

The Companies Acts 1948-2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

## Articles

Articles of Association of the Institute of Quarrying as adopted by Special Resolution passed on 16 May 2014.

### GENERAL

1. In these Articles 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:

WORDS	MEANINGS
The Act	The Companies Act, 2006, including any statutory modification or re-enactment thereof for the time being in force.
These Articles	These Articles of Association as amended from time to time.
Branch Representatives	such persons as may from time to time be elected or appointed branch representatives under the provisions of the Bye-Laws
The Institute	The above-named Institute.
The Industry minerals, recycled	The extraction and processing of minerals, including secondary materials, crushed and dimension stone.
The Board of Trustees	The Board of Trustees for the time being of the Institute.
Affiliated National Institute	An affiliated overseas body incorporated with limited liability authorised by The Board of Trustees under the Bye-Laws.
Bye-Laws	The Bye-Laws from time to time made by The Board of Trustees under the powers vested in it by these Articles.

Corporate members	Honorary Fellows, Fellows and Members of the Institute who together are the members of the Institute for the purpose of the Memorandum of Association, and 'corporate member' shall be construed accordingly.
Council	The council of representatives constituted in accordance with article 50G
Elected Members	Those members of the Board of Trustees elected in accordance with Article 38H
Non-corporate members	Persons not being corporate members who are pursuant to the Bye-Laws non-corporate members and for the purpose of clarity described as such in the Bye-Laws and 'non-corporate member' shall be construed accordingly.
Affiliated Overseas Members	Members of Affiliated National Institutes who by reason of such membership are non-corporate members of the Institute and 'Affiliated Overseas Member' shall be construed accordingly.
Nominations Committee	A nominations committee appointed for that purpose by resolution of the Board of Trustees
Overseas Branch	A national Branch established in a country outside the United Kingdom.
The Office	The registered office of the Institute.
The Seal	The common seal of the Institute.
The United Kingdom	Great Britain, Northern Ireland, the Isle of Man and the Channel Isles.
Month	Calendar month.
In writing	Written, printed or typed, or partly one and partly another and other modes of representing or reproducing words in visible form.

And 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.

Where in the Articles reference is made to persons being 'corporate members of Affiliated National Institutes', or other similar wording is used, the wording shall refer to members of Affiliated National Institutes who under the constitution of those Institutes hold similar grades to those of corporate members of the Institute.

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

### **CORPORATE MEMBERS**

2. The number of corporate members with which the Institute is registered is 5,000 but The Board of Trustees may from time to time register an increase in corporate members.

3. The provisions of section 352 of the Act shall be observed by the Institute, and every corporate member of the Institute shall either sign a written consent to become a corporate member or sign the register of corporate members on becoming a corporate member.

4. The Institute is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as The Board of Trustees shall admit to corporate membership in accordance with the provisions hereinafter contained shall be corporate members of the Institute.

6. A. There shall be three grades of corporate membership:

(i) HONORARY FELLOWS, being persons elected as such by The Board of Trustees whose services to and current position in the Institute and/or the Industry are considered by The Board of Trustees to merit such recognition.

(ii) FELLOWS, being persons elected as such by The Board of Trustees who shall at the time of application have suitable qualifications and experience as determined in

the absolute discretion of The Board of Trustees and shall be engaged in the Industry and shall:

(a) have met the Membership requirements of the Institute;

and

(b) have at least seven years' experience in the Industry including four years in a position of senior managerial charge.

(iii) MEMBERS, being persons elected as such by The Board of Trustees who shall at the time of application have suitable qualifications and experience as determined in the absolute power discretion of The Board of Trustees and engaged in the Industry and shall:

(a) have passed the professional examination of the Institute or possess an exempting qualification;

and

(b) have completed a period of training and experience in the Industry, of which not less than three years shall have been in a position of responsible charge.

B. An Inspector of Mines or Quarries or a candidate having the same experience in a position of equivalent status may:

(i) be elected by The Board of Trustees as a Fellow if he shall have had appropriate level of experience in the Inspectorate as determined in the absolute discretion of The Board of Trustees and shall be exempt from the requirements of sub-clauses A. (ii)

(a) and (b) hereof, and

(ii) be elected as a Member if he shall have had appropriate level of experience in the Inspectorate as determined in the absolute discretion of the Board of Trustees and shall be exempt from the requirements of sub-clauses A. (iii) (a) and (b) hereof.

