

BYE-LAWS

Bye-laws of the Institute of Quarrying as adopted by Resolution of The Board of Trustees passed on 30th June 2014.

PART I GENERAL PROVISIONS

Introduction and Interpretation

1. These Bye-Laws shall take effect from 30th June 2014 (hereinafter called 'the Specified Day').

2. A. In these Bye-Laws the following expressions shall have the following meanings, that is to say:

'The Institute' shall mean The Institute of Quarrying, a company incorporated in England under the Companies Act, 1948.

'The Articles' shall mean the Articles of Association of the Institute for the time being in force.

'The Board of Trustees' shall mean The Board of Trustees of the Institute.

'The Industry' shall mean the Quarrying Industry.

'The Secretary' shall mean the Secretary of the Institute.

'Affiliated National Institute' shall mean an affiliated overseas body authorised by The Board of Trustees pursuant to clause 24 of these Bye-Laws and 'Affiliated National Institutes' shall be construed accordingly.

'Governing Body' shall mean the directors, council of management or committee of an Affiliated National Institute and 'Governing Bodies' shall be construed accordingly.

'Affiliated Overseas Members' shall mean members of an Affiliated National Institute or an Affiliated National Branch who by reason of such membership are non-corporate members of the Institute and 'Affiliated Overseas Member' shall be construed accordingly.

'Overseas Branch' shall mean a national Branch established in a country outside the United Kingdom.

'Affiliated National Branch' shall mean an affiliated overseas body authorised by The Board of Trustees pursuant to clause 28 of these Bye-Laws and 'Affiliated National Branches' shall be construed accordingly.

'Presidents' Committee' shall mean the committee referred to in clause 25 of these Bye-Laws.

Words importing the masculine gender only shall include the feminine gender.

B. These Bye-Laws shall be interpreted subject to and in conjunction with the provisions contained in the Articles.

C. Where in these Bye-Laws reference is made to persons being 'corporate members of Affiliated National Institutes' or Affiliated National Branches or other similar wording is used, the wording shall refer to members of Affiliated National Institutes or Affiliated National Branches who under the constitutions of those Institutes hold similar grades to those of corporate members of the Institute.

CORPORATE Members and Non-Corporate Members and Reciprocal Recognition of overseas memberships

3. A. The corporate members of the Institute shall be the subscribers to its Memorandum of Association and such other persons as The Board of Trustees may from time to time elect to corporate membership of the Institute under the provisions of the Articles. Unless the Articles provide otherwise there shall be three classes of corporate members, that is to say:

(i) Honorary Fellows

(ii) Fellows

(iii) Members

(iv) Such members of an Affiliated National Institute as shall be determined by the Board of Trustees in accordance with Bye-Law 22A

B. The non-corporate members shall be the persons who are non-corporate members on the Specified Day and such other persons as The Board of Trustees may from time to time elect under the provisions of these Bye-Laws. There shall be four grades of non-corporate member, that is to say:

(i) Associates

(ii) Technical Members

(iii) Students, and

(iv) Affiliated Overseas Members

(v) Such members of an Affiliated National Institute as shall be determined by the Board of Trustees in accordance with Bye-Law 22A

4. The Secretary shall on request provide each corporate and non-corporate member of the Institute with a certificate under its Common Seal specifying the grade to which he has been elected. Each certificate shall remain the property of the Institute, and shall be returned to the Institute if and whenever the holder ceases to be a corporate or non-corporate member of the grade specified thereon; but The Board of Trustees may permit a certificate to be retained by the holder thereof if in its absolute discretion it thinks fit.

Non-Corporate Members

5.A. A Technical Member may be elected by The Board of Trustees as a Technical Member if he:-

(a) is engaged in the Industry; and

(b) has obtained an approved qualification and met such experiential criteria as may be approved by the Board of Trustees.

5. B. A candidate may be elected by The Board of Trustees as an Associate if he is engaged in the Industry or provides services to the industry and wishes to support industry development through the activities of the Institute.

C. A candidate shall be elected by The Board of Trustees as a Student if he is engaged in a course of study or training relating to the Industry; provided always that a

Student may seek election either as an Associate or a corporate member upon reaching the required age and being otherwise qualified as an Associate, Technical Member or Member as the case may be, and must so seek election upon reaching the age of 25 (or as soon thereafter as may be practicable) and being otherwise so qualified.

D. The provisions of clause 24 of these Bye-Laws shall apply to those corporate members and non-corporate members of the Institute who, on the dissolution of an Overseas Branch and the transfer of membership to an Affiliated National Institute or Affiliated National Branch, become Affiliated Overseas Members pursuant to that clause. Thereafter a candidate who has first been elected to be a member of an Affiliated National Institute or Affiliated National Branch by its Governing Body and then been elected by The Board of Trustees to be an Affiliated Overseas Member shall be registered as an Affiliated Overseas Member of the Institute.

