

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF THE INSTITUTE OF CONFLICT MANAGEMENT

1. The Company's name is the Institute of Conflict Management
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (i) to further the education and training of all those employed, engaged or with other professional interest in the provision of training and advisory services dealing with conflict management and all other physical intervention skills and techniques (hereinafter referred to as "conflict management").
 - (ii) to assist and encourage in all practical ways the development and improvement of the techniques and practices of conflict management in any part of the world
 - (iii) to establish, develop and promote standards of performance, conduct and practice for all those professionally engaged or who have an interest in training in conflict management
 - (iv) to regulate and monitor the performance of those engaged in training in conflict management and associated services in order to ensure that best advice and safe practice are consistently offered
 - (v) to represent the interests of Members of the Institute to Government, to Local Authorities and other organisations and agencies within the United Kingdom and, if appropriate, to international Governments, agencies and organisations involved in the provision and supervision of training services in conflict management

In furtherance of the above objects but not further or otherwise the Institute shall have power:

- (a) to extend, increase and disseminate knowledge of and facilitate the exchange of information and ideas in regard to all questions connected with conflict management and the occupations involved therein and/or associated therewith and to bring to the notice of the Members of the Institute (hereinafter referred to as "Members") and others interested in the work of the Institute any new developments in or improved methods of conflict management
- (b) to print and publish journals, newspapers, periodicals, books, leaflets or other literature for the purposes of distributing information and advancing the objectives of the Institute and of keeping Members and others informed on subjects connected with the work, theory, and practices relating to conflict management including statistics, scientific investigation and similar subjects
- (c) to establish a library and other information bureau for the use of Members and others and in connection therewith to loan, acquire, sell or exchange articles, books, works, manuscripts, films, recordings and other related materials
- (d) to organise independently or to assist and co-operate with educational and other authorities, institutions and bodies in the conduct of lectures or courses of instruction in any matter connected with conflict management and/or for those involved in associated occupations

- (e) to hold, arrange and attend conferences, meetings, exhibitions, shows, displays, lectures and discussions associated directly or indirectly with conflict management.

Professional standards

- (f) to establish standards of professional conduct and practice adherence to which shall constitute a condition of continued membership of the Institute
- (g) to devise and impose means for testing the qualifications of candidates for admission to membership of the Institute
- (h) to carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company

Property

- (i) to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (j) to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (k) to acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (l) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

Borrowing, lending, investments

- (m) to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (n) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any

manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (o) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or ether security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (p) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

Miscellaneous

- (q) to apply for, promote, end obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (r) to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (s) to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (t) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or Indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (u) to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (v) to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as

the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- (w) to act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (x) to remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient.
- (y) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- (z) to support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company.
- (aa) to procure the Company to be registered or recognised in any part of the world.
- (bb) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (cc) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

4. The income and property of the Company shall be applied solely towards the promotion of its objects 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 members of the Institute provided that nothing herein shall prevent any payment in good faith by the Institute

- (a) of reasonable and proper remuneration to any member, officer or servant of the Institute (not being a Director) for any services rendered to the Institute;
- (b) of interest on money lent by any member of the Institute at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of the National Westminster Bank plc or 3% whichever is the greater
- (c) of reasonable and proper rent for premises demised or let by any Member of the Institute;
- (d) to any Member of its Board of Directors of reasonable out-of-pocket expenses

- (e) of reasonable and proper rent for premises demised or let by any member of the Institute or its Directors
- (f) of fees remuneration or other benefit in money's worth to a company of which a Director of the Institute shall hold more than 1/100th part of the capital of the company.

5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company'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 Company'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 contributors among themselves.
7. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the company at or before the time of dissolution, and if end so far as effect cannot be given to such provision, then to some other charitable object.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association:

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE INSTITUTE OF CONFLICT MANAGEMENT

1. PRELIMINARY

- (a) In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof if not inconsistent with the subject or context.

