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THE ROYAL NATIONAL INSTITUTE FOR  
THE DEAF

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NOTICE OF  
EXTRAORDINARY GENERAL MEETING  
TO PASS A SPECIAL RESOLUTION

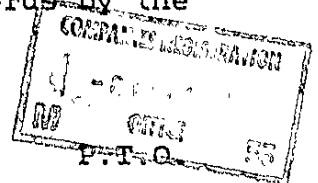
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NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of THE ROYAL NATIONAL INSTITUTE FOR THE DEAF will be held in the Small Hall, Friends House, Religious Society of Friends (Quakers), 173-177 Euston Road, London, NW1 2BJ at 10.30 a.m. on Wednesday, 14th October 1987, when the subjoined Resolution will be proposed as a Special Resolution.

SPECIAL RESOLUTION

1. That on the recommendation of the Council of Management the Memorandum of Association of the Institute be amended by:-
  - a) the deletion of Clause 3(B) and the inclusion of a new Clause 3(B) as follows:-

3(B) To promote and encourage the prevention and mitigation of deafness and the better treatment, education, training, employment and welfare of deaf people (which expression in this Memorandum includes the full range of deaf people whose hearing is significantly different from that of the general population), and generally to promote, safeguard and protect the interests and welfare of deaf people.
  - b) the deletion of the words "the deaf" and "deaf persons" in Clause 3(C), 3(D), 3(E), 3(F), 3(G), 3(H), 3(I), 3(J), 3(K), 3(L), 3(M), and 3(N), and the replacement of such words by the words "deaf people" in such Clause.





- c) the deletion of the words "deaf person" in Clause 3(N) and the replacement of such words by the words "deaf individual" in such Clause.
  - d) the deletion of Clauses 5 and 6 and the re-numbering of Clauses 7, 8, 9 and 10 as Clauses 5, 6, 7 and 8.
2. That on the recommendation of the Council of Management the regulations contained in the form of Articles of Association produced to this meeting, and signed, for the purposes of identification only, by the Chairman of the meeting, be adopted as the Articles of Association of the Institute in place of and to the exclusion of all existing regulations of the Institute.

By Order of the Council of Management,

MICHAEL WHITLAM,

Chief Executive.

105 GOWER STREET,  
LONDON WC1E 6AH.  
18th September 1987

#### NOTE

A Member entitled to attend and vote at the Meeting convened by this Notice is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Member of the Institute. A form of Proxy accompanies this Notice.



Extract from Existing Memorandum showing  
Articles 5 and 6 to be deleted

regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute 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 Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no member of the Council of Management or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Council of Management or Governing Body may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Institute in pursuance of Section 18 of the Companies Act 1929.

7. The liability of the members is limited.

8. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute contracted before he ceases to be a member, and



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

THE ROYAL NATIONAL INSTITUTE FOR THE DEAF  
(Adopted by Special Resolution passed on )

GENERAL

- 1 In these Articles the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<u>WORDS</u>	<u>MEANINGS</u>
"The Act"	The Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force.
"The Institute"	The above-named Company
"The Council"	The Council of Management specified in Article 36.
"The Articles"	These Articles of Association as from time to time altered or added to.
"Clear Days"	In relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the date for which it is given or on which it is to take effect.
"Executed"	Any form of execution.
"Office"	The registered office of the Institute.
"Seal"	The common seal of the Institute.
"Secretary"	The Secretary of the Institute or any other person appointed to perform the duties of the secretary of the Institute including a joint, ass'tant or deputy secretary.
"The United Kingdom"	Great Britain and Northern Ireland.
"Month"	Calendar Month.





"Regional Associations" The Midland Regional Association for the Deaf

The North Regional Association for the Deaf

The South East Regional Association for the Deaf and

The West Regional Association for the Deaf

"Affiliated Bodies" The Scottish Association for the Deaf

The Northern Ireland Association for the Deaf and

The Wales Council for the Deaf

"In Writing"

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in the written form.

"Corporation"

Any body corporate as defined by Section 740 of the Act.

