3.

17.2 A Trustee must be a Companion (CInstLM), Fellow (FInstLM) or Member (MInstLM) of the Institute.

17.3 No person may serve as a Trustee (whether as an Elected Trustee, Co-opted Trustee and/or Chair) for an aggregate period of more than 9 years (including where there has been a break in service) including any period of service prior to the date of adoption of these Articles. No person may serve as Chair for an aggregate period of more than 6 years (including where there has been a break in service) including any period of service prior to the date of adoption of these Articles. Where a Trustee takes office at the conclusion of an AGM, for this purpose a year is measured from one AGM to the next.

17.4 The Trustees shall make arrangements for the holding of elections of Trustees (**Elected Trustees**) each year (unless in any particular year there are no vacancies in the ranks of the Elected Trustees). Subject to Article 17.8, the Trustees shall make arrangements for the holding of an election for the post of Chair every 3 years (or sooner if there is a casual vacancy). All such elections must be held and completed prior to the date of the AGM for the relevant year. Only voting members are eligible to vote in such elections.

17.5 The arrangements made by the Trustees shall in particular include arrangements for:

17.5.1 the giving of notice of elections and for specifying the closing date for voting;

17.5.2 specifying the record date by which a person must be a voting member to be eligible to vote in the elections;

- 17.5.3 the nomination of candidates;
- 17.5.4 the provision of information by candidates; and
- 17.5.5 the conduct of voting, which shall include provision for voting members to vote by post or through electronic means.
- 17.6 Elected Trustees shall hold office for a term of 3 years, beginning at the conclusion of the AGM at which they were appointed or their election is announced and ending at the conclusion of the third AGM held after the AGM at which they were appointed or their election is announced.
- 17.7 Subject to Article 7.8, the Chair shall hold office for a term of 3 years beginning at the conclusion of the AGM at which they were appointed or their election is announced and ending at the conclusion of the third AGM held after the AGM at which they were appointed or their election is announced.
- 17.8 The Trustees may, by a decision of the Trustees (which must be taken prior to the commencement of the election process for Elected Trustees and the Chair for the year in which the Chair's original term of office is to expire), extend the term of office of the Chair if they consider it in the best interests of the Institute to do so for such period as the Trustees determine provided that this does not cause the Chair to exceed the maximum term of office (as Chair or as an Elected Trustee) set out in Article 17.3.
- 17.9 The Trustees may fill a casual vacancy among the Elected Trustees or in the post of Chair by a decision of the Trustees but any person so appointed will hold office only until the conclusion of the next AGM after their appointment (unless re-elected pursuant to Articles 17.4 to 17.7).
- 17.10 The Trustees may appoint a Trustee (a **Co-opted Trustee**) by a decision of the Trustees provided that:
 - 17.10.1 the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with these Articles as the maximum number of Trustees;
 - 17.10.2 the maximum number of Co-Opted Trustees holding office at any one time shall not exceed 2;
 - 17.10.3 a Co-opted Trustee shall hold office for such period as the Trustees may determine, not exceeding two years from the date of the decision of the Trustees to appoint that Co-opted Trustee;
 - 17.10.4 a person who has previously served as an Elected Trustee may not be appointed as a Co-opted Trustee.
- 17.11 No person may be appointed or serve as a Trustee:
 - 17.11.1 unless they have attained the age of 18 years; or
 - 17.11.2 in circumstances such that, had they already been a Trustee, they would have been disqualified from acting under the provisions of Article 18.

