



British Institute of
Professional Photography

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ARTICLES OF ASSOCIATION

Adopted by special resolution on the 6th August 2022
of
BRITISH INSTITUTE OF PROFESSIONAL PHOTOGRAPHY

Company Number: 00178503
The Companies Act 2006
Private Company Limited by Guarantee

Interpretation

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

Act	the Companies Act 2006 including any statutory modification or re-enactment thereof
Additional Directors	Directors who are appointed by the Board of Directors
Affiliate Member	Any person with a professional interest in photography including employers manufacturers, dealers and traders of photographic equipment, materials and services
Ambassador	Any Member who is appointed to represent the Institute amongst the Members, within Regions or within the wider photographic industry.
Ambassador's Advisory Board	the Ambassador's Advisory Board for the time being of the Institute as appointed in accordance with these Articles.
Articles	these Articles of Association and any regulations of the Institute from time to time in force
Ballot	a ballot of the Members to elect the Elected Directors and chairs of the Regional committees
Board of Directors	the Board of Directors for the time being of the Institute
Casual Vacancy	a vacancy that arises due to unforeseen circumstances, e.g., death, resignation, disqualification
CEO	the Chief Executive Officer for the time being of the Institute as appointed in accordance with these Articles
Code of Professional Conduct	the Institute's Code of Professional Conduct as approved and published from time to time by the Board of Directors
Co-Option	the temporary recruitment of a Director to fill a casual vacancy for a short period of time
Qualifications Advisory Board	the Qualifications Advisory Board for the time being of the Institute as appointed in accordance with these Articles
Elected Director	Director who is elected by the members
General Meeting	meetings of the Members (as opposed to meetings of the Directors) having business relating to the governance of the Institute
Honorary President	the President for the time being of the Institute as appointed in accordance with these Articles

Honorary Treasurer	the Treasurer for the time being of the Institute as appointed in accordance with these Articles
Institute	The British Institute of Professional Photography
Member	a Member of the Institute
Office	the registered office of the Institute
Qualified Member	an Honorary Fellow, Fellow, Associate, Licentiate or Graduate Member of the Institute including Retired Members
Regions	the Regions of the Institute as defined by these Articles
Registered Office	the official address of the Institute
Seal	the common seal of the Institute
Secretary	the Company Secretary for the time being of the Institute
Written Notice	refers to a legible document on paper or a document which can be printed in writing onto paper including electronic mail

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

Object & Purpose

The **Articles** exist to support the good governance and administration of the **Institute** for the furtherance of the Objects of the Institute, as described below.

- to support and promote professional photography in all its forms;
- set and uphold the highest professional standards, through our world recognised qualifications programme;
- support photographers both regionally and nationally through our network of regions and ambassadors;
- strive to be inclusive to anyone who desires to become a professional photographer; and
- engage with the wider photographic industry.

The emboldening of a word or expression on the first occasion used in this text indicates that the word or expression is defined under the Interpretation section.

Alteration of Articles

These Articles are made, altered, suspended and repealed by the Members of the Institute in a **General Meeting** in accordance with these Articles.

A change to the Articles may be proposed by:

- The **Board of Directors**
- Any Member who has obtained the support of not fewer than 50 other Members and who has complied with the provisions of this Article.

The Member must send to the Institute, a written notice which sets out clearly:

- their proposal for the alteration of these Articles and the reasons for the proposal;
- the General Meeting at which they wish the proposal to be considered; and
- the names and membership numbers of the Members who support the proposal.

If the Member wishes for their proposal to be considered at an Annual General Meeting, it must be received at least three months prior to the date of that Meeting.

Any proposal to amend the Articles must be approved by two-thirds of the votes cast at a General Meeting.

Membership of the Institute

Membership of the Institute is only open to persons who support the Objects of the Institute.

The Board of Directors shall provide for the formalities of application for admission to each category of membership and admission and all other matters relating thereto, including fees, costs and subscriptions, not otherwise prescribed by these Articles.

The Board of Directors shall consider all applications for admission and shall have full discretion to accept, reject or defer any application.

Every person wishing to join the Institute shall apply in writing to the Institute. The application should normally be made on the Institute's current application form.