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. Unless the context otherwise requires, words or expressions contained in these presents bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations became binding on the Institute.

2. The Institute is established for the purpose expressed in the Memorandum of Association.

#### MEMBERS

3. The number of members which the Institute proposes to register is unlimited.
4. The members of the Institute shall be the persons who, immediately before the adoption of these Articles, are registered as members of the Institute in its Register of Members, and such other persons as the Council or a Committee of the Council authorised to act in that regard may admit as members of the Institute.
5. Every person desiring admission as a member of the Institute shall make application in that behalf in such form and manner as the Council may for the time being prescribe and pay the subscription for the time being in force.
6. The Council may refuse without showing cause to admit any person to membership of the Institute.



7. A member may at any time by notice in writing signed by him and sent or delivered to the Secretary, resign his membership and at the next meeting of the Council after the receipt of such notice his name shall be struck from the register of members, and thereupon he shall cease to be a member.
8. (a) The Council may without showing cause by a resolution passed by a simple majority of the Council members present at a meeting of the Council of and at which the member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence, convened solely or inter alia for the purposes of considering such resolution, refuse to continue any person as a member of the Institute, and if any such resolution is passed then such person shall cease forthwith to be a member and his name shall be removed from the register of members.
- (b) The Council may resolve on a simple majority to cancel the membership of any member who fails, within 30 clear days after written notice by the Institute requesting payment, to pay in full any subscription which was more than 12 months overdue at the date of the notice; and the member concerned shall cease forthwith to be a member, and his name shall be removed from the register of members.
- (c) Any person ceasing by any means to be a member shall remain liable for and shall pay to the Institute all monies due from him to the Institute at the time of his ceasing to be a member or for which he becomes liable under the provisions of the Memorandum of Association.
9. The rights and privileges of membership shall be personal to a member and not transferable or transmissible, and shall cease on his death or being a body corporate on its dissolution or ceasing to exist.

#### SUBSCRIPTIONS

10. Subscriptions shall become due and payable by members of the Institute on 1st day of April in every year at such rate or rates as the Institute in general meeting may for the time being resolve upon the prior recommendation of the Council. A person ceasing to be a member shall not be entitled to any refund of the whole or part of any subscription which has been paid.

#### GENERAL MEETINGS

11. The Institute shall hold a general meeting in every calendar year as its annual general meeting, at such time and such place as may be determined by the Council, and shall specify the meeting as such in the notice calling it, provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
12. All general meetings other than annual general meetings shall be called extraordinary general meetings.



13. The Council may whenever they think fit call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

14. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a member of the Council shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

- a) in the case of an 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 being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and the members of the Council and auditors.

15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any meeting unless a quorum is present. Twenty five persons personally present, each being a member or a duly authorised representative of a corporation, shall be a quorum.

17. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall:-

- a) if convened on the requisition of members be dissolved, and
- b) in any other case, stand adjourned to the same day in the next week at the same time and place, or at such other time and place as the Chairman of the meeting shall appoint.

If at such adjourned meeting, such quorum of members is not present within half an hour from the time appointed for the meeting, the members present in person or by proxy shall form a quorum.



18. The President, or failing him, the Chairman, or failing him, the Vice-Chairman, shall preside as Chairman of the meeting, but if there be no such officer, or if at any general meeting neither the President, nor the Chairman, nor the Vice-Chairman of the Institute, be present within five minutes after the time appointed for holding the meeting, and willing to act, the members present shall elect a member of the Council, or if no such member be present, or if all the members of the Council decline to act, the members of the Institute present shall choose one of their number to be Chairman.
19. The Chairman of any annual general meeting may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
20. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
  - a) by the Chairman; or
  - b) by a least 5 members having the right to vote at the meeting; or
  - c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
 and demand by a person as proxy for a member shall be the same as a demand by the member.
21. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
22. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman of a meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.



23. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members), and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
25. Subject to the provisions of Article 26, if a poll be demanded in the manner aforesaid it shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
26. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
27. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
28. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

#### VOTES OF MEMBERS

29. On a show of hands every member present in person or (being a corporation) is present by a duly authorised representative shall have one vote.

