

Company Number: 00178503

THE COMPANIES ACT 1985

Private Company Limited by Guarantee

**RESOLUTION
OF
BRITISH INSTITUTE OF PROFESSIONAL PHOTOGRAPHY**

On the 30th day of October 2006, the following SPECIAL RESOLUTION was duly passed by the members of the Company at an Extraordinary General Meeting of the Company duly convened:

THAT the Articles of Association of the Company be amended by substituting the Articles accompanying this notice in place of the current Articles of the Company.

.....
Secretary

Dated: 10 November 2006



Company Number: 00178503

The Companies Act 1985
Private Company Limited by Guarantee
NEW
ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 30 OCTOBER 2006)

of

BRITISH INSTITUTE OF PROFESSIONAL PHOTOGRAPHY

Interpretation

1. In these Articles the following expressions shall have the following meanings unless inconsistent with the context:

"the Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof;
"the Advisory Board"	the Membership Services Advisory Board for the time being of the Institute as elected in accordance with Articles 43-51;
"these Articles"	these Articles of Association and the regulations of the Institute from time to time in force;
"the Board of Directors"	the board of directors for the time being of the Institute;
"the Chief Executive"	the Chief Executive for the time being of the Institute as appointed in accordance with Article 78;
"the Code of Professional Conduct"	the Institute's code of professional conduct as approved and published from time to time by the Board of Directors in accordance with Article 61 (g);
"the Institute"	The British Institute of Professional Photography;
"the Honorary President"	the President for the time being of the Institute as appointed in accordance with Article 79;
"Member"	a member of the Institute;
"the Office"	the registered office of the Institute;
"the E&Q Board"	the Education and Qualifications Advisory Board for the time being of the Institute as appointed in accordance with Article 72;

“Qualified Member”	an Honorary Fellow, Fellow, Associate, Licentiate or Graduate Member of the Institute including Retired Members;
“Regions”	the 11 Regions of the Institute as defined by Article 14;
“the Seal”	the common seal of the Institute;
“the Secretary”	the Company Secretary for the time being of the Institute.

2. Words implying the singular shall include the plural number and vice versa. Words implying one gender shall include the other.

Membership of the Institute

3. Applications for membership of the Institute shall be in such form and on such terms as the Board of Directors shall decide from time to time.
4. Membership of the Institute shall consist of the following:-
 - (a) **Qualified Members:** persons admitted to membership, bound by the Code of Professional Conduct and having full voting rights as Honorary Fellows, Fellows, Associates, Licentiates or Graduate Members and Retired Members.
 - (b) **Affiliates:** persons unable to satisfy the requirements for Qualified Membership, admitted to membership, bound by the Code of Professional Conduct but having no voting rights.

Honorary Fellows

5. (a) The Board of Directors of the Institute shall have power to appoint any person whether already a member of the Institute or not who has distinguished himself by meritorious service in the furtherance of the work and objects of the Institute, or photography or visual communication generally, to be an Honorary Fellow of the Institute.
- (b) The award of Honorary Fellow shall be regarded as a mark of distinction and shall be conferred in cases of outstanding merit and any person who is an Honorary Fellow of the Institute shall be entitled publicly to make known the fact by using the letters HonFBIPP after his name. Any person who shall be appointed an Honorary Fellow of the Institute, if not then a member, shall thereupon become a member of the Institute.

Fellows, Associates, Licentiates and Graduate Members

6. (a) A person who applies for admission as a Fellow, Associate, Licentiate or Graduate Member of the Institute, who (in the case of a Fellow, Associate or Licentiate) is engaged in the profession of photography or in an occupation ancillary thereto, who complies with regulations in respect of that grade of membership as laid down from time to time by the Board of Directors and who is, in the opinion of the Board of Directors, a fit and proper person to be admitted to the Institute in that particular

grade, shall be admitted a Fellow, Associate, Licentiate or Graduate Member of the Institute as appropriate.

- (b) A Member who is admitted as a Fellow, Associate, Licentiate or Graduate Member of the Institute shall be entitled to use the designatory letters, FBIPP, ABIPP, LBIPP or GradBIPP after his name as appropriate.