WORDS	MEANINGS
<i>the Act</i>	Companies Act, 1985 including statutory modification or re-enactment for the time being in force
<i>the Board</i>	The Board of Directors for the time being of the Institute
<i>the Institute</i>	The Institute of Conflict Management
<i>month</i>	calendar month
<i>the Office</i>	The Registered Office of the Institute for the time being
<i>these presents</i>	The Articles of Association of the Institute from time to time in force
<i>regulations</i>	Regulations of the Institute for the time being in force
<i>seal</i>	The common seal of the Institute
<i>the Secretary</i>	The Company Secretary or the official of the Institute having that status for the time being
<i>United Kingdom</i>	Great Britain and Northern Ireland
<i>Member</i>	The meaning as defined in Articles 4, 6 and 13
<i>in writing</i>	Written, printed or other modes of reproducing words in visible form
<i>year</i>	calendar year
<i>member</i>	all grades as identified in Articles 3 to 13

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

- (b) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (S11985 No. 605) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (811985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (c) Clauses 2 to 35 (inclusive), 57, 59, 102 to 108 (inclusive), 110, 114, 116 and 117 in Table A shall not apply to the Company.
- (d) Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

2. The Institute is established for the purposes expressed in the Memorandum and Articles of Association for the time being in force

MEMBERS

3. The number of members with which the Institute proposes to be registered is unlimited
4. Membership of the Institute shall be open to any individual who can demonstrate through existing qualification and/or relevant experience that he is a competent practitioner of conflict management and associated physical intervention skills at levels appropriate to the grade of membership to which he seeks admission.
5. Membership of the Institute shall be divided into the following grades or such other grades as may from time to time be determined by the Institute in General Meeting:
 - (a) Fellow
 - (b) Graduate Member
 - (c) Member
 - (d) Associate
 - (e) Student
 - (f) Affiliate
 - (g) Commercial Patron

The Board of the Institute may from time to time make such rules, bylaws and other provisions for regulating admission to and removal from membership as may from time to time be deemed appropriate.

6. The subscribers to the Memorandum and Articles of Association of the Institute are the first Members of the Institute.
7. The Board may admit to membership such other persons as may be eligible and who make application in form and manner prescribed by the Board.
8. No member shall be entitled to any privileges other than those which these Articles attach to the specific grade of member of the Institute to which he belongs.
9. The rights and privileges of every member shall be personal to himself and not be transmissible by his own act or by operation of law and shall cease on death.
10. Every applicant for membership in whatever grade shall initially be accorded the status of Associate pending consideration of his application by the appropriate committee of the Institute under rules approved by the Board in accordance with these presents.
11. The decision of the Board not to admit any applicant to any grade of membership shall be final and the Board shall not be bound to give any reason for its refusal.

12. (a) Persons elected as Fellows of the Institute shall be entitled to use the designatory letters **FICM**
- (b) Persons elected as Graduate Members of the Institute shall be entitled to use the designatory letters **GICM**
- (c) Persons elected as Members of the Institute shall be entitled to use the designatory letters **MICM**
- (d) Persons elected as Associates of the Institute shall be entitled to use the designatory letters **AICM**

Provided that such designatory letters may not be used by any person who has resigned or whose name has been removed from the register of members.

13. Notwithstanding any rights conferred by these presents for the purposes of the Act and of the Memorandum of Association Fellows, Graduate Members and Members only shall be regarded as Members within the meaning of that expression contained in Section 22 of the Act.

Obligations of membership

14. Every member of whatever category shall be bound to further to the best of his ability the objects, interests and influence of the Institute and shall observe all regulations of the Institute made pursuant to the powers in that behalf hereinafter contained and shall not abuse his connection with the Institute to further his business interests.
15. Every member shall observe the provisions of Clause 6 of the Memorandum of Association and comply with the undertaking therein contained if and when called upon so to do.