On a poll every member present in person or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote.

Save as herein expressly provided, no member, other than a member duly registered who shall have paid every subscription or 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 personally at any general meeting or to appoint a proxy to attend any such meeting.

30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the



meeting shall be valid. Any objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

31. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve);

"THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member/members of the above-named Institute, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him, \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Institute to be held on \_\_\_\_\_ 198 , and at any adjournment thereof.

Signed on \_\_\_\_\_ 198 ".

32. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):-

"THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member/members of the above-named Institute, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him, \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Institute, to be held on \_\_\_\_\_ 198 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No. 1	*for	*against
Resolution No. 2	*for	*against

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 198 ".



33. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notari ally or in some other way approved by the Council may:-

- a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institute in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote ; or
- b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman of the meeting, or to the Secretary;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

34. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Institute at the office, or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting), the time appointed for taking the poll.

#### COUNCIL OF MANAGEMENT

35. Until otherwise determined by the Institute in general meeting, the number of members of the Council shall not exceed fifty.

36. The Council shall comprise the following:-

a) Elected Members

not more than thirty-nine members of the Institute entitled to attend and vote at general meetings, or in the case of members which are corporations, their duly appointed representatives, elected in accordance with Articles 49 to 51.

b) Representative Members

the Chairman or his nominee of each regional association and affiliated body subject to:-



- i) such person being a member of the Institute entitled to attend and vote at general meetings, and
- ii) the nominee being an elected member of the regional association or affiliated body not being a paid officer of such organisation in receipt of grant aid from the Institute.
- iii) his being elected by the Institute at an annual general meeting.

c) Co-opted Members

not more than four persons being members of the Institute, co-opted by the Council under the provisions of Articles 54b.

37. The first members of the Council following the adoption of these Articles shall be those persons who were members of the Council immediately prior to the adoption of these Articles.

POWERS OF COUNCIL

38. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution:-

- a) the business of the Institute shall be managed by the Council which may exercise all the powers of the Institute. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by the articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.
- b) the Council may make Rules, Regulations or Byelaws for the effective and efficient conduct and management of the Institute. The Council shall adopt such means as it may deem sufficient to bring to the notice of members of the Institute all such Rules, Regulations or Byelaws, which so long as they remain in force shall be binding on all members of the Institute. The Institute in general meeting shall have the power to alter or repeal, the Rules, Regulations or Byelaws and make additions thereto, provided that no such alteration or addition shall be inconsistent with the provisions of the Act or the memorandum and articles of association of the Institute.

39. The Council may by power of attorney or otherwise, appoint any person to be the agent of the Institute for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.



COMMITTEES

40. a) The Council may refer or delegate any of its powers to any permanent or ad-hoc committee consisting of two or more members of the Council. Any such referral or delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members of a Committee shall be governed by the articles regulating the proceedings of the Council so far as they are capable of applying.
- b) The Council shall have power to set up from time to time permanent or ad-hoc groups consisting of such persons as the Council shall consider appropriate upon such terms and conditions as the Council shall from time to time decide, to act or advise on any matter deemed by the Council to merit special action or professional or other advice and any such group shall have and exercise any such powers as the Council shall refer to it and the Council shall further have the power to withdraw, enlarge or modify the powers so referred.
- c) Committees and groups set up under paragraphs (a) or (b) of this Article shall subject to the terms upon which they are set up have power to appoint such sub-committees or sub-groups as may in their opinion be necessary.
- d) PROVIDED THAT all acts and proceedings of any committee or group set up by the Council under paragraphs (a) and (b) of this Article such reports to include where appropriate reports of any sub-committee or sub-group set up under paragraph (c) of this Article shall be reported to the Council as soon as possible.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

41. Following the first annual general meeting following the adoption of these Articles, the Council shall comprise:-
- a) those elected members of Council in office immediately prior to the annual general meeting except any member who did not seek re-election in the Council ballot held prior to such annual general meeting, or who was unsuccessful in such ballot and the persons (if any) who were not previously Council members, who were successful in the election, such members shall not be deemed to be in any special category.
- b) the Chairman or his nominee of each regional association and affiliated body appointed at such annual general meeting under Article 36 (b).