18. TERMINATION OF TRUSTEE'S APPOINTMENT

A person ceases to be a Trustee:

- 18.1 if by notice in writing to the Institute the Trustee resigns (but only if at least three Trustees remain in office when the notice of resignation is to take effect);
- 18.2 if the Trustee ceases to hold office by reason of any order made under the Company Director Disqualification Act 1986, or by virtue of any provision of the statutes;
- 18.3 if the Trustee is removed from office by a resolution duly passed pursuant to Section 168 of the Act;
- 18.4 if the Trustee is absent from three consecutive meetings of the Trustees without reasonable cause;
- 18.5 if the Trustee becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- 18.6 if the Trustee is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Institute;

- 18.7 the Trustee is no longer a Companion (CInstLM), Fellow (FInstLM) or Member (MInstLM) of the Institute;
or
- 18.8 the Trustee retires from office at an AGM, not having been re-elected.

19. TRUSTEES' INDEMNITY

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

- 19.1 every Trustee and every other officer other than the Institute's auditor or the reporting accountant may be indemnified out of the assets of the Institute against all costs, charges, losses, expenses and liabilities incurred by them in the actual or purported execution and/or discharge of their duties and/or the actual or purported exercise of their powers and/or otherwise in relation to, or in connection with, their duties, powers or offices, in each case to the extent permitted by section 232 of the Act; and
- 19.2 the Institute may also provide funds to any Trustee or any other officer (other than the Institute's auditor or reporting accountant) or do anything to enable a Trustee 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.

20. TRUSTEES' INDEMNITY INSURANCE

- 20.1 Subject to the provisions of the charities legislation and to Article 20.2, the Institute may pay the premium in respect of any indemnity insurance to cover the liability of any Trustee, other officer (other than the auditor or reporting accountant) or member of the Institute:
- 20.1.1 which by virtue of any rule of law would otherwise attach to the Trustee in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty or any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Institute or any subsidiary of the Institute; and
- 20.1.2 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 the Trustee in successfully contesting any such liability or alleged liability.
- 20.2 Any insurance purchased under Article 20.1 shall not:
- 20.2.1 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.
- 20.2.2 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 their capacity as a Trustee 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 Trustee, 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

21. APPLICATIONS FOR MEMBERSHIP

- 21.1 The voting members shall be the members of the Institute for the purposes of the Act.
- 21.2 No person shall become a voting member of the Institute unless:
- 21.2.1 that person or being a corporation its duly authorised representative has completed an application in a form approved by the Trustees and meets such criteria for membership or for a class of membership as shall be specified in the bye-laws, and

- 21.2.2 the Trustees have approved the application.
- 21.3 Other classes of membership may be set up from time to time by the Trustees, but persons admitted to those classes shall not be voting members or members for the purposes of the Act. The Trustees shall also have power at their discretion to discontinue admissions to any class of membership not being voting members or to close down any such class or classes.
- 21.4 The voting members shall be:
- 21.4.1 entitled to describe themselves as being members of the Institute in their different grades, to receive all membership 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 Institute may be able to offer;
- 21.4.2 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 made pursuant to these Articles.
- 21.5 The annual subscriptions payable by all classes of members shall be such as may from time to time be determined by the Trustees.

22. TERMINATION OF MEMBERSHIP

A voting member and any member of a membership class established under article 21.3 shall immediately cease to be a member (PROVIDED ALWAYS THAT at least one voting member remains on the Register of Members thereafter):

- 22.1 if the member is removed by a Trustees' resolution that the membership is terminated because the member's conduct has been prejudicial to the interests of the Institute or contrary to the Code of Practice for members of the Institute (if any) provided that such a resolution may only be passed if:
- 22.1.1 the conduct of a member to whom this provision applies is considered at a meeting of a committee of the Trustees established by the Chair 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 them together with the reasons why the meeting is proposed. At that meeting the member concerned shall be entitled to be heard in their own defence but shall not be entitled to take part in any other proceedings in this connection whether of the committee or the Trustees unless the committee or the Trustees shall permit it. The committee shall then submit a report and recommendation to the Trustees.
- 22.1.2 Following consideration of the report and recommendation, the Trustees shall, if they decide to exclude the member from membership of the Institute, pass a resolution to that effect. The Trustees' decision shall be final.
- 22.2 if by notice in writing to the Institute, the member resigns their membership;
- 22.3 if the member dies (although there shall be no obligation on the Institute or its officers to amend the register of members until the Institute is informed of the relevant member's death); or
- 22.4 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 the member, unless the Board 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 the member by the statutes and shall remain liable for all subscriptions due from or imposed upon the member for the year in which they shall cease to be a member.