6. A. The power to elect non-corporate members shall be vested in The Board of Trustees and shall not be exercised unless The Board of Trustees in its absolute discretion shall think fit. The Board of Trustees shall determine whether a candidate proposed for election to a particular grade is a candidate who, under provisions of clause 5 hereof, may be elected to that grade and such determination shall bind non-corporate members.

B. A candidate seeking election to a grade of non-corporate membership shall complete and submit an application in writing in such form and to such person as The Board of Trustees or the Bye-Laws from time to time may prescribe.

7. The Institute shall maintain a register of non-corporate members and shall enter therein the name of each non-corporate member, the grade to which he is elected and the date of such election. The register of non-corporate members shall during business hours be open to the inspection of any corporate or non-corporate member without charge and of any other person upon such terms as The Board of Trustees may from time to time prescribe.

8. A. The Secretary shall send to each non-corporate member (other than Affiliated Overseas Members) and the Secretary of each Affiliated National Institute, notice of all General Meetings of the Institute.

B. A non-corporate member may attend all meetings of the Institute or of any or Branch thereof. At a General Meeting of the Institute he shall not, without the permission of the chairman of the meeting, contribute to or take part in discussions.

C. The Secretary shall send to each non-corporate member (other than Affiliated Overseas Members), on demand, a copy of all publications supplied to corporate members.

D. Where a non-corporate member (other than an Affiliated Overseas Member) has failed to pay to the Institute any subscription, contribution, fee or other sum due for a period of three months after the same has become payable, his rights and privileges under these Bye-Laws shall, unless The Board of Trustees in its absolute discretion determines otherwise, be suspended.

E. Except in so far as the Articles and these Bye-Laws provide otherwise, a non-corporate member shall enjoy no rights or privileges as an incident of non-corporate membership.

9. A. A non-corporate member shall cease to be a non-corporate member and his name shall be removed forthwith from the register of non-corporate members:

(i) where he is elected a corporate member, upon such election;

(ii) where he sends to the Secretary a written notice of resignation, upon receipt of that notice at the registered office of the Institute; but where such a notice is received at the registered office of the Institute after the 30th day of November in any year, the non-corporate member shall, notwithstanding his resignation, remain liable to pay the annual subscription that would otherwise have been payable by him on the 1st day of January in the following year;

(iii) in the case of an Affiliated Overseas Member when he ceases to be a member of an Affiliated National Institute;

(iv) where he has failed to pay to the Institute money due in respect of his annual subscription for a period of six months after the same has become payable, upon the termination of that six-month period;

(v) where the Secretary, at the direction of The Board of Trustees sends him a notice to determine his membership, upon the 31st day of December in the year that the notice is sent;

(vi) where he becomes of unsound mind, or enters into a composition with his creditors, or is convicted by a competent tribunal of an offence which, in the opinion of the Board of Trustees, renders him unfit to be a non-corporate member, or where a Receiving Order is made against him, upon the happening of such event;

(vii) where he is expelled from the Institute under the provisions of sub-clause E. of this clause, upon the resolution of the Board of Trustees.

B. Where, but for the provisions of this sub-clause, a non-corporate member would have ceased to be a non-corporate member under the provisions of paragraphs (ii), (iv) or (vi) of sub-clause A. of this clause, the Board of Trustees, in its absolute discretion and upon such terms as it thinks fit, may resolve that his membership shall not cease, and may order that his name be restored to the register of non-corporate members.

C. The provisions of sub-clause A. of this clause shall take effect without prejudice to the liability of the non-corporate member to pay the Institute any monies then due to it; but, where a non-corporate member is elected a corporate member, any money paid or payable in respect of his subscription as a non-corporate member for the year in which that election occurs shall be taken into account in determining the amount due from him in respect of his subscription as a corporate member for that year.

D. Where there is received by the Secretary a proposal in writing:

(i) signed by not less than 20 corporate members in which is set forth a demand that a non-corporate member should be expelled from non-corporate membership and the grounds upon which that demand is made, The Board of Trustees shall cause an inquiry to be held to determine whether that non-corporate member should be expelled. The non-corporate member shall have the right to make representations orally, or in writing or by a representative at that inquiry. The members of the inquiry shall make a report and recommendations to the Board of Trustees.

