

No. of Company 832132

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

and Articles of

Association of

INSTITUTE OF MANAGEMENT SERVICES

(Incorporated the 23rd day of December 1964)

Institute of Management Services
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MEMORANDUM OF ASSOCIATION OF

THE INSTITUTE OF MANAGEMENT SERVICES

*(As amended by Special Resolutions passed on
4 June 1965, 25 October 1974, 15 September 1978,
22 February 1984, and 6 October 2000)*

1. The name of the company (hereinafter called 'the Institute') is the 'INSTITUTE OF MANAGEMENT SERVICES'.
(NOTE: Previously The Institute of Practitioners in Work Study, Organisation and Methods).
2. The Registered Office of the Institute will be situated in England.
3. The objects for which the Institute is established are -
 - (A)1. The promotion, for the benefit of the public in general, of the science, technology, practice and profession of Management Services (which expression shall herein include Organisation and Methods, Method Study and Work Measurement); the application of technologies, techniques, sciences and scientific methods in the advancement of the efficiency, productivity and satisfaction of and in human work; the study, measurement, analysis, systematic recording, critical examination and organisation of human work; the ways, means, methods, operation and management of human work; and the operation and handling of machines and materials and the use of capital resources in relation to human work, and;
 2. To advance the education of the public in the said science, technology, practice and profession; and for these purposes but for no other purposes the Institute have the following powers: -
 - (i) To create and maintain professional standards for the practice of Management Services and standards of proficiency and training therein.
 - (ii) To ensure professional discipline in obedience to the said standards by members of the Institute and, so far as practicable, by others professing to practice Management Services.

- (iii) To support, protect, foster and publish the character, status, standards and interests of the practice and the profession of Management Services and of such other management specialisations as planning for design, production and operation, plant layout, materials handling, production control, operational analysis, determination of performance and cost standards, production incentives and the arts, crafts and sciences necessary, collateral or incidental thereto which in any manner involve the application of Management Services to management in factories, mills, workshops, the armed services, mines, transportation, local government, hospitals, distribution, agriculture, offices and other places, functions or categories of work.
- (iv) To provide a system of qualifying examinations to ensure recognition of those who aspire to the standards of the practice and the profession of Management Services maintained as aforesaid.
- (v) To provide the means of testing the qualifications of candidates for admission to membership of the Institute, to award certificates of competency and merit, to establish scholarships, grants, rewards and prizes, to receive and hold in trust monies, investments and securities for all or any of such objects.
- (vi) To provide for the teaching of, the training and instruction in, courses and lectures upon, and schools and classes and colleges of Management Services.
- (vii) To provide halls and rooms for holding exhibitions, lectures and meetings and functions deemed expedient to further the interests and objects of the Institute and to arrange meetings alone or jointly with other bodies for the reading of papers, the delivery of lectures and the discussion of all topics and matters akin or relating to Management Services or other related management specialisations.
- (viii) To provide the means of communication amongst members of the Institute and between members of the Institute and other persons upon matters relating to Management Services.
- (ix) To print, publish, issue and circulate such periodicals, papers, books, pamphlets, circulars and other literary, technical articles and technological publications and to distribute articles and information to periodicals and books as may be conducive to all or any of the objects of the Institute.
- (x) To form and maintain libraries and collections of articles, to promote and encourage research into development of and improvement in methods and inventions relative to Management Services and its application and use.
- (xi) To advertise the Institute and to foster and encourage an appreciation of the value of Management Services and of the role of the Institute therein.
- (xii) To co-operate with persons and bodies engaged or interested in Management Services in other countries.
- (xiii) To establish branches and regional organisations of the Institute wherever required and to collaborate with such other persons and bodies throughout the world as

may be concerned with the application, use, teaching or learning of Management Services.

(xiv) To obtain any Royal Charter, Provisional Order or Act of Parliament or other authority to further the objects of the Institute.

- (B) 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.
- (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects.
- (D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Institute and may further its objects.
- (E) To borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit.
- (F) To invest the monies of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purpose of the Institute or calculated to further its objects.
- (H) To take over the assets and liabilities of the Organisation and Methods Society.
- (I) To do all such other things as shall further the attainment of the above objects or any of them

Provided that: -

1. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
2. The Institute's objects shall not extend to the regulation or relations between workers and employers or organisations of workers and organisations of employers.
3. In case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, 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 Council of Management or Governing Body of the Institute shall be chargeable for any such property that 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated.

4. The income and property of the Institute, whence so ever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, 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 herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant 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 at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by one of the 'Big Five Banks' or 3 per cent whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no member of the Council of Management or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold 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 any such payment.