C. (i) No Honorary Fellow shall be elected other than by way of Resolution of the Board of Trustees.

(ii) The Board of Trustees shall in the case of every person proposed for membership have an absolute and uncontrolled discretion to refuse to elect such person without giving any reason for such refusal.

D. For the purpose of clauses A. and B. hereof the expressions 'senior managerial charge', 'responsible charge', 'engaged in the Industry', 'exempting qualification', 'position of equivalent status' and 'experience in the Industry' shall have such meanings as may from time to time be determined by The Board of Trustees at its absolute discretion.

E. A candidate with no exempting qualification but having ten years' experience in the Industry, of which not less than five years shall have been in a position of managerial charge, may at the discretion of The Board of Trustees be admitted as a Fellow and shall be exempt from the provisions of sub-clause A. (ii) hereof, but he shall be required either to pass specified papers from the professional examination of the Institute or present a thesis on an approved subject and, if required by the Board of Trustees, submit to a viva voce test.

F. On the transfer of the membership of an Overseas Branch to an Affiliated National Institute with the approval of and on the terms laid down by The Board of Trustees in accordance with the Bye-Laws:

(i) An Honorary Fellow who is a member of that Branch shall remain a corporate member and

(ii) Any other corporate member who is a member of that Branch may remain a corporate member in his own right provided he gives written notice to the Secretary of the Institute of his wish to remain a corporate member within six months of that Branch becoming an Affiliated National Institute.

nothing in this clause shall prevent an Affiliated Overseas Member from applying to become a corporate member in his own right if he wishes to do so.

7. Every candidate for election to a grade of corporate membership shall complete such application form for membership as The Board of Trustees shall from time to

time prescribe whereby he shall agree if elected that he will, if not already a corporate member, become a corporate member of the Institute.

8. Corporate members of the Institute shall pay to the Institute such entrance fees and subscriptions as shall from time to time be prescribed by The Board of Trustees and approved by the Institute in General Meeting.

9. Any corporate member may resign from corporate membership of the Institute upon giving three months' notice in writing addressed to the Secretary and expiring at the end of the Institute's financial year; a notice of resignation expiring at a time other than the end of the Institute's financial year shall if approved by The Board of Trustees and unless withdrawn by the corporate member be deemed to be a notice of resignation expiring at the end of the financial year current on the date when such notice originally purported to expire. No notice of resignation shall in any way prejudice the liability for any monies due to the Institute by the corporate member concerned.

10. If any corporate member neglects to pay any monies due to the Institute within three months after the same shall have become due such corporate member shall on receiving written notice to that effect from The Board of Trustees thereupon be suspended from all rights and privileges of membership and such suspension shall continue until the payment in full of all arrears of the corporate member so suspended or until the determination of the corporate membership of the suspended corporate member.

11. A. If The Board of Trustees upon complaint of not less than twenty corporate members resolve that The Board of Trustees is of the opinion that any corporate member of the Institute has committed a breach of any of these Articles or of any Bye-Laws, Code of Conduct, rules or regulations made thereunder or has been guilty of conduct prejudicial or tending to the prejudice of the Institute The Board of Trustees shall forthwith give notice in writing to the corporate member alleged to be in default specifying the general nature of the complaint made against such corporate member and specifying a date not less than forty-eight hours from the date of such notice on which a meeting of a disciplinary panel appointed by the Board of Trustees

will be held at which such corporate member may attend and make such explanation as such corporate member may desire.

B. If after receiving the recommendations of the disciplinary panel or after further considering the matter if the corporate member concerned does not attend such meeting or make such explanation The Board of Trustees by a resolution of not less than three-quarters of the members present at the meeting of The Board of Trustees confirms its previous resolution such corporate member shall thereupon be suspended from the benefit of corporate membership of the Institute.

C. Unless within seven days of such suspension the corporate member concerned shall by notice in writing addressed to the Secretary require the matter to be placed before the Institute in General Meeting such corporate member shall at the expiration of the said period of seven days cease to be a corporate member of the Institute without prejudice to such corporate member's liability to pay any sum then due to the Institute.

D. If any corporate member suspended as aforesaid shall so require the matter to be placed before the Institute in General Meeting the Secretary shall call a General Meeting as soon as reasonably possible after the receipt of such notice. The corporate member alleged to be in default shall be entitled to receive the same notice of the said General Meeting as the other corporate members and shall have the same right to attend and make explanation as such corporate member had of attending before the disciplinary panel.

