

**ARTICLES
OF ASSOCIATION**

OF

**THE INSTITUTE OF CEMETERY AND CREMATORIUM
MANAGEMENT**

Version B

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

(words 'Approved and recommended by the board of directors in November 2022 for adoption by a 75% special resolution of the membership.')

1 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 | A Member of the Institute as defined in article 9.6.2 |
| Associate Corporate Member | A Member of the Institute as defined in article 9.6.3 |
| 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 |

2 **NAME**

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

3 **REGISTERED OFFICE**

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

4 **OBJECTS**

- 4.1 The objects of the Institute are:

- 4.1.1 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.
- 4.1.2 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.
- 4.1.3 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.
- 4.1.4 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.
- 4.1.5 To provide facilities for, and to arrange, convene and hold periodical meetings and conventions 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.
- 4.1.6 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.
- 4.1.7 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.

- 4.1.8 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.
- 4.1.9 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.
- 4.1.10 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.
- 4.1.11 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.
- 4.1.12 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, cremation, similar disposal 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.
- 4.1.13 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.
- 4.1.14 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.
- 4.1.15 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.
- 4.1.16 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.
- 4.1.17 To undertake any trusts which may be lawfully be undertaken by the Institute and may be conducive to its objects.
- 4.1.18 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.

- 4.1.19 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.
- 4.1.20 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.
- 4.1.21 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.
- 4.1.22 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.

5 BENEFITS TO MEMBERS AND DIRECTORS

- 5.1 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.

6 LIMITED LIABILITY

6.1 The liability of the members is limited.

7 GUARANTEE

7.1 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.

8 DISSOLUTION

8.1 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).

9 MEMBERSHIP

9.1 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.

9.2 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.

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

9.3.1 specify eligibility for membership of the various classes;

9.3.2 make provision for resignation from or determination of membership;

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

9.3.4 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.

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

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

- 9.6 The following shall be eligible for Membership of the Institute:
- 9.6.1 CORPORATE MEMBERS: those companies, firms, partnerships, parish councils, district councils, unitary councils, other local authorities or bodies engaged in the Relevant Services
 - 9.6.2 PROFESSIONAL MEMBERS: those individuals or persons engaged in Relevant Services and who satisfy the membership criteria specified in the Byelaws from time to time
 - 9.6.3 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.
 - 9.6.4 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.
- 9.7 New applications for Membership shall be made in writing and addressed to the Company Secretary
- 9.8 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 9.9 to determine the eligibility of every applicant
- 9.9 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.
- 9.10 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.

10 EXECUTIVE REPRESENTATIVES AND DEPUTIES

- 10.1 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.

10.2 Each Associate Corporate Member shall be entitled to appoint a representative as Executive Representative in the same manner as article 10.1 above. Such representatives shall not be empowered to vote at general meetings of the Institute.

11 RESIGNATION OF MEMBERSHIP (ALL MEMBERS)

11.1 Any Member may resign their 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.

11.2 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.

11.3 A Professional Member re-elected under article 11.2 shall enter the Institute as a Associate Member for a period of twelve months.

12 SUSPENSION FROM MEMBERSHIP (ALL MEMBERS)

12.1 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 13. 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 11.1 if so demanded.

13 REMOVAL FROM MEMBERSHIP (ALL MEMBERS)

13.1 Membership shall cease:-

13.1.1 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 11.1, all of which monies shall be payable in full by the Member if so demanded.

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

13.1.3 If a Member ceases to be qualified for Membership under the criteria specified in clause 9.6 and in such event it is the duty of the Member to inform the Institute.

13.1.4 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.

13.1.5 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.

- 13.1.6 A person or body re-admitted to membership under article 13.1.5 shall be deemed never to have ceased to be a member.
- 13.1.7 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:-
- 13.1.7.1 Any Member so excluded shall have the right to make written and oral representations and to have their 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.
- 13.1.7.2 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 11.1, 11.2 and 11.3 on the date of the final decision to exclude such Member.
- 13.1.7.3 When the reason to exclude such member is for any reason other than that specified in 13.1.7.2 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 11.1, 11.2 and 11.3 on the date of the final decision to exclude such Member.

14 **SUBSTITUTION**

- 14.1 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.

15 **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.

16 **SUBSCRIPTIONS**

- 16.1 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.

- 16.2 In cases when a Member (in this article “the First Member”) becomes a subsidiary company (as defined in article 9.10) 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.

17 **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.

18 **GENERAL MEETINGS**

- 18.1 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.
- 18.2 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 18.3 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.

19 **NOTICE OF GENERAL MEETINGS**

- 19.1 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 – either physically or by video conferencing 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.
- 19.2 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.

20 **PROCEEDINGS AT GENERAL MEETINGS**

- 20.1 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 20.2, 25 members personally present shall be a quorum, either physically or via video conferencing.
- 20.2 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 via video conferencing (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.