Affiliates

- 7. (a) Any person with a professional interest in photography including employers and employees of photographic establishments and employees of manufacturers, dealers and traders of photographic apparatus, materials and services, and any person engaged in the profession of photography, including students, Fast Track members, and any other person preparing for Qualified Membership, may be admitted as an Affiliate Member of the Institute.
- (b) An Affiliate shall be a non-qualified, non-voting Member but shall have such privileges as may be prescribed by or in accordance with these Articles. No Affiliate shall at any time advertise his membership of the Institute or otherwise imply in any way whatsoever that he is qualified by the Institute (including but not limited to the use of any designatory letters after his name); and breach of such condition shall entitle the Board of Directors to remove such Affiliate from membership forthwith.

Retired Members

- 8. (a) Any Fellow, Associate or Licentiate who retires from the professional practice of photography may, subject to payment of the appropriate Retired Member subscription for the time being in force, continue in membership as a Retired Member.
- (b) Any Qualified Member who may temporarily be out of professional practice may apply to the Board of Directors to transfer temporarily to the status of Retired Member. The Board of Directors may grant such a request in its absolute discretion for such a term it shall decide.
- (c) A Retired Member shall continue as a Qualified Member with full voting rights, but shall not be entitled to receive the business and professional services of the Institute available to other Qualified Members. Any persons who at the date of the adoption of these Articles was enrolled as a Retired Member shall, subject to payment of the said subscription, be deemed to have been enrolled as a Retired Member under this Article.
- (d) Upon written application and subject to the approval of the Board of Directors, a Retired Member may continue to use the designatory letters FBIPP, ABIPP or LBIPP as appropriate.

Power to Dispense with Examinations

- 9. In consultation with the E&Q Board, the Board of Directors may in its discretion and in exceptional circumstances grant exemption from the examinations of the Institute or any of them or any part or parts of them.

Admission Fees and Annual Subscriptions

10. (a) Each Member of the Institute (other than Honorary Fellows) shall, on admission to membership, pay such admission fee as the Board of Directors may from time to time determine not exceeding the amount of the annual subscription for the time being payable by Members of the class to which he is admitted.
- (b) Each Member of the Institute (other than Honorary Fellows) shall pay such annual subscription as determined from time to time by the Board of Directors.
- (c) The annual subscription shall become due on the first day of membership and thereafter on such date in each subsequent year as the Board of Directors shall decide.
- (d) In the event of any subscription remaining unpaid three months after the due date, the defaulting Member shall, unless the Board of Directors otherwise determines, cease to be entitled to any of the rights or benefits conferred by the Institute or by membership thereof, and the Board of Directors shall be entitled by resolution to expel the defaulter without prejudice to their right to re-admit such person on such terms as they think fit.
- (e) The Board of Directors may, in its absolute discretion and where in its opinion special circumstances exist, waive payment of the admission fee and/or subscription due from any Member for such period it may determine.

Resignation

11. Any Member may, by notice in writing signed by him and sent or delivered to the Secretary at the Office, resign his membership and on receipt of such notice he shall cease to be a member.

Expulsion and Disciplinary Control

12. (a) If a Member is or has been, in the opinion of the Board of Directors, guilty of any conduct which is or may be:
- in breach of the Code of Professional Conduct; or
 - in breach of any rules or regulations of the Institute laid down from time to time; or
 - prejudicial to his professional status; or
 - injurious or prejudicial to the good standing or reputation of the Institute or any Member
- the Board of Directors may, in its absolute discretion, expel or suspend from membership such Member for such period and upon such terms and subject to such conditions as the Board of Directors shall in its absolute discretion think fit.
- (b) The Board of Directors shall not exercise such power under Article 12 (a) without first having given the Member an opportunity of explaining his conduct in writing (or, at the Board of Directors' discretion, at a personal hearing) and having considered any such representations made.

Certificates of Qualified Status

13. Every Qualified Member shall be entitled to a certificate of his status as a Qualified Member. Such Certificate shall be issued under the Seal of the Institute and at all times be and remain the property of the Institute and shall be returned to the Institute on cessation of membership.

