

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE INSTITUTE OF HISTORIC BUILDING CONSERVATION**  
**Company Number: 03333780**  
**England and Wales Registered Charity Number: 1061593**  
**Scotland Registered Charity Number: SC041945**

**(Adopted by special resolution passed on 2020)**

**1. INTERPRETATION**

1.1 In these Articles, unless the context otherwise requires:

**Act:** means the Companies Act 2006;

**AGM:** means annual general meeting;

**Articles:** means the Institute's articles of association for the time being in force;

**Branch:** means any branch of the Institute formed in pursuance of the Objects;

**Board:** means the board of Directors as constituted from time to time;

**Business Day:** means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

**Byelaws:** means the laws of the Institute as amended from time to time in accordance with these Articles;

**Chair:** means the honorary chair of the Institute who is a Director that is also responsible to the Members for ensuring that the actions of the Board are undertaken in accordance with the terms of the Charter and any applicable Byelaws;

**Charities Act:** means the Charities Act 2011;

**Charity Commission:** means the Charity Commission for England and Wales;

**Charter:** means any Royal charter of incorporation of the Institute from time to time in force and as amended or added to from time to time, and any such charter shall include all supplemental charters that may be implemented from time to time;

**Chief Executive:** means the person charged with the management of the Institute under whatever title or designation that the Board may determine from time to time;

**Circulation Date:** in relation to a written resolution, has the meaning given to it in the Act;

**Clear days:** in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

**Code of Conduct:** means the Code of Conduct of the Institute from time to time;

**Company Secretary:** means the statutory company secretary who is employed by the Institute from time to time;

**Connected Person:** means any person falling within one of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or
- (b) the spouse or civil partner of any person in (a); or
- (c) any person who carries on business in partnership with a Director or with any person in (a) or (b); or
- (d) an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together;
- (e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

**Conservation:** means the conservation and enhancement of the built and historic environment;

**Council:** the group constituted by the Board pursuant to article 28 for the purpose of providing Institute representation, in particular from the Branches, with a view to further developing potential Board members and Officers of the Institute;

**Director:** means a director of the Institute. The Directors are charity trustees as defined in the Charities Act;

**document:** includes, unless otherwise specified, any document sent or supplied in electronic form;

**electronic form and electronic means:** have the meaning given to such terms in section 1168 of the Act;

**Fee:** means any Membership subscription, application and/or transfer fee that may be payable by the Members from time to time;

**Financial Expert:** means a person who is reasonably believed by the Directors to be qualified to give advice on investments by reason of their ability in and practical experience of financial and other matters relating to investments;

**Honorary Secretary:** means the elected secretary of the Institute from time to time;

**Institute:** means The Institute of Historic Building Conservation, which is a charitable company regulated by the Articles;

**Member:** means a person who is accredited by and registered to the Institute and who shall have the rights set out in article 8.2, and who shall also be a subscriber to the Memorandum and admitted to membership in accordance with the Articles, and the term Membership shall be construed accordingly;

**Model Articles:** means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*);

**Objects:** means the objects of the Institute as stated in article 2;

**Officer:** means the Chair, Vice Chair, Treasurer and Honorary Secretary as appointed pursuant to article 18;

**Principal Office:** means the principal office of the Institute for the time being;

**Register:** means the register of Members of the Institute for the time being;

**Special Interest Group:** means those groups constituted from time to time pursuant to article 28.7;

**Special resolution:** has the meaning given in section 283 of the Act;

**Treasurer:** means the honorary treasurer who this the person that is responsible to the Board for the administration of the financial affairs of the Institute and for ensuring that proper accounts are kept in accordance with the Byelaws of the Institute from time to time;

**United Kingdom:** means Great Britain and Northern Ireland; and

**writing:** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- (a) any subordinate legislation from time to time made under it; and
  - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 The Model Articles shall not apply to the Institute.

## 2. **OBJECTS**

- 2.1 The Institute's objects are restricted specifically, in each case only for the public benefit to the:
- (a) Conservation and enhancement of the historic environment;
  - (b) promotion of the highest standards of specialist skills in built and historic environment Conservation including in the understanding, care, and enhancement of the built and historic environment; accreditation and regulation of built and historic environment Conservation professionals; and
  - (c) education and training of such professionals alongside any parties or interests that can help secure observance of the Objects of the Institute as set out in articles 2.1(a) to 2.1(b) inclusive above.
- 2.2 Nothing in these Articles shall authorise an application of the property of the Institute for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.

