

No. 2754293

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

R E S O L U T I O N S

OF

THE INSTITUTION OF ANALYSTS & PROGRAMMERS  
PASSED 1<sup>ST</sup> DECEMBER 1993

At an Extraordinary General Meeting of the above-named Institution held on the First day of December 1993 at 45 Pont Street, London SW1X 0BX the following Resolution was duly passed as a Special Resolution:-

"That the New Memorandum and Articles of Association of the Institution set forth in the printed document produced to this Meeting and for the purposes of identification signed by the Chairman hereof, be approved and adopted as the Memorandum and Articles of Association of the Institution, in substitution for, and to the exclusion of the existing Memorandum and Articles thereof."

Signed:

.....  
Secretary



The Companies Act 1985  
Company Limited by Guarantee And  
Not Having a Share Capital

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## MEMORANDUM AND ARTICLES OF ASSOCIATION

[As Amended by Special Resolution Passed by the  
Company dated 1st December 1993]

### THE INSTITUTION OF ANALYSTS & PROGRAMMERS

Company Number: 2754293

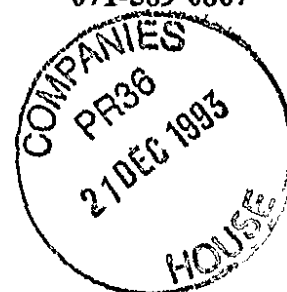
Incorporated on: 8 OCTOBER 1992

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The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

## MEMORANDUM OF ASSOCIATION

[As Amended by Special Resolution Passed by the  
Company dated 1st December 1993]

OF

## THE INSTITUTION OF ANALYSTS & PROGRAMMERS

1. The Name of the Company (hereinafter "the Institution") is The Institution Of Analysts & Programmers.
2. The Institution's Registered Office is to be situated in England & Wales.
3. The Institution's objects are
  - (i) To provide an organisation to assist men and women with the necessary education, ability and experience to advance in the profession of computer analyst and programmer, and to secure public recognition of their professional status.
  - (ii) To facilitate the advancement and spreading of knowledge within the profession by, inter alia, publishing a journal for periodic distribution to members, disseminating information and providing for the exchange of views on matters of professional interest.
  - (iii) To improve standards of conduct and competence within the profession and provide a means for measuring professional competence by examination, practical tests of otherwise, and, by a system of grades and certificates, to encourage members to develop their skills and progress within the profession.
  - (iv) To assist members to indemnify themselves against claims in respect of liabilities incurred by them in the exercise of their profession, and to protect the mutual interest of members.
  - (v) To assist members who are seeking employment.

- (vi) To provide opportunities for contact between members, and to form branches and organise functions for that purpose.
- (vii) To contribute to the compilation or publication by official bodies of any literature or statistics relating to the profession.
- (viii) To do all such things as from time to time may be necessary to maintain and advance the status and interests of the profession.

And the Institution shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) To raise funds, whether by the levying of subscriptions by the Institution, by means of donations from Companies and other business concerns, by private or public appeals or otherwise, and to seek any form of assistance, sponsorship or grant from government, municipal, commercial or private sources or from any national or international health, welfare, educational, social or cultural organisation for or on behalf of the Institution, or any person or body of persons pursuing any object which this Institution is authorised to carry on, and to take and accept gifts of property, whether subject to any special trust or not, for the objects of the Institution.
- (B) To recruit and assist in the recruitment of voluntary workers in and for the Institution and to retain or employ professional or technical advisers or workers in connection with the objects of the Institution and to pay reasonable and proper fees for their services.
- (C) To make any financial grant or award, and to enter into any contract or arrangement for the provision to any person or body of persons of any technical, financial or other assistance, of any service or equipment, labour, or of travel, accommodation or other facilities, and generally to do all such things as may, in the opinion of the Officers, further the primary objects of the Institution.
- (D) To undertake research and surveys, and publish the useful results of such research, to establish, equip and maintain a library, to collect, compile, print, publish and disseminate information, to provide, publish or contribute to the publication of any papers, books, periodicals, reports or other documents, films, slides, tapes, pictures, plans or models, to give and exchange information and advice and to promote, encourage, foster and maintain the interest and support of the public in the objects and activities of the Institution.
- (E) To organise, provide facilities for and hold conferences, meetings, courses of instruction, demonstrations, lectures, exhibitions, competitions, tours and displays.
- (F) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of, or co-operate or federate with any other organisations or associations whose objects are in whole or in part similar to the objects of the Institution or the establishment or promotion of which may be beneficial to the Institution, to act as trustees or agents for and to manage and to undertake the

property, assets, liabilities and engagements of any such organisations or associations and to subscribe or guarantee money for any purposes in any way calculated to further the objects of the Institution.