Regions

14. (a) The Institute shall comprise 11 Regions. Upon the adoption of these Articles the Regions shall be as constituted and operated by the Institute on January 1st 2006.
- (b) The Institute shall record and register, in respect of each Qualified Member, the Region where that Member's main place of work is situated. Any Member may request the Institute to register him for a Region other than the one where his main place of work is situated. The Institute may but shall not be obliged to do so. No Member may be registered in more than one Region at a time.
- (c) Each Member shall inform the Institute in writing if the location of his main place of work changes but in the absence of such notification the Institute's records shall be deemed to be conclusive.
- (d) A Regional Representative shall be elected for each Region in accordance with Articles 43 -51. Every Regional Representative will be a member of the Advisory Board;
- (e) Each Qualified Member will be entitled to nominate and vote for the election of the Regional Representative for the Region in which they are registered as at the date on which nomination papers are sent out by the Institute in accordance with Article 43;
- (f) Each Region shall be administered by a Regional Committee elected in accordance with regulations prescribed from time to time by the Board of Directors. The Regional Management Committee shall elect Regional Officers in accordance with the said regulations;
- (g) Every Region shall conform to any rules and regulations laid down by the Board of Directors and to any decisions of the Board of Directors on all questions which the Board of Directors shall decide to be of general importance to the profession and/or to the management of the Institute, but, save as aforesaid, every Regional Management Committee shall have autonomy in the management of the affairs of such Region.
- (h) The Board of Directors shall decide the amount (if any) of monies of the Institute to be apportioned each year for expenditure by each Region. Such monies shall be applied exclusively in defraying the expenses of management of the Regions and in furthering the objects laid down by the Memorandum of Association and by the Board of Directors in the regulations for the management and administration of regions.
- (i) Other than for the purpose of legitimate regional activities within the scope of regulations laid down by the Board of Directors, no officer of a Region shall have power as such to enter into any contract or agreement or to make or do any representation, act or thing as agent for the Institute.

General Meetings

15. The Institute shall hold an Annual General Meeting in every calendar year at such time and place as may be determined by the Board of Directors and shall give notice thereof in accordance with these Articles and the Act. Not more than 15 months shall elapse between the date of one Annual General Meeting and the next.
16. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
17. The Board of Directors may whenever it thinks fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened as provided for within the Act or on the written requisition of 5% of the total Qualified Membership of the Institute.
18. At least 21 clear days' notice in writing of every general meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in a manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices.
19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive such notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

20. All business that is transacted at an Extraordinary General Meeting shall be deemed special, and all business 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, the reports of the Board of Directors and of the Auditors and the appointment and fixing of the remuneration of the Auditors.
21. No business shall be transacted at any general meeting unless a quorum is present. Except as specifically provided for in these Articles, 20 Qualified 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 or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Qualified 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 Directors 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 Qualified Members present shall be a quorum.
23. The Chief Executive shall preside at every general meeting as Chairman of the meeting but if there is no Chief Executive or he is not present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling to preside, the Members present shall choose some member of the Board of Directors, or if no such member be present or if all the members of the Board of Directors present decline to take the chair, they shall choose some Qualified Member who is present to preside.
24. The Chairman may, with the consent of any meeting at which a quorum is present, (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which would have been transacted at the meeting from which the adjournment took place.

25. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
26. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or upon the declaration of the result of the show of hands, a poll is demanded. A poll may be demanded:
- by the Chairman; or
 - by at least three Members present in person or by proxy having the right to vote; or
 - or by a Member or Members representing not less than one-tenth of the total voting rights or all the Members having the right to vote at the meeting.
27. Unless a poll is duly demanded, a declaration by the Chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
28. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
29. If a poll is duly demanded, it shall be taken at such time and place and in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.
31. 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

32. Save as specifically stated in these Articles, every Qualified Member shall have one vote on any matter on which they are entitled to vote.
33. Any Member who has not paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall not be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any general meeting.
34. Votes may be given on a poll either personally or by proxy. On a show of hands a Qualified Member present only by proxy shall have no vote. A proxy must be a Qualified Member.
35. The instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which the Board of Directors may approve):

I, _____ of _____ a Qualified Member of the British Institute of Professional Photography, hereby appoint _____ of _____ or failing him _____ of _____

as my proxy to vote in my name and on my behalf at the Annual or Extraordinary General Meeting of the Company to be held on _____ and at any adjournment thereof.
Signed on _____

36. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act, the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which the Board of Directors may approve):

I, _____ of _____ a Qualified Member of the British Institute of Professional Photography, hereby appoint _____ of _____ or failing him _____ of _____ as my proxy to vote in my name and on my behalf at the Annual or Extraordinary General Meeting of the Company to be held on _____ and at any adjournment thereof.
This form is to be used in respect of the resolutions mentioned below as follows:
Resolution No 1 – For/Against (delete as appropriate)
Resolution No 2 - For/Against (delete as appropriate)

Signed on _____

37. An instrument appointing a proxy and any authority under which it is signed, or notarially certified copies, shall be deposited at the Office of the Institute not less than 48 hours before the time 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 24 hours before the time appointed for the taking of a 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 12 months from the date of its execution.
38. 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 no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office 48 hours before the commencement of the meeting or adjourned meeting at which the proxy is to be used.
39. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Management Structure of the Institute

40. (a) The management of the Institute shall be directed by the Board of Directors.
- (b) The Board of Directors shall be advised, assisted and monitored by the Advisory Board and the E&Q Board.

The Advisory Board

41. The Advisory Board shall comprise 18 members being:
- 11 Regional Representatives elected by the Members in accordance with Articles 43-51;
 - 6 National Members elected by the Members in accordance with Articles 43-51;
 - The Chief Executive.

Retirement and election of the Advisory Board and the Board of Directors

42. At the Annual General Meetings to be held in 2008 and every two years subsequently, all elected (including co-opted) members of the Advisory Board and the Board of Directors shall retire, and shall be eligible for re-election subject to the terms of these Articles.

Advisory Board Election Procedure

43. Not less than 60 days before the Annual General Meeting in the appropriate year, the Chief Executive shall send to all Members entitled to receive notice of a General Meeting:
- (a) a list of the names of the elected members of the Advisory Board who offer themselves for re-election;
 - (b) in respect of each retiring member seeking re-election, a record of the attendance of that member at Advisory Board meetings during the preceding term and, if that member has been a member of the Board of Directors, a record of the attendance of that member at meetings of the Board of Directors during the preceding term;
 - (c) a nomination paper by which he may nominate Qualified Members for election to the Advisory Board stating the date, which shall be no less than 21 days from the date on which the nomination paper is posted to the Member, by which it must be returned.
44. Nomination papers must be returned to the Chief Executive by the date stated for their return with details of the name, age, address and present appointment of each nominated candidate, the candidate's consent to nomination, a statement as to the candidate's willingness to stand for election as a Regional Representative, a National Member or both and must be signed by at least 3 Qualified Members.
45. The number of persons nominated by any Qualified Member for any position on the Advisory Board shall not exceed the number of vacancies.
46. If no person is validly nominated for election to a particular position on the Advisory Board in any year, the retiring member(s) of the Advisory Board who hold such position(s) and who offer themselves for re-election shall be deemed to have been re-elected.
47. If the total of the number of persons validly nominated for election to each position on the Advisory Board in any year together with the number of retiring members holding such position(s) and offering themselves for re-election in that year does not exceed the number of vacancies to be filled, all such persons shall be deemed to have been elected or re-elected to the Advisory Board as the case may be.
48. If the total number of persons thus nominated/elected is less than the number required under Article 41, the Advisory Board shall co-opt Qualified Members to its numbers to fill any vacancy. In the event of there having been fewer than 9 properly elected members of the Advisory Board, the election will be deemed to be void, and nomination will be sought for a new election within three calendar months.
49. If a Member is properly nominated for two positions, Regional Representative and National Member, and is elected to both positions, he may only serve in one capacity. In whichever capacity the elected member chooses to relinquish his seat, the Member with the next highest vote shall be deemed to have been elected.

