

Institute of Cemetery & Crematorium Management



Handbook and Guide for New Directors

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1. Duties and Workload

What must I do as an Institute Director?

As a director of a limited company, you must:

- try to make the Institute a success, using your skills, experience and judgment
- follow the Institute's rules, shown in its Articles of Association and Byelaws
- make decisions for the benefit of the Institute, not yourself or any other company or organisation that you are associated with
- tell other directors if you might personally benefit from a transaction the company makes. This is best done by declaring an interest at a board meeting
- make sure the company's accounts are a 'true and fair view' of the business' finances

Failure to follow the rules could have serious implications for a director personally, the board, the Institute and its members.

A Director must comply with the ICCM Code of Conduct for Directors and accept its Director Service Agreement. Both of these documents are available from the Chief Executive or from the website.

How many meetings will I have to attend?

Three or four board meetings are held each year. This could increase or decrease depending on the volume of matters arising that require board decisions.

Attendance at the Annual General Meeting is also required.

The board has held planning days in the past.

Will I be paid?

No. Director posts are voluntary. You will however be paid reasonable expenses for travelling and subsistence.

What is the workload?

The minimum workload involves reading reports prior to discussions at board meetings. Occasionally, an urgent matter might arise that requires decision before the next available board meeting. In these circumstances a board discussion via email takes place with any unanimous decision being confirmed at the next meeting. Should there be any disagreement with a way forward during an email discussion the matter must be referred to the next board meeting where a majority decision can be made.

Code of Conduct for Directors

Integrity and Honesty

Directors must carry out their functions in accordance with the requirements of the Companies Act 2006 and particularly with regard the statutory duties of directors as contained on the following page.

Directors must comply with the requirements of the Institute's articles of association, byelaws and management policy.

Directors must act with integrity and honesty in their dealings with fellow Directors, members of the Institute both corporate and professional, other organisations and individuals and provide information relating to the Institute which is accurate and must not deliberately mislead any of the afore mentioned and must take appropriate action to avoid doing so inadvertently.

A Director MUST base his or her decisions solely on the good of the Institute and its membership and promote the benefits of the Institute at every given opportunity.

A Director MUST NOT:

- a) place himself or herself in a position in which there exists a conflict of interest or in which the fair exercise of official duties might be compromised;
- b) demean his or her office or position;
- c) call into question his or her integrity;
- d) endanger or diminish respect for or confidence in the integrity of the Institute;
- e) actually use or give the appearance of using his or her office for personal gain;
- f) represent persons or organisations whose interests may conflict or compete with those of the Institute without the informed consent of all the persons or organisations concerned.

Transparency

Directors must be open about their activities and, in making representations on any Institute matter or initiative, must disclose their identity, that of the organisation they represent and the purpose of those representations.

Confidentiality

Directors must not make improper use of information pertaining to the Institute which they receive in confidence and, except in order to meet the obligation to act in a transparent manner or as required by law, must not disclose confidential information without the informed consent of the Board of Directors.

Undue Influence

Directors must not offer any financial or other inducement to a public official nor seek to impose any obligation or exert any improper influence on a public official which may influence or hinder the performance of the public official's duties.

/continued

Duties of a Director –Companies Act 2006

The statutory duties of a director are to:

- ***act within powers***
- ***promote the success of the company***
- ***exercise independent judgment***
- ***exercise reasonable care, skill and diligence***
- ***avoid conflicts of interest***
- ***not accept benefits from third parties***
- ***declare interest in proposed transaction or arrangement***

The above duties are contained in Chapter 2, sections 170 to 177 of the Companies Act 2006. A full version of these sections is available at <http://www.legislation.gov.uk/ukpga/2006/46/contents> or on request from the Chief Executive.

November 2010

Institute of Cemetery & Crematorium Management



AGREEMENT TO SERVE AS A DIRECTOR

November 2010

THIS AGREEMENT is made on the.....day of20.....

BETWEEN:

Institute of Cemetery & Crematorium Management , the "company"

AND

....., the "Director"

WHEREBY IT IS AGREED as follows:

1. Definitions

- a) 'The company' means the Institute of Cemetery & Crematorium Management.
- b) 'The Board' means the Board of Directors of the company.
- c) 'The Chairman' means the chairman of the board of directors of the company.

2. Interpretation

Reference in this Agreement to the masculine shall include the feminine and any reference to the singular shall include the plural.

3. Period of Service

Your period of service is one of three year's duration and commenced on the *[insert day]* day of *[insert month]* *[insert year]* being the date of the Annual General Meeting following the declaration of election results.

4. Position

4.1 Your position in the company will be of a member of the Board of Directors to undertake such duties required of the position(s) as the Board or the Chairman may determine from time to time.

4.2 You will carry out your duties in accordance with the company's Memorandum and Articles of Association and Byelaws that are in force at any given time and where doubt exists in relation to the afore mentioned documents you should seek clarification from the Company Solicitor prior to making any statement or taking any action or decision.

5. Attendance at Meetings

You will be required to attend at Board meetings in various parts of the UK for which reasonable notice will be given. Should you be unable to attend a meeting you should lodge your apologies and reason for non-attendance with the Chief Executive at a reasonable time prior to the meeting.

6. Completion of Duties

No set hours apply to the role however you will be required to spend such time as is necessary to complete the duties associated with the role of Director.

7. Salary

At the present time, no salary is paid to Directors.

8. Expenses

Upon being presented with proof of payment of your expenses incurred in performing your duties the Finance & IT Manager shall reimburse the amount of these expenses to you. The company will meet all reasonable expenses for travel, accommodation and subsistence that you may incur in performing your duties as a Director.

9. Directors' Duties

9.1 You will not place yourself in a position in which your interests conflict with that of the company.

9.2 You will declare the ownership of any shares or interests in any business or organisation in competition with the company, which, are held by you or your spouse or partner or children under the age of 18. This may include, but is not limited to family business relationships with contractors, consultants or suppliers of the company, private work, membership of voluntary or similar trade organisations or companies or organisations that compete with the company and statutory bodies etc. You will take such steps as may be notified to you by the company to ensure that there is no conflict of interest.

9.3 You will not during your period of office work for or hold office with any other trade organisation representing the cemetery and/or crematorium industry (or otherwise associated therewith) without the consent of the Board of Directors which will be confirmed or otherwise in writing by the Chairman of the Board of Directors (such consent not to be unreasonably withheld).

9.4 You shall not offer to any third party or accept from a third party any benefit whether financial or in kind.

9.5 You may not accept gifts or hospitality from any business or person with whom you are engaged in company business and must always seek permission of the Chairman of the Board of Directors prior to accepting such gifts or hospitality.