E. Upon receiving the report and recommendations of the members of the inquiry The Board of Trustees may, with the consent of not less than three-quarters in number of the members present at a meeting of the Board of Trustees, resolve that the non-corporate member be expelled from non-corporate membership of the Institute but, before such a resolution is passed The Board of Trustees may, if it thinks fit, afford to the non-corporate member the opportunity of sending to the Secretary written notice of resignation. Where such a resolution is passed, written notice thereof shall be given to the next Annual General Meeting of the Institute.

F. Where, after receiving the report and recommendations of the members of the inquiry, The Board of Trustees does not resolve that the non-corporate member be expelled, no particulars of the inquiry, nor the report and recommendations of the members thereof, shall be entered in the minutes of its proceedings.

Reciprocal Recognition of overseas memberships

10.A The Board of Trustees may make Bye-Laws allowing the Board of Trustees to admit to Membership of the Institute such members of an Affiliated National Institute as the Board of Trustees determines have equivalent qualifications or experience which in the United Kingdom would allow them to qualify as Corporate Members or Non-Corporate Members of the Institute. The status of such persons as Corporate Members or Non Corporate Members, the admission of such persons as members and their respective rights and obligations of membership shall be as The Board of Trustees may from time to time determine.

Entrance Fees, Subscriptions and Affiliation Fees

11. A. Subject to the provisions of sub-clauses F. and G. of this clause and Article 8, corporate and non-corporate members shall pay to the Institute such entrance fees, annual subscriptions and other monies as may from time to time be prescribed by the Board of Trustees.

B. Entrance fees shall be payable at the time of election to the grade of corporate or non-corporate membership in respect of which they are due. Provided that where a corporate or non-corporate member of one grade is elected into another grade any money paid by him before that election as entrance fee in respect of the former grade shall be deducted from the amount that would otherwise be payable by him in respect of the grade into which he is elected.

C. Subject to the provisions of sub-clauses D. and E. of this clause, the first annual subscription shall be payable in full at the time of election to the grade of corporate or non-corporate members in respect of which it is due; thereafter, each annual subscription in respect of that grade shall be payable on the 1st day of January.

D. Where a corporate or non-corporate member of one grade is elected into another grade any money paid or payable by him before or at the time of that election as annual subscription in respect of the former grade for the year in which that election occurs shall be taken into account in determining the amount due from him as annual subscription for that year in respect of the grade to which he is elected.

E. Where a candidate is elected as a non-corporate member on or after the 1st day of June in any year, the subscription payable by him for the year of election shall be one half of the annual subscription for that year in respect of the grade to which he is elected.

F. The Board of Trustees may, on grounds of ill health, advanced age, misfortune or on any other ground which appears to it sufficient, remit, suspend, reduce or release any entrance fee or annual subscription which has been paid or has become payable by any corporate or non-corporate member.

G. Where a corporate or non-corporate member has retired from the Industry and has made written application in that behalf to the Secretary, The Board of Trustees may,

if in its absolute discretion it thinks fit, direct that the annual subscription payable by the applicant be an amount less than the annual subscription prescribed in respect of the grade in which he is elected; but the foregoing power shall not, in the absence of special circumstances, be exercised except where the applicant has attained the age of 55 years.

H. The affiliation fees payable to the Institute by an Affiliated Overseas Member shall be paid by him to the Affiliated National Institute of which he is a member as agent for the Institute.

I. The affiliation fees payable to the Institute by an Affiliated National Institute shall be calculated in accordance with the method set out in Appendix 2 of the paper headed 'Affiliation proposal paper for final approval' endorsed by The Board of Trustees on 5th October 1995 and shall be reviewed annually in the light of the United Kingdom Retail Price Index.

J. The Board of Trustees shall set aside 1% of the annual subscription received from each member and donate it annually to the Institute of Quarrying Benevolent Fund and such amount shall be calculated on the number of paid-up members within the Institute on the day of the Annual General Meeting in each year.

12. A. A notice may be served by the Institute upon any non-corporate member, either personally or by sending it through the post in a pre-paid letter, addressed to such non-corporate member at his registered address as appearing in the register of non-corporate members.

B. Any notice, if served by post, shall be deemed to have been served on the day after 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 pre-paid letter.

PART II BRANCHES

The Membership and Establishment of Branches

13. A. Corporate and non-corporate members of the Institute (other than those corporate members and non-corporate members who are also members of an Affiliated National Institute) shall be associated into Branches of the Institute. Each Branch shall comprise the corporate and non-corporate members ordinarily resident within the district in respect of which that Branch is established.

B. The Branches of the Institute shall be the Branches established on the Specified Day and such other Branches as The Board of Trustees may from time to time establish under the provisions of these Bye-Laws. Particulars of the Branches and the districts in respect of which they have been established are set forth in the Schedule to these Bye-Laws.