Each applicant for admission as a Member shall subscribe to the Code of Conduct of the Institute and such other rules, practices and behaviours as may be prescribed by the Board of Directors.

The rights and privileges of every Member shall be personal and shall not be transferable or transmissible.

Successful applicants shall be informed of their admission in writing.

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, Retired Members and any other category of membership, as approved by the Board of Directors.
- b. **Affiliate Members:** persons unable to satisfy the requirements for Qualified Membership, admitted to membership, bound by the Code of Professional Conduct. They shall have full voting rights, so long as they have been a fully paid up Member for a minimum of three months since joining the Institute.

Honorary Fellows

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.

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

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.

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.

Affiliate Members

Any person with a professional interest in photography including employers and employees of photographic establishments and employees of manufacturers, dealers and traders of photographic equipment, materials and services, and any person engaged in the profession of photography, including students, and any other person preparing for Qualified Membership, may be admitted as an Affiliate Member of the Institute.

An Affiliate shall be a non-qualified 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

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.*

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.

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.

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.

Certificates

Every Qualified Member shall be entitled to a certificate of his status as a Qualified Member and such Certificates shall be issued to all who are admitted to the Institute's Licentiateship, Associateship or Fellowship qualifications; but, in all cases, such Licentiateship, Associateship or Fellowship shall be personal to the individual member and shall not be used as part of the registered name of any company or corporate body or any business whatsoever. Certificates granted by the Institute shall be the sole property of the Institute and Certificates shall be held by Members only for so long as they remain Members and, upon ceasing to be such, the Certificates shall be returned at once to the Institute.

Admission Fees and Annual Subscriptions

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.

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. Annual subscriptions may also be paid in installments, using such banking facilities as the Directors may from time to time determine as appropriate.

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. In the event of any subscription remaining unpaid 8 weeks 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.

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

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

Expulsion and Disciplinary Control

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, these Articles of Association and any other Regulations made by the Board of Directors from time to time; or
- in breach of any rules or regulations of the Institute laid down from time to time; or
- injurious or prejudicial to the good standing or reputation of the Institute, or
- have materially disrupted the working of the Institute; or
- be otherwise detrimental to the Objects of the Institute or the best interests of the Institute.

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.

The Board of Directors shall not exercise such power 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.

A Member who is to be expelled from the Institute shall be notified by either the **CEO** or the **President** of the Institute or, in their absence by an Officer of the Institute, in writing within 7 days of the decision by the Board of Directors to impose the sanction of expulsion from the Institute.

The expulsion from the Institute of a Member is open to challenge by that Member and any such challenge shall be notified in writing to the President of the Institute within a period not

exceeding 21 days from the date of the Notice of Expulsion issued to the Member. If the expulsion of a Member from the Institute is not challenged by the Member within this period of 21 days, the Member shall be automatically expelled from the Institute. If the expulsion is challenged by the Member, the matter shall be considered by the Officers of the Institute, along with the CEO, in the form of a Disciplinary Appeals Committee.

The sanctioned member may also request the attendance of another person to act on their behalf at any subsequent hearing. The decision of the Disciplinary Appeals Committee shall be final and binding on all parties.

The Board of Directors

There shall be up to eight Directors who shall constitute the Board of Directors. Every member of the Institute entitled to vote at General Meetings, may nominate one candidate for each of the Institute's Board of Directors elective posts.

A person nominated for one of the ordinary elective posts in the Institute, at the time of such nomination or election;

- must be a Subscribing Member, Honorary Member or Honorary Fellow of the Institute;
- must not be in arrears with their subscriptions; and
- if they have been elected or co-opted as a current member of the Board must have attended at least half of its meetings, unless otherwise permitted by the Board.

The Board of Directors shall comprise:

- the **Honorary Treasurer** appointed by the Board of Directors;
- up to four additional **Elected Directors** elected in accordance with these Articles; and
- up to three **Additional Directors**, appointed by the Board of Directors.

The Board shall elect, from within their number, a Board Chairperson, who will chair all meetings of the Board and coordinate Board activities and meetings.

A person appointed to the post of Honorary Treasurer, at the time of such appointment must have appropriate financial expertise. For example, being a member of a professional accountancy body or possessing similar experience in financial matters.