## 3. **POWERS**

In pursuance of the Objects, but not further or otherwise, the Institute has the power to:

- (a) trade in the course of carrying out the Objects and carry out any other trade which is not expected to give rise to taxable profits;

- (b) establish, maintain or purchase companies to carry on any trade;
- (c) lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;
- (d) set aside funds for particular purposes or as reserves against future expenditure;
- (e) deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert, having regard to the suitability of investments and the need for diversification;
- (f) delegate the management of investments to a Financial Expert, but only on terms that:
  - (i) the Institute's investment policy is set down in writing by the Board for the Financial Expert;
  - (ii) all transactions are reported promptly and regularly to the Board;
  - (iii) investment performance is reviewed regularly with the Board;
  - (iv) the delegation arrangement may be cancelled by the Board at any time;
  - (v) a review of the investment policy and the delegation arrangement shall be carried out at least annually;
  - (vi) all payments due to the Financial Expert fall within a scale or a level which is agreed in advance and are notified promptly to the Board on receipt;
  - (vii) the Financial Expert must not do anything outside the powers of the Institute;
- (g) arrange for the investments or other property of the Institute to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom) which is either under the control of the Board or of a Financial Expert acting on their instructions, and to pay any reasonable fee required;
- (h) co-operate with other bodies and to exchange information and advice with them;
- (i) establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Objects;
- (j) enter into partnership or other arrangement with any other body with objects similar to any or all of the Objects;
- (k) acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Objects;
- (l) to employ persons or bodies and to grant, continue and pay such salaries, pensions, gratuities or other sums in recognition of services as the Board may from time to time think proper for the pursuant of the Objects;
- (m) to develop, improve and maintain the practice of built and historic environment conservation and the understanding of the role of conservation in society;
- (n) to promote the highest standards of competence and practice in persons and organisations engaged in or about to engage in historic building conservation, developments in historic environments and related disciplines, and to maintain these standards amongst its own Members;

- (o) to test by examination or otherwise the competence of persons and organisations engaged in or about to engage in built and historic environment conservation and related disciplines, and to award certificates and distinctions, and to institute and establish scholarships, grants, awards and other benefactions;
- (p) to promote, encourage, guide and cooperate in the education and training of those who wish to be or those who are practising, or are interested in, built and historic environment conservation or connected therewith and, in particular, to promote the professional development of building conservation and historic environment specialists;
- (q) to promote the efficiency and usefulness of its Members to the community at large by setting a high standard of professional and general education, knowledge and conduct and otherwise to enhance the status of built and historic environment specialists in society;
- (r) to act as an authoritative body for the purpose of consultation with the legislature, public bodies and others in matters of public, professional and scientific interest concerning the built and historic environment and related subjects;
- (s) to apply for and exercise any powers obtained under any Charter or supplemental Charter or any Act of Parliament;
- (t) raise funds by the receipt and acceptance of subscriptions, donations, endowments and gifts of money, land, hereditaments, stocks, funds, shares, securities and any other assets whatsoever and either subject or not subject to any special trusts or conditions and in particular to accept and take by way of gift and absorb upon any terms the undertaking and assets of any organisation whether incorporated or not carrying on work similar to any work for the time being carried on by the Institute and to undertake all or any of the liabilities of any such other organisation;
- (u) to purchase, take on lease or hire or otherwise acquire and hold any land, buildings, easements or hereditaments of any tenure and any other real or personal property and to construct, provide, maintain, repair and alter any buildings, works, stores, plant and things which may from time to time be deemed requisite in any part of the world for any of the purposes of the Institute;
- (v) to accumulate, sell, improve, manage, develop, exchange, lease, mortgage or otherwise dispose of or deal with or turn to account all or any property, rights or privileges of the Institute, provided that no disposition of any real, personal or leasehold property situate in the United Kingdom shall be made without such consent or approval (if any) as may be required by law;
- (w) to borrow or raise money for any of the purposes of the Institute in such manner and upon such terms as the Institute may think fit, and to secure or guarantee the payment or repayment of any moneys, or any other obligation or liability whatsoever, in such manner and on whatsoever property rights or assets of the Institute as the Institute may think fit, subject to such consents as may be required by law;
- (x) to pay or apply any moneys or assets of the Institute for any purpose which in the opinion of the Board may tend to promote all or any of the Objects and either to do so

directly or to pay or transfer any such money or assets to some other person to be applied in the above manner

- (y) enter into contracts to provide services to or on behalf of other bodies;
- (z) take out such insurance policies as are necessary to protect the Institute;
- (aa) provide indemnity insurance for the Directors or any other officer of the Institute in accordance with and subject to the conditions in section 189 of the Charities Act;
- (bb) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (cc) act as trustee and to undertake and execute charitable trusts;
- (dd) pay out of the funds of the Institution the costs incurred in connection with the management of the Institution as a company and as a charity;
- (ee) do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so; and
- (ff) to do all such other acts and things as are or may be deemed incidental or conducive to the attainment of any of the Objects.