9.6 In carrying out your duties you will comply with the General Duties of Directors set out at length in Sections 171 to 177 Companies Act 2006 and which can be summarised as:

- * Section 171 – act within ICCM's constitution and powers;
- * Section 172 – promote ICCM's success;
- * Section 173 – exercise independent judgment;
- * Section 174 – exercise reasonable care, skill and diligence;
- * Section 175 – avoid conflicts of interest;
- * Section 176 - not to accept gifts from third parties;
- * Section 177 – declare interest in proposed transaction or arrangement.

10. Intellectual Property

10.1 Any patent or design rights arising from the work of the company or is expected to arise from such work that you may have involvement with, shall belong to the company.

10.2 The copyright in any material produced by the company rests with the company.

11. Notice

11.1 You will give one month's notice in writing to the Chairman of the Board of Directors should you wish to terminate your service on the board during your period of office.

11.2 The Board of Directors reserves the right to terminate your office as a Director should you fail to attend two successive meetings without giving due notice or you commit gross misconduct.

Gross misconduct shall be taken to include (but not restricted to) the following:

- a)** Theft or attempted theft from either the company or the company's clients, customers or any of the company's employees.
- b)** Fraud or breach of fiduciary duty
- c)** Causing malicious injury or maiming to the company's clients, customers or employees.
- d)** Rude offensive and threatening behaviour to the company's clients, customers or employees.
- e)** Malicious damage to property.
- f)** Breach of confidentiality.
- g)** Negligence resulting in serious loss, damage or injury to the company, the company's clients, customers or employees.
- h)** Serious breaches of Health and Safety regulations.
- i)** Deliberate failure to follow the company's policies and procedures.
- J)** Any conduct likely to bring you or the company into disrepute.
- k)** Breach of the duty of fidelity

11.3. The company may also terminate the contract without notice if you are in serious breach of this agreement for the following reasons:

- a)** If you commit a serious or grave breach of this Agreement or persistent breaches of this Agreement, or
- b)** If you are unable to pay or have no reasonable prospects of paying your debts the amount or aggregate amount of which equals or exceeds the bankruptcy level within the meaning of the Insolvency Act 1986 (as amended) or enters into a compromise for the benefit of your creditors, or
- c)** If you are convicted of any criminal offence other than a minor motoring offences, or
- d)** If you becomes a patient within the meaning of Section 94 or Section 145 of the Mental Health Act 1983, or
- e)** If you are unable to perform your duties as a by reason of illness, injury or other cause for a period of four consecutive months or for an aggregate of more than six months during any twelve month period.

11.4 Upon termination of your period of office you will promptly return to the company any company property or any property belonging to a third party which is held by you on behalf of the company, including but not limited to, keys, credit cards, cars, equipment, paper, disks, computer programs and data and documents and all copies of the same.

12. Restrictive Covenants

12.1 You shall not during your period of office or after your period of office has terminated use or disclose or permit to be disclosed without the prior consent of the company any confidential information or proprietary data concerning the practice, business dealings or affairs of the company or any of the company's clients which may come to your knowledge by reason of the office held by you within the company.

a) Confidential information or trade secrets shall consist of but not necessarily be limited to: Technical, commercial, financial, operational, marketing or promotional information.

b) Proprietary data shall consist of but not necessarily be limited to: Member and Customer lists, pricing data, sources of supply, financial, production or marketing data or merchandising systems and plans.

12.2 You will not make any public statement or any statement to a person associated with the media concerning the company, its customers or suppliers or their activities without first obtaining the written consent of the Board of Directors and any statement made should be commensurate with the policies of the company.

12.3 You will acknowledges that any breach or violation of this Agreement is likely to cause loss or damage to the company and in that event the company shall be entitled to apply for injunctive relief or claim damages in addition to any other available remedies.

13. Policies

You are required to comply with any policies that the company may issue from time to time. Such existing policies will be given to you at the commencement of your term of office. Should there be any conflict between the provisions of this agreement and those in any company policy, the provisions of this agreement and any variation thereto will prevail.

14. Grievance Procedure

A copy of the company’s grievance procedure will be provided on request.

15. Disciplinary Procedure

A copy of the company’s disciplinary procedure will be provided on request.

16 Right of Company Membership to Revoke Appointment

The Institute may, by ordinary resolution, remove any member of the Board of Directors at any time provided that special notice is given in accordance with Section 168 Companies Act 2006 subject to compliance with by the Company with its obligations under Section 169 (Director’s right to protest against removal).

17. Severability

It is hereby declared that the foregoing paragraphs, sub-paragraphs and clauses of this Agreement shall be read and construed independently of each other. Should any part of this Agreement or its paragraphs, sub-paragraphs or clauses be found invalid it shall not affect the remaining paragraphs, sub-paragraphs and clauses.

18. Prior Agreements

This Agreement sets out the entire Agreement and understanding of the parties and is in substitution of any previous written or oral agreements between the company and you.

19. Jurisdiction

This Agreement shall be construed in accordance with the laws of England and shall be subject to the exclusive jurisdiction of the English courts.

SIGNED by the Director:

[Insert Director’s name]

Signature: _____

Date: _____

SIGNED (for and on behalf of):

Chairman of the Board of Directors

Signature: _____ Date _____

4. ARTICLES OF ASSOCIATION

OF

**THE INSTITUTE OF CEMETERY AND CREMATORIUM
MANAGEMENT**

The Companies Act 2006

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

**INCORPORATED IN THE UNITED KINGDOM
UNDER THE COMPANIES ACT 1948 ON THE 27TH AUGUST 1958**

ARTICLES OF ASSOCIATION*

OF THE

INSTITUTE OF CEMETERY AND CREMATORIUM MANAGEMENT

(Adopted by Special Resolution on 27th September 2010)

DEFINITIONS

The Act	The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
The Statutes	The Act and every other Act for the time being in force affecting the Institute
The Articles, these articles	The Articles of Association of the Institute
Article	A clause in these articles
The Board of Directors	The Board of Directors for the time being of the Institute
Corporate Member	A Corporate Member of the Institute as defined in article 9.6.1
Committee	A committee established under article 26.3.1
Professional Member article 0	A Member of the Institute as defined in article 0
Associate Corporate Member	A Member of the Institute as defined in article 0
Associate Professional Member	A Member of the Institute as defined in article 0
Member, Membership	(when used alone) a member of the Institute who is, and membership in the Institute of, a Professional Member, and/or Corporate Member and/or Associate Corporate Member and/or Associate Professional Member.
Memorandum of Association	The Memorandum of Association of the Institute
Relevant Services	The provision of products and services relating to burial, cremation or similar undertakings connected with the disposal of the dead or a public service ancillary thereto.
The Company Secretary	The Company Secretary of the Institute
The Subscription	Such fee or fees paid to the Institute as the Board may determine
The Unincorporated Association	The unincorporated association formerly known as The Institute of Burial and Cremation Administration
The United Kingdom	Great Britain and Northern Ireland

NAME

The name of the company ("the Institute") is THE INSTITUTE OF CEMETERY AND CREMATORIUM MANAGEMENT

REGISTERED OFFICE

The registered office of the Institute is to be situated in England.