50. No member of the Advisory Board may serve more than two consecutive terms. After two consecutive terms, such members must retire for at least one two-year period and during that period shall not be eligible for co-option in accordance with Article 48.
51. If, in any election year, the total of the number of persons validly nominated for election to any position on the Advisory Board, together with the number of retiring members offering themselves for re-election, exceeds the number of such vacancies to be filled, an election shall be conducted in accordance with the following provisions:
- (a) Not less than 28 days before the date of the Annual General Meeting, the Chief Executive shall send to each Member entitled to vote in the election:
 - a ballot paper;
 - a statement of the vacancies to be filled;
 - the manifesto (if any) prepared by each candidate for election;
 - instructions that each Member may vote for up to as many candidates for National Membership of the Advisory Board as there are vacancies to be filled plus one candidate for Regional Representative in the region in which he is registered; and
 - notification of the final date for the return of completed ballot papers;
 - (b) Completed ballot papers must be received by the Chief Executive, no less than 14 days before the date of the Annual General Meeting. Ballot papers shall be returned in sealed envelopes clearly marked "Ballot Paper" on the outside;
 - (c) The Chief Executive and two Qualified Members (who shall not be candidates in the election) shall supervise the opening and counting of the ballot papers, and, before the date of the Annual General Meeting, the Chief Executive shall report the results of the voting in writing to the Board of Directors and the Advisory Board;
 - (d) Where two or more candidates receive an equal number of votes for fewer vacancies than there are such candidates, then the retiring Advisory Board shall determine the result by secret ballot at a meeting held immediately before the Annual General Meeting;
 - (e) At the Annual General Meeting, the Chief Executive shall declare the result of the voting in accordance with his report, or, if no election has been held, shall declare the names of those persons deemed to have been elected. The names of all persons elected or deemed to have been elected shall be published;
 - (f) Those persons elected or deemed to have been elected shall take office with effect from the close of the Annual General Meeting.

The Advisory Board's Powers and Responsibilities

52. The Advisory Board:

- (a) shall meet, immediately following the Annual General Meeting at which its members are appointed, for the purpose of electing 5 of its elected members to the Board of

Directors. The members so elected shall also remain members of the Advisory Board;

- (b) may remove any member of the Board of Directors so appointed if, in the reasonable opinion of the Advisory Board, that director has acted in a manner which is prejudicial to the interests of the Institute. A director may only be removed by a resolution passed by at least 75% of the members entitled to vote present at a duly convened meeting of the Advisory Board;
 - (c) shall fill any vacancy that may arise on the Board of Directors, in respect of any of the directors appointed by it under Article 52 (c), by electing one of its members to the Board of Directors;
 - (d) shall meet no less than twice in each 12 month period;
 - (e) shall receive from the Board of Directors before each meeting of the Advisory Board, a detailed report containing such information as the Advisory Board may reasonably require as to the activities of the Institute and of the Board of Directors including business and financial planning statements, accounts and projections;
 - (f) shall discuss the reports received from the Board of Directors and any other matters affecting or relating to the business and affairs of the Institute and give advice or recommendations to the Board of Directors;
 - (g) may only elect to the Board of Directors one of its members who has been elected to the Advisory Board under Articles 43-51 and not a member who has been co-opted under Article 48.
53. Meetings of the Advisory Board shall be summoned by the Chief Executive. On the written request of 5 members of the Advisory Board, the Chief Executive shall summon additional meetings of the Advisory Board by notice served upon each member of the said Board. A member of the Advisory Board who is absent from the United Kingdom shall not be entitled to notice of a meeting other than at his United Kingdom address. In the absence of a Chief Executive any five members of the Advisory Board may summon a meeting by giving reasonable notice in writing to the others.
54. The Chief Executive shall chair the meetings of the Advisory Board but if there is no Chief Executive or he is not present within five minutes of the time appointed for commencement of the meeting, the members of the Advisory Board present shall choose one of their number to be Chair of the meeting. The Chief Executive shall not be entitled to vote at meetings other than to give the casting vote in accordance with Article 56.
55. Subject to these Articles, the proceedings of Advisory Board shall be regulated by Standing Orders which may be amended from time to time. Such Standing Orders shall be read and adopted at the first meeting of the Advisory Board to be held after each Annual General Meeting.
56. Questions arising shall be decided by a majority of votes. Voting will normally be by a show of hands, but the Chairman shall have discretion to order that any particular question shall be decided by ballot. In the case of an equality of votes, the Chairman shall have a second or casting vote which shall, whenever possible, be exercised in favour of maintaining the status quo.

