

02/10/2026

Explanatory Note to Special Resolution 3a: Amendment to the Articles of Association – Article 58

1. Background and Purpose

Currently, the Institutes Articles of Association state that once every year a full statutory audit will be carried out by the Institutes Auditors. The Institute's Auditors have recommended that consideration be given to removing the voluntary audit requirement from the Articles of Association. Our auditors have confirmed that it is permitted by charity law and the Institute will remain fully compliant with applicable Charity Commission and Companies Act if Article 58 is amended.

2. The Proposed Changes

Resolution 3a seeks member approval to amend Article 58 to permit the Institute to instruct the Auditors to conduct an independent examination of the income and expenditure accounts appropriate to the size and complexity of the Institute. A copy of the proposed new Articles of Association is attached

3. Why the Council Recommends This

The Council has considered the Auditors recommendation and believes that independent scrutiny of the accounts should continue in a form appropriate to the size and complexity of the charity, whilst avoiding unnecessary expenditure on a full statutory audit.