A person nominated for election as one of the four Elected Members of the Board, or the three appointed Directors or the Honorary Treasurer, at the time of such nomination or appointment, must not have previously served on the Board at any time in the past, for period exceeding six years.

All elected members of the Board shall be elected by a ballot of the members, for terms of three years, to run from the date of the Annual General Meeting at which their appointment is announced until the Annual General Meeting three years later.

All appointed members of the Board shall be appointed, for a term of three years, to run from the date at which their appointment is announced.

No member of the Board may serve more than six consecutive years on the Board.

A **casual vacancy** within the Board of Directors may be filled by **co-option** by the Board of Directors for a limited period of time, which shall normally be until the end of the next AGM, at which a newly elected or appointed Director shall be announced. A period of time as a co-opted Director is not included when considering terms as an Appointed or Elected Director, or the maximum time a Director may serve.

Board of Directors Election Procedure

The Board of Directors shall make additional Regulations for the conduct of nominations, elections, and appointments in accordance with these Articles. Not less than 60 days before the Annual General Meeting in the appropriate year, the Board Chairperson shall send to all those Members entitled to receive notice of a General Meeting:

- a list of the names of the elected members of the Board of Directors who offer themselves for re-election;
- in respect of each retiring member seeking re-election to the Board of Directors, a record of the attendance of that member at Board meetings during the preceding term;
- a nomination paper by which he may nominate Qualified Members for election to the Board of Directors.

Nominations for the Board of Directors shall be made in writing and delivered to the Institute's Office by a date specified by the Board in an Election Year.

A person to be nominated, elected, or appointed as a Director:

- a. must be a Subscribing Member, Honorary Member or Honorary Fellow of the Institute;
- b. must not be in arrears with their subscriptions;
- c. must be willing to act in accordance with the Director Code of Conduct as set out by the Board of Directors from time to time;
- d. if they have served as a Member of the Board of Directors since the last election, must not have vacated office during that period; and
- e. if they have previously served on the Board of Directors must, during their tenure, have attended at least half of its meetings unless otherwise permitted by the Board of Directors.

The Institute shall verify that each nomination is received from a member of the Institute and shall confirm in writing to each nominee, notice of their nomination. A nominee's name will not be included on the ballot form unless:

- the nominee has been validly nominated by at least ten members entitled to vote at General Meetings; and
- confirmation of acceptance of nomination by the nominee has been delivered to the Institute's Office within seven days after service of such notice of nomination (or within such longer period as the Board may specify from time to time) or by email if deemed appropriate.

If, in any election year, the total of the number of persons validly nominated for election to any position on the Board of Directors, 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:

- Elections shall be by **ballot** at or before the AGM in such manner as the Board of Directors may prescribe. The results shall be announced at the AGM and shall take effect from the end of the AGM.
- Every Member of the Institute entitled to vote at the Annual General Meeting shall be entitled to one vote in the election for each of the vacant Elective Posts. No ballot paper (or equivalent electronic version) shall be allowed to count as recording more than one vote for any candidate in the same capacity and any ballot purporting to cast more than one vote for a candidate in the same capacity shall be void.
- Insofar as it lies within their power, the Board of Directors shall promote diversity among the Board of Directors and all other Committees, but, notwithstanding this requirement, no appointment, whether by way of election or otherwise, may be challenged on the basis that there would, as a result of the election or appointment, be an imbalance in gender, ethnicity, or other characteristic on the Board of Directors.
- Where two or more candidates receive an equal number of votes for fewer vacancies than there are such candidates, then the retiring Board of Directors shall determine the result by secret ballot at a meeting held immediately before the Annual General Meeting.
- Those persons elected or deemed to have been elected shall take office with effect from the close of the Annual General Meeting.

The Board of Directors Responsibilities

The Board of directors are responsible for the management of the Institute, its good governance, and prudent financial controls. It shall also be responsible for the strategic direction of the Institute.