C. The power to establish a new Branch shall be vested in The Board of Trustees and shall not be exercised unless The Board of Trustees is of opinion that there are a substantial number of corporate and non-corporate members ordinarily resident within a district (whether or not that district or part thereof forms part of a district in respect of which an existing Branch is established) whose needs, interests or convenience are not adequately met by the activities of existing Branches.

D. In the exercise of its power to establish a new Branch or otherwise The Board of Trustees may from time to time redefine the district in respect of which an existing Branch is established.

E. The Board of Trustees will not normally approve the formation of a new overseas branch unless the country or territory in question meets the following criteria:

- (i) the national group has 50 Institute members
- (ii) at least half of the local members are in corporate grades
- (iii) a pro-term committee has been established and suitable honorary officers identified
- (iv) there are sufficient members in one geographical area to operate a regular programme of meetings.

F. The Board of Trustees will not normally consider applications to establish a new overseas branch in countries where The Board of Trustees considers that, because of geographical location, it is unrealistic for the UK to exercise a reasonable degree of supervision and control.

G. Where The Board of Trustees is of opinion:

(i) that the matter of corporate and non-corporate members comprised in a Branch no longer justifies the existence of that Branch, or

(ii) that the needs, interests or convenience of the corporate and non-corporate members comprised in a Branch would be met more adequately by the activities of other existing Branches or by the establishment of new Branches, or

(iii) that it is the wish of the corporate and non-corporate members of a Branch;

it may dissolve that Branch and may allocate the district in respect of which it was established to another Branch or Branches.

The Branch Officers and Committee

14. A. Subject to the directions of the Board of Trustees, the affairs of each Branch shall be managed by the Branch Committee which shall comprise three officers and such number of ordinary committee members as the Branch in general meeting may from time to time determine.

B. The officers of the Branch shall be:

(i) the Branch Chairman

(ii) the Branch Deputy Chairman, and

(iii) the Branch Secretary.

C. The officers of the Branch shall be elected at each Annual Meeting of the Branch. They shall hold office from the conclusion of that Annual Meeting until the conclusion of the next Annual Meeting of that Branch, and shall be eligible for re-election.

D. The ordinary committee members of the Branch shall be elected by the Branch in General Meeting. One third in number of those members shall retire in rotation at each Annual Meeting, and shall then be eligible for re-election.

E. Any casual vacancy on the Branch Committee may be filled by an appointment by the Branch Committee. Such an appointee shall retire at the Annual Meeting next following his appointment and shall then be eligible for re-election.

F. No person other than a corporate or non-corporate member comprised in the Branch shall be elected or appointed to the Branch Committee.

Branch Meetings

15. A. There shall be an Annual Meeting of the Branch in each year. The Annual Meeting shall be a General Meeting of the Branch and shall be held within the first three months of each calendar year or as soon as may be practicable.

B. Not less than 21 days before the Annual Meeting the Branch Secretary shall send written notice thereof to each corporate and non-corporate member comprised in the Branch. The notice shall specify the date, time and place of the meeting, and any business other than the election of officers, ordinary committee members and the Branch Representative to The Board of Trustees that it is proposed to transact thereat.

C. Each corporate and non-corporate member comprised in the Branch shall be entitled to attend and vote at the Annual Meeting.

16. A. The Branch Committee may arrange such meetings of the Branch, other than the Annual Meeting, as it shall think fit.

B. Any corporate or non-corporate member, whether or not he is comprised in the Branch, may attend the meetings of the Branch, other than the Annual Meeting, and may, with the consent of the chairman of the meeting, take part in the proceedings thereat.

C. The appropriation and contribution of funds of the Institute towards the expenses of the Branch consistent with the objects of the Institute shall be in the sole discretion of the Board of Trustees.

D. The Institute shall not be responsible for any liability incurred by or on behalf of any Branch beyond any amount previously appropriated or contributed for any specific purpose by The Board of Trustees nor shall the Branch or any of its officers or members incur any liability or enter into any contract or commitment in the name of or on behalf of the Institute without the express authority of the Board of Trustees. Any officer or member of a Branch who incurs any liability or enters into any contract or commitment without the express authority of The Board of Trustees shall be personally responsible and shall indemnify the Institute from and against all and any damages, costs, claims, actions and demands arising out of or in connection with any such liability, contract or commitment.

Branch Representatives

17. A. At each Annual Meeting of the Branch there shall be elected a Branch Representative to serve as a representative from the Branch on the Council. The Branch Representative shall hold office from the conclusion of the Annual Meeting of the Branch in that year until the conclusion of the Annual Meeting of the Branch in the next year. He shall be eligible for re-election.