5. The liability of the members is limited.

6. Every member of the Institute undertakes to contribute to the assets of the Institute, in event of the same 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 the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

M Berry
36 Rosemount
Ripponden
Halifax
Group Work Study & Industrial
Relations Manager

C F Applin
Norwood House
Usk
Monmouthshire
Engineer

W R Cheetham
10 Church Hill
Purley
Surrey
Mining Engineer
National Coal Board

G C T Gould
23 Cator Road
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Engineer

S J Noel Brown
3 Dean Trench Street
London SW1
Management Consultant

N R Ray
60 Chapel Road
Abergavenny
Monmouthshire
Work Study Officer

Eric A Carr-Hill
117 Teddington Park Road
Teddington
Middlesex
Work Study Manager

E Wilde
64 Sharps Lane,
Ruislip
Middlesex
Management Consultant

S J Bryant
46 Sistover Road
London SW12
Work Study Manager

W C Glassey
42 Wesley Hill
Selly Oak
Birmingham 29
Lecturer

F G Ruff
'Oak Hurst'
Brasted Chart
Westerham
Kent
Chartered Mechanical Engineer

Walter W Coultous
12 Galloway Avenue
Castle Bromwich
Birmingham 34
Work Study Engineer

G R Burn
16 Derwent Grove
Keynsham
Bristol
Chartered Mechanical Engineer

H Williams
23 Minster Way
Warminster Road
Bath
Lecturer & Consultant

B Renton
Manor View
2 Leeds Road
Eccleshill
Bradford 2
Engineer

J F Anderson
82 Leicester Road
Quorn
Loughborough
Leicestershire
University Lecturer

C V Bowles
Lever Bros & Associates Ltd
Port Sunlight
Cheshire
Chartered Civil Engineer

Philip J Butcher
British Railways Board
222 Marylebone Road
London NW1
Railway Officer

J Sharp
94 Hillside Road
Beeston
Nottinghamshire
Manager, Group Work Study

Joseph E Faraday
Clapham Wood
Ridge Close
Woking, Surrey
BOAC Executive

Dated the 5th day of December 1964
Witness to the signature of Subscribers

R Graham Page
41 Whitehall
London SW1
Solicitor

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

INSTITUTE OF MANAGEMENT SERVICES

(As amended by Special Resolutions passed on 4 June 1965, 24 October 1969, 15 May 1971, 13 May 1972, 25 October 1974, 15 September 1978, 27 June 1981, 22 February 1984, 6 April 1984, 21 June 1986, 21 October 1988, 22 June 1991, 8 October 2004 and 12 October 2018)

GENERAL

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

The Act	The Companies Act 2006
These presents	These Articles of Association and the regulations of the Institute from time to time in force.
The Institute	The above-named Company
The Council	The Council of Management for the time being of the Institute.
The Office	The Registered Office of the Institute
The Seal	The common seal of the Institute
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In Writing	Written, printed, lithographed, electronic, website or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Electronic form	Has the meaning given in section 1168 of the Companies Act 2006;

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Institute shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Institute proposes to be registered is 5000, but the Council may from time to time register an increase of members.
3. The provisions of Section 113 of the Act shall be observed by the Institute; every member of the Institute shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Institute is established for the purposes expressed in the Memorandum of Association.
5. **MEMBERSHIP** (Corporate)
 - (i) There shall be two categories of corporate membership of the Institute namely Fellow and Member. Application for membership of the Institute or for transfer from one category of membership to another shall be in the form and manner prescribed by Council from time to time.
 - (ii) Council may admit as Fellows of the Institute:
 - a) Such persons who have attained the age of 30 years, have held the grade of Member (Dip) for not less than five years and are currently holding a position of responsibility in management services.
 - b) Such persons who have attained the age of 35 years and have held a position of responsibility in management services for at least ten years, and have at the time of their application a major responsibility for advising on improving productivity.
 - c) Such persons who in exceptional circumstances may be invited by Council
 - (iii) Fellows of the Institute shall be entitled to use the designatory letters FMS after their names and vote at general meetings.
 - (iv) Council may admit as Members of the Institute.
 - a) Such persons who hold a qualification in management services acceptable to the Institute and who have had three years' experience in management services. Such persons so admitted shall be entitled to use the designatory letters MMS (Dip) after their names and vote at general meetings.

b) Such persons who have had five years experience in management services and at the time of their application are holding a position of responsibility in management services and can satisfy the Council either by interview or by reference to current or past employers that the applicant is competent in management services. Such persons so admitted shall be entitled to use the designatory letters MMS after their names and vote at general meetings.