42. At the first annual meeting of the Council, held following the annual general meeting referred to in Article 41, the Council shall appoint not more than twelve members to fill the vacancies in the elected member places on the Council and in accordance with Article 51(a) such members shall serve until the conclusion of the next following annual general meeting but shall be eligible for re-election.
43. At the annual general meeting in 1988 the 12 members of the Council appointed under the provisions of Article 42 plus one other elected member of the Council shall retire from office but shall be eligible for re-election.
44. At every annual general meeting to be held following such meeting in 1988, one-third of the elected members of the Council, or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.
45. Subject to the provisions of the Act, the members of the Council to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, provided that the Chairman, Vice-Chairman and Honorary Treasurer, appointed at the first general meeting of the Council following the adoption of these Articles shall not retire by rotation prior to the end of his period of appointment to such office, but as between persons who became or were last re-appointed members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
46. A member of the Council retiring at an annual general meeting shall, as provided by Article 47, be eligible for re-election, if he is not re-elected he shall retain office until the conclusion of such meeting.
47. Not less than forty-nine clear days before each annual general meeting the Council shall give written notice to:
  - a) each elected member of Council due to retire, inviting them, if they so wish, to signify by notice their intention to offer themselves for re-election, and
  - b) each member of the Institute, specifying the places on the Council which are expected to fall vacant at that annual general meeting and inviting each member to nominate an individual or individuals to fill those vacancies. All such notices and nominations shall be made in writing in such form and executed in such manner as the Council may prescribe. No such notice or nomination shall be valid unless delivered to the office at least thirty-five clear days before the date of the annual general meetings to which it relates.
48. If the number of notices received from retiring Council members and nominations received from the members is less than or equal to the number of vacancies to be filled, the individuals to which such notices and nominations relate shall take office as Council members with effect from the conclusion of the annual general meeting in respect of which notices and nominations are made. If



the number of notices and nominations received from members exceeds the number of vacancies to be filled, the individuals to take office as members of the Council shall be those of the nominees or retiring members of the Council seeking re-election who are elected by a postal ballot of the members. On a ballot each member shall have as many votes as there are vacancies to be filled. Subject thereto, ballots shall be conducted in such manner as the Council may for the time being prescribe.

The appointment of a member of the Council elected by ballot shall take effect from the conclusion of the annual general meeting in respect of which the nominations were made.

49. The accidental omission to give notice for the appointment of members of the Council, or to send ballot papers to, or the non-receipt of such notice or ballot papers by, any person entitled to receive such notice or ballot papers or the non-receipt by the Institute of any ballot returns, shall not invalidate any appointment or ballot.
50. The Chairman, or his nominee, of an affiliated body or regional association, appointed as a member of the Council, shall hold office so long as the Chairman continues in that office.
51. (a) The Council may appoint a person who is willing to act to be a member of the Council, to fill a casual vacancy. A member of the Council so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the members of the Council who are to retire by rotation at the meeting. If not elected at such meeting he shall vacate office at the conclusion thereof.
- (b) The Council may co-opt not more than four members of the Institute to be members of the Council, such members shall hold office until the conclusion of the next following annual meeting of the Council but shall be eligible for re-co-option.

#### DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

52. The office of a member of the Council shall be vacated if:-
  - a) He ceases to be a member of the Council by virtue of any provision of the Act or he becomes prohibited by law from being a member of the Council; or
  - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - c) he is, or may be suffering from mental disorder and either:-
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or



- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- d) he ceases to be a member of the Institute.
- e) he resigns his office by notice to the Institute; or
- f) he shall for more than twelve consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his office be vacated, or
- g) he is removed from office by virtue of a resolution duly passed by a general meeting pursuant to Section 303 of the Act.