E. If after hearing the aforesaid explanation or after considering the matter if the corporate member concerned does not attend or make such explanation, the Institute in General Meeting by resolution of not less than three-quarters of the votes cast at such meeting so resolves the suspended corporate member shall thereupon cease to be a corporate member of the Institute without prejudice however to anything done or omitted whilst such suspension has been in force.

**NON-CORPORATE MEMBERS AND RECIPROCAL RECOGNITION OF OVERSEAS MEMBERSHIPS**

12. A. The Board of Trustees may from time to time make Bye-Laws providing for the election of persons to non-corporate membership. Those grades of non-corporate members known as Associates, Students, Technical Members and Affiliated Overseas Members shall not be corporate members but shall have such rights and privileges as the Bye-Laws shall from time to time provide.

B. The corporate members and non-corporate members shall be comprised in such Branches or other groups as the Bye-Laws may from time to time provide.

C. The Board of Trustees may from time to time make Bye-Laws concerning Affiliated National Institutes and Affiliated National Branches which are or have been formed to take over membership of any Overseas Branch and the transfer of the assets, liabilities and membership of any such Overseas Branch (as the case may be) to such Affiliated National Institute or Affiliated National Branch.

D. The Board of Trustees may from time to time make Bye-Laws providing for other overseas bodies, which do not fall within the provisions of clause C. of this Article, to become Affiliated National Institutes or Affiliated National Branches.

E. Before such Bye-Laws are made, under clauses C. or D. of this Article, The Board of Trustees shall ensure that the Presidents' Committee is fully consulted.

13. On the transfer of the membership of an Overseas Branch to an Affiliated National Institute or an Affiliated National Branch with the approval and on the terms laid down by The Board of Trustees in accordance with the Bye-Laws:

A. Each corporate member who is a member of that Branch and does not by virtue of clause F. of Article 6 remain a corporate member shall cease to be a corporate member and shall become an Affiliated Overseas Member.

B. Each non-corporate member who is a non-corporate member of that Branch shall unless he shall have first indicated in writing to the Institute that he wishes to remain

a non-corporate member in his own right cease to be a non-corporate member and become an Affiliated Overseas Member.

C. Nothing in this Article shall prevent an Affiliated Overseas Member from applying to become a non-corporate member in his own right if he wishes to do so.

D. Notwithstanding the foregoing provisions of these Articles, 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.

#### **DESIGNATORY LETTERS AND COAT OF ARMS**

14. A. (i) A corporate member who has been elected into the grade of Honorary Fellow may describe himself as an 'Honorary Fellow of The Institute of Quarrying' and may use the designatory letters 'Hon. F.I.Q.'

(ii) A corporate member who has been elected into the grade of Fellow may describe himself as a 'Fellow of The Institute of Quarrying' and may use the designatory letters 'F.I.Q.'

(iii) A corporate member who has been elected into the grade of Member may describe himself as a 'Member of The Institute of Quarrying' and may use the designatory letters 'M.I.Q.'

(iv) No non-corporate member shall use as his description or as part thereof the words 'Member of The Institute of Quarrying' or any other words or designatory letters tending to associate him with the Institute; other than in the case of a non-corporate member being a Technical Member who may describe himself as a "Technical Member" of the Institute of Quarrying and who may use the designatory letters 'T.M.I.Q.'

(v) Notwithstanding the provisions of sub-clause A. (v) of this Article an Affiliated Overseas Member who is an Honorary Fellow, Fellow or Member of the Affiliated National Institute or Affiliated National Branch of which he is a corporate member may use the designatory letters applicable to his grade of membership provided the grade to which he belongs is, under the constitution of the relevant Affiliated National Institute or Affiliated National Branch, of an equivalent standard to the grade having the same name in these Articles.

(vi) Where any person who under the provisions of this Article is entitled to use as his description or as part thereof the words 'Member of The Institute of Quarrying', acts jointly or in partnership with any other person who is not so entitled, the said description shall not be used to describe the firm or partnership, and no designatory letters or any words tending to associate the firm or partnership with the Institute shall be used as part of the name thereof.

B. The Institute, the Branches of the Institute, the Affiliated National Institutes and the Affiliated National Branches shall be entitled to use the Institute's Coat of Arms on and subject to such terms and conditions as The Board of Trustees shall from time to time direct.

## **GENERAL MEETINGS**

15. 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 Board of Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

16. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

17. The Board of Trustees may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.

18. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying 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 hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Institute; but with the consent of all the corporate 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 corporate members may think fit.