#### **4. APPLICATION OF INCOME AND PROPERTY**

4.1 The income and property of the Institute shall only be applied to promote the Objects.

4.2 Except as provided below, no part of the income or property of the Institute may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Institute. This shall not prevent any payment in good faith by the Institute of:

- (a) a benefit to any Member in the capacity of a beneficiary of the Institute;
- (b) reasonable and proper remuneration to any Member for any goods or services supplied to the Institute, provided that article 5 applies if such a Member is a Director;
- (c) interest on money lent by a Member to the Institute at a reasonable and proper rate;
- (d) reasonable and proper rent for premises demised or let by a Member to the Institute; and
- (e) any payment to a Member who is also a Director which is permitted under article 5.

#### **5. BENEFITS AND PAYMENTS TO DIRECTORS AND CONNECTED PERSONS**

5.1 A Director:

- (a) is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the Institute;

- (b) may benefit from trustee indemnity insurance purchased by the Institute in accordance with section 189 of the Charities Act;
- (c) may receive payment under an indemnity from the Institute in the circumstances set out in article 36;
- (d) may not receive any other benefit or payment from the Institute unless it is authorised by this article 5.

5.2 Unless the benefit or payment is permitted under article 5.3, no Director (including a Member who is also a Director) or Connected Person may:

- (a) buy any goods or services from the Institute on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Institute;
- (c) be employed by, or receive any remuneration from, the Institute; or
- (d) receive any other financial benefit from the Institute.

5.3 A Director or a Connected Person may:

- (a) receive a benefit from the Institute in the capacity of a beneficiary of the Institute provided that a majority of the Directors do not benefit in this way;
- (b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Institute where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;
- (c) subject to article 5.4, enter into a contract for the supply of goods to the Institute that are not supplied in connection with services provided to the Institute by the Director or Connected Person;
- (d) receive reasonable and proper rent for premises let to the Institute;
- (e) receive interest at a reasonable and proper rate on money lent to the Institute;
- (f) take part in the normal trading and fundraising activities of the Institute on the same terms as members of the public;
- (g) receive or retain any payment for which prior written authorisation has been obtained from the Charity Commission; and,
- (h) for the avoidance of doubt, nothing in these Articles shall authorise an application of the property of the Institute for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

5.4 The Institute and its Directors may only rely upon the authority provided by article 5.3(c) if each of the following conditions is satisfied:



- (a) the amount or maximum amount of the payment for the goods:
  - (i) is set out in an agreement in writing between the Institute and the Director or Connected Person supplying the goods (**Supplier**) under which the Supplier is to supply the goods in question to the Institute;
  - (ii) does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (b) the other Directors are satisfied that it is in the best interests of the Institute to contract with the Supplier rather than someone who is not a Director or Connected Person. In reaching that decision, which must be recorded in the minutes of the meeting, the Directors must balance the advantages of contracting with a Director against the disadvantages of doing so;
- (c) the Supplier:
  - (i) is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the Institute by them;
  - (ii) does not vote on any such matter and is not counted when calculating whether a quorum of Directors is present at the meeting; and
- (d) a majority of the Directors then in office are not in receipt of remuneration or payments authorised by article 5.

5.5 In article 5.3 and article 5.4, the “Institute” includes any company in which the Institute:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more Directors to the Institute.

5.6 A Director’s duty under the Act to avoid a conflict of interest with the Institute does not apply to any transaction authorised by this article 5.

## 6. WINDING UP

6.1 On the winding up or dissolution of the Institute, after provision has been made for all its debts and liabilities, any assets or property that remain shall not be paid or distributed to the Members but shall be applied or transferred:

- (a) directly for one or more of the Objects;
- (b) to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for particular purposes falling within the Objects.

6.2 The decision on who is to benefit from the Institute's remaining assets, pursuant to article 6.1, may be made by resolution of the Members at or before the time of winding up or dissolution

and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

- 6.3 In the event that no resolution is passed by the Members or by the Directors in accordance with this article, the Institute's remaining assets shall be applied for charitable purposes as directed by the court or the Charity Commission.

## **7. LIABILITY OF MEMBERS**

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Institute in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- 7.1 payment of the Institute's debts and liabilities contracted before they cease to be a Member,
- 7.2 payment of the costs, charges and expenses of the winding up, and
- 7.3 adjustment of the rights of the contributories among themselves.

## **8. MEMBERS**

- 8.1 The Institute shall admit to Membership an individual who:
- (a) applies to the Institute for accreditation or registration using the application process approved by the Board; and
  - (b) is approved by the Board or under any powers of delegation agreed by the Board pursuant to these Articles.
- 8.2 Members of the Institute shall have full voting rights. They shall be accredited by the Institute and shall be entitled to all of the privileges of Membership as conferred pursuant to these Articles and any Charter or Byelaws that may be in force from time to time, in addition to any other special privilege which the Board may from time to time prescribe. The Board may make regulations governing membership of, or attendance at, the Council or any other group of the Institute, by Members pursuant to these Articles.
- 8.3 The Board may in its absolute discretion accept or decline to accept any application for Membership and need not give reasons for doing so.
- 8.4 The Institute shall maintain a register of Members (and any changes (hereto) and full contact details of each such Member. Any person ceasing to be a Member shall be removed from the register.