57. The quorum necessary for the transaction of business shall be as stated in the Standing Orders but otherwise shall be 6, such quorum to be maintained throughout the meeting. A quorate meeting of the Advisory Board shall be competent to exercise all powers, discretions and authority howsoever vested in it.
58. The Advisory Board may act notwithstanding any vacancy in its body. Where a casual vacancy arises by reason of a member of the Advisory Board ceasing to be a member before the end of his term of office, the Advisory Board shall have the power to appoint a substitute member to fill such vacancy until the next Annual General meeting at which that member was due to retire. If such casual vacancy is caused by the retirement of a Regional Representative, such replacement shall be a Member registered in that Region and shall be appointed by the Advisory Board only after consultation with the relevant Regional Management Committee.
59. A resolution in writing signed by all members of the Advisory Board shall be as valid and effective as if it had been passed at a quorate meeting of the said Board duly convened and held.

The Board of Directors

60. (a) The Board of Directors shall comprise 5 members who shall be elected by the Advisory Board in accordance with Article 52 and, if the Board of Directors shall so decide in accordance with Article 78, the Chief Executive.
- (b) No member of the Board of Directors elected by the Advisory Board may serve more than two consecutive terms. After two consecutive terms, such director must retire for at least one two-year period.
61. Without prejudice to any other provision of these Articles, the Board of Directors:
- (a) shall appoint the E&Q Board in accordance with Article 72;
- (b) shall appoint the Chief Executive in accordance with Article 78;
- (c) shall appoint the Honorary President in accordance with Article 79;
- (d) shall, before each meeting of the Advisory Board, present a detailed report to the members of the Advisory Board containing such information as the Advisory Board may reasonably require as to the activities of the Institute and of the Board of Directors including business and financial planning statements, accounts and projections;
- (e) shall, in carrying out its functions, give due consideration to any advice or recommendations made to it by the Advisory Board and the E&Q Advisory Board (although not being bound to follow such advice or recommendations);
- (f) shall, subject to these Articles, have the day to day, management of the Institute and its affairs and may do all such other acts and things that it may consider conducive to the interest or good management of the Institute or promoting any of its objects;
- (g) shall approve and publish a Code of Professional Conduct by which Members of the Institute are required to abide;

- (h) may delegate any of its powers to any of its members, to the Chief Executive, to Standing Committees or to Working Parties consisting either of members of the Board of Directors or the Advisory Board or of Members of the Institute;
 - (i) may borrow and raise money in such manner and for such purposes as it thinks fit and give such security as may be necessary therefore.
62. The Board of Directors may act notwithstanding any vacancy in its body and if the Board of Directors shall be reduced in number to fewer than 5 members, it shall be lawful for it to continue to act until such time as the Advisory Board fills such vacancies in its number.
63. Subject to these Articles, the proceedings of Board of Directors shall be regulated by Standing Orders which may be amended from time to time. Such Standing Orders shall be read and adopted at the first meeting of the Board of Directors to be held after each Annual General Meeting.
64. On the written request of 3 members of the Board of Directors, the Chief Executive shall summon a meeting of the Board of Directors by notice served upon each member of the said Board. A member of the Board of Directors who is absent from the United Kingdom shall not be entitled to notice of a meeting other than at his United Kingdom address. In the absence of a Chief Executive any 3 members of the Board of Directors may summon a meeting by giving reasonable notice in writing to the others.
65. The Chief Executive shall chair the meetings of the Board of Directors, but if there is no Chief Executive or he is not present within five minutes of the time appointed for commencement of the meeting, the members of the Board of Directors present shall choose one of their number to be Chair of the meeting. Unless otherwise resolved by the elected members of the Board of Directors, the Chief Executive shall not be entitled to vote at meetings other than to give the casting vote in accordance with Article 56.
66. The quorum necessary for the transaction of business shall be as stated in the Standing Orders but otherwise shall be 4, such quorum to be maintained throughout the meeting. A quorate meeting of the Board of Directors shall be competent to exercise all powers, discretions and authority howsoever vested in it.
67. Questions arising shall be decided by a majority of votes. Voting will normally be by a show of hands, but the Chairman shall have discretion to order that any particular question shall be decided by ballot. In the case of an equality of votes, the Chairman shall have a second or casting vote which shall, whenever possible, be exercised in favour of maintaining the status quo.
68. All acts done in good faith by the Board of Directors or by any person acting under their authority, shall, notwithstanding some defect in the appointment or continuance in office of any person(s) acting as aforesaid, or that any of them was disqualified, be as valid as if every such person had been validly appointed or had validly continued in office.
69. The Board of Directors shall cause proper minutes to be made of all business transacted by the Board of Directors and by the Institute in General Meeting, and any such minute, if signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be conclusive evidence of the matters minuted therein.