19. The accidental omission to give notice of a meeting to or 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 GENERAL MEETINGS**

20. 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 Board of Trustees and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

21. 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 ten corporate members personally present shall be a quorum.

22. 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 corporate 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 Board of Trustees 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 corporate members present shall be a quorum.

23. The Chairman of the Institute and failing him the Deputy Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, and willing to preside, the corporate members present shall choose some corporate member of the Board of Trustees, or if no such corporate member be present or if all the corporate members of The Board of Trustees present decline to take the chair, they shall choose some corporate member of the Institute who shall be present to preside.

24. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a 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 corporate members shall not be entitled to any notice of an adjournment, or of the business to be transacted at the adjourned meeting.

25. A poll shall be taken on every resolution for the election of any Honorary Officer. Subject as aforesaid 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 chairman of the meeting or by at least three corporate members present in person or by proxy, or by a corporate member or corporate members in person or by proxy and representing one-tenth of the total voting rights of all the corporate members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman 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 the resolution. The demand for a poll may be withdrawn.

26. Subject to the provisions of Article 29, a poll shall be taken at such time and place, and in such manner, as the chairman 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.

27. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

29. 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**

30. Subject as hereinafter provided, every corporate member shall have one vote.

31. Save as herein expressly provided, no member other than a corporate 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 corporate membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another corporate member, at any General Meeting.

32. Votes may be given on a poll either personally or by proxy. On a show of hands a corporate member present only by proxy shall have no vote.

33. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.

34. 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 proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, 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.

35. 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.

36. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

THE INSTITUTE OF QUARRYING

"I

of

a corporate member of the above-named Institute, hereby,

appoint

of,

and failing him,

of,

to vote for me and on my behalf 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.

As witness my hand this                    day of                    ."

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

### **BOARD OF TRUSTEES**

37. A. The Board of Trustees shall comprise:

- (i) the Honorary Officers (As defined by Article 38); and

(ii) The Elected Members (as defined by Article 38)

B. The number of members of The Board of Trustees (including the Honorary Officers) shall not be less than eight.

C. No person shall be elected or appointed to The Board of Trustees unless he is a corporate member.

38. A. The Honorary Officers shall be:

(i) the President,

(ii) the Chairman, and

(iii) the Deputy Chairman.

38 B. The Deputy Chairman shall be elected by the Council from those candidates nominated by the Nominations Committee. He shall hold office from his election for a fixed period of two years and shall thereafter become Chairman.

38 C. The Chairman shall hold office for a fixed period of two years and shall thereafter become President.

38 D. The President shall hold office for a fixed period of two years and shall thereafter cease to be a member of the Board of Trustees.

38 E. An Honorary Officer or Elected Member who ceases to be a corporate member of the Institute or who resigns as a Trustee shall cease forthwith to hold office.

38 F. A casual vacancy among any of the Honorary Officers or Elected Members may be filled by an appointment by the Board of Trustees. Such an appointee shall hold office from his appointment until the election of the next holder of his office has taken place at the next Annual General Meeting and shall be eligible for election at that meeting.

38 G Potential Elected Members shall be selected, and proposed to the Institute in general meeting by the Nominations Committee and appointed by election by a vote in the manner specified in Article 38 H.

38 H A vote of the Corporate Members shall elect the Elected Members. Such vote shall take place at a general meeting of the Institute; or at the option of the Board of Trustees may be carried out by ballot in accordance with such procedure and practice as the Board of Trustees shall determine. The votes shall be counted by the Secretary and one member of the Board of Trustees who is not a candidate in the election. The candidates receiving the majority of votes shall be declared elected. In the case of equality of votes, the Chairman shall be entitled to a second or casting vote and his decision shall be final and conclusive. The number of votes cast for each candidate shall be declared at the Annual General Meeting. An Elected Member shall hold office from his election for a fixed period of two years.

39 A Vice-President elected prior to the date of adoption of these Articles shall retain the title of Vice President during his life, or until he shall resign that office or cease to be a corporate member of the Institute; but shall not be an Honorary Officer.

40. The Board of Trustees may appoint any corporate member of the Institute as an Additional Member to serve on the Board of Trustees; but shall not do so if immediately after that appointment the number of such Members serving on the Board of Trustees would exceed ten. A corporate member appointed under this power shall serve on The Board of Trustees for up to two years and shall then be eligible for re-appointment.