23. TRANSFER OF MEMBERSHIP

Membership of the Institute is not transferable.

ORGANISATION OF GENERAL MEETINGS

24. GENERAL MEETINGS

- 24.1 The Trustees 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.
- 24.2 The Institute shall hold a general meeting in every calendar year as its annual general meeting (the **AGM**) at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it, provided that every AGM shall be held not more than fifteen months after the holding of the last preceding AGM.

25. CALLING GENERAL MEETINGS

- 25.1 A general meeting of the Institute shall be called by at least 14 days' clear notice.
- 25.2 The Institute may give such notice by any means or combination of means permitted by the Act.
- 25.3 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 voting 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 voting members having a right to attend and vote at the meeting.

26. NOTICE OF GENERAL MEETINGS

- 26.1 Every notice calling a general meeting shall specify the place and the day and hour of the meeting.
- 26.2 There shall appear with reasonable prominence in every such notice a statement that a voting member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of the member and that a proxy need not be a member of the Institute.
- 26.3 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.
- 26.4 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding agreed, at that meeting.

27. PARTICIPATION IN GENERAL MEETINGS

- 27.1 A member is able to exercise the right to speak at a general meeting when that member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member has on the business of the meeting.
- 27.2 A member is able to exercise the right to vote at a general meeting when:
- 27.2.1 that member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 27.2.2 that member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting.
- 27.3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 27.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 27.5 Two or more members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 27.6 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 chair of the meeting then is.

28. QUORUM FOR GENERAL MEETINGS

If the Institute has less than 9 voting members then that number of voting members shall be a quorum. In any other case 9 voting members entitled to vote upon the business to be transacted shall be a quorum. A proxy or an authorised representative of a voting member shall count for the purposes of the quorum. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

29. CHAIRING GENERAL MEETINGS

- 29.1 The Chair or in their absence the Deputy Chair shall chair general meetings if present and willing to do so.
- 29.2 If the Chair and the Deputy Chair are unwilling to chair the meeting or are not present within ten minutes of the time at which a meeting was due to start:
- 29.2.1 the Trustees present; or
- 29.2.2 (if no Trustees are present), the meeting;
- must appoint a Trustee or voting member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 29.3 The person chairing a meeting in accordance with this Article is referred to as **the chair of the meeting**.

30. ATTENDANCE AND SPEAKING BY NON-MEMBERS

- 30.1 The chair of the meeting may permit any persons who are not:
- 30.1.1 voting members of the Institute; or
- 30.1.2 otherwise entitled to exercise the rights of voting members in relation to general meetings; to attend and speak at a general meeting.

31. ADJOURNMENT

- 31.1 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 chair of the meeting must adjourn it.
- 31.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 31.2.1 the meeting consents to an adjournment; or
- 31.2.2 it appears to the chair 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.
- 31.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 31.4 When adjourning a general meeting, the chair of the meeting must:
- 31.4.1 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 Trustees, and
- 31.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 31.5 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):
- 31.5.1 to the same persons to whom notice of the Institute's general meetings is required to be given, and
- 31.5.2 containing the same information which such notice is required to contain.

- 31.6 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

32. VOTING: GENERAL

- 32.1 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.
- 32.2 Every voting member shall have one vote on a show of hands and on a poll every voting member shall have one vote.

33. ERRORS AND DISPUTES

- 33.1 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.
- 33.2 Any such objection must be referred to the chair of the meeting, whose decision is final.