OBJECTS

The objects of the Institute are:

- To promote the improvement of cemeteries and crematoria and of public services for the disposal of the dead, and the management and administration thereof, and to diffuse information upon matters relating thereto.
- To organise and do all such things as may be necessary or desirable for protecting the interests of persons employed in connection with the administration of cemeteries and crematoria and public services ancillary thereto and for maintaining and improving the status, and promoting the advancement and welfare, of such persons.
- To encourage the study of technical and other matters in connection with the disposal of the dead and the provision, construction, management and improvement of cemeteries and crematoria, including matters of public health, and to improve and develop the technical and general knowledge and efficiency of persons employed, or about to be employed, in the management or administration of cemeteries, crematoria or public services ancillary thereto for the disposal of the dead.
- To provide lectures and courses of instruction and other educational facilities for persons in charge of or employed (or about to be employed) in or in connection with cemeteries or crematoria and public services ancillary thereto, and to hold examinations and to grant diplomas and certificates of proficiency and to award prizes to those successful in such examinations. No diploma or certificate shall be issued by the Institute which does not state clearly on the face of it that it is not issued by or with the authority of any government department or authority but is issued by the authority of the Institute only.
- To provide facilities for, and to arrange, convene and hold periodical meetings and conferences either alone or in conjunction with any other association whose objects, or some of whose objects, are similar to those of the Institute, for discussing subjects relating to, or in any way affecting, the disposal of the dead or the interests of the Institute, for co-operation and mutual assistance between members of the Institute and for the promotion of social activities between members of the Institute.
- To establish, form and maintain, or to co-operate with any association or organisation for the establishment, formation or maintenance of, a reading room or library or other facilities for the collection and study of books, papers, periodicals and other literature relating to or bearing upon cemeteries or crematoria or public services ancillary thereto, or the

management or improvement thereof in relation to public health or otherwise for the purpose of research or for supplying information.

- To print, publish, sell, lend and distribute papers especially prepared for the Institute and any records, extracts, abstracts and translations relating to the disposal of the dead, and to publish, either alone or in conjunction with any person or persons or any authority, body or company, a journal or periodical dealing with matters concerned with the disposal of the dead.
- To undertake such independent investigations and tests of materials, methods and appliances as may be considered advisable and to issue certificates of such tests and to accept fees or remuneration for these or other services.
- To retain and employ specially qualified persons for the purpose of teaching or giving instructions or advising the Institute upon matters of interest in connection with the disposal of the dead including social, economic, legal, accountancy, geological, engineering, sanitary, safety and medical matters.
- To establish, maintain, control and manage branches of the Institute in the United Kingdom and elsewhere as may seem expedient and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches and, when thought fit, to dissolve or modify them.
- To act as treasurer and distributor of any funds contributed by members of the Institute or others for the purpose of assisting persons (or the wives, husbands, widows, widowers or children of persons) who are members of the Institute or, having been members of the Institute, have ceased to be members and who are in distressed or necessitous circumstances, but no payment or contribution out of the assets or income of the Institute shall be made to any such benevolent or compassionate fund or funds.
- To promote, support, or oppose, or assist in the promotion or support of or opposition to, legislation or other measures, orders or schemes relating to the burial and cremation of the dead or ancillary public services or connected with or affecting, or likely to affect, any of the objects or members of the Institute and to take such action in connection therewith as may be deemed necessary.
- To accept grants of money and of land, donations, gifts, subscriptions and other assistance in furtherance of the objects of the Institute and to conform to any proper conditions upon which such grants and other payments may be made.
- To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute.
- To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be expedient with a view to the promotion of its objects.
- To borrow, raise or secure the payment of money for the purposes of the Institute on such terms and on such security as may be thought fit.

To undertake any trusts which may be lawfully be undertaken by the Institute and may be conducive to its objects.

To invest the money of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that money subject, or representing property subject, to the jurisdiction of the Charity Commissioner shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

To establish, support and/or contribute towards an association, fund or trust calculated to benefit employees or ex-employees of the Institute or the dependants or families of such persons and to grant pensions and allowances and to make payments towards the insurance of such persons.

To establish and support, or assist in the establishment and support of, any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Institute or calculated to further its objects.

To amalgamate with, establish, subscribe to, become a member of or co-operate with any other association, whether incorporated or not, whose objects, or some of whose objects, are similar to those of the Institute and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Institute by clause 4 hereof and to procure from and communicate to any such association such information as may be likely to advance the objects of the Institute.

To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED that the Institute shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Institute, would make it a trade union.

PROVIDED ALSO that if the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioner for England and Wales or Secretary of State or Minister of Education, the Institute shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Institute shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been affected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice, the Charity Commissioners, Secretary of State or the Minister of Education over such Board of Directors but they shall as regards any such property be subject jointly and severally to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law having regard to such trusts.

BENEFITS TO MEMBERS AND DIRECTORS

The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in these Articles, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Institute.

PROVIDED that nothing in these Articles shall prevent the payment in good faith of reasonable and proper remuneration to any officer of the Institute, or to any member of the Institute in return for any services actually rendered to the Institute, nor prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by any member of the Institute, but so that no member of the Board of Directors of the Institute shall be appointed to any salaried office of the Institute paid by fees, and that no remuneration or other benefit in money's worth shall be given by the Institute to any member of such Board of Directors except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that this provision shall not apply to any payment to any company of which a member of the Board of Directors may be a member and in which such member shall hold not more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

LIMITED LIABILITY

The liability of the members is limited.

GUARANTEE

Every member of the Institute undertakes to contribute such amount as may be required not exceeding £1 to the assets of the Institute in the event of it being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves.

DISSOLUTION

All the assets of the Institute which would otherwise be available to its members generally shall be transferred on the winding up of the Institute either to another body with objects similar to those of the Institute or to another body whose objects are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the Institute).

MEMBERSHIP

The provisions of chapter II of Part 8 of the 2006 Act shall be observed by the Institute and every member of the Institute shall sign a written consent to become a member.

The first members of the Institute were the subscribers to the Memorandum of Association and all other members of the Unincorporated Institute who signed a written consent to become a member or who signed the register of members on

becoming a member.