B. Any casual vacancy in the office of Branch Representative shall be filled by an appointment by the Branch Committee. Such an appointee shall hold office until the conclusion of the Annual Meeting next following his appointment and shall be eligible for election at that meeting.

C. The Branch Representative may be a member of the Branch Committee and, subject to the provisions of Article 37 A. (vi), may be a non-corporate member.

D. The Branch Secretary shall after each Annual Meeting communicate to the Secretary the name and address of the Branch Representative elected thereat, and shall advise the Secretary forthwith of any change in the identity of the Branch Representative.

General

18. Subject to the provisions contained in these Bye-Laws the Branch in General Meeting may make such regulations for the conduct of its affairs as it thinks fit.

19. bye-law deleted

PART III AFFILIATED NATIONAL INSTITUTES

20. A. If and whenever there is received by the Secretary a resolution of the corporate members of any Overseas Branch resolving, subject to the approval of the Board of Trustees, that:

(i) the Overseas Branch shall become an Affiliated National Institute, and

(ii) The Board of Trustees be requested to approve:

(a) the formation of an Affiliated National Institute

(b) the constitution of the same

(c) the dissolution of the Overseas Branch or Affiliated National Branch (as the case may be), and

(d) the transfer of its assets, liabilities and membership to such Affiliated National Institute

The Board of Trustees shall, where it is of the opinion that the needs, interests or convenience of the members comprised in such Overseas Branch will be met more appropriately by the activities of an Affiliated National Institute, authorise the formation of such body, the dissolution of such Overseas Branch and the transfer of its assets, liabilities and membership to such Affiliated National Institute on and subject to such terms and conditions as The Board of Trustees shall deem fit in all the circumstances. On such transfer taking place such Overseas Branch shall be dissolved and, in the case of an Overseas Branch, the provisions of Part II of these Bye-Laws shall not apply to the Affiliated National Institute which has replaced it.

B. Without prejudice to the generality of the foregoing each Affiliated National Institute shall:

(i) be a limited company or other body incorporated with limited liability,

(ii) adopt and maintain as part of its constitution, aims and objects similar to those contained in the Institute's constitution so as to comply with section 30 (3) of the Companies Act 1985 as from time to time amended or re-enacted and at all times conduct its affairs in accordance with and in furtherance of such aims and objects,

(iii) include in its constitution provisions relating to its existence as an Affiliated National Institute which are complementary to those contained or referred to in these Bye-Laws,

(iv) adopt as its name the words 'The Institute of Quarrying' followed by the name of the Country or State in which that body is formed or by such other word or words indicating the part of the world in which it operates as shall have first been approved by the Board of Trustees,

(v) adopt and maintain grades of membership of an equivalent standard to those of the Institute,

(vi) indemnify the Institute from and against all liabilities (including contingent liabilities), actions, claims, costs and demands arising in respect of or out of any act, omission or event occurring prior to or contemporaneously with the dissolution of that Overseas Branch,

(vii) supply The Board of Trustees promptly with such details as it shall from time to time reasonably require of each new member of that body together with a copy of his application for membership and request The Board of Trustees to elect him as an Affiliated Overseas Member, unless he is and wishes to remain a corporate member of the Institute in his own right,

(viii) collect and account to the Institute for the entrance fees and affiliation fees payable to the Institute by Affiliated Overseas Members who are members of that body,

(ix) prepare annual accounts for each financial year and send promptly after the same have been prepared copies of its audited annual accounts, minutes of its Governing Body's meetings, minutes of Annual General Meetings of its corporate members and minutes of Extraordinary General Meetings of its corporate members to the Institute and members of the Presidents' Committee and also to the Institute's auditors, for the time being who shall be engaged to review such documents and report accordingly to the Presidents' Committee, The Board of Trustees and the other Governing Bodies,

(x) give a binding undertaking to the Institute that if for any reason it ceases to be an Affiliated National Institute it will within two months of the date of such cessation change its name and constitution so that neither indicates or implies any association with the Institute and shall forthwith cease to use the Institute's Coat of Arms. Nothing in this paragraph contained shall prevent a former Affiliated National Institute from using the words 'Institute', 'Quarrying' or the name of the Country or State in which it is incorporated in its new name provided it's new name is clearly different from the name used when it was an Affiliated National Institute.

C. (i) The provisions of clauses 6 F. and 13 of the Articles shall apply to corporate members and non-corporate members respectively of any Overseas Branch when its members are transferred to an Affiliated National Institute pursuant to these Bye-Laws.