#### **POWERS OF THE BOARD OF TRUSTEES**

41. The business of the Institute shall be managed by The Board of Trustees who may make Bye-Laws (not inconsistent with or amounting to an alteration of these Articles) for the conduct of the affairs of the Institute, 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 Articles required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting, but no regulation made by the Institute in General Meeting shall

invalidate any prior act of The Board of Trustees which would have been valid if such regulation had not been made.

42. The members for the time being of The Board of Trustees may act notwithstanding any vacancy in their body; provided always that in case the members of The Board of Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as The Board of Trustees for the purpose of admitting persons to membership of the Institute, filling up vacancies in their body, or summoning a General Meeting, but not for any other purpose.

### **PROCEEDINGS OF THE BOARD OF TRUSTEES**

43. The Board of Trustees may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five members of the Board of Trustees shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes: in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

44. A member of The Board of Trustees may, and on the request of a member of The Board of Trustees, the Secretary shall at any time, summon a meeting of The Board of Trustees by notice served upon the several members of the Board of Trustees.

45. The Chairman of the Institute shall be entitled to preside at all meetings of The Board of Trustees at which he shall be present, but if there be no such Chairman, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Deputy Chairman shall preside and failing him the members of The Board of Trustees present shall choose one of their number to be the chairman of the meeting.

46. A meeting of The Board of Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in The Board of Trustees generally. Provided that no resolution of a meeting of The Board of Trustees or of any

committee of The Board of Trustees shall be valid or of any effect unless a majority of the persons present at such meeting are corporate members.

46A. A resolution in writing signed by or verified by electronic means by a majority of members for the time being of the Board of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and constituted.

47. The Board of Trustees may delegate any of its powers to committees consisting of such member or members of The Board of Trustees as it thinks fit, or to the Committee of any Branch established under the Bye-Laws provided that such committee shall consist predominantly of corporate members, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of The Board of Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Trustees.

48. All acts bona fide done by any meeting of The Board of Trustees or of any committee of the Board of Trustees, or by person acting as a member of the Board of Trustees, 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 Board of Trustees.

49. The Board of Trustees shall cause proper minutes to be made of all appointments of officers made by The Board of Trustees and of the proceedings of all meetings of the Institute and of The Board of Trustees and of committees of the Board of Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## **DISQUALIFICATION OF MEMBERS OF THE BOARD OF TRUSTEES**

50. The office of a member of The Board of Trustees shall be vacated:

- 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 not being one of the non-corporate members mentioned in sub-clause A. (v) of Article 37 he ceases to be a corporate 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 provision under the Act.
- F. If he is removed from office by a resolution duly passed pursuant to the Act.

## **COUNCIL OF REPRESENTATIVES**

**50 G** The Council shall comprise:

- (i) the Honorary Officers
- (ii) the Branch Representatives
- (iii) up to 10 other members, elected under the provisions of the Bye Laws
- (iv) such other persons (not exceeding 5 in total) as Council may from time to time co-opt to the Council

**50H** The Council shall operate as a forum to allow representatives and those interested in the activities of the Institute to express views and opinions on matters of policy, activities, strategy and professional and other matters with which the Institute is involved.

**50 I** . The Council may meet for the dispatch of its business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five members of the the

Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes: in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

## **SECRETARY**

51. The Secretary and the Treasurer shall be appointed by The Board of Trustees for such time, at such remuneration and upon such conditions consistent with the provisions of Clause 4 of the Memorandum of Association as they may think fit, and any Secretary or Treasurer so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board of Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The offices of Secretary and Treasurer may be held by one person.

## **SEAL**

52. The Seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees, and in the presence of at least two members of The Board of Trustees and of the Secretary, and the said members and the Secretary shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

## **ACCOUNTS**

53. The Institute in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the corporate members, other than members of the Board of Trustees, of the accounts and books of the Institute, or any of them, and subject to such restrictions the accounts and books of the Institute shall be open to the inspection of such corporate members at all reasonable times during business hours.

54. At the Annual General Meeting in every year The Board of Trustees shall lay before the Institute a proper income and expenditure account for the period since the

last preceding account made up to a date not more than four 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 Board of Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements 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 section 238 (4) 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 laid before the meeting as required by section 241 of the Act.

## **AUDIT**

55. Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

## **NOTICES**

56. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by international post addressed to the intended recipient;
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied;
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a business day.

In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

## **DISSOLUTION**

57. Clause 9 of the Memorandum of Association of the Institute relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles with the words 'corporate members' substituted for the words 'the members of the Institute' where they appear in the said clause.