Byelaws made or amended under article 33 shall prescribe the various classes of membership of the Institute and may:

specify eligibility for membership of the various classes;

make provision for resignation from or determination of membership;

make such other provisions relating to membership as the Board of Directors may consider necessary or appropriate,

but no byelaws relating to these matters shall be made which would be inconsistent with, or affect or repeal anything contained in, the Memorandum of Association or these Articles.

Members retired from active service shall be entitled to retain the privileges of the class of membership held on the date of retirement.

The rights and privileges of every member shall be personal and shall not be transferable.

The following shall be eligible for Membership of the Institute:

CORPORATE MEMBERS: those companies, firms, partnerships, parish councils, district councils, unitary councils, other local authorities or bodies engaged in the Relevant Services

PROFESSIONAL MEMBERS: those individuals or persons engaged in Relevant Services and who satisfy the membership criteria specified in the Byelaws from time to time

ASSOCIATE CORPORATE MEMBERS: Those companies firms or partnerships who provide products and services ancillary or incidental to the Relevant Services. Associate Corporate Members shall not have the right to vote at general meetings of the Institute nor to nominate a Member of their organization or of another to serve on the Board of Directors.

ASSOCIATE PROFESSIONAL MEMBERS: Those members more particularly defined in the Institute's Byelaws from time to time. Associate Professional Members, unless elected as fellows, shall not be eligible for membership of the Institute's Board of Directors.

New applications for Membership shall be made in writing and addressed to the Company Secretary

Application for membership shall be submitted to the Company Secretary who shall determine eligibility for membership in accordance with the criteria laid down by the Byelaws. The provisions of this article are without prejudice to the rights of the Board under article 0 to determine the eligibility of every applicant

The Board shall have full power to determine the eligibility of every applicant for Membership and to refuse an application without giving any reason for such refusal. Notwithstanding the foregoing, the Board shall have the power to accept into

individual Membership with or without applications a block of firms, partnerships or companies which are associated with each other.

A Member of the Institute is any individual or organisation for which the appropriate Subscription is paid. In the case of a subsidiary company (defined, for the purpose of these Articles as a company over which another company in membership of the Institute has effective control), it is for the parent Company in membership of the Institute to elect how the subsidiary is to be regarded. It may be a completely separate entity having its own separate membership, Executive Representative, entitlement to apply for Board seats and other membership entitlements.

EXECUTIVE REPRESENTATIVES AND DEPUTIES

Each Corporate Member shall appoint a representative as “Executive Representative” to act on behalf of such Member at all general meetings of the Institute and in relation to all other rights of membership of the Institute. The Executive Representative shall normally be a senior executive, elected member or manager within the organisation directly responsible for the provision of the Relevant Services. A Corporate Member may also appoint one Deputy who shall have power in the absence of any Executive Representative of the Member to act for such Executive Representative at any general meeting of the Institute and in all matters in relation to the Institute’s operations and activities, other than attendance at the Board unless elected to the board by the membership. Any such appointment should be made in writing and addressed to the Company Secretary of the Institute.

Each Associate Corporate Member shall be entitled to appoint a representative as Executive Representative in the same manner as article 0 above. Such representatives shall not be empowered to vote at general meetings of the Institute.

RESIGNATION OF MEMBERSHIP (all Members)

Any Member may resign his Membership of the Institute at any time by written notice to the Company Secretary of the Institute. Such notice shall only be deemed to have been accepted on the date served when the Secretary has acknowledged in writing receipt thereof. Resignations received after the 1st day of April in any year may require a resigning Member to pay forthwith to the Institute all subscriptions, levies, fees, and any other monies due to the Institute.

Any Member who resigns shall not be eligible for re-election as a Member for a period of one year unless otherwise agreed by resolution of the Board of Directors.

A Professional Member re-elected under article 0 shall enter the Institute as an Associate Member for a period of twelve months.

SUSPENSION FROM MEMBERSHIP (all Members)

If any Member neglects to pay the Subscription within 90 days after the same shall have become due such member shall, at the discretion of the Board, be suspended from all rights and privileges of Membership and such suspension shall continue until the payment in full of arrears of the Member so suspended or until the termination of the Membership of the suspended Member under the provisions of article 0. For the avoidance of doubt suspension of membership rights and privileges under this article shall not release the suspended Member from liability to pay in full all moneys payable under article 0 if so demanded.

REMOVAL FROM MEMBERSHIP (all Members)

Membership shall cease:-

If a Corporate Member, being a corporate body or limited company, be dissolved or go into liquidation whether voluntary or compulsory (otherwise than for the purpose of reconstruction). For the avoidance of doubt suspension from Membership under this article shall not release the Member from liability to pay any monies payable under article 0, all of which monies shall be payable in full by the Member if so demanded.

If a Professional Member becomes bankrupt or makes any assignment for the benefit of or by way of trust for his creditors or executes a deed of trust for or on behalf of creditors or becomes notour bankrupt in Scotland.

If a Member ceases to be qualified for Membership under the criteria specified in clause 0 and in such event it is the duty of the Member to inform the Institute.

If and when the Member's subscriptions shall be in arrears for three months unless the Board of Directors, for reasons which shall be recorded in its minutes, decides to allow that Member to retain their membership for a specified period not exceeding one year.

If any person or body who has ceased to be a member as a result of the operation of this article pays, within three months after they ceased to be a member, all arrears of subscription, the Board of Directors may re-admit them to membership.

A person or body re-admitted to membership under article 0 shall be deemed never to have ceased to be a member.

If, in the opinion of the Board of Directors, the continued Membership of the Member would bring the Institute into disrepute or be against the interests of the majority of the Members of the Institute or is deemed to be in persistent breach of these articles and the Board of Directors passes a resolution to exclude the Member from Membership of the Institute provided that:-

Any Member so excluded shall have the right to make written and oral representations and to have his case considered by the Board in accordance with regulations to be made by the Board and the decision of the Board as to the exclusion of the member shall be final.

Where the decision to exclude the Member is as a result of the Member bringing the Institute into disrepute or otherwise acting against the interests of the Institute then such member shall for the purposes of calculating Subscriptions and other monies due from such Member be deemed to have ceased to be a Member for the purposes of articles 0, 0 and 0 on the date of the final decision to exclude such Member.

When the reason to exclude such member is for any reason other than that specified in 0 above such member shall be liable for Subscriptions and other monies calculated on a day by day basis

only up to the date of the final decision to exclude such member but shall otherwise be treated as if such member had ceased to be a Member for the purposes of articles 0, 0 and 0 on the date of the final decision to exclude such Member.