- 8.5 Membership is not transferable.
- 8.6 All Members shall pay such Fees as may become payable in accordance with the requirements of the Institute as stipulated by the Board from time to time.
- 8.7 The Board may establish different classes of Membership and set out different rights and obligations for each class, with such rights and obligations recorded in the register of Members, but shall not be obliged to accept any person fulfilling those criteria as a Member.

## **9. TERMINATION OF MEMBERSHIP AND SANCTIONS**

- 9.1 A Member shall cease to be a Member if:
- (a) the Member dies;
  - (b) the Member resigns by giving notice to the Institute in writing;
  - (c) any Fee or other sum payable by the Member to the Institute is not paid to the Institute when due in accordance with such terms as the Instituted may notify its members from time to time;
  - (d) the Member is removed from Membership by a resolution of the Directors that it is in the best interests of the Institute that the Membership is terminated including but not limited to circumstances where such Member is in breach of the Code of Conduct. Such a resolution may not be passed unless:
    - (i) the Member has been given at least 14 clear days' notice in writing of the meeting of not less than six Directors at which the resolution will be proposed and the reasons why it will be proposed; and
    - (ii) a full investigation has been conducted in accordance with the terms of the Code of Conduct and any other rule of Byelaw that may be in force from time to time; and
    - (iii) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Institute) has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The Board must consider any representations made by the Member (or the Member's representative) and inform the Member of their decision to terminate membership or impose alternative sanctions pursuant to article 9.2 below following such consideration. There shall be no right of appeal from a decision of the Board to terminate the membership of a Member; and
    - (iv) a Member removed from Membership by such a resolution shall remain liable to pay to the Institute Fee and any outstanding subscription or other sum owed by them and shall not be entitled to a refund of any such Fee or subscription or other sum paid by them to the Institute.

- 9.2 The Board may at its sole discretion resolve to suspend any Member from the rights and privileges of Membership as an alternative to termination of Membership under article 9.1(d). At the end of any such period of suspension the rights of such Member shall be reinstated subject to their compliance with the terms of any such sanctions imposed and subject to such Member confirming in writing to the Chief Executive of the Institute in such form that is satisfactory to the Board (acting reasonably) of their intention to act in accordance with the provisions of these Articles, the Charter, and any other these Byelaws or regulations made pursuant thereto.
- 9.3 Upon ceasing to be a Member of the Institute a former Member shall cease to have any right to any benefits of membership of the Institute.

## **10. ANNUAL GENERAL MEETINGS**

- 10.1 The Institute shall hold an AGM each year, with not more than 15 months elapsing between successive annual general meetings.
- 10.2 Each notice calling an AGM shall specify the meeting as such and each annual general meeting shall take place at such time and place as the Board shall think fit.
- 10.3 The business at an AGM shall include:
- (a) the consideration of the accounts, balance sheets, reports of the Board (including the annual report) and auditors;
  - (b) the retirement, appointment or re-appointment of Directors in accordance with article 19.1 to article 20; and
  - (c) the appointment of the auditors.

## **11. NOTICE OF GENERAL MEETINGS**

- 11.1 General meetings, except the AGM, are called:
- (a) on a minimum of 21 clear days' notice; and
  - (b) within 2 months of receipt of a written requisition to hold a general meeting from 20% (twenty percent) of the Members of the Institute, stating full details of the Objects of such meeting.
- 11.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

- 11.3 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. It shall also include a statement pursuant to the Act setting out the right of Members to appoint proxies.
- 11.4 The notice shall be given to:
- (a) each Member;
  - (b) each Director; and
  - (c) the auditor for the time being of the Institute.
- 11.5 Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Institute.

## **12. PROCEEDINGS AT GENERAL MEETINGS**

- 12.1 Every general meeting of the Institute shall have a chair:
- (a) The chair of the Board shall chair general meetings of the Institute or, if the chair of the Board is absent, the vice-chair of the Board shall act as chair.
  - (b) If neither the chair nor the vice-chair of the Board is present within 15 minutes of the time appointed for the meeting, a Director elected by the Board present shall chair the meeting.
  - (c) If there is only one Director present and willing to act, that Director shall chair the meeting.
  - (d) If no Director is present and willing to chair the meeting within 15 minutes of the time appointed for the meeting, the Members present shall choose one of their number to chair the meeting.
- 12.2 No business shall be transacted at any general meeting unless a quorum is present.
- 12.3 A quorum is: 50 Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting; or
- (a) one-20th of the total membership at the time,
- whichever is the greater.
- 12.4 If within 30 minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the Board shall determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, those Members present in person or by proxy and entitled to vote shall be a quorum.