GENERAL MEETINGS AND RESOLUTIONS

16. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notice calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the end preceding Annual General Meeting. The first Annual General Meeting of the Institute shall be held within eighteen months of the date of incorporation of the Institute in accordance with Section 366(2) of the Act.
17. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
18. The Board may whenever they think fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened by not less than fifteen members of the Institute (or such number of members representing not less than 10% of the total voting rights of the Institute should the number of members fall below 100) delivering to the Secretary the necessary written requisition as required by Section 368(2) of the Act.
19. Twenty-one days' notice in writing at least of every Annual General Meeting and every other General Meeting whether convened to pass a special resolution or not (exclusive in every case of the day in which the notice is served and of the day for which it is given) specifying the place, the day and the hour of the meeting and the general nature of the business to be discussed. Notice shall be given to all persons in-

cluding the auditors as are under these presents or under the Act entitled to receive such notice from the Institute.

20. Fifty-six days preliminary notice in writing at least of every Annual General Meeting shall be given in manner hereinafter provided to such persons as are under these presents entitled to receive notice from the Institute. Each notice shall specify the place, the day of the meeting, the number of vacancies to be filled at such meetings and a date not less than 35 days prior to the date of the meeting by which nominations of candidates for election must have been received.
21. 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 or other proceedings at any meeting.

Proceedings at general meetings

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting as shall all that is transacted at an Annual General Meeting with the exception of the report of the Board for the year, the consideration of the income and expenditure account and balance sheet and the report of the auditors, the election of directors and the appointment of auditors.
23. 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 10 members personally present shall be a quorum.
24. 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 requisition of Members, shall be dissolved. In any other case it shall stand adjourned for at least 14 days at the same time and place or at any other time and place that the Board may determine. If at any such adjourned meeting a quorum is not present within half-an-hour, those Members present shall be a quorum.
25. The Chairman or, in his absence, such Member of the Board as the members present shall elect shall preside as Chairman at every General Meeting. But if the Chairman or any Members of the Board shall not be present within 15 minutes of the time appointed for holding the same or, if present, shall be unwilling to preside, the Members present shall choose a Member of the Institute who is present to preside.
26. The Chairman of the meeting may, with 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 such business that 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 that 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.
27. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman, or by at least five Members present in person or by proxy, or by a Member or Members present in person or by proxy, representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting. And unless a poll be so demanded a declaration by the Chairman of

the meeting that a Resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that Resolution. The demand for a poll may be withdrawn.

28. Subject to the provisions of Article 21 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such a 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.
29. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
30. In the case of an equality of votes, whether on the show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
31. The demand for a poll shall not prevent the continuance of the transaction of any business other than the question on which a poll has been demanded.
32. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting or poll shall be deemed valid. The Chairman of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.
33. Every entry in the Minute Book of the proceedings of General Meetings purporting to be entered and signed according to the Act or these Articles shall in the absence of proof to the contrary be deemed to be a correct record and an original proceeding of the Institute.

Voting by Members

34. Every Member shall be entitled to one vote on a show of hands or on a poll. Members of other classes may attend any General Meeting but have no rights to vote thereat on a show of hands or on a poll.
35. Save as herein expressly provided, 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 Institute 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 meeting.
36. Votes may be given on a poll either personally or by proxy. A proxy must be a Member of the Institute. On a show of hands a Member present only by proxy shall have no vote.
37. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.
38. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before

the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

39. A vote given in accordance with the terms of the 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 intimidation in writing or otherwise of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
40. (a) Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will permit:

*I
of
a Member of the Institute, hereby appoint, to vote for me on my behalf at the
(Annual or Extraordinary or Adjourned, as the case may be) General Meeting
of the Institute to be held on (date) and every adjournment thereof.*

As witness my hand this day of 19 .

- (b) Where it is desired to afford Members an opportunity of voting for or against a Resolution, the instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:

*I
of
being a Member of the Institute hereby appoint to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Institute to be held on (date)*

This form is to be used in favour of/against the Resolution.*

**Strike out whichever is not desired. Unless otherwise instructed the proxy will vote as he thinks fit.*

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

PRESIDENTS AND VICE-PRESIDENTS

41. The Board may, in its absolute discretion, invite some person (who need not be a member of the Institute) to be President of the Institute on such terms and for such period as it shall decide and his appointment as such shall take effect as from the acceptance of such invitation. Every President shall be ex officio a member of the Board.
42. The Board may, in its absolute discretion, invite any other person or persons (who need not be a member or members of the Institute) to be Vice-President or Vice-Presidents of the Institute as and when it considers such appointment or appointments to be advisable on such terms, and for such period, as it shall decide, and his or their appointment or appointments shall take effect as from the acceptance of such invitation. The Board may invite not more than two such Vice-Presidents to attend its meetings as and when it shall in its absolute discretion think fit.