- (G) To foster and encourage co-operation and communication between similar organisations, societies and institutions and local and national authorities and to co-ordinate the activities and represent the views of those making use of the facilities of the Institution and its members.
  - (H) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, sell, mortgage, lease or otherwise dispose of or turn to account any real or personal property and any rights or privileges which the Institution may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institution.
  - (I) To borrow or raise money for the purposes of the Institution on such terms and on such security as the Officers shall think fit, whether by the creation and issue of debentures or debenture stock or otherwise.
  - (J) To receive money on deposit or loan upon such terms as the Institution may approve, and to undertake and execute any trusts which may lawfully be undertaken by the Institution and may be conducive to its objects.
  - (K) To invest and deal with the moneys of the Institution not immediately required for its purposes in or upon such investments or securities and in such manner as may from time to time be determined, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
  - (L) To sell, mortgage, improve, manage, turn to account, exchange, let, or grant licences, easements and other rights in or over, and in any other manner deal with or dispose of all or any of the property and assets for the time being of the Institution as may be expedient for the promotion of its objects.
  - (M) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents.
  - (N) To pay out of the funds of the Institution the costs, charges and expenses of and incidental to the formation and registration of the Institution.
  - (O) To do all such other things as are necessary for the attainment of the objects of the Institution or any of them.
4. The income and property of the Institution, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institution as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Institution, and no member of its Council of Management or Governing Body shall be appointed to any office of the Institution

paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institution.

Provided that nothing herein shall prevent the payment, in good faith, by the Institution:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Institution (not being a member of its Council of Management or Governing Body) for any services rendered to the Institution;
  - (b) of interest on money lent by any member of the Institution or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the base lending rate for the time being prescribed by the National Westminster Bank Limited, or 3 per cent, whichever is the greater;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Institution or of its Council of Management or Governing Body;
  - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company;
  - (e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.
5. The liability of the members is limited.
  6. Every member of the Institution undertakes to contribute such amount as may be required (not exceeding £1.00) to the Institution's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Institution's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
  7. If, upon the winding up or dissolution of the Institution, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institution, but shall be given or transferred to some other institution or institutions having objects the same as or similar to the objects of the Institution, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institution under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institution at or before the time of dissolution, and if and so far as effect can not be given to this last provision, then to some other object as near as may be to that of the Institution.

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION

[As Amended by Special Resolution passed by the  
Company dated 1st December 1993]

OF

## THE INSTITUTION OF ANALYSTS & PROGRAMMERS

### GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column therefore if not inconsistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Act 1985
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.
The Council	The Council of Management for the members of the Institution.

And words importing the singular number only shall include the plural number and vice versa.

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

Words importing persons shall include corporations.

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

2. The subscribers to the Memorandum of Association and such other persons as the Council shall admit in accordance with the provisions hereinafter contained shall be members of the Institution.
3. Every person who desires to becoming a member of the Institution must sign and deliver to the Institution an application for membership in a form approved by the Council and when the Council shall have resolved to admit any applicant to membership the Secretary of the Institution shall forthwith notify the applicant of his admission to membership either personally or by notice in writing to the address on his application. The Council shall have the right to reject applications for membership in its absolute discretion and without giving any reason or ground for its refusal.
4. Membership of the Institution shall be made up of the following classes:-

i) Companion

In exceptional circumstances the Council shall be empowered to confer upon members of at least 10 years standing the position of Companion such position being conferred only by invitation from the Council of the Institution. Such members shall be entitled to exercise full voting rights in the affairs of the Institute and shall be entitled to use the description Companion and use the letters Cmpn IAP after their names.

ii) Fellows

For election to the position of a Fellow an applicant shall be at least 30 years of age and have at least 10 years experience of systems analysis or programming. This shall include at least 5 years experience in a senior position of substantial responsibility judged by the Council at its absolute discretion to be of a quality to merit election to this grade. Fellows shall be entitled to exercise full voting rights in the affairs of the Institution and they shall be entitled to describe themselves as Fellows and to use the letters FIAP after their names



iii) Full Members

For election to a Member an applicant shall be at least 24 years of age and have formal qualifications and/or qualifying experience of systems analysis or programming judged by the Council at its absolute discretion to be of a quality to merit election at this grade. The following qualifications to be acceptable for this purpose:-