SUBSTITUTION

The Board of Directors shall have power to substitute the successor in business of any Corporate or Associate Corporate Member as a Member and in such case the member so substituted shall enjoy all the rights and privileges of the Member in whose place it is admitted and shall be entitled to the benefit of the unexpired portion of any dues paid in advance by the Member whom it succeeds. Subject as aforesaid the rights of Membership shall not be transferable.

PROVISIONS FOLLOWING CESSATION OF MEMBERSHIP

Any Member who shall cease to be a Member of the Institute shall forfeit all monies paid by such Member to the Institute, but shall not be relieved thereby from any then existing liability to the Institute and any subscription or levy due and unpaid at the date of ceasing to be a Member and any money due to the Institute on any other account including without limitation any Resignation Fee payable by the Member shall be a provable debt against such member or in any liquidation, composition or bankruptcy.

SUBSCRIPTIONS

The Subscription to be paid by Members shall be determined from time to time by the Board. Subscriptions for each year shall be due and payable in full on 1 April of each year or on such other date as may be determined by the Board. The Board shall also have the power from time to time to raise a levy from the Members of such sum or sums as shall be considered necessary.

In cases when a Member (in this article "the First Member") becomes a subsidiary company (as defined in article 0) of another Member (in this article "the Second Member") the First Member shall continue to be liable for Subscriptions and other monies as if the First Member had ceased to be a Member on the date on which it became a subsidiary of the Second Member.

CERTIFICATES

Every certificate of any class of membership of the Institute shall remain the property of the Institute and shall, if so requested by the Board of Directors, be returned to the Company Secretary by the member, on the member ceasing to be a member of the Institute.

GENERAL MEETINGS

The Institute shall, in each year, hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Institute and that of the next.

All general meetings, other than annual general meetings, shall be called extraordinary general meetings.

The Board of Directors may call general meetings and, on the requisition of members pursuant to the provisions of Section 303 of the Act shall forthwith proceed to convene a general meeting within the prescribed statutory time limits. If there are too few members of the Board of Directors to call a general meeting, any member of the Board of Directors, or any two members of the Institute, may call that general meeting.

NOTICE OF GENERAL MEETINGS

An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice. The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to article 0, 25 members personally present shall be a quorum.

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall be adjourned to the same day in the next week at the same time and place (or at such other time and place as the Board of Directors may determine) and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

The President of the Institute shall, if present, chair general meetings of the Institute. If the President is not present at the expiration of 15 minutes from the time appointed for the meeting, then the Deputy President of the Institute shall chair the meeting. In the absence of the President and the Deputy President of the Institute, the Chairman of the Board of Directors, or if he is not present, the Vice Chairman of the Board of Directors shall preside as Chairman at the meeting. If the President, Deputy President, Chairman or Vice Chairman of the Board are not present within 15 minutes from the time appointed for the meeting the members present shall elect one of their number to chair the meeting.

The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting to a time and place to be appointed by him but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting; otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

At any general meeting a resolution put to the vote of the meeting shall, subject to the provisions of article 0, be decided on a show of hands, unless a poll is (before or

on the declaration of the result of the show of hands) demanded:-

by the chairman, or

by at least one tenth of the total number of members present in person and having the right to vote at the meeting.

Unless a poll is duly demanded, a declaration by the chairman, recorded in the minutes of the meeting, that a resolution has on a show of hands been carried or carried unanimously or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

The demand for a poll may be withdrawn.

In the case of an equality of votes at a general meeting, the motion the subject of that vote shall (unless a poll is demanded) be deemed to be lost.

Subject to the provisions of Article 0, if a poll is demanded, it shall be taken by postal ballot of all fully paid up members of the Institute that are eligible to vote.

As soon as is practicable, but in any case not later than the twenty eighth day after the poll is demanded, the Company Secretary shall prepare a notice to be sent to all members

setting out the business to be decided by poll, and

giving voting instructions, including the date (which shall not be less than fourteen clear days after the notice is sent) by which the ballot paper(s) sent with the notice shall be completed and received by the Company Secretary.

The notice sent under Article 0 shall be sent by first class post to each member at his or her last known address and shall be deemed to have been received by the member by mid-day on the second day after posting. The afore mentioned notice may also be sent electronically as opposed to by post where a member has agreed to receive official papers electronically.

The notice and ballot paper(s) sent to members under Article 0 shall be accompanied by an envelope which shall be

addressed to the Company Secretary at such place as he shall decide

endorsed "Poll", and

used by members wishing to vote to return the ballot paper(s).

All envelopes returned to the Company Secretary shall be opened by him at the same time and in the presence of the President or Deputy President of the Institute or, in the absence of both of them, in the presence of at least two members of the Institute from different branches.

The votes cast shall then be verified and the number of votes cast for and against the proposition(s) shall be recorded.

The President or Deputy President or in the absence of them both, two members present, shall draw up and sign a statement recording

the proposition(s) voted upon

the number of votes cast for and against each proposition and the number of spoiled ballot paper(s), and

taking account of any requirements for a special majority, the results of the poll.

The statement prepared and signed under Article 0 shall

be conclusive evidence of the matters recorded in it, and

be annexed to the minutes of the meeting at which the poll was demanded and shall take effect as the resolution of that meeting.

For the avoidance of doubt, it is hereby declared that Article 0 shall apply in the case of equality of votes and the President shall endorse the statement signed under Article 0 with his second or casting vote and shall himself then declare the result and sign the endorsement.

Notwithstanding the provisions of Article 0, the Board of Directors may by resolution decide that any matter of business which will come before a general meeting of the Institute shall be decided by a poll. In any such case, the papers referred to in Article 0 shall be prepared by the Company Secretary and shall be sent with the agenda for the general meeting together with a copy of the resolution of the Board of Directors.

The provision of Article 0 to 0 inclusive shall apply to a poll taken under Article 0 subject to such amendment or interpretation as the circumstances shall require.

No poll shall be demanded on the election of a person to chair a meeting, or on any question of adjournment.

The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

Subject to article 0 and article 0, every member shall have one vote.

No member shall be entitled to vote at any general meeting unless all subscriptions and other sums (if any) then due by him to the Institute in respect of his membership have been paid.

BRANCHES

The Board of Directors may from time to time, for the purpose of promoting any of the objects referred to in these Articles, establish branches in the United Kingdom and elsewhere and may dissolve or merge any such branches. The Board of Directors may also from time to time prescribe, alter and repeal branch rules and other regulations (not being inconsistent with these Articles) for the formation of branches, their management and administration and the conduct of business.

The Finance & IT Manager may each year remit to branches by way of grant such sums on such dates and subject to such conditions as the Board of Directors may

from time to time determine.

Branches established in accordance with Article 0 shall have the right to forward resolutions to the Board of Directors who shall consider such resolutions at their next available meeting provided that a copy of such resolution has been forwarded to the Company Secretary not less than 14 days before the meeting. The resolution shall be accompanied with written details of the number of members in attendance at the meeting together with the number of members who voted for and the number of members who voted against the resolution.