- 12.5 The chair of a general meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:
- (a) is to be adjourned to a particular date, time and place; or
  - (b) shall be adjourned to a date, time and place to be appointed by the Board;
- and shall have regard to any directions as to date, time and place which have been given by the meeting.
- 12.6 If the meeting is adjourned until more than 14 days after the date on which it was adjourned, the Institute shall give at least seven clear days' notice of it to the same persons to whom notice of the Institute's general meetings is required to be given and containing the same information which such notice is required to contain.
- 12.7 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 12.8 Subject to the provisions of these Articles, the Board may make regulations and Byelaws further governing:
- (a) the procedure for convening general meetings;
  - (b) the proceedings at general meetings;
  - (c) the voting of Members at general meetings;

to the fullest extent permitted by law.

### **13. VOTING AT GENERAL MEETINGS**

- 13.1 Members shall be entitled to vote at a general meeting.
- 13.2 A vote on a resolution proposed at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
- 13.3 On a show of hands or on a poll, every Member shall have one vote.
- 13.4 Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.

- 13.5 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 13.6 A poll may be demanded by:
- (a) the chair of the meeting;
  - (b) the Directors;
  - (c) two or more persons having the right to vote on the resolution; or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 13.7 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken, and
  - (b) the chair of the meeting consents to the withdrawal.
- 13.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 13.9 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of the meeting directs, provided that it is taken within 30 days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 13.10 The poll shall be conducted in such manner as the chair directs and the chair may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 13.11 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

## 14. PROXIES

- 14.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Institute.
- 14.2 Proxies may only be validly appointed by a notice in writing (**proxy notice**) which:
- (a) states the name and address of the Member appointing the proxy;

- (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Board may determine; and
- (d) is delivered to the Institute in accordance with the Articles not less than 72 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.

A proxy notice which is not delivered in such manner shall be invalid unless the Board, in its discretion, accepts the notice at any time before the meeting.

- 14.3 The Institute may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 14.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 14.5 Unless a proxy notice indicates otherwise, it must be treated as:
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.
- 14.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Institute by or on behalf of that person.
- 14.7 An appointment under a proxy notice may be revoked by delivering to the Institute a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 14.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 14.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.



## 15. WRITTEN RESOLUTIONS

- 15.1 Subject to article 15.4, a written resolution of the Members passed in accordance with this article 15 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
- (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
  - (b) as a special resolution if it is passed by the Members representing not less than 75% of the Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 15.2 Where a resolution is proposed as a written resolution of the Institute, the Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 15.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.
- 15.4 A Members' resolution under the Act removing a Director or an auditor before the expiration of their term of office may not be passed as a written resolution.
- 15.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 15.6 A Member signifies their agreement to a proposed written resolution when the Institute receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. Their agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- (a) if the document is sent to the Institute in hard copy form, it is authenticated if it bears the signature of the person sending it;
  - (b) if the document is sent to the Institute in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Institute or, where no such manner has been specified by the Institute, if it is accompanied by a statement of the identity of the sender and the Institute has no reason to doubt the truth of that statement.
- 15.7 A written resolution is passed when the required majority of the Members have signified their agreement to it.

- 15.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 15.9 Communications in relation to written resolutions shall be sent to the Institute's auditors in accordance with the Act.
- 15.10 The Members may require the Institute to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

## **16. DIRECTORS**

- 16.1 Unless otherwise determined by ordinary resolution and subject to article 18, the number of Directors shall not be less than six.
- 16.2 A Director may not appoint an alternate director or anyone to act on their behalf at Board meetings.

## **17. POWERS OF DIRECTORS**

- 17.1 Subject to the provisions of the Act, these Articles, any special resolution and any applicable Charter or Byelaws from time to time, the Board shall be responsible for the management of the Institute's business and may exercise all the powers of the Institute for that purpose.
- 17.2 No alteration of the Articles or any special resolution shall invalidate any prior act of the Board.
- 17.3 A Board meeting at which a quorum is present may exercise all the powers exercisable by the Directors.

## **18. APPOINTMENT OF DIRECTORS**

- 18.1 Subject to article 16 any additional requirements under any Byelaws or Charter that may be in force from time to time, there shall be the following members of the Board who shall be Members and who shall be elected by the Members of the Institute at the AGM:
- (a) Chair;
  - (b) Vice-Chair;
  - (c) Treasurer;
  - (d) Honorary Secretary;
  - (e) up to a further 8 members, 3 of whom shall be nominated by the Institute's Branches in Scotland, Wales and Northern Ireland.