34. POLL VOTES

- 34.1 A poll on a resolution may be demanded:
- 34.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 34.1.2 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.
- 34.2 A poll may be demanded by:
- 34.2.1 the chair of the meeting;
 - 34.2.2 the Trustees;
 - 34.2.3 two or more persons having the right to vote on the resolution; or
 - 34.2.4 a person or persons representing not less than one tenth of the total voting rights of all the voting members having the right to vote on the resolution.
- 34.3 A demand for a poll may be withdrawn if:
- 34.3.1 the poll has not yet been taken; and
 - 34.3.2 the chair of the meeting consents to the withdrawal.
- 34.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

35. CONTENT OF PROXY NOTICES

- 35.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 35.1.1 states the name and address of the voting member appointing the proxy;
 - 35.1.2 identifies the person appointed to be that voting member's proxy and the general meeting in relation to which that person is appointed;
 - 35.1.3 is signed by or on behalf of the voting member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 35.1.4 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.
- 35.2 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.

- 35.3 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.
- 35.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 35.4.1 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
- 35.4.2 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.

36. DELIVERY OF PROXY NOTICES

- 36.1 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.
- 36.2 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.
- 36.3 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.
- 36.4 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.

37. AMENDMENTS TO RESOLUTIONS

- 37.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 37.1.1 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 chair of the meeting may determine); and
- 37.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 37.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 37.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 37.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 6: LIABILITY OF MEMBERS AND DISSOLUTION

38. LIABILITY OF VOTING MEMBERS

Each voting member undertakes that, if the Institute is wound up while they are a member or within one year after they cease to be a voting member, they will contribute an amount to the assets of the Institute as may be required for:-

- 38.1 payment of the Institute's debts and liabilities contracted before they cease to be a voting member;
- 38.2 payment of the costs, charges and expenses of winding up; and
- 38.3 adjustment of the rights of the contributories among themselves,
- provided that such amount shall not in aggregate exceed £2.

39. 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 3 and 4 above and having charitable objects identical with or similar to the Objects, 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

40. MEANS OF COMMUNICATION TO BE USED

40.1 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Trustees shall be in writing and may be delivered or sent by post 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.

40.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

40.3 A Trustee may agree with the Institute that notices or documents sent to that Trustee 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.

40.4 Subject to Article 40.3, 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 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 recipient, 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.

41. WEBSITE COMMUNICATION

41.1 The Institute may send any notice, document or other information to members by making them available on the Institute's website provided that:

41.1.1 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);

41.1.2 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

41.1.3 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.

41.2 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.

41.3 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.

42. INSTITUTE SEAL

42.1 Any common seal may only be used by the authority of the Trustees.

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

42.3 Unless otherwise decided by the Trustees, 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.

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

42.4.1 any Trustee;

42.4.2 the secretary (if any); or

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

43. SECRETARY

A secretary may be appointed by the Trustees for such time, at such remuneration and upon such conditions as the Trustees may think fit, and any secretary so appointed may be removed by the Trustees. The Trustees 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.

44. ACCOUNTS

44.1 The Trustees 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.

44.2 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 Trustees shall think fit and shall always be open to the inspection of any Trustee.

44.3 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 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.

44.4 The Institute must, pursuant to section 424 of the Act, comply with the obligations set out at Article 44.3 not later than:

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

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

45. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the Trustees 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.

46. AUDIT

- 46.1 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.
- 46.2 The appointment or re-appointment (as appropriate) of the auditor shall be determined by the Institute in general meeting.
- 46.3 The auditor's or reporting accountant's (if any) remuneration shall be determined by the Institute in general meeting.

47. RULES AND BYE-LAWS

The Trustees 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 Trustees shall 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.

48. ADVISORY GROUPS

- 48.1 The Trustees may establish advisory groups to advise the Institute on developments and strategies and such other matters as the Trustees may determine to help the Institute achieve its charitable purposes.
- 48.2 The terms of reference, responsibilities of, and the criteria and procedures for the selection of membership of advisory groups and the conduct of their meetings shall be as prescribed in the bye-laws.