6. Every member shall pay such affiliate or life membership subscription as shall from time to time be prescribed by Council, by Bye-laws, in respect of this category of membership, provided that no alteration in the amount of such subscription shall take effect until confirmed by the Institute in general meeting.

In the case of both life membership and affiliate membership the full subscription is payable on admission. No member shall be entitled to any of the advantages of membership unless all monies due from him to the Institute shall have been paid. All subscriptions shall be payable in advance on the 1st January of every year or on such other date as shall be determined by Council. On cessation of membership the person whose membership shall have ceased, or his representative, shall remain liable for all membership subscriptions then accrued due from him and shall not be entitled to any reduction therein nor to any refund of subscription paid by him in respect of a period not then completed.

The provision of Article 6 hereof so far as they relate to subscriptions and Life Membership shall apply (*mutates mutans*) to Associate and Affiliate Members as defined under Article 9.

7. Any member who is not in arrear with his subscriptions may by notice in writing to the Company Secretary resign from the Institute; a member who is in arrear with his subscription for three months after an application by ordinary post has been sent by the Company Secretary to his last known address may be expelled from membership by a resolution of the Council; the Council may upon the recommendation of its Disciplinary Committee remove from membership or alter the class of any member who shall not continue to hold the proper qualifications of membership or of membership of his class provided always that the member affected shall have been given a reasonable opportunity to attend at and make representations to the meeting of the Disciplinary Committee at which his case is considered.
8. The rights and privileges of each member shall be personal to him and shall not be transferable or transmissible by his own act or by operation of law. Members shall loyally observe these presents and shall refrain from taking any action which may be prejudicial to the interests and objects of the Institute. All persons admitted to membership of whatever grade shall abide by the Code of Ethics as laid down by Council from time to time. If in the opinion of the Council any member has committed any breach of these presents or has wilfully done any act contrary to the decisions of the Institute or of the Council or any act prejudicial to the interests or objects of the Institute the Council may cause his membership to be terminated, provided always that the member affected shall have been given a reasonable opportunity to attend and make representations to the meeting of the Council at which his case is considered.

9. **MEMBERSHIP (Non-Corporate)**

Council may admit persons to the following categories of association with the Institute.

(i) Honorary Fellow

Such persons as Council may wish to honour by reason of their distinguished service to the Institute or the profession.

(ii) Associate

Such persons who have obtained a qualification acceptable to Council and who have had two years management services experience.

(iii) Affiliate

Such persons who wish to be associated with the Institute in order to study for management services qualifications or to expand their knowledge in productivity improvement disciplines.

(iv) Such persons when so admitted shall not be corporate members of the Institute nor shall they have any of the rights and privileges of membership of the Institute (except that an Honorary Fellow who at the time of his admission as such was already a member of the Institute shall retain his membership of the Institute) but shall enjoy such rights and privileges as the Council may from time to time prescribe. They shall not be entitled to vote at general meetings.

(v) Honorary Fellows shall be entitled to the designatory letters Hon FMS after their names, and Associates AMS. Affiliates may not use designatory letters.

(vi) Until otherwise so prescribed by Council (and so that no alteration in the amount of subscription shall take effect until confirmed by the Institute in general meeting) such persons when so admitted shall pay the appropriate subscriptions.

Honorary Fellows shall not be liable for any annual subscriptions.

The provisions of Articles 6 and 7 hereof so far as they relate to subscriptions shall apply (*mutatis mutandis*) to Associates and Affiliates and to the retention of their respective categories of association with the Institute as they apply to members and membership of the Institute. In other respects, the provisions of Articles 6, 7 and 8 hereof apply (*mutatis mutandis*) to persons in the categories of Honorary Fellowship, Associateship and Affiliateship as they apply to members of the Institute.

GENERAL MEETINGS

10. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Institute holds its first Annual General Meeting within eighteen months after its

incorporation it need not hold it in the year of its incorporation or in the following year.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Council may whenever it shall think fit convene an Extraordinary General Meeting; Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 302 of the Act.
13. Notices relating to every Annual General Meeting, General Meeting and of every meeting convened to pass a Special Resolution, shall be given as specified in sections 307, 308 and 309 of the 2006 Companies Act. Notices should specify the place, the day and the hour of the meeting, and in the case of special business the general nature of that business shall be given in manner herein- after mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Institute; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

As prescribed in section 308 of the Act notice may be given:

- a) in hard copy form,
 - b) in electronic form, or
 - c) by means of a website (section 309 of Act),
- or partly by one such means and partly by another.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors and the adoption of Bye-Laws.
16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided four members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
18. The Chair (if any) of the Council shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of Council present decline to take the chair, they shall choose some member of the Institute who shall be present to preside.
19. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and less a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

24. The demand of 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

25. Subject as hereinafter provided, every member shall have one vote.
26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy must be a member.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.
29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed., provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

"I,of.....a member of.....hereby
appoint.....of.....and failing
him,.....of.....to vote for me and on my behalf in accordance
with the directions, if any, given hereunder at the Annual or Extraordinary or
adjourned, as the case may be, General Meeting of the Institute to be held on
the.....day of.....and at every adjournment thereof. Resolution
No..... For/Against. As witness my hand this.....day of20....."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

32. The number of members on Council shall not be less nor more than eight; provided that if the number of members of Council be less than the number herein stated Council shall have the power to carry out the following but no other function, namely, to fill the vacancies on the Council, the admission of persons to membership of the Institute, and the summoning of a General Meeting. No person shall be eligible for Council who is not a Fellow or Member of the Institute.
33. Council shall consist of not less than nor more than eight. Elections to Council will be held biennially. At each election four corporate members will be elected to serve for a four-year period.
34. The Council may from time to time and at any time appoint a corporate member of the Institute a member of Council in order to fill a casual vacancy occurring by death, resignation or disqualification of a member of Council. Such corporate member shall be that person whose name appeared highest in the list of those who were included in the ballot in the immediate past election but were not elected. Any member so appointed shall retain his office for the same period of that person whom he replaced. A member so appointed to fill a casual vacancy shall be entitled to stand for re-election on ceasing to hold such appointment.
35. In the event of that all those included in the ballot in the immediate past election have been appointed to Council, Council may from time to time and at any time appoint an eligible person to fill a casual vacancy provided the total number of members of Council does not exceed the number fixed in accordance with the Articles. Any member so appointed shall retain his office for the same period of that person whom he replaced. A member so appointed to fill a casual vacancy shall be entitled to stand for re-election on ceasing to hold such appointment.
36. A member may be elected to or continue as a member of the Council after having attained the age of 70 years.

POWERS OF THE COUNCIL

37. The business of the Institute shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Institute as they think fit, and 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 statute or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any statutes for the time being in force and affecting the Institute and to such Bye-Laws, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Council. Such Bye-Laws shall be valid until the next General Meeting of the Institute and unless at the General Meeting held next after the making of a Bye-Law the same shall be ratified by ordinary resolution.

THE SEAL

38. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a Committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose. Provided that in the case of certificates of status in relation to the Institute and certificates of success in examinations of the Institute the Council may resolve that such certificates may bear facsimile signatures electronically applied in such manner as the resolution may specify, or alternatively that such certificates need not be signed or countersigned so that if either of the alternatives in this proviso is adopted then the method of systems for the application of electronic signatures and in either case the affixing of the seal shall be controlled (or the certificates shall have been approved for sealing) by two members of the Council.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

39. The office of a member of the Council shall be vacated in any of the following events, that is to say -
- a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - b) If he becomes of unsound mind.
 - c) If he ceases to be a member of the Institute.
 - d) If by notice in writing to the Institute he resigns his office.
 - e) If he becomes prohibited from holding office by reason of any Court Order made under the Companies Act 2006.
 - f) If he is removed from office by a resolution duly passed pursuant to the Act.

ROTATION AND ELECTION OF MEMBERS OF THE COUNCIL

40. At the Annual General Meeting and every two subsequent years the following shall retire: Those who are required to retire under Article 34 and 35, those disqualified under article 39, and those who have notified the Secretary in writing at least three months prior to the Annual General Meeting in an election year that they wish to voluntarily retire at the Annual General Meeting. When the total number so retiring is less than four the number to retire shall be made up to four by the retirement of those who have been longest in office since their election. As between members of equal seniority the members to retire shall in the absence of agreement be selected from among them by lot which shall be drawn at a meeting of the Council held at least three months prior to the Annual General Meeting at which members so selected shall

retire. The length of time the member has been in office shall be computed from his last election. A retiring member of the Council shall be eligible for re-election.