- 18.2 In addition to those members of the Board as set out in article 18.1, additionally up to 2 further Directors may be appointed from time to time who may or may not be Members.
- 18.3 Members of the Board shall act in an honorary capacity and shall be the Trustees of the Institute for so long as the Institute is a registered charity.
- 18.4 Subject to the requirements of articles 18.1 - 18.3 above, any person who is willing to act as a Director, and who is permitted by law to do so, must indicate that they are prepared to do so and may be appointed to be a Director by:
- (a) ordinary resolution; or
  - (b) by resolution of the Board,

and where nominated pursuant to article 19.3 below, such person may be required to submit a statement of not more than 1000 words supporting their nomination, such statements to be shared with all Members for consideration.

- 18.5 In any case where, as a result of death, the Institute has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Director.
- 18.6 For the purposes of article 18.5, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.
- 18.7 Subject to article 18.2 and 19.10 where a maximum number of Directors has been fixed, the appointment of a Director must not cause that number to be exceeded.
- 18.8 Following election at an AGM, a member of the Board shall hold office from the end of that AGM until the end of the AGM of the third anniversary of their election date.
- 18.9 The Institute may appoint a president, and / or vice-president, from amongst the Membership for the time being, whose role will be to promote the Objects of the Institute.

## **19. RETIREMENT OF DIRECTORS**

- 19.1 At every AGM, members of the Board shall retire from office, but may, subject to this article 19, offer themselves for reappointment by the Members:
- (a) in order to serve a further three year term until the third AGM following their appointment. For the avoidance of doubt the maximum consecutive term of office for any elected member of the Board shall be two consecutive three-year terms; and

- (b) any such members of the Board retiring after a second three year term as referred to in article 19.1(a) above shall not be eligible for re-election to the Board until the next AGM or any subsequent AGM thereafter.

19.2 In the event that there are:

- (a) insufficient candidates for the posts of the Officers or for members of the Board, the persons so nominated shall, in that case, be declared as elected at the AGM subject to the provisions of these Articles and the Board may co-opt a former member of the Board who would otherwise be ineligible for re-election pursuant article 19.1(b);
- (b) more candidates duly nominated than the number of vacancies available, then their names shall be included as candidates for election to the Board subject to a ballot in accordance with article 19.6 below.

19.3 The Board may devise a scheme for the terms of Office and Board to expire in rotation such that those who have been longest in office since their last appointment or reappointment shall retire by rotation and as between persons who were appointed or last reappointed on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by drawing lots. A Director appointed under article 18.4(b) shall not be taken into account in determining the Directors who are to retire by rotation.

19.4 Not less than two calendar months before the date of any AGM all Members of the Institute shall be notified of the names of all retiring elected members of the Board, and all Members shall be asked to submit nominations for new Directors. Nominees must have paid all Fees and other subscriptions due and must be seconded by three other Members who have paid all Fees and other subscriptions due.

19.5 If a Director is required to retire at an AGM by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

19.6 The ballot for election of the members of the Board shall be conducted in such manner as shall be determined by the Board save that:

- (a) at least 21 days before the date of the AGM all Members shall be sent lists of candidates for election to the Board. Members will be invited to indicate by ballot, not less than one week before the AGM, their votes for the candidates;
- (b) each Member shall be entitled to exercise such number of votes as there are vacancies on the Board, provided that they may not exercise more than one vote for each candidate;
- (c) when the votes have been counted, candidates with fewest votes shall be excluded in turn until the number of candidates is equal to the number of vacancies on the Board. Such number of candidates shall then be deemed elected to the Board.

- 19.7 In addition to co-opting persons to fill any vacant places in accordance with article 19.2, the Board may co-opt any Member of the Institute to fill any vacancy on the Board which has arisen by death or resignation or for any other reason during the period between Annual General Meetings. Such co-opted members of the Board shall have all the rights, privileges and duties of all other voting members of the Board (save as otherwise expressly provided in these Articles and any Byelaws that may be passed from time to time), and in particular, but without prejudice to the generality, may hold any office.
- 19.8 Any co-opted members of the Board that have been co-opted in accordance with articles 19.2(b) and 19.7 to fill any vacant places shall cease to be members of the Board at the next AGM. The Board may co-opt them for a further term, subject to article 19.2 and also providing that no more than six consecutive years are served in total. Retiring co-opted members may also stand for election, but their period of co-opted office shall be taken into account in determining when they shall retire from the Board under article 19.1.
- 19.9 In accordance with article 18.2, the Board may co-opt up to two additional Directors if, in the opinion of the Board, this is desirable and if in their opinion they can provide expertise or advice not readily available from the existing Members of the Institute.
- 19.10 Any additional Directors that are co-opted under article 19.9 shall be eligible to vote at meetings of the Board. They shall serve a one year term from the first meeting of the Board following the AGM to the subsequent meeting following the AGM at which they were co-opted, and they may be co-opted for one or more further one-year term(s), if in the opinion of the Board this is in the best interests of the Institute, and for the avoidance of doubt these additional Board members cannot be co-opted to position of Officer of the Institute.