- (a) a recognised computer related degree, HNC, BTEC, the diploma of an accredited college or other approved qualification and four years qualifying experience or;
- (b) a computer related ONC or approved equivalent and five years qualifying experience or;
- (c) 6 years of qualifying experience

Members shall be entitled to exercise full voting rights in the affairs of the Institution and use the letters MIAP after their names.

iv) Associate Members

For election as an Associate Member an applicant shall be at least 20 years of age and have formal qualifications and/or qualifying experience of systems analysis or programming judged by the Council at their absolute discretion to be of a quality to merit election to the grade. The following qualifications are acceptable for this purpose:-

- (a) a recognised computer related degree, HNC, BTEC, the diploma of an accredited college or other approved qualification or;
- (b) a computer related ONC or approved equivalent and two years qualifying experience or;
- (c) 4 years of qualifying experience

Associate Members shall not be entitled to exercise full voting rights in the affairs of the Institution but shall be entitled to receive notice of and attend at any General Meeting of the Institution and to vote for membership of the Council. They shall also be entitled to describe themselves as Associate Members and to use the letters AMIAP after their names.

v) Students

For admission as a Student an application shall satisfy the Council at their absolute discretion that he or she is following a recognised course of training for the profession and intends to apply for full membership of the Institution as soon as he or she is qualified to do so. Such a person shall not be entitled to put any letters or descriptions after their names or to receive notice of or

to attend or vote at any General Meeting of the Institution.

5. The privileges of a member shall not be transferable and every member shall cease to be a member (unless not less than 75% of all the elected members of the Council vote otherwise) on the happening of any of the events following namely:-
  - (a) If being an individual he shall die or become of unsound mind or if being a company or other statutory body a resolution be passed or order made for its winding up or dissolution.
  - (b) If he serve upon the Institution one months' notice in writing of his intention to resign his membership in which event he shall cease to be a member at the expiration of one month from the date of service of such notice upon the Institution.
  - (c) If he fails to pay his subscription to the Institution in full within six months from the date upon which it shall become payable.
  - (d) If he is convicted of any criminal act or is adjudged Bankrupt or fails to satisfy a judgment debt or individually or as a partner makes an assignment for the benefit of creditors or under any resolution of creditors or order of the Court or any deed or document has his estate placed in liquidation for the benefit of creditors or makes any arrangement for the payment of a composition to creditors generally.
  - (e) The Council shall be entitled to suspend or expel from membership any person on the grounds of misconduct, in relation either to the Institution, its property or its members, or of conduct likely to prove prejudicial to the good standing of the Institution or to the attainment of its objects. A member whose suspension or expulsion is to be decided upon at a meeting of the Council shall be entitled to not less than 7 clear days' notice of that meeting, stating the case made against him. Such member shall be entitled to attend and speak at that meeting at any time throughout the period during which his membership is discussed but shall withdraw prior to voting, notwithstanding that he may himself be an Officer. A resolution under this provision shall not be effective unless passed by a majority of not less than two thirds of the Officers present and voting.

## GENERAL MEETINGS

6. The Institution shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Institution and that of the next. Provided that so long as the Institution holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation nor in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

7. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.
8. The Council may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitions as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Officers capable of acting to form a quorum, any Officer or any two members of the Institution may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.
9. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Institution other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institution in general meeting, to such persons as are, under the Articles of the Institution, entitled to receive such notices from the Institution: Provided that a meeting of the Institution shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is to agreed-
  - (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.
10. 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 the proceedings at that meeting nor any resolution passed thereat.

## PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at any extraordinary general meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and Auditors, the election of Officers in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the

quorum shall be ten members present in person or by proxy.

13. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting if convened on the requisition of 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 Office 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.
14. The President, if any, of the Council shall preside as Chairman at every general meeting of the Institution, or if there is no such Chairman, or if he shall not present with fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Council Members present shall elect one of their number to be Chairman of the meeting.
15. If at any meeting no Council Member is willing to act as Chairman or if no Council Member is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chairman of the meeting.
16. The Chairman may within 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 might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon the declaration of the result of the show of hands demanded (a) by the Chairman, or (b) by at least two members present in person or by proxy, or (c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Institution 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. The demand for a poll may be withdrawn.
18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at

such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

20. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
21. The demand for 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.
22. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be a valid and effective as if the same had been passed at a general meeting of the Institution duly convened and held and may consist of several documents in the like form each signed by or on behalf of one or more members.