41. At least six weeks before the Annual General Meeting the Council shall be caused to be made available to all members a list of those who are due to retire from Council and the number of vacancies so caused. Members of the Institute may submit nominations for membership of the Council, delivering them to the Secretary within 14 days of the despatch of the Council notification, together with the written consent of such persons to accept office by election. Only fully qualified persons who have been nominated by not less than two members of the Institute shall be added to the list, and the names of those making nominations shall be shown against the name of the candidate on the ballot paper.
42. The election of members of the Council shall be by the *first past the post* system based on the number of votes cast for individual candidates. Those elected being the candidates that have the highest number of votes until all vacancies are filled. The members voting shall be entitled to express a preference for as many or as few candidates as they wish up to the maximum number of vacancies on Council. A ballot paper containing the complete nominations and stating the latest date for its return shall be made available to each member with the notice of the Annual General Meeting. Each member voting shall record his vote or votes as directed on the ballot paper. Any ballot paper which is not completed in accordance with this Article shall be rejected.
43. The ballot papers shall be opened prior to the Annual General Meeting by returning officers appointed by Council who shall take a count of the votes and report the results to the Annual General Meeting. The members so reported to have been elected by the ballot as members of the Council shall thereupon become members of the Council in the vacancies caused by the retirements by rotation at the Annual General Meeting or in the vacancies otherwise occurring.
44. In addition and without prejudice to the provisions of the Act, the Institute may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

45. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meeting, as they think fit. The quorum necessary for the transaction of business shall be four. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote
46. Three members of the Council may, and on the request of them the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

47. That Council may at its meeting first held after each Annual General Meeting elect a President of the Institute and Vice Presidents of the Institute (who shall not vote at Council meetings) to serve for one year or a specified period. The Council shall from its members elect a Chair, a Deputy Chair and a Treasurer at its meetings first held after each Annual General Meeting. Subject to the foregoing the Chair and Deputy Chair and the Treasurer so elected shall hold office until the next Annual General Meeting and each shall be eligible for re-election in his respective office. The Chair so elected shall be entitled to preside at all meetings of the Council at which he shall be present. If at any meeting the Chair be not present within fifteen minutes after the time appointed for holding the meeting and be willing to preside the Deputy Chair shall preside. If at any meeting neither the Chair nor the Deputy Chair be present within fifteen minutes after the time appointed for holding the meeting the members of the Council present shall choose one of their number to be Chair of the meeting. A meeting of the Council at which a quorum is present shall be competent to exercise all authority, powers and discretions by or under the regulations of the Institute for the time being vested in the Council generally.
48. The Council may delegate any of its powers to committees consisting of such member or members of the Institute as it may think fit and shall appoint members of the Council as Chairmen of the committees so formed. The Council may at its discretion entitle the committees and the Chairmen by any name it deems appropriate. Any committee so formed shall in the exercise of the power so delegated conform to any regulations imposed on it by provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any Bye-Laws made by Council from time to time. All undertakings, deeds and proceedings of any such committees shall be fully reported back to the Council as soon as possible.
50. The Council may create regions, branches, specialist groups and technical divisions to transact the business of the Institute within specified areas in accordance with such regulations, if any, as the Council may from time to time prescribe. The Council shall have power to appoint and dismiss the committee members and the officers of such regions, branches, specialist groups and divisions and shall not be deemed to have surrendered that power by permitting and ratifying the election and dismissal of such committees and officers under procedures similar to that of the election and termination of office of the members of the Council and the officers of the Institute but applied so far as may be applicable to the members of the region, specialist group or division organisation concerned. All undertakings, deeds and proceedings of any such committees shall be fully reported back to the Council as soon as possible.
51. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

52. The Council shall cause proper minutes to be made of all appointments of officers made by the Council, and of the proceedings of all meetings of the Institute and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
53. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

54. The Council shall cause accounting records to be kept in accordance with the Companies Act 2006.
55. The accounting records shall be kept at the Office or, subject to the Companies Act 2006, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
56. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Institute except as conferred by statute or authorised by the Council or by the Institute in General Meeting.
57. At any Annual General Meeting in every year the Council shall lay before the Institute a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Institute) made up to date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirement for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be open to inspection and be read before the meeting as required by Section 495, Companies Act 2006.

AUDIT

58. Once in every year, the accounts of the Institute shall be subject to such independent examination or audit as is required by law and in accordance with the requirements applicable to the Institute as a charitable company.

59. Auditors shall be appointed, and their duties regulated in accordance with the Companies Act 2006, the members of the Council being treated as the Directors mentioned in the Act.

NOTICES

60. A notice may be served by the Institute upon any member, either personally or as prescribed in section 308 of the 2006 Companies Act.
- a) in hard copy form,
 - b) in electronic form, or
 - c) by means of a website (section 309 of Act),
- or partly by one such means and partly by another.

or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

61. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Institute.
62. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Notices served by electronic means and website are deemed delivered on the day served.

DISSOLUTION

63. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.