#### PROCEEDINGS OF THE COUNCIL

- 53. Subject to the provisions of the articles, the Council may regulate its proceedings as they think fit. Five members of the Council may and the secretary at the request of five members of the Council shall call a meeting of the Council. It shall not be necessary to give notice of a meeting to a member of the Council who is absent from the United Kingdom. Questions arising at a 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.
- 54. An annual meeting of the Council shall be held in each year at such time as the Council may determine, not being less than twenty-eight clear days after the date of an annual general meeting, nor more than fifteen months after the date of the last general meeting of the Council.
- 55. The quorum for the transaction of the business of the Council shall be twelve.
- 56. The continuing members of the Council may act notwithstanding any vacancies in their number but, if the number of members of the Council is less than the number fixed as the quorum, the continuing members or member of the Council may act only for the purpose of filling vacancies or of calling a general meeting.
- 57. The Chairman shall preside at every meeting of the Council at which he is present. But, if there is no member of the Council holding that office, or if the member of the Council holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman will be Chairman of the meeting. But, if there is no member of the Council holding that office, or if the member of the Council holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council may appoint one of their number to be Chairman of the meeting.



58. All acts done by a meeting of the Council or any committee or sub-committee of members of the Council, or by a person acting as a member of the Council shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any member of the Council or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council and had been entitled to vote.

59. A resolution in writing, signed by all the members of the Council entitled to receive notice of a meeting of the Council, or of a committee of members of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more members of the Council.

60. Save as otherwise provided by the Articles, a member of the Council shall not vote at a meeting of the Council or of a committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Institute, unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-

- a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of the Institute.
- b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Institute for which the member of the Council has assumed responsibility in whole or part and whether alone or jointly with others under guarantee or indemnity or by the giving of security.

For the purposes of this regulation, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Institute), connected with a member of the Council shall be treated as an interest of the member of the Council.

61. A member of the Council shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

62. If a question arises at a meeting of the Council, or of a committee, as to the right of a member of the Council to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any member of the Council other than himself be final and conclusive.



PATRON

63. a) The Council may appoint a Patron who shall hold office until such time as he shall retire or is removed from office by the Council. A Patron need not necessarily be a member of the Institute.
- b) A Patron shall not be an officer or director of the Institute for any of the purposes of the Act and shall not by reason of his office be entitled to vote at any meeting of the Institute, but shall be entitled to receive notice of, and attend any such meeting.

HONORARY OFFICERS

64. The Honorary Officers of the Institute shall consist of a President, a Chairman, a Vice-Chairman, an Honorary Treasurer, and an Immediate Past Chairman. The first Honorary Officers following the adoption of these Articles shall be those Honorary Officers in office immediately prior to their adoption.
65. A) The President shall be appointed by the Council and shall hold office until such time as he shall retire or be removed from office by the Council. The President must be a member of the Institute.
- B) A President shall not be a member of the Council and shall not, by reason of his office, be entitled to vote at any meeting of the Council, but shall be entitled to receive notice of and attend all such meetings.
66. The Council shall at its first annual meeting following the adoptions of these Articles, appoint a Chairman, a Vice-Chairman and an Honorary Treasurer, from among the members of the Council. At each subsequent general meeting at which the term of office of one or more of the aforementioned Honorary Officers comes to an end, the Council shall appoint or re-appoint a person from among the members of the Council to fill such vacancy or vacancies. Any person so appointed shall hold office for such period as may be determined by the Council, not exceeding a period ending at the conclusion of the business of the third general meeting of the Council following the meeting at which he was appointed, when he shall retire but, subject to his continuing as a member of the Council, be eligible for re-appointment. Provided that the total period of office following the adoption of these articles of any such person shall not extend beyond the sixth annual meeting of the Council following the meeting at which he was first appointed to such office. The individuals to be appointed Chairman, Vice Chairman and Honorary Treasurer shall be those members of the Council who have been nominated and, if necessary, elected by a postal ballot of council members held prior to the general meeting of the council at which the appointment is to be made. On a ballot each Council member shall have one vote in respect of each office. Subject there to, ballots shall be conducted in such manner as the Council may for the time being prescribe.