#### VOTES OF MEMBERS

23. Subject as herein provided every Member shall have one vote.
- 24(A) No member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership shall be entitled to vote on any question either personally or by proxy or as proxy for another member at any general meeting.
- (B) If any vote shall be counted which ought not have been counted or might have been rejected, the error shall not vitiate the resolution unless the question be raised before the declaration of the result by the Chairman, and not in that case unless it shall in the opinion of the Chairman be material as to the outcome of the vote.
25. Votes may be given on a poll either personal or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.
26. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, under its common seal if any and, if none, then under the hand of some officer duly authorised in that behalf.
27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

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

"I/We " "  
"of " "  
"a member of " "  
"hereby appoint " "  
"of " "  
"and failing him " "  
"of " "  
"to vote for me and on my behalf at the " "  
"(Annual or Extraordinary or Adjourned as the case " "  
"may be) General Meeting of the Institution to be held " "  
"on the day of and at every " "  
"adjournment thereof " "

"Signed this day of 19 "

This form is to be used in favour/against the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

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

- 29(A) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered before the commencement of the meeting or adjourned meeting at which the proxy is used.
- (B) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction under the Mental Health Acts may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

## BRANCHES

30. The Institution may authorise the formation of Local Branches on the following terms:-
- (A) A Branch may be formed upon approval by the Council of an application by not fewer than four Companions or Fellows or Members of the Institution.
- (B) Each Branch within the Institution shall conform to the Constitution of the Institution

in respect of its own internal rules, administration, finance, election of officers, and meetings. In particular, each Branch shall hold an Annual General Meeting of its members and shall elect a Branch Committee of not fewer than three members who shall from among their number choose a Chairman, Honorary Secretary and Honorary Treasurer although the latter two posts may be held by one and the same person. One member of the Branch Committee shall represent the Branch on the Council of the Institution as an ex-officio non voting member.

- (C) As long as it remains in existence, the Institution shall maintain a Central Branch to which all members shall automatically belong irrespective of whether or not they also belong to any other Branch.
- (D) The Branch Committee shall have power to levy annual subscriptions on the members of the Branch, to organise fund-raising activities, and to authorise expenditures from Branch funds.
- (E) Branch rules and any alterations or amendments thereto must be presented to and passed by a Branch General Meeting and shall be subject to the approval of the Council.
- (F) Each Branch shall be accountable to the Council of the Institution for the efficient management of the Branch and shall adhere to the Constitution. Each Branch shall be responsible for dealing with purely local matters which affect its members and such other matters as shall from time to time be delegated to the Branch by the Council.
- (G) Funds and assets held in the name of a Branch will at all times remain the property of the Institution whether or not such funds and assets form part of any funding from central funds or have accrued to the Branch from any other sources.
- (H) Any funds raised by a Branch are the responsibility of the Branch concerned both in the matter of any liability incurred in the exercise of any fund raising activity (whether as debts incurred or tax liabilities) and of accounting for same, and no liabilities whatsoever shall attach to the Institution in respect of any fund raising activities carried out unless such activities have been approved, in writing, by the Council. Any funds so raised must be placed in a separate bank account, the title of which must clearly show the purpose for which the funds are being raised.

## COUNCIL

- 31(A) The business of the Institution shall be managed by the Council who may pay all such expenses of and preliminary and incidental to the promotion, formation, registration and establishment of the Institution as they think fit and may exercise all such powers of the Institution and do on behalf of the Institution all such acts as may be exercised and done by the Institution and as are not by statute or by these Articles required to be exercised or done by the Institution in general meeting subject nevertheless to any regulations of these Articles to the provisions of the statutes for the time being in force and affecting the Institution and to such regulations being not inconsistent with

the aforesaid regulations or provisions as may be prescribed by the Institution in general meeting but no regulation made by the Institution in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