70. A resolution in writing signed by all members of the Board of Directors shall be as valid and effective as if it had been passed at a quorate meeting of the said Board duly convened and held.
71. The office of a member of the Board of Directors shall be vacated if:
- he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - he becomes of unsound mind; or
 - he ceases to be a Member of the Institute; or
 - by notice in writing to the Board of Directors he resigns his office; or
 - without permission of the Board of Directors, he fails to attend two consecutive meetings of the Board of Directors, and the Board of Directors resolve that he has vacated such office.

The Education and Qualifications Advisory Board

72. (a) The E&Q Board shall comprise 7 members appointed by the Board of Directors being:
- 3 Members who have expertise and experience in matters of education; and
 - 3 Members who have expertise and experience in matters of training; and
 - the Chief Executive.
- (b) The Board of Directors may remove any member of the E&Q Board at any time and at its absolute discretion and may fill any vacancies that arises.
73. Subject to the overall management, direction and supervision of the Board of Directors, the E&Q Board:
- (a) shall meet no less than five times in each 12 month period;
 - (b) shall produce and publish the Professional Photographic Qualifying Board Licentiateship, Associateship & Fellowship Guide to Qualifications as a guide to the education and qualification standards of the Institute;
 - (c) shall assess applications for membership of the Institute and make recommendations to the Board of Directors as to whether applicants for Qualified Membership should be admitted to membership and, if so, into which category of membership;
 - (d) shall liaise with course providers and education establishments in relation to the training and examination requirements of the Institute to ensure that appropriate standards are maintained.
74. The E&Q Board may act notwithstanding any vacancy in its body and if the E&Q Board shall be reduced in number to fewer than 7 members, it shall be lawful for it to continue to act until such time as the Board of Directors fills such vacancies in its number.
75. Meetings of the E&Q Board shall be summoned by the Chief Executive.
76. The Chief Executive shall chair the meetings of the E&Q Board but if there is no Chief Executive or he is not present within five minutes of the time appointed for commencement

of the meeting, the members of the E&Q Board present shall choose one of their number to be Chair of the meeting. The Chief Executive shall not be entitled to vote at meetings other than to give the casting vote in accordance with Article 77.

77. Questions arising shall be decided by a majority of votes. Voting will normally be by a show of hands, but the Chairman shall have discretion to order that any particular question shall be decided by ballot. In the case of an equality of votes, the Chairman shall have a second or casting vote which shall, whenever possible, be exercised in favour of maintaining the status quo.

Chief Executive

78. (a) The Chief Executive shall be appointed by the Board of Directors for such time and at such remuneration and upon such conditions as it may think fit. The Chief Executive shall perform all such reasonable duties as the Board of Directors shall direct.
- (b) The Chief Executive shall, if so resolved by the members of the Board of Directors elected by the Advisory Board, be a director of the Institute and a voting member of the Board of Directors.
- (c) The Board of Directors may by resolution appoint an assistant or deputy Chief Executive, and any person so appointed may act in place of the Chief Executive, if there be no Chief Executive capable of acting.
- (d) Where there is no Chief Executive at any time, the Board of Directors shall appoint some other person to carry out the duties of the Chief Executive under these Articles.
- (e) All other staff employed by the Institute shall report to the Chief Executive and be subject to his day to day management.
- (f) The Chief Executive may be removed by the Board of Directors from his employment with the Institute and/or from the office of director.

Honorary President

79. (a) The Advisory Board shall nominate candidate(s), who may or may not be a Member of the Institute, for the position of Honorary President of the Institute.
- (b) The Honorary President shall be elected by the Board of Directors from those candidates nominated by the Advisory Board.
- (c) The Honorary President shall hold office for a period of 12 months at a time but may be re-nominated and re-elected for successive periods.
- (d) The Honorary President shall represent the Institute at such occasions and on such matters as the Board of Directors shall request.
- (e) If any vacancy arises, it shall be filled by the Advisory Board making further nomination(s) to the Board of Directors as soon as is reasonably practical who shall then elect a new Honorary President.