43. Every President or Vice-President of the Institute shall hold office until he resigns, or dies, or until the expiration of the period for which he is appointed, or until he is removed by a Resolution passed by a majority of at least three-quarters of the members of the Board present at a meeting of the Board of which at least one week's notice in writing stating the intention of proposing a resolution for such removal shall have been given to all members of the Board.
44. Whilst in office the President shall have the right to attend all meetings of the Institute.

THE BOARD

45. Unless otherwise determined by General Meeting, every group, sector or training area formally recognised and approved by the Board shall be entitled to nominate a representative Member to hold one seat on the Board. These nominated representatives together with five Directors elected on an annual basis by the whole membership and any ex-officio Members appointed by the Board in accordance with these presents shall form the Board of Directors.
46. Every Director must be a Member of the Institute.
47. The first members of the Board shall be the first subscribers to the Memorandum and Articles of Association.
48. The Board may from time to time appoint any Member of the Institute who is eligible to act under the provisions of these Articles as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that any prescribed maximum number is not thereby be exceeded. Any Member so appointed shall retain office only until the next Annual General Meeting but, if serving as an Officer of the Institute, he shall then be eligible for re-election.
49. The continuing members of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than five, it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

POWERS AND DUTIES OF MEMBERS AS DIRECTORS OF THE INSTITUTE

50. The Board may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by Statute or by these presents, required to be exercised or done by the Institute in General Meeting, subject nevertheless to these Articles, to the provision of statutes for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Institute in General Meeting but no regulation made by the Institute in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had been made.
51. The Board may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Institute as they may think fit and no monies of the Institute shall be expended by any officer or servant of the Institute, other than such expenditure as may be necessary for the ordinary day-to-day ad-

ministration of the Institute, Region, Branch, Group or other subsidiary section of the Institute set up in accordance with the provisions of these Articles, unless the same shall have been previously approved by the Board. A copy of the Resolution of the Board shall be conclusive evidence in favour of the person or persons making the payment that the Resolution was duly passed.

52. The Board may from time to time, and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorneys of the Institute for such purposes outside the United Kingdom and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may determine. All acts and proceedings of any such companies, firms or persons shall be fully reported back to the Board as soon as possible.
53. The Board may exercise all powers of the Institute to borrow money, and to mortgage or charge its undertakings and property, or any part thereof, in such manner as they deem desirable as security for any debt, liability or obligation of the Institute, and may invest or cause to be invested any surplus monies of the Institute on its behalf.
54. The Board may invest any monies available for investment belonging to the Institute from time to time in any investment which it may, in its absolute discretion, determine on behalf of the Institute and may vary such investments from time to time with like discretion on such behalf, subject always nevertheless to the provisions of the Memorandum of Association.
55. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Institute, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by two Members of the Board or by one Board Member and the Secretary.

Rules and bylaws

56. The Board may from time make such Rules and Bylaws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing it may by such Rules and Bylaws regulate:
 - (a) The admission and classification of members of the Institute and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated.
 - (b) The amount of entrance fee (if any), examination fee (if any) and annual subscriptions payable by members of the Institute in all classes,
 - (c) The nomination and method of election and appointment of officers and servants of the Institute and the duties of those officers and servants.
 - (d) The proceedings of the General Meetings of the Institute, so far as the same are not regulated by the Act or these presents and the presentation of reports and papers to the meetings and the publication thereof and of reports of the transactions and the proceedings of the Institute.
 - (e) The investments to be made of the funds of the Institute.
 - (f) The constitution and supervision of Regions, Branches, Groups or other subsidiary sections of the Institute formed in accordance with the Memorandum of Association and these presents, the delegation of such powers and duties as