## **20. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

A Director shall cease to hold office if they:

- (a) are removed by ordinary resolution of the Institute pursuant to the Act;
- (b) cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;
- (c) are disqualified from acting as a charity trustee by virtue of the Charities Act;
- (d) cease to be a Member of the Institute;
- (e) have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
- (f) in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (g) resign by written notice to the Institute, provided that at least three Directors will remain in office once the resignation takes effect; or

- (h) [are absent from all the meetings of the Directors held within a period of 12 consecutive months, without the permission of the Directors, and the Directors resolve that their office be vacated[.]; or]
- (i) [are removed from office by a resolution of the Directors that it is in the best interests of the Institute that their office be vacated passed at a meeting at which at least [half] of the Directors are present. Such a resolution must not be passed unless:
  - (i) the Director has been given at least 14 clear days' notice in writing of the Board meeting at which the resolution will be proposed and the reasons why it will be proposed; and
  - (ii) the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration. [There shall be no right of appeal from a decision of the Directors to terminate the directorship of a Director].]

## **21. PROCEEDINGS OF DIRECTORS**

- 21.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 21.2 The Board shall meet as required and normally not less than four times a year. Subject to these Articles, the Board may adjourn and otherwise regulate meetings as they think fit.
- 21.3 Acts done at a Board meeting or a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:
  - (a) the appointment of any such Director or person acting as a Director was defective; or
  - (b) any or all of them were disqualified; or
  - (c) any or all of them were not entitled to vote on the matter.

## **22. CALLING A DIRECTORS' MEETING**

- 22.1 Any Director may call a Board meeting by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.
- 22.2 Notice of a Board meeting must be given to each Director, but need not be in writing. The notice must specify:
  - (a) the time, date and place of the meeting;
  - (b) the general particulars of the business to be considered at the meeting; and

- (c) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

## **23. PARTICIPATION IN DIRECTORS' MEETINGS**

- 23.1 Any Director may participate in a Board meeting in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.
- 23.2 If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **24. QUORUM FOR DIRECTORS' MEETINGS**

- 24.1 The quorum for Board meetings shall be six, four of whom must be elected under article 18.1 or such other number as may be fixed from time to time by a decision of the Directors.
- 24.2 At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 24.3 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to:
  - (a) appoint further Directors; or
  - (b) call a general meeting so as to enable the members to appoint further Directors.

## **25. CHAIRING BOARD MEETINGS**

- 25.1 The Chair shall be appointed pursuant to article 18.1 above. The Vice Chair may be appointed on the same basis.
- 25.2 If at any Board meeting neither the Chair nor Vice-chair is participating in the meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.
- 25.3 The appointment of a Chair or any Vice-chair shall be terminated pursuant to article 18.8 above.
- 25.4 For the avoidance of doubt, the Chief Executive may not be a Chair to any Board meeting.

## **26. DECISION-MAKING BY DIRECTORS**

- 26.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 27.
- 26.2 Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote, unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **27. UNANIMOUS DECISIONS BY DIRECTORS**

- 27.1 A decision of the Directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 27.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 27.3 References in this article to eligible directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Board meeting.
- 27.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

## **28. COUNCIL, COMMITTEES AND BRANCHES**

- 28.1 The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions or the implementation of their decisions or day to day management of the affairs of the Institute to:
- (a) the Council; and/or
  - (b) any committee comprising two or more Directors.
- 28.2 The constitution, terms of office and operation of the Council shall be determined by any regulations agreed by the Board.
- 28.3 The terms of reference of the Council and any committee may include conditions imposed by the Directors, including that:
- (a) the relevant powers are to be exercised exclusively by the Council or to the committee to whom the Directors delegate; and



- (b) no expenditure or liability may be incurred on behalf of the Institute except where approved by the Board or in accordance with a budget previously agreed by the Board.

- 28.4 Persons who are not Directors may be appointed as members of the Council or a committee, subject to the approval of the Directors.
- 28.5 Every Council or committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Board but shall otherwise be entitled to regulate its own procedures.
- 28.6 The terms of any delegation to a committee shall be recorded in the minute book.
- 28.7 The Board may make, vary and rescind any regulations from time to time in order to provide for the establishment and continuance of Branches and Special Interest Groups or other groups of the Institute.
- 28.8 The Directors may revoke or alter a delegation.
- 28.9 All acts and proceedings of any committee shall be fully and promptly reported to the Board.
- 28.10 The Council may in their absolute discretion appoint any person to be the president of the Institute and any person or persons to be vice president or a patron of the Institute for such term or terms as shall be specified by the Council at the time of the appointment. Such persons shall not by virtue only of such appointment become Members or members of the Council.