- 20.3 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.
- 20.4 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 them, 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.
- 20.5 At any general meeting a resolution put to the vote of the meeting shall, subject to the provisions of article 20.11, 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:-
- 20.5.1 by the chairman, or
- 20.5.2 by at least one tenth of the total number of members present in person or attending via video conferencing and having the right to vote at the meeting.
- 20.6 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.
- 20.7 The demand for a poll may be withdrawn.
- 20.8 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.
- 20.9 Subject to the provisions of Article 20.10, If a poll is demanded it shall be taken either by a postal ballot or by an electronic ballot of all fully paid up members of the Institute that are eligible to vote. It shall be for the Board of Directors to determine the manner in which that ballot shall be carried out subject to the adopted process being sufficiently fair, transparent, user-friendly, accessible to members and otherwise in accordance with the law.”.
- 20.10 Notwithstanding the provisions of Article 20.5, 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.”
- 20.11 No poll shall be demanded on the election of a person to chair a meeting, or on any question of adjournment.
- 20.12 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.

- 21.1 Subject to article 9.6.3 and article 21.2, every member shall have one vote.
- 21.2 No member shall be entitled to vote at any general meeting unless all subscriptions and other sums (if any) then due by them to the Institute in respect of his membership have been paid.

22 **BRANCHES**

- 22.1 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.
- 22.2 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.
- 22.3 Branches established in accordance with Article 22.1 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.

23 **PATRON**

- 23.1 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.

24 **PRESIDENT AND DEPUTY PRESIDENT**

- 24.1 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 they are the appointed Executive Representative of a Corporate Member or they are a Fellow or Professional Member of the Institute provided that if during the presidency or deputy presidency they ceases to be the Executive Representative of a Corporate Member then they shall be entitled to continue in such office until the end of their term of office provided that, in such circumstances, the Deputy President shall not normally succeed to the Presidency.
- 24.2 The Deputy President shall, each year, be elected by postal and/or electronic 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 their consent first being obtained.
- 24.3 The President shall retire from their 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 they were 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 they had retired or were due to retire from the office of President however, they will continue to hold the office of director for one year following their 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 they will stand down. The Immediate Past President will be eligible to stand for election to the board of directors at the end of their term of office.

- 24.4 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 they were elected as Deputy President. Should they cease during their term of office as Deputy President to be the Executive Representative of a Corporate Member, should their appointment as President not be approved by the Board or should they 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 24.2. When they have retired from or have not succeeded to the office of President, they shall not again be eligible for election as Deputy President until after the expiration of 11 months from the date on which they vacated their office.
- 24.5 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.
- 24.6 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.

25 **BOARD OF DIRECTORS**

- 25.1 The Board of Directors of the Institute shall, subject to Articles 25.3 and 25.5, 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.
- 25.2 When complete, the Board of Directors shall be made up of eight people, as follows
- 25.2.1 Five directors directly elected by ballot of the membership.
- 25.2.2 Three directors being the Deputy President, President and Immediate Past President (the Deputy President being elected annually in accordance with article 24.2).
- 25.3 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.
- 25.4 A person shall not be eligible to hold office as a member of the Board of Directors unless they are a Professional Member or Fellow or Executive Representative of a Corporate Member of the Institute.
- 25.5 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.
- 25.6 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 they 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.

26 POWERS OF THE BOARD OF DIRECTORS

- 26.1 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.
- 26.2 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.
- 26.3 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.
- 26.3.1 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.
- 26.3.2 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.
- 26.3.3 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.
- 26.3.4 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.
- 26.4 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 26.5.
- 26.5 The Board of Directors may make standing orders governing the conduct of its own business and the business of committees.
- 26.6 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.

- 26.7 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.

27 DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

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

- 27.1.1 if they ceases to be a Corporate Member, a Professional Member or Fellow of the Institute;
- 27.1.2 if, by notice in writing to the Company Secretary, they resigns their office;
- 27.1.3 if they ceases to hold the office by virtue of which they are entitled to be a member of the Board of Directors;
- 27.1.4 if, being an Executive Representative, they 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
- 27.1.5 if they have absented themselves without leave of absence from two consecutive meetings of the Board of Directors;
- 27.1.6 if a receiving order is made against them or they make any arrangement or composition with their creditors;
- 27.1.7 if they become incapable by reason of mental disorder of managing and administering their property and affairs;
- 27.1.8 if they become prohibited from acting by reason of any order made under any provision of the Act.

28 PROCEEDINGS OF THE BOARD OF DIRECTORS

- 28.1 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 video conference from different locations. 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.
- 28.2 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.
- 28.3 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 or via email. Such a meeting can either take place in person or on-line
- 28.4 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.

28.5 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.

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

29 **SEAL**

29.1 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:

29.1.1 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

29.1.2 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.

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

30 **ACCOUNTS**

30.1 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.

30.2 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.

30.3 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.

30.4 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.

30.5 The Finance & IT Manager shall, in addition to any statutory or other duties they 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.

31 **AUDIT**

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

32 **NOTICES**

32.1 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 them at their registered address or (if they have no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by them to the Institute for the giving of notice to them. 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 in 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.

32.2 Notice of every general meeting shall be given to:-

32.2.1 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;

32.2.2 the auditors for the time being of the Institute.

33 **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.