PATRON

The Institute in general meeting may, on the recommendation of the Board of Directors, appoint an eminent person to be Patron of the Institute. The Patron may, but need not, be a member of the Institute. No appointment may be made by the Institute without the consent of the person concerned.

PRESIDENT AND DEPUTY PRESIDENT

There shall be a President and a Deputy President of the Institute. No person shall be eligible to be or remain President or Deputy President unless he is the appointed Executive Representative of a Corporate Member or he is a Fellow or Professional Member of the Institute provided that if during the presidency or deputy presidency he ceases to be the Executive Representative of a Corporate Member then he shall be entitled to continue in such office until the end of his term of office provided that, in such circumstances, the Deputy President shall not normally succeed to the Presidency.

The Deputy President shall, each year, be elected by postal ballot of the Associate Professional, Professional and Corporate Members conducted prior to the annual general meeting unless only one nomination to stand has been received when in such circumstances no postal ballot will be conducted and the sole nominee will be declared as duly elected. Associate Corporate Members shall not be entitled to participate in the ballot. If any such election fails for whatever reason to elect the Deputy President or becomes invalid or void for any reason, the Board of Directors shall have power to nominate without prior notice at the annual general meeting any person eligible to hold such office. No member shall be nominated to such office without his consent first being obtained.

The President shall retire from his office at the conclusion of the induction ceremony held at the annual general meeting (or any adjournment of that meeting) held in the year following that in which he was elected President. The ceremony shall then be the effective time of retirement. The retiring President shall not be eligible for re-election as President until after the expiration of 11 months from the date of the annual general meeting at which he had retired or was due to retire from the office of President however he will continue to hold the office of director for one year following his retirement and be known as the Immediate Past President. The Immediate Past President will serve on the board of directors until the following annual general meeting at which he will stand down. The Immediate Past President will be eligible to stand for election to the board of directors at the end of his term of office.

The Deputy President shall normally take office as President, subject to the prior approval of the Board of Directors, at the conclusion of the annual general meeting (or any adjournment of that meeting) held in the year following that in which he was elected as Deputy President. Should he cease during his term of office as Deputy

President to be the Executive Representative of a Corporate Member, should his appointment as President not be approved by the Board or should he fail for whatever other reason to take up office as President, the President shall be appointed in the same manner as for the appointment of the Deputy President under Article 0. When he has retired from or has not succeeded to the office of President, he shall not again be eligible for election as Deputy President until after the expiration of 11 months from the date on which he vacated his office.

All past Presidents of the Unincorporated Institute shall be designated and shall be regarded for all purposes as past presidents of the Institute and will remain on the board of directors for one year following the end of their Presidency.

Persons may be elected as honorary vice-presidents of the Institute in accordance with byelaws made by the Institute, but the persons so elected shall not thereby become members of the Institute.

BOARD OF DIRECTORS

The Board of Directors of the Institute shall, subject to Articles 0 and 0, consist of eight Directors to include the President and Deputy President and Immediate Past President and shall hold office for a term of three years from the first meeting of the Board of Directors following the Annual General Meeting or such other term, not being less than 12 months, as the Board may from time to time determine.

When complete, the Board of Directors shall be made up of eight people, as follows

Five directors directly elected by ballot of the membership.

Three directors being the Deputy President, President and Immediate Past President (the Deputy President being elected annually in accordance with article 0).

On the adoption of these Articles, the Board of Directors will comprise the Deputy President, President and Immediate Past President. As soon as practicable thereafter, the Board of Directors will seek nominations and conduct a ballot of the membership to elect five further directors from the membership and complete the Board of Directors.

A person shall not be eligible to hold office as a member of the Board of Directors unless he is a Professional Member or Fellow or Executive Representative of a Corporate Member of the Institute.

The Institute may, by ordinary resolution, remove any member of the Board of Directors at any time provided special notice is given in accordance with Section 168 of the Act.

The Board of Directors shall from time to time elect a Chairman and Vice-Chairman and may determine for what period they are to hold office. The Chairman shall be entitled to preside at all meetings of the Board at which he shall be present. If, at any meeting, the Chairman is not present within five minutes after the time appointed for holding the meeting, the Vice-Chairman shall preside. If neither the Chairman or the Vice-Chairman is present the Directors shall choose one of their number to be Chairman of the Meeting.

POWERS OF THE BOARD OF DIRECTORS

The business of the Institute shall be managed by the Board of Directors who may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute and as are not by the Statutes or by these articles required to be exercised or done by the Institute in general meeting.

The Board of Directors may act notwithstanding a vacancy or vacancies in its body. If at any time the number of members of the Board of Directors is reduced below the number prescribed in these articles for a quorum, the continuing members may still act as the Board of Directors for the purposes of filling the vacancy or vacancies or of calling a general meeting.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all of the receipts for moneys paid to the Institute, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board of Directors shall, from time to time by resolution, determine. The Board of Directors shall from time to time appoint officers as they may consider necessary for the proper management of the Institute upon such terms and conditions and for such periods as the Board thinks fit.

The Board of Directors may delegate any of its functions or powers to committees or to officers of the Institute for such periods, on such terms and subject to such limitations as it considers appropriate.

Any committee appointed by the Board of Directors shall consist of such persons (and which persons shall be Members of the Institute) as the Board of Directors thinks fit. No resolution of a committee shall be effective unless a majority of the members of the committee present and voting at the meeting are in favour of the resolution.

It shall be the duty of any committee, or officer to whom functions or powers are delegated, to comply and abide by any terms or limitations imposed by the Board of Directors as to the exercise of those functions or powers.

Committees established by the board of directors may make recommendations to the board however whilst the board shall consider any such recommendation it is not bound to accept it.

The meetings and proceedings of any such committee, consisting of two or more members, shall be governed by the provisions contained in these articles for regulating the meetings and proceedings of the Board of Directors so far as they are applicable thereto and are not superseded by any regulations made by the Board of Directors under article 0.

The Board of Directors may make standing orders governing the conduct of its own business and the business of committees.

All acts done by the Board of Directors or by any committee, or by any person acting as a member of the Board of Directors shall, even if it is afterwards discovered that there was some defect in the appointment of any such member or person, or that the members of the Board of Directors or the committee, or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors or of the committee.