Without prejudice to any other provision of these Articles, the Board of Directors:

- shall appoint the Chair of the Qualifications Advisory Board;
- shall appoint the Chair of the Equality, Diversity & Inclusion Committee;
- shall appoint the Chief Executive;
- shall appoint the Honorary President;
- shall appoint the Honorary Treasurer;
- shall, in carrying out its functions, give due consideration to any advice or recommendations made to it by the **Ambassadors**, the Qualifications Advisory Board and the Equality, Diversity & Inclusion Committee (although not being bound to follow such advice or recommendations);
- shall, subject to these Articles, 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;

- shall approve and publish a Code of Professional Conduct by which Members of the Institute are required to abide;
- may delegate any of its powers to any of its Members, to the Chief Executive, to Standing Committees or to any other groups, consisting either of members of the Board of Directors or Members of the Institute;
- may borrow and raise money in such manner and for such purposes as it thinks fit and give such security as may be necessary.

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 8 members, it shall be lawful for it to continue to act until such time as the Board fills such vacancies in its number.

On the written request of 3 members of the Board of Directors, the Board Chairperson 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 Board Chairperson any 3 members of the Board of Directors may summon a meeting by giving reasonable notice in writing to the others.

The Board Chairperson shall chair the meetings of the Board of Directors, but if there is no Board Chairperson, or he is not present within ten 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.

The quorum necessary for the transaction of business shall be 3, or half of the Directors, whichever is greatest, 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.

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

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.

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.

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.

Resignation and removal of Officers and Directors

A Director's term of office automatically terminates if they:

- a. are disqualified under the Companies Act from acting as a Director;
- b. in the written opinion, given to the Institute, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- c. cease to be a Member of the Institute;
- d. resign by written notice to the Board of Directors;
- e. are absent from two consecutive meetings of the Board of Directors and are removed from office by a resolution of the Board of Directors;
- f. are removed by resolution of the Board of Directors on the grounds that their continued membership of the Board of Directors would be harmful to the Institute;
- g. are removed by resolution passed by a two-thirds majority at a General Meeting of the Institute after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.

President

The role and responsibilities of the President shall be as prescribed in these Articles and otherwise as the Board of Directors may from time to time decide.

The President shall serve for a term of two years. A further term of two years may be served if once appointed by the Board of Directors.

The person appointed to be the President shall take up their office from the conclusion of the Annual General Meeting at which the incumbent President retires.

In the event the office of President becomes vacant before completion of their term the Board of Directors shall, as soon as is practicably possible, arrange for the appointment of a new President who shall serve until the next Annual General Meeting and then for a term of two years. A further term of two years may be served if once again appointed by the Board of Directors.

Whilst the post of President remains vacant, the Chair of the Board shall perform the functions of President.

Chair of the Board

The Board of Directors shall elect a Chair from amongst their number for such period as the Board of Directors may decide.

The rights and responsibilities of the Chair shall be as prescribed in these Articles and otherwise as the Board may from time to time decide.

The Chair shall deputise for the President should the President be absent.

In the event of the death or resignation of the Chair, the Board of Directors shall appoint one of their number to be the Chair.

Honorary Treasurer

The Honorary Treasurer shall be appointed by the Board of Directors for a term of three years from the conclusion of the Annual General Meeting at which their appointment is announced.

The Honorary Treasurer shall have general responsibility for advising the Board of Directors and any Committees on financial questions. The Honorary Treasurer shall exercise such powers as may be determined by the Board of Directors.

In the event of the temporary inability through illness or otherwise of the Honorary Treasurer to carry out such duties, a Deputy-Treasurer, appointed by the Board of Directors, shall perform the functions of the Honorary Treasurer.

In the event the office of Honorary Treasurer becomes vacant before completion of their term, the Board of Directors shall appoint an Honorary Treasurer who shall serve until the next Annual General Meeting and then for a further term of three years.

Meetings of the Board of Directors

The Chair shall preside at all meetings of the Board of Directors of the Institute. In the absence of the Chair, the Directors shall choose another member of the Board of Directors to preside as Chair.

The Board of Directors may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but shall meet not less than four times a year, at such times as they may determine.

A quorum at a meeting of the Board of Directors shall be one half of all Directors or three Directors, whichever is the greatest.