(ii) On the dissolution of an Overseas Branch taking effect in accordance with sub-clause A. of this clause members of the Institute who were members of that Branch shall cease to be members of the Institute and subject only to the provisions of paragraph (i) of this sub-clause all such members shall automatically become Affiliated Overseas Members and be registered as such in the Institute's register of non-corporate members.

D. The Institute shall send promptly after the same have been prepared copies of its audited annual accounts, minutes of its Board of Trustees meetings, minutes of Annual General Meetings of its corporate members and minutes of Extraordinary General Meetings of its corporate members to members of the Presidents' Committee and the secretary of each of the Affiliated National Institutes and Affiliated National Branches.

21. The Presidents for the time being of the Institute and each Affiliated National Institute and the Chairman of each Affiliated National Branch shall be members of a committee known as the Presidents' Committee, whose terms of reference are appended to these Bye-Laws.

22. A. If The Board of Trustees has reason to believe that an Affiliated National Institute has failed and continues to fail to a material extent to comply with the terms and conditions agreed to at the time it became an Affiliated National Institute and/or with any of the requirements laid down in sub-clause B. of clause 19 The Board of Trustees shall negotiate through its officers with the officers and the Governing Body of that Affiliated National Institute and through the members of the Presidents' Committee and by such negotiations seek to reach an amicable solution whereby the relevant Affiliated National Institute takes all necessary steps to ensure that in future the said terms, conditions and requirements are complied with by it in all material respects. If despite such negotiations the Affiliated National Institute fails or refuses to take the steps, which in the opinion of The Board of Trustees in its sole discretion for which it shall not be liable to account are necessary to ensure that the Affiliated National Institute will in future comply with the said terms, conditions and requirements in all material respects, The Board of Trustees may with the consent of not less than three-quarters in number of the members present at a meeting of the Board of Trustees, resolve that the said Affiliated National Institute ceases to be an Affiliated National Institute.

B. If The Board of Trustees resolves pursuant to sub-clause A. of this clause that an Affiliated National Institute shall cease to be an Affiliated National Institute:

(i) written notice of the resolution shall be given to the Secretary of that Affiliated National Institute, the Secretaries of the other Affiliated National Institutes and the next Annual General Meeting of the Institute, and

(ii) the said Affiliated National Institute shall cease to be an Affiliated National Institute on the date specified in the resolution.

C. If a resolution of the corporate members of an Affiliated National Institute is passed resolving that on a date specified in the said resolution the said Affiliated National Institute shall cease to be an Affiliated National Institute the said body shall on the said date cease to be an Affiliated National Institute unless before the said date a resolution of the corporate members of that body is passed revoking the said resolution.

D. Any Affiliated National Institute passing a resolution or resolutions referred to in sub-clause C. of this clause shall forthwith give written notice thereof to the Secretary of the Institute and the Secretary of each of the other Affiliated National Institutes and Affiliated National Branches; following receipt thereof The Board of Trustees shall give notice thereof to the next Annual General Meeting of the Institute.

23. A. The Board of Trustees may admit to Membership of the Institute such members of an Affiliated National Institute as the Board of Trustees determines have equivalent qualifications or experience which in the United Kingdom would allow them to qualify as Corporate Members or Non-Corporate Members of the Institute. The status of such persons as Corporate Members or Non Corporate Members, the admission of such persons as members, and their respective rights and obligations of membership shall be as the Board of Trustees may from time to time determine

B. On an Affiliated National Institute ceasing for any reason to be an Affiliated National Institute it shall within two months of the date of such cessation change its name in accordance with the undertaking given under 19 B. (x).

PART IV AFFILIATED NATIONAL BRANCHES

24. A. If and whenever there is received by the Secretary a resolution of the corporate members of any Overseas Branch resolving, subject to the approval of the Board of Trustees, that:

(i) the Overseas Branch shall become an Affiliated National Branch, and

(ii) The Board of Trustees be requested to approve:

(a) the formation of an Affiliated National Branch

(b) the constitution of the same

(c) the dissolution of the Overseas Branch, and

(d) the transfer of its assets, liabilities and membership to such Affiliated National Branch

The Board of Trustees shall, where it is of the opinion that the needs, interests or convenience of the members comprised in such Overseas Branch will be met more appropriately by the activities of an Affiliated National Branch, authorise the formation of such body, the dissolution of such Overseas Branch and the transfer of its assets, liabilities and membership to such Affiliated National Branch on and subject to such terms and conditions as The Board of Trustees shall deem fit in all the circumstances. On such transfer taking place the Overseas Branch shall be dissolved and the provisions of Part II of these Bye-Laws shall not apply to the Affiliated National Branch which has replace it.