## **29. CONFLICTS OF INTERESTS**

- 29.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Institute or in any transaction or arrangement entered into by the Institute which has not previously been declared.
- 29.2 A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Institute and any personal interest (including, but not limited to, any personal financial interest).
- 29.3 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- (c) the unconflicted Directors consider it is in the interests of the Institute to authorise the conflict of interests in the circumstances applying.

In this article 29.3 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

### **30. SECRETARIAT**

- 30.1 The Honorary Secretary shall be appointed pursuant to article 18.1 above, and the termination of any such appointment shall be pursuant to article 18.8 above.
- 30.2 If the Honorary Secretary is also a Director, they may not be remunerated, otherwise than as permitted by these Articles.
- 30.3 The Company Secretary may be remunerated at the discretion of the Board and shall undertake the duties required of a company secretary on behalf of the Institute.

### **31. MINUTES**

The Chief Executive or their nominee shall cause the Institute to keep the following records in writing and in permanent form:

- 31.1 minutes of proceedings at general meetings;
- 31.2 minutes of Board meetings and of committees of the Directors, including the names of the Directors present at each such meeting;
- 31.3 minutes of meetings of the Council, Branches and any other group including the names of the Directors and attendees present at each such meeting;
- 31.4 copies of resolutions of the Charity and of the Directors, including those passed otherwise than at general meetings or at Board meetings; and
- 31.5 particulars of appointments of officers made by the Board.

## **32. AMENDMENTS TO THE ARTICLES**

The Institute may revoke, amend or add to any of the provisions of these Articles by special resolution of the Members entitled to vote at a General Meeting or at an AGM.

## **33. RECORDS AND ACCOUNTS**

33.1 The Directors shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

33.2 The auditors shall be appointed annually at the AGM. A retiring auditor shall be eligible for reappointment at such AGM.

33.3 Accounting records relating to the Institute must be made available for inspection by any Director at any reasonable time during normal office hours.

33.4 A copy of the Institute's latest available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Institute's reasonable costs of fulfilling the request, within two months of such request.

## **34. COMMUNICATIONS**

34.1 The Institute may deliver a notice or other document to a Member:

- (a) by delivering it by hand to the address recorded for the Member in the register of Members;
- (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;
- (c) by fax to a fax number notified by the Member in writing;
- (d) by electronic mail to an address notified by the Member in writing;
- (e) by a website, the address of which shall be notified to the Member in writing; or
- (f) by advertisement in at least two national newspapers.

34.2 This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

34.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

34.4 If a notice or document is sent:

- (a) by post or other delivery service in accordance with article 34.1(b), it is treated as being delivered:
  - (i) 24 hours after it was posted, if first class post was used; or
  - (ii) 72 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

- (iii) properly addressed; and
  - (iv) put into the post system or given to delivery agents with postage or delivery paid.
- (b) by fax, it is treated as being delivered at the time it was sent;
  - (c) by electronic mail, it is treated as being delivered at the time it was sent;
  - (d) by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was 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.

34.5 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

## **35. IRREGULARITIES**

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

## **36. INDEMNITY**

36.1 Subject to article 36.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Director or former director of the Institute shall be indemnified out of the assets of the Institute in relation to any liability they incur in that capacity; and
- (b) every other officer or former officer of the Institute, member of the Council, employee or other person authorised to act on behalf of the Institute may be indemnified out of the assets of the Institute in relation to any liability they incur in that capacity.

36.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law or to the extent that it relates to any act or omission that is not consistent with these Articles, and/or any applicable Charter or Byelaws or other rules that may be in force from time to time and any such indemnity is limited accordingly.

### **37. CHARTER BYELAWS AND OTHER RULES**

37.1 The Directors may from time to time establish a Charter, Byelaws and such other rules as they may consider necessary for or conducive to the effective operation of the Institute. In particular, but without prejudice to the generality of the above any such Charter, Byelaw and rule may regulate:

- (a) the admission of Members of the Institute, their rights and privileges and other conditions of Membership;
- (b) the conduct of Members in relation to one another and to the Institute's employees and volunteers; and
- (c) the procedure at general meetings and Board meetings and committees to the extent that such procedure is not regulated by the Act or by the Articles.

37.2 The Institute in general meeting may alter, add to or repeal such Charter, Byelaws and rules by special resolution.

37.3 The Charter, Byelaws and rules shall be binding on all Members and no rule shall be inconsistent with or shall affect or repeal anything contained in the Articles.