Notice of the date and time of holding each meeting of the Board of Directors shall be forwarded by the Chief Executive to each Director. Save as provided in these Articles, or where the Directors unanimously agree to a shorter period, the period of notice shall be at least seven days. The accidental omission to give notice of a meeting to, or the non-receipt of a notice, by any Director shall in no way invalidate the proceedings of the meeting.

An Extraordinary Meeting of the Board of Directors may be called at the Chair's discretion or upon a requisition to the Chair by not fewer than three Directors.

A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Board of Directors in which all participants may communicate with all the other participants.

Questions arising shall be decided by a simple majority of votes. Except for the Chair of the meeting, who in the case of an equality of votes has a second or casting vote, every Director has one vote each.

The Board of Directors may agree that a particular motion may be communicated and voted upon in writing (including via electronic means) rather than at a meeting of the Board of Directors. Such a motion, if passed by a majority of all Directors, shall be as valid as if it had been passed at a meeting of the Board of Directors and shall be formally recorded in the minutes of the next meeting of the Board of Directors.

Where a meeting of Directors is to discuss a change to these Articles, notice detailing proposed changes must be given to all Directors not less than 14 days before the date of the meeting.

Where a proposal to amend these Articles is to be discussed at a Directors meeting a majority of voting Directors is required in order to submit a proposal for a change to these Articles to a General Meeting.

The Board of Directors may invite any person to attend or participate in a meeting of the Board of Directors but no eligibility to vote shall be conferred by such an invitation.

General Meetings

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.

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

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 Articles or on the written requisition of 5% of the total Qualified Membership of the Institute.

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.

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.

The ordinary business of the Annual General Meeting shall be:

- a) to consider and, if thought fit, to approve the audited accounts and balance sheet and the reports of the Board of Directors and of the auditors;
- b) to appoint the Institute's auditors and to fix their remuneration;
- c) declaration of the result of the ballot for election of any of the:
 - i. Elected Directors;
 - ii. announcement of any newly appointed Honorary Treasurer and President;

All other business transacted at an Annual General Meeting shall be deemed special.

A Member wishing to submit a motion at an Annual General Meeting may do so provided written notice of the proposed motion is received at the **registered office** of the Institute 60 days before the date of the meeting, setting out the proposed motion, including the names and membership numbers of not less than 35 Members who support the proposed motion.

No business shall be discussed at an Annual General Meeting other than that specified in the notice given under these Articles.

Proceedings at General Meetings

Where these Articles make no specific provision, the Board of Directors may prescribe the method of conducting the business of any General Meeting.

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

A General Meeting may be held by suitable electronic means, agreed by the Board of Directors, in which each participant may communicate with all the other participants. Any Member participating at a General Meeting by suitable electronic means, agreed by the Board of Directors in which a participant or participants may communicate with all the other participants, shall qualify as being present at the General Meeting. General Meetings held by electronic means must comply with these Articles, including chairing and the taking of minutes.

No business shall be transacted at any general meeting unless a quorum is present. Except as specifically provided for in these Articles, 20 Members who are present and entitled to vote shall be a quorum.

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 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 Members present shall be a quorum.

The Chairperson of the Board of Directors shall preside at every general meeting as Chairperson of the meeting but if there is no Chairperson of the Board of Directors, or they are 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 Member who is present to preside.

The Chairperson 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.

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.

Votes of Members

Save as specifically stated in these Articles, every Member shall have one vote on any matter on which they are entitled to vote.

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.

Any Member, who has been a fully paid up Member for at least three months, shall be entitled to vote. A Member, who has not been a fully paid up Member for three months or more, will not be entitled to vote.

Every matter at a General Meeting is decided by a vote of the Members present. The Institute may, if the Board so decides, allow Members to cast votes by post, electronic mail or other electronic means on any matter that would otherwise be decided at a General Meeting. The Board shall have complete discretion to determine the extent to which and the process by which such voting is made available, if they are satisfied that it is in the best interests of the governance of the Institute to do so and that Members are not, as a result, prevented from meaningful participation in the decision. The Board of Directors shall cause the result of the vote to be published as soon as reasonably practicable after the result has been ascertained, in such manner as the Board of Directors may determine.

Where matters are to be decided by a vote in accordance with these Articles, the Board of Directors shall make provision for Members to have access to debate and written submissions on the matter to enable Members to make well-informed voting decisions and to play a meaningful part in the decision-making process.