B. Without prejudice to the generality of the foregoing each Affiliated National Branch shall:

(i) be a limited company or other body incorporated with limited liability,

(ii) adopt and maintain as part of its constitution, aims and objects similar to those contained in the Institute's constitution so as to comply with section 30 (3) of the Companies Act 1985 as from time to time amended or re-enacted and at all times conduct its affairs in accordance with and in furtherance of such aims and objects,

(iii) include in its constitution provisions relating to its existence as an Affiliated National Branch which are complementary to those contained or referred to in these Bye-Laws, excepting that all members of an Affiliated National Branch shall be allowed to vote in general meetings on all matters other than those of a constitutional nature, specifically, the approval of amendments to the Memorandum and Articles of Association, or equivalent legal provisions, also that the senior honorary officer of an Affiliated National Branch shall be known as the Chairman, and specifically not, the President, of said body,

(iv) adopt as its name the words 'The Institute of Quarrying' followed by the name of the Country or State in which that body is formed or by such other word or words indicating the part of the world in which it operates as shall have first been approved by the Board of Trustees,

(v) adopt and maintain grades of membership of an equivalent standard to those of the Institute,

(vi) progress any future regional development through the establishment of sub-branches at such times and in such places as shall most conveniently meet the needs of local members,

(vii) indemnify the Institute from and against all liabilities (including contingent liabilities), actions, claims, costs and demands arising in respect of or out of any act, omission or event occurring prior to or contemporaneously with the dissolution of that Overseas Branch,

(viii) supply The Board of Trustees promptly with such details as it shall from time to time reasonably require of each new member of that body together with a copy of his application for membership and request The Board of Trustees to elect him as an Affiliated Overseas Member, unless he is and wishes to remain a corporate member of the Institute in his own right,

(ix) collect and account to the Institute for the entrance fees and affiliation fees payable to the Institute by Affiliated Overseas Members who are members of that body,

(x) prepare annual accounts for each financial year and send promptly after the same have been prepared copies of its audited annual accounts, minutes of its Governing Body's meetings, minutes of Annual General Meetings of its members and minutes of Extraordinary General Meetings of its members to the Institute and members of the Presidents' Committee and also to the Institute's auditors, for the time being who shall be engaged to review such documents and report accordingly to the Presidents' Committee, The Board of Trustees and the other Governing Bodies,

(xi) give a binding undertaking to the Institute that if for any reason it ceases to be an Affiliated National Branch it will within two months of the date of such cessation change its name and constitution so that neither indicates or implies any association with the Institute and shall forthwith cease to use the Institute's Coat of Arms. Nothing in this paragraph contained shall prevent a former Affiliated National Branch from using the words 'Institute', 'Quarrying' or the name of the Country or State in which it is incorporated in its new name provided its new name is clearly different from the name used when it was an Affiliated National Branch.

C. (i) The provisions of clauses 6F. and 13 of the Articles shall apply to corporate members and non-corporate members respectively of any Overseas Branch when its members are transferred to an Affiliated National Branch pursuant to these Bye-Laws.

(ii) On the dissolution of an Overseas Branch taking effect in accordance with sub-clause A. of this clause members of the Institute who were members of that Branch shall cease to be members of the Institute and subject only to the provisions of paragraph (i) of this sub-clause all such members shall automatically become Affiliated Overseas Members and be registered as such in the Institute's register of non-corporate members.

D. The Institute shall send promptly after the same have been prepared copies of its audited annual accounts, minutes of its Board of Trustees meetings, minutes of Annual General Meetings of its corporate members and minutes of Extraordinary General Meetings of its corporate members to members of the Presidents' Committee and the secretary of each of the Affiliated National Branches.

25. The Chairman of each Affiliated National Branch shall be a member of the committee known as the Presidents' Committee, whose terms of reference are appended to these Bye-Laws.

A. If The Board of Trustees has reason to believe that an Affiliated National Branch has failed and continues to fail to a material extent to comply with the terms and conditions agreed to at the time it became an Affiliated National Branch and/or with any of the requirements laid down in sub-clause B. of clause 23 The Board of Trustees shall negotiate through its officers with the officers and the Governing Body of that Affiliated National Branch and through the members of the Presidents' Committee and by such negotiations seek to reach an amicable solution whereby the relevant Affiliated National Branch takes all necessary steps to ensure that in future the said terms, conditions and requirements are complied with by it in all material respects. If despite such negotiations the Affiliated National Branch fails or refuses to take the steps, which in the opinion of The Board of Trustees in its sole discretion for which it shall not be liable to account are necessary to ensure that the Affiliated National Branch will in future comply with the said terms, conditions and requirements in all material respects, The Board of Trustees may with the consent of not less than three-quarters in number of the members present at a meeting of the Board of Trustees, resolve that the said Affiliated National Branch ceases to be an Affiliated National Branch.