67. The Immediate Past Chairman subject to his being a member of the Institute shall be an Honorary Officer and shall hold office until the conclusion of the meeting of the council at which a new Chairman is appointed or until such time as he shall retire or be removed from office by the Council.
68. The Council may from time to time fill any vacancy caused by the death or resignation of the Chairman, Vice Chairman or Honorary Treasurer. The person so appointed shall hold office until the conclusion of the business of the annual meeting of the Council next following the date of his appointment and shall be eligible subject to his continuing as a member of the Council to stand for election at that meeting. The period from appointment to the date of the next annual meeting shall not be taken into account in determining the maximum period of service.

#### VICE PRESIDENTS

69. A) The Council may from time to time appoint any person not necessarily being a member of the Institute, to be a Vice-President of the Institute. A Vice-President shall hold office until he shall retire, or is removed from office by the Council.
- B) A Vice-President shall not be an officer or director of the Institute for any of the purposes of the Act and shall not by reason of his office be entitled to vote at any meeting of the Institute but shall be entitled to receive notice of, and attend any such meeting.

#### SECRETARY

70. Subject to the provisions of the Act, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any secretary so appointed may be removed by the Council. The Secretary shall not be a member of the Institute or a member of the Council.

#### MINUTES

71. The Council shall cause minutes to be made in books kept for the purpose:-
- a) of all appointments of officers made by the Council, and
  - b) of all proceedings at meetings of the Institute, and of the Council, and of committees and sub-committees of the Council including the names of the members of the Council present at each such meeting.

#### THE SEAL

72. The seal shall only be used by the authority of the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by at least two members of the Council and by the Secretary.



ACCOUNTS

73. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Institute except as conferred by statute or authorised by the Council or by ordinary resolution of the Institute.
74. Once at least in every year the Accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

NOTICES

75. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.
76. The Institute may give any notice to a member either personally or be sending it by post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address. A member whose registered address is not within the United Kingdom, and who gives to the Institute an address within the United Kingdom at which notices may be given to him, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Institute.
77. A member present, either in person or by proxy, at any meeting of the Institute shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
78. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

79. All members of the Council, committees and sub-committees, and employees of the Institute may be:-
- a) indemnified out of the funds of the Institute from all losses and expenses incurred in the discharge of their respective duties, except such as happen through their own respective wilful acts or defaults.
  - b) chargeable only for so much money or property as they shall themselves actually receive for the Institute.
  - c) answerable only for each for their acts, neglects, or defaults, and not for those of any person, nor for the insufficiency of any security for money invested, or of title to any estate or property acquired, nor for any loss or damage which might happen in the execution of their respective duties.



But the provisions this Article shall only have effect in so far as they are not avoided by Section 310 of the Act.

DISSOLUTION

80. Clause 7 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were replicated in these Articles.



2nd October, 1987

Dear Sir,

The Institute was given a licence under the now repealed provisions of the Companies Act 1929; to omit the word "Limited" from its name.

I enclose a draft of two Special Resolutions which the Council of the Institute is to propose at an Extraordinary General Meeting planned for 14th October, 1987.

Resolution 1 (d) provides for the deletion of Clauses 5 and 6 from the Memorandum. The approval of this alteration by the Department of Trade and Industry would obviate the need to apply for its prior approval for every proposed alteration of the Institute's Regulations. Thus putting it on par with other companies incorporated after the repeal of section 18 of the 1929 Act, and the repeal of Section 19 of the Companies Act 1948.

I therefore, apply for the approval of the Department to the proposed alterations as set out in the two Resolutions.

Cont'd./

[illegible]



If, for some reason, it is thought inappropriate to approve Resolution 1 (d), I would be grateful if the department would nevertheless consider granting approval for Resolution 2.

I am copying this letter to the charity Commissioners who have already given their approval to the articles and have requested them to confirm that the alterations will not affect the charitable status of the Institute.

I look forward to hearing from you.

Yours sincerely,



BRIAN HINDSON  
Administrative Officer.

c.c. Charity Commissioners.