Except for those matters set out in these Articles, all matters shall be decided by a simple majority of Members casting a vote.

Subject to these Articles, the following matters shall be decided by a majority of two-thirds of Members voting in attendance, or by proxy at a General Meeting:

- a. on any resolution involving a change in any Article; and
- b. on any other resolution at the discretion of the Board of Directors.

In the case of an equality of votes by any means, the Chair of the meeting at which the show of hands takes place or at which a vote by other means is directed or demanded is entitled to a second or casting vote.

Subject to these Articles, every matter at a General Meeting is decided by a vote of the Members present, either by a show of hands or, if the meeting is held by electronic means, by such other voting method as the Chair of the meeting decides is most practicable in the circumstances.

A Member may vote by proxy:

- a. on any resolution involving a change in any Article; and
- b. on any other resolution at the discretion of the Board of Directors.

In the case of a meeting held by electronic means under these Articles, the Board of Directors may direct that proxies may be given to the Chair only.

An instrument appointing a proxy shall be in such form as the Board of Directors shall prescribe for the meeting. An instrument appointing a proxy must be received by the Institute not less than 7 clear days before the time appointed for holding the General Meeting or adjourned meeting as the case may be. Any instrument which is in default of the provisions of this Article is invalid. An appointment of proxy may be revoked provided the notice of revocation is received by the Institute not less than 48 hours before the commencement of the General Meeting or adjourned meeting as the case may be.

A Member shall not be deemed to be personally present for an item at any General Meeting if they have appointed a proxy for that part of the meeting and not revoked the appointment in accordance with these Articles.

The Chair of a General Meeting may direct a vote in accordance with these Articles, or the same may be demanded by at least 20 of the Members present at a General Meeting, excluding Directors. No such vote shall be directed or demanded on the election of the Chair of the meeting or on a question of adjournment.

A direction or demand for a vote in accordance with these Articles shall not invalidate any other business of the meeting. The direction or demand may be withdrawn by the person or persons who directed or demanded it, but this must be done before the conclusion of the meeting.

Where these Articles make no specific provision, the Board of Directors may prescribe the method of conducting the business of any General Meeting.

Regions

The Institute shall comprise a number of Regions, as decided by the Board of Directors from time to time.

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.

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.

Each Region shall be represented by one or more Ambassadors, in accordance with regulations prescribed from time to time by the Board of Directors.

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.

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 Articles of Association and by the Board of Directors in the regulations for the management and administration of regions.

Other than for the purpose of legitimate regional activities within the scope of regulations laid down by the Board of Directors, no Ambassador or other representative of a Region shall have power as such to enter into any contract or agreement or to make or do any representation, act or anything else as agent for the Institute.

Committees

In addition to the Ambassador's Advisory Board, the Qualifications Advisory Board and the Equality, Diversity & Inclusion Committee, the Board of Directors may from time-to-time delegate to any Committee such of its powers and duties as it sees fit. The Board of Directors remains responsible for the actions of all Committees and all proceedings of Committees must be reported promptly to the Board of Directors.

Each Committee shall have written terms of reference approved by the Board of Directors, which shall be published on the Institute's website.

The Board of Directors may dissolve a Committee at any time.

The Ambassador's Advisory Board

The Ambassadors of the Institute shall form, through the Ambassador's Advisory Board, a representative body for Member activities and interests which will meet at least two times each year and shall have such specific purposes as may be prescribed by its Terms of Reference. Its principal functions will be to:

- a. to provide a contact point for Members within a Region;
- b. to advise both the CEO and the Board of Directors on issues affecting Members of the Institute
- c. advocate for volunteers and Members, providing insight and understanding to the Board of Directors; and
- d. to promote the Institute and to engage within the wider photographic industry.

The Ambassador's Advisory Board shall comprise the following:

- Each of the Institute's Ambassadors;
- The Chief Executive.

A person proposed for an Ambassador's position in the Institute, at the time of such proposal;

- must be a Subscribing Member, Honorary Member or Honorary Fellow of the Institute;
- must not be in arrears with their subscriptions; and

All Ambassador's posts are subject to formal approval by the Board of Directors.