B. If The Board of Trustees resolves pursuant to sub-clause A. of this clause that an Affiliated National Branch shall cease to be an Affiliated National Branch:

(i) written notice of the resolution shall be given to the Secretary of that Affiliated National Branch, the Secretaries of the other Affiliated National Branches and Affiliated National Institutes and the next Annual General Meeting of the Institute, and

(ii) the said Affiliated National Branch shall cease to be an Affiliated National Branch on the date specified in the resolution.

C. If a resolution of the corporate members of an Affiliated National Branch is passed resolving that on a date specified in the said resolution the said Affiliated National Branch shall cease to be an Affiliated National Branch the said body shall on the said

date cease to be an Affiliated National Branch unless before the said date a resolution of the corporate members of that body is passed revoking the said resolution.

D. Any Affiliated National Branch passing a resolution or resolutions referred to in sub-clause C. of this clause shall forthwith give written notice thereof to the Secretary of the Institute and the Secretary of each of the other Affiliated National Branches and Affiliated National Institutes; following receipt thereof The Board of Trustees shall give notice thereof to the next Annual General Meeting of the Institute.

26. On an Affiliated National Branch ceasing for any reason to be an Affiliated National Branch it shall within two months of the date of such cessation change its name in accordance with the undertaking given under 23 B. (xi).

THE SCHEDULE

Particulars of Branches established in the United Kingdom and Overseas

Branch	District in respect of which the Branch is established
UNITED KINGDOM	
Scottish	All of Scotland
Northern Ireland	All of Northern Ireland.
North of England	Durham, Gateshead, Hartlepool, Middlesbrough, Newcastle Upon Tyne, North Tyneside, Northumberland, part of Cumbria, Redcar, South Tyneside, Stockton-on-Tees, Sunderland.
Yorkshire	Barnsley, Bradford, Calderdale, Doncaster, East Riding of Yorkshire, Kingston Upon Hull, Kirklees, Leeds, North Lincolnshire, North Yorkshire, Rotherham, Sheffield, Wakefield, York
Lancashire	Bolton, Bury, part of Cheshire, part of Cumbria, Isle of Man, Knowsley, Lancashire, Liverpool, Manchester, Oldham, Rochdale, Salford, Sefton, St Helens, Stockport, Tameside, Trafford, Wigan, Wirral
North Wales	Aberconwy & Colwyn, Anglesey, Caernarfonshire & Merionethshire, part of Cheshire, Denbighshire, Flintshire, part of Powys, Wrexham.
Derbyshire	Derbyshire, part of Cheshire, part of Staffordshire.
Midlands	Cambridgeshire, Coventry, Leicestershire, Lincolnshire, Norfolk, North East Lincolnshire, part of Northamptonshire, Nottinghamshire, Rutland, part of Staffordshire, Suffolk, Warwickshire.
West Midlands	Birmingham, Dudley, Hereford and Worcester, part of Powys, Sandwell, Shropshire, Solihull, part of Staffordshire, Walsall, Wolverhampton, part of West Midlands

London and Home Counties	Bedfordshire, Berkshire, Buckinghamshire, Channel Islands, East Sussex, Essex, Greater London, Hampshire, Hertfordshire, Isle of Wight, Kent, Oxfordshire, Surrey, West Sussex
West of England	Bath & North East Somerset, Bristol, Dorset, Gloucestershire, North Somerset, Somerset, South Gloucestershire, Wiltshire
South Wales	Blaenau Gwent, Bridgend, Caerphilly, Cardiff, Cardiganshire, Carmarthenshire, Merthyr Tydfil, Monmouthshire, Neath & Port Talbot, Newport, Pembrokeshire, part of Powys, Rhondda Cynon Taff, Swansea, Torfaen, Vale of Glamorgan
Devon and Cornwall	Devon and Cornwall.

AFFILIATED NATIONAL INSTITUTES, AFFILIATED NATIONAL BRANCHES AND
OVERSEAS BRANCH

The Institute of Quarrying Australia	The Commonwealth of Australia (ANI)
Hong Kong Branch	The Territory of Hong Kong (Overseas branch)
The Institute of Quarrying Malaysia	The Federation of Malaysia (ANI)
The Institute of Quarrying New Zealand	New Zealand (ANI)
The Institute of Quarrying Southern Africa (ANB)	The territory of Southern Africa