Working Parties and Special Interest Groups

80. (a) The Board of Directors may from time to time and in its absolute discretion appoint such ad-hoc groups and working parties, comprising either wholly or partly Members of the Institute, for such purposes and with such terms of reference as the Board of Directors shall decide.
- (b) The Board of Directors shall encourage the formation of Special Interest Groups within the Members, and shall have the power to recognise such pre-existing groups as being groups within the Institute, for the purpose of furthering specialist activities and/or interests, and may prescribe rules and regulations for the establishment and conduct of such groups.

General Matters

Office

81. The Office shall be at such place at Fox Talbot House, Amwell End, Ware, Herts SG12 9HN or such other place in England and Wales as the Board of Directors shall appoint.

Seal

82. (a) The Seal shall only be used by the authority of the Board of Directors and in the presence of at least two members of the Board. The Board of Directors shall determine who may sign any instrument to which the seal is affixed and unless so determined it shall be signed by two directors.
- (b) A separate book shall be kept, to be called the Seal Register, in which, prior to affixing the seal on any document, there shall be entered a description of such document.

Accounts

83. The Board of Directors shall cause proper books of accounts to be kept with respect to:
- (a) all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods and services by the Institute; and
- (c) the assets and liabilities of the Institute.
- The books of account must be such as are necessary to give a true and fair view of the state of affairs of the Institute and to explain its transactions.
84. The books of account shall be kept at the Office, or, subject to the Act, at such other place or places as the Board of Directors shall think fit, and shall be open at all reasonable times to the inspection of any member of the Board of Directors and/or the Advisory Board.
85. The Board of Directors shall determine to what extent, at what times or places, and under what conditions or regulations the accounts and books of the Institute, or any of them, shall be open to inspection of Members, not being members of Board of Directors or the Advisory Board; and no such Member shall have any right of inspection of any account, book or

document of the Institute except as conferred by statute or authorised by the Board of Directors or by the Institute in general meeting.

86. At each Annual General Meeting, the Board of Directors shall lay before the Institute a proper income and expenditure account for the period since the last preceding account, together with a balance sheet, each made up to a date not more than 9 months before such meeting. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors, and copies of such account, balance sheet and report (all of which shall be prepared and presented 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 21 days before the date of the meeting, be sent to the Auditors and to all other persons entitled to receive notices of general meetings.
87. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.
88. No persons except persons duly authorised by the Board of Directors and acting within the limits of the authority so conferred, shall have authority to give receipts for monies, to sign any cheque, or enter into any contract so as thereby to impose any liability on the Institute or otherwise pledge the credit of the Institute.
89. The Institute shall participate in the Direct Debiting Scheme as Originator for the purpose of collecting subscriptions for any class of membership and/or any other amounts due to the Institute. In furtherance of this object the Institute may enter into any Indemnity required by the Banks upon whom Direct Debits are to be originated. Such an Indemnity may be executed on behalf of the Institute by any Officer(s) authorised so to do by the Board of Directors.

Audit

90. (a) 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(s).
- (b) Auditors shall be appointed and their duties regulated in accordance with the Act.

Notices

91. (a) Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Board of Directors or the Advisory Board need not be in writing except as specifically stated in these Articles.
- (b) The Institute may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his address appearing in the Institutes register of members or by using electronic communications (as defined by the Electronic Communications Act 2000) to an address for the time being notified to the Institute by the Member. A Member whose registered address is not within the United Kingdom and who gives the Institute an address within the United Kingdom, is entitled to have notices given to him at that address but otherwise no such Member shall be entitled to receive notices from the Institute.

- (c) A Member present, either in person or by proxy, at any meeting of the Institute shall be deemed to have received notice of the meeting and where requisite of the purpose for which the meeting was called.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

- 92. Every member of the Board of Directors, the Advisory Board, the Chief Executive, and any other officer or servant of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of his actions or omissions on behalf of the Institute, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to the affairs of the Institute in which relief is granted to him by the Court.

Winding Up

- 93. The provisions 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.