The Ambassador's Advisory Board shall elect its own Chair from its members, which role is to be approved by the Board of Directors.

The Qualifications Advisory Board

The Qualifications Advisory Board shall be a forum for debate and discussion on all matters concerning the qualifications of the Institute and may make recommendations for consideration by the Board of Directors. Its specific purposes will be prescribed in its Terms of Reference.

The Qualifications Advisory Board shall consist of:

- a. A Chair who has the relevant experience of the qualifications process within the Institute;
- b. Two Members of the Institute with expertise in the areas of qualifications
- c. one member of the Board of Directors; and

- d. the Chief Executive Officer as a non-voting observer.

The Equality, Diversity & Inclusion Committee

The Equality, Diversity & Inclusion Committee shall be a forum for debate and discussion on all matters concerning diversity and inclusion within the Institute and may make recommendations for consideration by the Board of Directors. Its specific purposes will be prescribed in its Terms of Reference.

The Equality, Diversity & Inclusion Committee shall consist of:

- a. A Chair who has the relevant experience within the field of equality, diversity and inclusion;
- b. Up to four further Members of the Institute with expertise in the areas of equality, diversity and inclusion, or represent those who this committee is created to promote;
- c. one member of the Board of Directors; and
- d. the Chief Executive Officer as a non-voting observer.

Chief Executive

The Board of Directors shall be responsible for appointing and discharging the Chief Executive of the Institute as an executive officer on terms and conditions approved by them. The Chief Executive shall report and be accountable to the Board of Directors and shall have such powers and duties as may be vested in the Chief Executive by the Board of Directors.

Subject to such conditions as the Board of Directors may impose, the Chief Executive shall have the power to appoint all other members of the staff, who shall report to the Chief Executive.

The Board of Directors may at any time substitute Chief Executive for another title, in which case references to the Chief Executive in these By-Laws shall be construed accordingly.

Working Parties and Special Interest Groups

The Board of Directors may from time to time and in its absolute discretion appoint such ad-hoc groups, working parties or committees, 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.

The Board of Directors shall encourage the formation of Special Interest Groups within the Membership 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

The Office shall be at such place in the United Kingdom as the Board of Directors shall appoint.

Seal

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.

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

The Board of Directors must comply with all statutory requirements as to the keeping of statutory books and financial records 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.
- d. 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.

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 RCC.

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 RCC; 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.

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 15 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.

The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

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.

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.

The Audit

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).

Auditors shall be appointed and their duties regulated in accordance with the Act.

Means of communication

The Institute may validly send any document (including any notice and any Ballot Paper) 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 courier (with postage or delivery paid) to the address recorded for the Member in the Register of Members, including by publishing within the magazine of the Institute;
- c) by electronic mail to an email address given by the Member;
- d) by other suitable electronic means: or
- e) by publishing it on the website; in accordance with this Article.

When sending a document via the website, the Institute shall notify each intended recipient of the presence of the document and how it may be accessed.

Where a document is sent to Members via the website, the document must remain on the website for 28 days beginning with the date on which the Institute sent notification and, in the case of a General Meeting, until after the General meeting has ended.

Any notice given in accordance with these Articles is to be treated for all purposes having been received:

- a) 24 hours after being sent by electronic mail, other electronic means or delivered by hand to the relevant address;
- b) 2 clear days after being sent by first class post to the relevant UK address;
- c) 10 clear days after being sent by second class or overseas post to the relevant address;
- d) on the date on which the notice was posted on the website (or, if later, the date on which the Member was notified of the posting on the website);
- e) on being handed to the Member personally; or if earlier
- f) as soon as the Member acknowledges actual receipt.

A technical defect in the giving of notice of which the Board of Directors are unaware at the time does not invalidate decisions taken at a meeting.

Members may validly send any notice or document to the Institute:

By post to:

- the Institute's registered office; or
- any other address specified by the Institute for such purposes;

to any email address provided by the Institute for such purposes.

Indemnity

Every Director shall be indemnified out of the assets of the Institute against any liability incurred by them in defending any proceedings in relation to the Institute, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.

In these Articles, Director means any member of the Board of Directors or former Director of the Institute.

Winding Up

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.