- (B) Subject to such consents as may be required by law, the Council may exercise all the powers of the Institution to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Institution.
32. Without prejudice to the generality of the last preceding Article the Council may from time to time (but subject to any contrary direction by the Institution in general meeting):
- (a) elect a President, a Vice-President, a Treasurer and a Secretary of the Institution and may delegate to such persons such powers and authority and such duties and responsibilities as they shall think fit. The President and Vice-President shall be Chairman and Vice-Chairman respectively at meetings of the Council of the Institution.
  - (b) make regulations as to the terms on which subscribers to the funds of the Institution or other persons may become and be known as Patrons or some other honorific title provided that no such person shall by reason thereof alone become a member or a Council Member of the Institution.
  - (c) make, adopt, alter and revoke Byelaws for the regulation of the matters specified in the next following sub-clause of this Article and such other matters as the Institution may from time to time determine, but in respect only of such matters as shall not under the Act require the passing of a Resolution of the Institution in General Meeting, and **PROVIDED ALWAYS** that no Bye-Law of the Institution shall be construed as having the effect of modifying or excluding the operation of any of the provisions for the time being of the Memorandum of Articles of Association and that any Byelaw made hereunder may be revoked by the Institution by Ordinary Resolution.
  - (d) The Council may make regulations as to
    - the joining fees to be paid and annual, quarterly or other subscriptions to be made by members of the Institution to the funds of the Institution provided that such fees or subscriptions shall not exceed in total in any year the maximum annual rate from time to time fixed by the Institution in general meeting or, until such a maximum has been so fixed, the maximum rate of £100.00 per year.
    - the categories or classes of membership, the conditions upon which persons may be admitted to various classes of membership and the rights and obligations attaching to those respective classes.
    - the establishment and management of Working Parties and Committees, their



election and composition, their functions and powers, and the holding of consultative meetings of members or of committees of members.

- the terms upon which members and others may make use of the premises, vehicles, equipment and all other property or goods belonging or made available to the Institution.

- the admission to Council meetings or General Meetings of the Institution of Patrons, Students, members of the Press and others, the distribution of Press Statements and the making of public announcements in the name of the Institution.

33. The number of the elected members at the Council shall be not less than two nor unless and until otherwise determined by the Company in general meeting, more than fifteen. Until the first Annual General Meeting the Council Members shall be the five persons set out below:-

TERENCE JAMES BATES  
HAROLD WILLIAM EAD  
ELIZABETH ANNE GRAY  
IAN ALISTAIR ROBERTSON  
NICHOLAS KEITH SWAIN

No person may be appointed or continue to hold his position as an elected Council Member unless he is a Companion Fellow or Full Member of the Institution.

- 34(A) At the third Annual General Meeting of the Institution and at the Annual General Meeting in every subsequent year one third of the Council Members for the time being or, if their number is not three or a multiple of three, then the number nearest one third shall retire from office.

- (B) The Council Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- 35(A) The Council shall have power at any time, and from time to time, to appoint any person to be a Council Member, either to fill a casual vacancy or as an addition to the existing Council, but so that the total number of Council Members shall not at any time exceed the number fixed in accordance with these Articles; any Council Member so appointed shall hold office only until and shall retire at the next following Annual General Meeting but shall be eligible for election by the members as a Council Member of the Institution. Any Council Member so retiring shall not be taken into account in determining the Council Members who are to retire by rotation at such meeting. The Council Members for the time being of the Institution may act notwithstanding any vacancy in their body provided that if at any time the Council Members be reduced in number to less than the minimum number prescribed herein, they may act for the purpose of admitting persons to membership of the Institution, filling up vacancies in the body and summoning a general meeting but not otherwise.

- (B) The Institution at the meeting at which a Council Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Council Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Council Member shall have been put to the meeting and lost.
36. Forms of Nomination for election of Members of the Council shall be forwarded to voting members at least 50 days before the date fixed as a closing date of the ballot. Each voting member shall be entitled to nominate as many persons as there are vacancies to be filled. No nomination shall be effective unless received within 14 days of the issue of the nomination paper. Any nomination paper containing a greater number of names than there are vacancies to be filled shall be null and void. No member may nominate himself as a Member of the Council. In the event of there being more valid nominations than vacancies to be filled the election of Members of the Council shall be by postal vote which shall be conducted in such manner as the Council shall from time to time determine. If the number of persons willing to accept nomination for election as elected Members of the Council who have been nominated therefore does not exceed the number of vacancies for elected Members of the Council for the time being, the persons nominated shall be declared to be duly elected as Members of Council. The Council shall have power to appoint members or other persons as ex-officio members of the Council and to invite such persons to attend and speak at meetings of the Council and or its Committees and Sub-Committees provided that they shall have no vote in the Council.
37. The Institution may from time to time by ordinary resolution increase or reduce the number of the Council Members. In addition and without prejudice to the provisions of Section 303 of the Act, the Institution may by Ordinary Resolution remove any Council Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Institution and such Council Member.
38. The Institution may by ordinary resolution appoint another person in place of any Council Member removed from office under the immediately preceding Article and, without prejudice to the powers of the Council, may appoint any person to be a Council Member either to fill a casual vacancy or as an additional Council Member.