- may be considered expedient to enable such Regions, Branches, Groups or other subsidiary sections of the Institute to carry on the affairs of the Institute for which it is responsible within the area of its jurisdiction.
- (g) All other matters which consistently with these presents may be made the subject of regulations or may by these presents be left to be prescribed by regulations, provided always that no regulation shall be consistent with any of the provisions of the Memorandum of Association or these presents or shall be valid if and in so far as it amounts to an alteration of any of these provisions.
 - (h) The appointment and payment of examiners and the organisation and implementation of examinations, the granting of associated certificates and fixing the amounts payable for examinations or exemptions therefrom.
 - (i) The carrying out of any educational or training schemes which might be undertaken by the Institute.
 - (j) The proceedings of the Board so far as it might be necessary to regulate and control such proceedings.
 - (k) The appointment and duties of sub-committees of the Board.
 - (l) The summoning of meetings of the Board.
 - (m) The appointment of Directors, management control and dissolution of any wholly owned company or established by the Institute.
 - (n) The conduct of members of the Institute in relation to one another and to the Institute's servants.
 - (o) The setting aside of the whole or any part or parts of the Institute's premises at any particular time or times or for any particular purpose or purposes.

PROCEEDINGS OF THE BOARD

- 57. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, six shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 58. At their first meeting following the Annual General Meeting the Board shall elect from their number a Chairman who shall hold office until the conclusion of the next AGM but who shall be eligible for re-election.
- 59. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Institute for the time being vested in the Board.
- 60. On the request of any four members of the Board the Secretary shall at any time summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of the meeting other than by notice served at his registered address which shall be for the purposes of this Article in the United Kingdom.
- 61. In the absence of the Chairman at any meeting of the Board, or in the presence of a Chairman who is unwilling to preside, the members of the Board present shall choose one of their number to be Chairman for the purpose of that meeting.

Election and retirement of members of the Board

- 62. No Member shall be eligible for election to the Board or to any office conferring ex-officio membership of the Board at any General Meeting unless he is duly qualified to

act and within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by not less than two members duly qualified to be present and vote at the meeting for which such notice is given, of their intention to nominate such person for election, stating the candidate's full name and address, and also notice in writing, signed by the person to be nominated, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than thirty- five days nor more than fifty-six days intervening.

63. If in respect of any office not more than one candidate is nominated, such candidate shall be deemed and declared to have been elected and shall take office in accordance with Article 70 as if such candidate had been appointed at such meeting.
64. If there is more than one candidate nominated for election to any office, an election by postal vote shall be held and all members entitled to vote at a General Meeting of the Institute shall be entitled to vote thereon.
65. When a postal vote is necessary, the Secretary shall, not less than twenty days before the Annual General Meeting, send by post a voting paper to each member entitled to vote at that meeting. Each voting paper shall contain the following particulars and, subject thereto, shall be in such form as the Board shall direct:
 - (a) the names and addresses of all candidates and of their nominators, showing in each case the office for which he has been nominated and showing in cases of candidates who have previously held or are holding details of those offices.
 - (b) the number and nature of the vacancies to be filled.
 - (c) the date on or before which a voting paper is to be returned and name and address of the Secretary for the return thereof, and
 - (d) a short statement to the effect of Articles 64 and 65.
66.
 - (a) Each voting paper shall be completed in ink placing a cross opposite the name of each candidate for whom the Member completing the paper desires to vote.
 - (b) A voting paper shall be sent to each Member together with an addressed envelope and such voting paper shall be returned by the member in the envelope provided.
 - (c) Any voting paper on which the voter has attempted to vote for more than one candidate for any office or for more candidates for election than there are vacancies or which reached the Secretary less than six clear days before the Annual General Meeting shall be treated as spoilt and rejected accordingly.
67. A member entitled to vote, who shall satisfy the Secretary that he has not received or has lost or destroyed a voting paper, shall be entitled to a duplicate voting paper.
68. It shall be the duty of the Secretary or of some other person or persons appointed for the purpose by the Board (none of whom shall be candidates), to receive, examine and count the voting papers.
69. After examining and counting the voting papers, the Secretary or person or persons appointed as aforesaid shall report the result of the postal vote to the Annual General Meeting and such report shall be deemed and declared to be elected at the Annual General Meeting at which the report is read, provided that where an equality of votes is found to exist, the Chairman of the Annual General Meeting shall give a casting vote.