The Board of Directors shall have power to fill any casual vacancies in the membership of the Board of Directors. Any member of the Board of Directors so appointed by the Board of Directors shall retire at the next annual general meeting but shall, subject to these articles, be eligible for re-election.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

The office of a member of the Board of Directors shall be vacated:

- if he ceases to be a Corporate Member, a Professional Member or Fellow of the Institute;
- if, by notice in writing to the Company Secretary, he resigns his office;
- if he ceases to hold the office by virtue of which he is entitled to be a member of the Board of Directors;
- if, being an Executive Representative, he ceases to be the Executive Representative of a Corporate Member or joins or becomes an employee of or falls under the control of a different Corporate Member
- if he has absented himself without leave of absence from two consecutive meetings of the Board of Directors;
- if a receiving order is made against him or he makes any arrangement or composition with his creditors;
- if he becomes incapable by reason of mental disorder of managing and administering his property and affairs;
- if he becomes prohibited from acting by reason of any order made under any provision of the Act.

PROCEEDINGS OF THE BOARD OF DIRECTORS

The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, 3 shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall give a second or casting vote. The Board of Directors may unanimously agree to convene a board meeting via a conference call from different locations or other suitable electronic means. Should this provision be utilized the proceedings for board meetings in respect of quorum and decision making shall be the same as if the meeting takes place at a single location.

At all Board of Directors meetings a resolution put on the vote of the meeting shall be decided on a show of hands unless a majority of those present require the vote to be taken by ballot.

On the request of the Chairman of the Board of Directors or any three members of the Board of Directors, the Company Secretary shall summon a meeting of the Board of Directors by notice in writing.

A resolution in writing signed by all the members for the time being of the Board of Directors or of any committee of the Board of Directors shall be as valid and effectual as if it had been duly passed at a meeting of the Board of Directors or of such committee, duly convened and instituted.

The Board of Directors shall cause proper minutes to be entered in books kept for that purpose of all proceedings of general meetings of the Institute and of meetings of the Board of Directors and of committees of the Board of Directors and of all business transacted at such meetings. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting of the same body, shall be conclusive evidence without any further proof of the facts stated in them.

The Board of Directors may from time to time in the case of a casual officer vacancy occurring, appoint a substitute.

SEAL

The seal shall be kept securely by the Company Secretary. Save as regards the sealing of certificates of qualification issued to members' (which is delegated to the Chief Executive) it shall not be affixed to any document unless:

the Institute in general meeting, the Board of Directors or a committee, or officer of the Institute exercising delegated powers, has authorised the sealing, or

the sealing of the document is necessary to give effect to any decision taken by the Institute in general meeting, the Board of Directors or a committee, or officer of the Institute exercising delegated powers.

The fixing of the seal shall be attested by the President of the Institute or by the Company Secretary.

ACCOUNTS

The Board of Directors shall cause accounting records to be kept in accordance with Part 15 of the 2006 Companies Act. The accounting records shall be kept at the registered office of the Institute or, in accordance with Section 388 of the Act, at such other place as the Board of Directors thinks fit, and shall be open to inspection by any officer of the Institute and any member of the Board of Directors.

The books of account shall be open to inspection by members, not being members of the Board of Directors, subject to such reasonable restrictions as to the time and manner of inspection as may be prescribed by the Board of Directors.

The Board of Directors shall be responsible for complying with all requirements as to accounts imposed upon directors of a company limited by guarantee under Part VII of the Act.

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in general meeting, together with a copy of the auditor's report, shall, not less than 21 days before the date of the meeting, be sent to every member of the Institute.

The Finance & IT Manager shall, in addition to any statutory or other duties he may have, submit in writing to each meeting of the Board of Directors an interim

statement of income and expenditure and of the latest position on any reserve accounts.

AUDIT

Auditors shall be appointed and their duties regulated in accordance with Sections 485 to 488 of the Act.

NOTICES

A notice required or authorised to be given by or on behalf of the Institute may be given to any member either personally, by suitable electronic means or by sending it by post to him at his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Institute for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing it is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Notices sent by electronic means shall be deemed to have been received 24 hours after being sent.

Notice of every general meeting shall be given to:-

every member, except those members who (having no registered address within the United Kingdom) have not supplied to the Institute an address within the United Kingdom for the giving of notice to them;

the auditors for the time being of the Institute.

BYELAWS

The Institute may from time to time by resolution passed at a general meeting make, amend or repeal byelaws (which may not be inconsistent with the Act or these articles) which it considers convenient for the purpose of managing or regulating its affairs. No proposal to amend or repeal any existing byelaws not recommended by the Board of Directors shall be submitted to any general meeting unless notice of intention to make the proposal shall have been sent to the registered office of the Institute not less than two months before the meeting.

5. B Y E L A W S

OF THE

INSTITUTE OF CEMETERY AND CREMATORIUM MANAGEMENT

Byelaws adopted by the Institute at a general meeting held on

7 September 1970

as amended on 21 April 1979

and on 14 September 1987

and on 16 September 1991

and on 27 September 1993

and on 21 September 1998

and on 29th September 2003

and on the 19th January 2005

INTERPRETATION

1. Words and phrases used in these byelaws have, in so far as the context permits, the same meaning as in the Articles of Association of the Institute.

CLASSES OF MEMBERSHIP

2. (1) There shall be the following classes of membership:

Life Members shall mean Life Members as defined herein

Fellows shall mean Fellows as defined herein

Professional Members shall mean Professional Members as defined herein

Associate Professional Members shall mean Associate Professional Members as defined herein

Corporate Members shall mean Corporate Members as defined herein

Associate Corporate Members shall mean Associate Corporate Members as defined herein

- (2) The class of membership to which a member shall belong shall be determined by the Board of Directors of the Institute or by an officer appointed by them for that purpose in accordance with the Articles and with the procedures and provisions of these byelaws.
- (3) The decision of the Board of Directors or an officer appointed by them on any matter relating to eligibility for membership of any class shall be final and the Board shall not be obliged to give any reason for the decision.

LIFE MEMBERS

3. (i) Only Professional Members as defined in byelaw 2(1) above and excluding Associate Professional Members save those elected as Fellows under byelaw 4(i) shall be eligible for election as a Life Member.
- (ii) The Board of Directors has absolute discretion to elect as a Life member any Fellow or Professional Member of the Institute still in active service who has held with distinction any office of the Institute or who has otherwise rendered meritorious service to the Institute. A Life Member shall not be required to pay any annual subscription for any subscription year which begins after the date of his election, but all his entitlements and conditions of membership shall, in every other respect, remain the same as for the class of membership to which he belonged before being elected a life member.
- (iii) A resolution to elect a Life Member requires a majority of two thirds of those present and voting at the meeting of the Board of Directors at which the election takes place.

FELLOWS

4.
 - (i) Only Professional Members as defined in byelaw 2(1) above, and Associate Professional Members, shall be eligible for election as a Fellow.
 - (ii) Fellows are members of the Institute who:
 - (a) were Fellows of the Institute on 21 September 1998;
 - (b) have been, or are, elected as Fellows after that date by the Board of Directors.
 - (iii) Fellows may be elected under byelaw 4 (ii)(b) by the Board of Directors from persons who satisfy the following conditions:
 - (a) The person proposed for election shall first be nominated in writing by two Members (which for the avoidance of doubt shall include all categories of membership) upon any form provided for that purpose. That nomination shall be sent to the Chief Executive or such other Officer as shall be nominated for that purpose from time to time by the Board of Directors, who shall place it before the Board. The Board shall then decide whether or not to elect the person nominated.
 - (b) The person proposed for election must be a member of the Institute and shall be a person upon whom, in the opinion of the Board, it would be in the interests of the Institute to confer the status of Fellow. In this respect the primary requirement shall be that such person shall have:
 - (i) upon some subject with which the Institute is concerned in its objects, prepared and submitted to the Board or had published a paper or thesis, or prepared and delivered at a general meeting or conference of the Institute or similar organisation an address or lecture which, in the opinion of the Board is of value and interest to the Institute; or
 - (ii) performed any service which, in the opinion of the Board, has been of outstanding importance to the Institute.

PROFESSIONAL MEMBERS

5. (1) Professional Members are those who:
 - (a) were Members of the Institute (as then defined) on 21 September 1998; or
 - (b) are of such character as to be a fit and proper person to enjoy the status of Professional Member of the Institute and have been, or are, admitted as Members after that date in accordance with byelaw 10 and:-
 - (i) hold the diploma; or

- (ii) have completed 5 years continuing professional development in accordance with a scheme from time to time approved by the Institute

ASSOCIATE PROFESSIONAL MEMBERS

6. (1) Associate Professional Members are those who either:-
- (a) were Associates of the Institute (as then defined) on 21 September 1998 and who do not qualify as a Professional Member, or
 - (b) were Registered Licentiates or Registered Students of the Institute (as then defined) on 21 September 1998, or
 - (c) are students registered for the Institute's Diploma or studying under the Crematorium Technicians Training Scheme or Cemetery Operatives Training Scheme, or
 - (d) are non diploma holders admitted to membership after 30 September 2000, and who are gainfully employed in a burial, cremation or similar undertaking connected with the disposal of the dead or a public service ancillary thereto.
 - (e) have, prior to their resignation from the Institute, been a Professional Member of the Institute and have been re-admitted to Membership as an Associate Professional Member in accordance with Article 16 of the Institute's Articles of Association.
7. Subject to byelaw 6(e) above, no application for registration as an Associate Professional Member will be considered if the candidate is eligible to apply for Professional Membership and if, during the period of Associate Professional Membership, the candidate becomes eligible for admission as a Professional Member, he shall forthwith be required to make application for admission as a Professional Member and, upon election thereto, his registration as an Associate Professional Member shall cease.

CORPORATE MEMBERS

8. Corporate Members are those companies, firms, partnerships and local authorities including former members of the Confederation of Burial Authorities engaged in the provision of services relating to burial, cremation or similar undertakings connected with the disposal of the dead or a public service ancillary thereto ("the Relevant Services").

ASSOCIATE CORPORATE MEMBERS

9. Associate Corporate Members are those companies, firms, partnerships and local authorities engaged in the provision of services which are ancillary or incidental to or otherwise related to the provision of the Relevant Services.

APPLICATION FOR MEMBERSHIP

10. Any application to be elected as a Professional or Corporate Member, or Associate Member shall be in writing signed by the applicant or, in the case of

a Corporate Member or Associate Corporate Member, an individual authorised to act on their behalf and shall be in such form as the Board of Directors shall from time to time prescribe. An application shall contain, or have annexed to it, a declaration as to the qualifications of the applicant for election and an undertaking signed by them engaging, in the event of their election, to observe the provisions of the Memorandum and Articles of Association, Byelaws and other Regulations of the Institute for the time being in force. Each application shall be made to the Chief Executive for the time being or such other officer appointed by the Board of Directors to deal with admissions for membership and such officer shall determine the application for membership in accordance with the authority delegated to him by the Board.

11. For the purposes of admission to Associate Professional Membership, Corporate Membership and Associate Corporate Membership, the Board of Directors shall have absolute discretion from time to time to determine what constitutes a “similar undertaking connected with the disposal of the dead”.

OBLIGATIONS AND PRIVILEGES OF MEMBERSHIP

12. It shall be mandatory upon every member of the Institute to accept the class of membership to which they may be or become eligible and to which they are duly elected by the officer appointed by the Board of Directors under byelaw 10.
13. Every member shall notify any change of address to the said officer and such address as notified shall be deemed to be the registered address of the member to the exclusion of any other address already registered.
14. The membership of each member (other than an overseas member) of the Institute shall include membership of one branch of the Institute.
15. A member of the Institute shall be entitled to receive free of charge a copy of each edition of the Journal.
16. All classes of membership other than Associate Corporate Members shall hold voting rights.
17. Only Life Members, Fellows, Corporate Members (acting by their Executive Representative) and Professional Members shall be eligible to act as Directors of the Board.
18. Members retired from active service shall be entitled to retain the privileges of the class of membership held on the date of retirement.

DESIGNATIONS

19. Members of the various classes specified in these byelaws may use the following (but no other) abbreviations:

Fellows – FICCM
Professional Members - MICCM
Associate Professional Members – AICCM

20. (i) A member who has obtained the Diploma of the Institute or of the Unincorporated Institute may add (Diploma) or (Dip) after whichever of the abbreviations is appropriate to his class of membership.
- (ii) A member who has obtained the Diploma of the Institute with honours may add (Hons) (Dip) after whichever of the abbreviations is appropriate to his class of membership.

CERTIFICATES OF MEMBERSHIP

21. The Chief Executive or such other officer appointed by the Board of Directors shall prepare certificates of membership of the Institute which shall be in such form or forms as shall be prescribed from time to time by the Board of Directors. Each certificate shall be signed by the said officer and shall be sealed. Any member who has paid two consecutive annual subscriptions to the Institute shall be entitled to a certificate of membership.

HONORARY VICE-PRESIDENTS

22. Honorary Vice-Presidents may be elected annually at the Annual General Meeting of the Institute from persons who are eminent in matters with which the Institute is concerned or who otherwise show an active interest in the objects of the Institute. All nominations of persons for election as Honorary Vice-Presidents must first be approved by the Board of Directors. The Institute in general meeting may then resolve that the person nominated shall first be invited to accept the honorary office of a Vice-President and that the election of the person to such office shall be conditional upon and effective from the date of the acceptance of the invitation by the person nominated.

BYLAWS