#### **DISQUALIFICATION OF OFFICERS**

39. A Council Member shall vacate his position if that Council Member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (b) becomes prohibited from being a Council Member by reason of any order made under the Act.

- (c) becomes of unbound mind; or
- (d) resigns his office by notice in writing to the Institution; or
- (e) Ceases to be a member of the Institution.
- (f) is directly or indirectly interested in any contract with the Institution and fails to declare the nature of his interest in the manner required by section 317 of the Act.

Any person may be appointed or elected as a Council Member whatever may be his age, and no Council Member shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

### PROCEEDINGS OF THE COUNCIL

- 40. The members of the Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Council Member may, and the Secretary on the requisition of a Council Member shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Council Member for the time being absent from the United Kingdom.
- 41. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, but this shall never be less than three.
- 42. The Council shall cause minutes to be made in books provided for the purpose -
  - (a) of all appointments of Council Members made by the Council;
  - (b) of the names of the Council Members present at each meeting of the Council and of any sub-committee of the Council;
  - (c) of all resolutions of and proceedings at all meetings of the Institution, and of the Council and of sub-committees of the Council
- 43. The President and Vice President shall be Chairman and Vice Chairman respectively at every meeting of the Council but if at any meeting neither the President nor the Vice President is present within five minutes after the time appointed for holding the same the Council Members may choose one of their number to be Chairman of the meeting.
- 44. The Council may delegate any of its powers to sub-committees consisting of such members of their body as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Council and shall, in respect of each of its meetings, deposit with the Secretary for the time being to Council, within 72 hours of the conclusion of such meeting or such period as shall be reasonably practicable, a copy of the Minutes of

that meeting and a copy of any agenda or other document laid before the meeting.

45. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting a Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
46. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
47. All acts done by any meeting of the Council or of a sub-committee of the Council or by any person acting as a Council Member shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council Member.
48. A resolution in writing signed by all the Council Members for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held and may consist of several documents in the like form each signed by one or more of the Council Members.

#### **INDEMNITY**

49. Subject to the provisions of Section 310 of the Act, every Council Member, Secretary or other official of the Institution shall be entitled to be indemnified out of the assets of the Institution against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

#### **SECRETARY AND DIRECTOR-GENERAL**

- 50(A) Subject to Section 13 of the Act, the Secretary shall be appointed by the Council for such term and upon such conditions as they may think fit. The Council may in like manner appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
- (B) The Council may appoint and pay a Manager to be known as the Director General of the Institution upon such terms and conditions and at such remuneration as they may think fit and such Director General may also be the Secretary to the Institution.
51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Council Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Council Member and as, or in the place of,

the Secretary.

## THE SEAL

52. The Council shall provide for the safe custody of the seal which shall only be used by the authority of a resolution of the Council or of a sub-committee of the Council authorised by the Council on that behalf. The seal of the Institution shall not be affixed to any instrument except in the presence of at least one member of the Council and the Director General or Secretary or at least two members of the Council and the said persons shall sign every instrument to which the seal shall be so affixed in their presence.

## CHEQUES

53. All cheques, promissory note, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Institution shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

## ACCOUNTS

54. The Council shall cause accounting records to be kept in accordance with Section 221 of the Act.
55. The accounting records shall be kept at the registered office of the Institution or, subject to Section 222 of the Act, at such other place or places as the Council think fit, and shall always be open to the inspection of the Council Members of the Institution.
56. The Council shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Institution of any of them shall be open to the inspection of members not being Council Members, and no member (not being a Council Member) shall have any right of inspecting any book of account or document of the Institution except as conferred by statute or authorised by the Council by the Institution in general meeting.
57. The Council shall from time to time, in accordance with Part VII of the Act, cause to be prepared and to be laid before the Institution in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports referred to in that Part of the Act.
58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institution in general meeting, together with a copy of the reports of the Auditors and of the Council, shall not less than twenty-one days before the date of the meeting be sent to every member of , and

every holding of debentures of, the Institution: Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Institution is not aware or to more than one of the joint holders of any debentures.

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

## NOTICES

60. A notice may be given by the Institution to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Institution for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

61. Notices of every general meeting shall be given in any manner hereinbefore authorised to -

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Institution an address within the United Kingdom for the giving of notice to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the Auditor for the time being of the Institution.

No other person shall be entitled to receive notices of general meetings.

## DISSOLUTION

62. Clauses 6 and 7 of the Memorandum of Association of the Institution relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.