70. Any person elected as a member of the Board in accordance with these Articles shall take office immediately after the conclusion of the meeting appointing him.
71. All *bona fide* acts carried out by any officer of the Institute or by any meeting of the Board or any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such officer or member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be such officer or member of the Board.

Delegation of Board duties and responsibilities

72. The Board may delegate any of their powers to committees consisting of such Members as they think fit, and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be inconsistent with any regulations made by the Board.

Disqualification and removal of members of the Board

73. The office of a member of the Board shall be vacated:
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (b) If he becomes incapable by reason of mental disorder, illness or injury of managing his property and affairs.
 - (c) If he ceases to qualify as a Member of the Institute.
 - (d) If by notice in writing to the Institute he resigns his office.
 - (e) If he ceases to hold office by reason of any provision of the Act or he becomes prohibited by law from being a director.
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 303 and 304 of the Act.
 - (g) If he is absent from the United Kingdom for a period exceeding 2 months without leave of the Board.
 - (h) If he accepts within any other organisation, national local or regional office which, in the opinion of the Board and expressed in a formal resolution of the Board, could result in a conflict of interest.
74. In addition and without prejudice to the provisions of Section 303 and 304 of the Act, the Board may by special resolution remove any officer or member of the Board before the expiration of his period of office and may by an ordinary resolution appoint another duly qualified member in his stead; but any person so appointed shall retain his office so long only as the officer or member shall retain his office so long only as the officer or member in whose place he is appointed would have held the same if he had not been removed.

Minutes

75. The Board shall cause proper Minutes to be made of all appointments made by them and of the proceedings of all their meetings and the committees set up by them and all business transacted at such meetings, and any such minutes of such meetings if pur-

porting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated. The Secretary shall cause the Minutes of every meeting of the Board to be available for inspection at its next meeting.

76. A resolution in writing signed by all the members for the time being of the Board or of any committee appointed by them who are to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

OFFICERS

77. Subject to Section 10(5) and 13(5) of the Act the Secretary shall be appointed by the Board for such time, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall be applied and observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary, if there be no Secretary, or Secretary capable of acting.
78. The Board shall have power to appoint and dismiss an Executive Officer and such other officers as they may in their absolute discretion consider necessary for the administration of the Institute upon such terms (subject to Clause 4 of the Memorandum of Association) as it shall think fit.
79. The Seal of Institute shall not be affixed to any Instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board and of the Secretary and said members and Secretary shall sign every Instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact the Seal has been properly affixed.

ACCOUNTS

80. The Board shall cause accounting records to be kept in accordance with Section 221 and 222 and 223 of the Act.
81. The accounting records shall be kept at the Office, or, subject to Sections 221 and 222 of the Act, at such other place or places as the Board thinks fit and shall always be open to inspection by the members of the Board.
82. The Board shall from time to time determine whether and to what extent and at what time and place 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 the Board and no member not being a member of the Board shall have any rights of inspecting any account of books or document of the Institute except as conferred by statute or authorised by the Board or by the Institute in General Meeting.
83. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and printed and to be laid before the Institute in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

84. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in General meeting together with a copy of the Auditors report and the report of the Board, shall not less than 21 days before the date of the meeting be sent to every member of the Institute, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Board is not aware.
85. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

86. A notice may be served by the Institute upon any Member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the register of members.
87. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices issued by the Institute.
88. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is posted as prepaid letter and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a pre-paid letter.

INDEMNITY OF OFFICERS

89. (a) Every member of the Board or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court and no member of the Board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have the effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The members of the Board shall have power to purchase and maintain for any member of the Board, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

DISSOLUTION

90. Clause 7 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 presents.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Articles of Association: