

COMPANIES ACTS 1985 TO 1989

CRN ~~45169~~ 454169

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION  
of  
The Royal National Institute for Deaf People

As Chairman of the above named Company I hereby confirm that at a duly convened Extraordinary General Meeting of the Company held on the 3rd June 1998 the following Resolution was passed as a Special Resolution:-

*"That the Company adopt the revised Articles of Association submitted to the meeting, a copy of which is attached hereto and initialled by myself for the purposes of identification."*

SIGNED.....  
  
DAVID LIVERMORE  
CHAIR

COMPANY NUMBER 454169

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

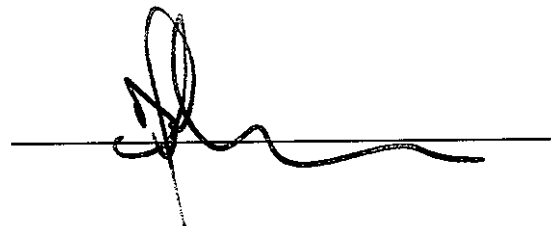
ARTICLES

OF

ASSOCIATION OF  
THE ROYAL NATIONAL INSTITUTE FOR DEAF PEOPLE

(As altered by Special Resolutions passed on  
the 4th day of July 1952, the 9th day of July  
1965, the 29th day of December 1966, the 10th  
day of November 1971, the 3rd day of October  
1973, the 6th day of October 1976, the 4th day  
of October 1978, the 14th day of October 1987,  
the 28th day of October 1992, the 15th day  
of October 1997 and the 3rd day of June 1998)

Incorporated on the 14th day of May 1948

A handwritten signature in black ink, appearing to be 'DL', is written over a horizontal line. The signature is stylized and cursive.

Signed by David Livermore, Chair RNID

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE ROYAL NATIONAL INSTITUTE FOR DEAF PEOPLE

(As altered by Special Resolutions passed on the 4th day of July 1952, the 9th day of July 1965, the 29th day of December 1966, the 10th day of November 1971, the 3rd day of October 1973, the 6th day of October 1976, the 4th day of October 1978, the 14th day of October 1987, the 28th day of October 1992, the 15th day of October 1997 and the 3rd day of June 1998)

**GENERAL**

- 1.1 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, if not inconsistent with the subject or context.

**WORDS**

**MEANINGS**

1.1.1 “the Act”

The Companies Acts 1985 to 1989, including any statutory modification or re-enactment for the time being in force.

1.1.2 “the Annual Meeting of the Board of Trustees”

The annual meeting of the Board of Trustees to be held each year in accordance with Article 55

- 1.1.3 "the Annual General Meeting" The annual general meeting of the Members to be held in each year in accordance with Article 9.
- 1.1.4 "the Articles" These Articles of Association as from time to time altered or added to.
- 1.1.5 "Authorised Representative" An authorised representative of an Organisational Member appointed in accordance with Article 2.6.
- 1.1.6 "the Board of Trustees" The board of trustees of the Institute specified in Article 31.
- 1.1.7 "the Chair" The person appointed by the Board of Trustees pursuant to Article 67 to be the Chair of the Institute and one of the Honorary Officers.
- 1.1.8 "clear days" In relation to the period of 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.
- 1.1.9 "Committee" A committee of the Board of Trustees to which the Board of Trustees has delegated its powers pursuant to Article 48.
- 1.1.10 "the Co-opted Trustees" The Trustees co-opted to the Board in accordance with Article 44.
- 1.1.11 "Corporation" Any body corporate as defined by section 740 of the Act.
- 1.1.12 "the Elected Trustees" The Individual Trustees and the Organisational Trustees.
- 1.1.13 "Group" A group set up by the Board of Trustees pursuant to and in accordance with Article 50.

1.1.14 "the Honorary Officers"	The persons appointed under these Articles to act either as the Chair, the Vice Chair or the Honorary Treasurer.
1.1.15 "the Honorary Treasurer"	The person appointed by the Board of Trustees pursuant to Article 67 to be the Honorary Treasurer.
1.1.16 "the Individual Members"	Individual persons who are over 18 years who are admitted to individual membership of the Institute.
1.1.17 "the Individual Trustees"	The Trustees elected by the Individual Members.
1.1.18 "the Institute"	The Royal National Institute for Deaf People.
1.1.19 "the Members"	Individual Members and Organisational Members of the Institute.
1.1.20 "the Memorandum of Association"	The memorandum of association of the Institute as from time to time altered or added to.
1.1.21 "month"	A calendar month.
1.1.22 "the Office"	The registered office of the Institute.
1.1.23 "the Organisational Members"	Organisations including Corporations, unincorporated bodies and partnerships who are admitted to Organisational Membership of the Institute.
1.1.24 "the Organisational Trustees"	The Trustees elected by the Organisational Members.
1.1.25 "the President"	The person appointed by the Board of Trustees, pursuant to Article 65 to be the President of the Institute.

- 1.1.26 "the Register of Members" The register of Members of the Institute as detailed in Article 2.5.
- 1.1.27 "the Review Committee" The Committee established by the Board of Trustees comprising at least one Trustee and other such persons as the Trustees shall deem appropriate to consider appeals made under Article 3.1.
- 1.1.28 "the Seal" The common seal of the Institute.
- 1.1.29 "the Secretary" The Secretary of the Institute or any other person appointed to perform the duties of the secretary of the Institute including a joint, assistant or deputy secretary.
- 1.1.30 "the Transitional Arrangements" The transitional arrangements providing (inter alia) for the composition of the Board of Trustees in Articles 32 to 34.
- 1.1.31 "Trustee" A person either elected to or co-opted by the Board of Trustees to be a Trustee of the Institute whether an Individual Trustee, an Organisational Trustee or a Co-opted Trustee.
- 1.1.32 "the United Kingdom" Great Britain and Northern Ireland.
- 1.1.33 "the Vice-Chair" The person appointed by the Board of Trustees pursuant to Article 67 to be the vice-chair of the Institute and one of the Honorary Officers.
- 1.1.34 "in writing" Written, printed or lithographed, or partly one and partly another, and other modes or representing or reproducing words in the written form.
- 1.2 Words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine and neuter gender; and words importing persons shall include Corporations. Unless the context otherwise requires, words or expressions contained in these

Articles bear the same meaning as in the Act but excluding any statutory modification not in force when these Articles become binding on the Institute.

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

## **MEMBERS**

- 2.1 The number of Members which the Institute proposed to register is unlimited.
- 2.2 There shall be two categories of Members:
  - 2.2.1 Individual Members;
  - 2.2.2 Organisational Members.
- 2.3 Individual Membership shall be open to any person aged over 18 years of age who applies to become an Individual Member in such form and in such manner as the Board of Trustees may for the time being prescribe and who pays the Individual Members subscription for the time being in force which may be fixed at such different rates as the Board of Trustees may determine for different categories of Individual Members.
- 2.4 Organisational Membership shall be open to any Corporation, unincorporated body or partnership which applies to become an Organisational Member in such form and in such manner as the Board of Trustees may for the time being prescribe and which pays the Organisational Members subscription for the time being in force which may be fixed at such different rates as the Board may determine for different categories of Organisational Members.
- 2.5 The name and address of each Individual Member and Organisational Member shall be entered in the Register of Members which shall distinguish between the Individual Members and the Organisational Members. The Members shall be the persons who are registered as Members in the Register of Members in accordance with the policy laid down by the Board of Trustees from time to time.
- 2.6 An Organisational Member shall nominate in writing an individual who may be an employee, trustee, volunteer or member of the Organisational Member to serve as its Authorised Representative and the name of the Organisational Member and the fact that the individual is the Authorised Representative of the Organisational Member shall be entered in the Register of Members after the name of the Organisational Member by the words:

*"Authorised Representative [name of the individual] of  
[address].*

An Organisational Member may change its Authorised Representative at any time by serving a notice in writing addressed to the Secretary at the Office signed by a duly authorised officer of the Organisational Member.

- 2.7 The Institute may refuse to admit any person to either Individual or Organisational Membership of the Institute without showing cause.
- 2.8 A Member whether Individual or Organisational 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 Board of Trustees after the receipt of such notice his name shall be removed from the Register of Members and he shall cease to be a Member.
- 3.1 The Board of Trustees may resolve to remove any person as a Member without giving cause. Any Member so removed shall have the right to appeal within a period of 28 days from the date of his removal by serving written notice on the Secretary at the Office. The Review Committee shall hear his appeal within 28 days of the date of receipt by the Secretary of the notice of appeal.
- 3.2 The membership of any Member who fails within 90 clear days after written notice by the Institute requesting payment to pay in full any subscription due shall automatically be cancelled. The Member concerned shall cease forthwith to be a Member and his name shall be removed from the Register of Members.
- 3.3 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 Member or for which he becomes liable under the provisions of the Memorandum of Association.
4. Subject to Article 2.6 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 Corporation on its dissolution or ceasing to exist.

## **SUBSCRIPTIONS**

5. Subscriptions shall become due and payable by Members on the date of joining the Institute and on the anniversary thereof in each subsequent year at such rate or rates as the Board of Trustees shall reasonably determine from time to time. The Board of Trustees may levy subscriptions charged to Individual and

Organisational Members at different rates. 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**

6. The Institute will hold a general meeting in every calendar year known as the Annual General Meeting, at such time and such place as may be determined by the Board of Trustees 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.
7. All general meetings other than the Annual General Meeting shall be called extraordinary general meetings.
8. The Board of Trustees may whenever it thinks 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.
- 9.1 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 Trustee 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:
  - 9.1.1 in the case of an Annual General Meeting, by all the Members entitled to attend and vote at such meetings; and
  - 9.1.2 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 a meeting of all the Members.
- 9.2 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.
- 9.3 The notice shall be given to all the Members, the Trustees and the Institute's auditors.

10. 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 the meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

11. No business shall be transacted at any meeting unless a quorum is present. Twenty-five persons personally present each being an Individual Member or an Authorised Representative of an Organisational Member shall be a quorum.
- 12.1 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting shall:
- 12.1.1 if convened on the requisition of Members be dissolved; and
- 12.1.2 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 chair of the meeting shall appoint.
- 12.2 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.
13. The President, or failing him, the Chair, shall preside as chair of the meeting, but if neither the President nor the Chair be present within five minutes after the time appointed for holding the meeting, the Members present shall elect a Trustee, or if no such Trustee be present, or if all the Trustees decline to act, the Members present shall choose one of their number to be chair of the meeting.
14. The chair 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.

15. 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:
- 15.1 by the chair of the meeting; or
  - 15.2 by at least 5 Members having the right to vote at the meeting; or
  - 15.3 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 a demand by a person as proxy for a Member shall be the same as a demand by the Member.
16. Unless a poll is duly demanded a declaration by the chair 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 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.
17. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the 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.
18. A poll shall be taken as the chair of the meeting 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.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
20. Subject to the provisions of Article 21, if a poll is demanded in the manner aforesaid it shall be taken forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of the 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.

21. No poll shall be demanded on the election of a chair of a meeting or on any question of adjournment.
22. 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 day's notice shall be given specifying the time and place at which the poll is to be taken.
23. 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 documents in the same form each executed by or on behalf of one or more Members.

## **VOTES OF MEMBERS**

- 24.1 On a show of hands each Individual Member present in person or an Organisational Member present by its Authorised Representative or, in either case, by proxy shall have one vote.
- 24.2 On a poll every Individual Member present in person or an Organisational Member present by its Authorised Representative or in either case by proxy, shall have one vote.
- 24.3 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 at any general meeting or to appoint a proxy to attend any such meeting.
25. 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 chair of the meeting, whose decision shall be final and conclusive.
26. An instrument appointing a proxy shall be in writing, executed by the Individual Member or the Authorised Representative or as specified in this Article 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 Board of Trustees may approve). The proxy may be executed on behalf of the Individual Member by his duly appointed attorney and in the case of an Authorised

Representative by the chairman of the Organisational Member of which he is the Authorised Representative.

### THE ROYAL NATIONAL INSTITUTE FOR DEAF PEOPLE

I/We, \_\_\_\_\_ of \_\_\_\_\_, being an Individual Member/the Authorised Representative of an Organisational Member namely, [details] of the above-named Institute, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him, \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote in my name(s) and on my behalf at the annual/extraordinary general meeting of the Institute to be held on 199[ ], and at any adjournment thereof.

Signed on \_\_\_\_\_ 199[ ].

27. 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 Board of Trustees may approve):

### THE ROYAL NATIONAL INSTITUTE FOR DEAF PEOPLE

I/We, \_\_\_\_\_ of \_\_\_\_\_, being an Individual Member/the Authorised Representative of an Organisational Member namely, [details] of the above-named Institute, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him, \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote in my name(s) and on my behalf at the annual/extraordinary general meeting of the Institute to be held on 199[ ], and at any adjournment thereof.

This form 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 \_\_\_\_\_ 199[ ]

28. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially in the case of an Individual Member or in some other way approved by the Board of Trustees shall:-

28.1. 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 proposed to vote; or

28.2 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

28.3 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 chair 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.

29. A vote given or poll demanded by proxy or an Authorised Representative 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.

## **THE BOARD OF TRUSTEES**

30. Unless otherwise determined by the Institute in general meeting, the number of Trustees shall not exceed eighteen.

31. Subject to the Transitional Arrangements, the Board of Trustees shall comprise the following:-

Nine Individual Members of the Institute entitled to attend and vote at general meetings who are duly elected as Individual Trustees by the Individual Members ballot in accordance with Article 40 shall serve as the Individual Trustees.

### **31.2 The Organisational Trustees**

Three candidates who are nominated by Organisational Members and who are duly elected by the Organisational Members ballot in accordance with Article 40 shall serve as the Organisational Trustees. They shall act at all times in the best interests of the Institute, in accordance with their duties as charity trustees and shall not act as delegates of the Organisational Members which elected them or the organisations which nominated them.

### **31.3 Co-opted Trustees**

Up to six persons, co-opted by the Board under the provisions of Article 44.

## **TRANSITIONAL ARRANGEMENTS**

32.1 The first Organisational Trustees following the adoption of these Articles shall be determined in accordance with the Transitional Arrangements.

32.2 With effect from the end of the 1998 Annual General Meeting one of those persons serving as a Trustee elected from the RNID Assembly (as defined in the Articles of Association of the Institute in force prior to the adoption of these Articles) shall retire as a Trustee (or such person as has been co-opted to replace him).

32.3 Prior to the 1998 Annual General Meeting, the Institute shall conduct by postal ballot in accordance with Article 40:

32.3.1 The election by the Individual Members of three Individual Trustees;

32.3.2 The election by the Organisational Members of one Organisational Trustee.

The results of the elections shall be announced at the 1998 Annual General Meeting.

33.1 With effect from the end of the 1999 Annual General Meeting the person serving as a Trustee elected from the RNID Assembly (as defined in Article 32.2) shall retire as a Trustee (or such other person as has been co-opted to replace him).

33.2 Prior to the 1999 Annual General Meeting the Institute shall conduct by postal ballot in accordance with Article 40:-

33.2.1 The election by the Individual Members of three Individual Trustees;

33.2.2 The election by the Organisational Members of one Organisational Trustee.

The results of the postal ballot shall be announced at the 1999 Annual General Meeting.

34.1 With effect from the end of the 2000 Annual General Meeting, the last remaining person serving as a Trustee elected from the RNID Assembly (as defined in Article 32.2) shall retire as Trustee (or such other person as has been co-opted to replace him/her.)

34.2 Prior to the 2000 Annual General Meeting of the Institute the Institute shall conduct by postal ballot in accordance with Article 40:

34.2.1 The election by the Individual Members of three Individual Trustees;

34.2.2 The election by the Organisational Members of one Organisational Trustee.

The results of the postal ballot shall be announced at the 2000 Annual General Meeting.

## **APPOINTMENT AND RETIREMENT OF TRUSTEES**

35. Subject to the Transitional Arrangements at every Annual General Meeting, one third of the Individual Trustees and one third of the Organisational Trustees, or if their number is not three or a multiple of three, the number nearest to one third, shall retire from office.

36. Subject to the provisions of the Act, the Elected Trustees to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between Elected Trustees who became or were last re-

appointed as Elected Trustees on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

37. An Elected Trustee retiring at an Annual General Meeting shall as provided by Article 39 but subject to Article 42 be eligible for re-election and if he is not re-elected he shall hold office until the conclusion of the business of such meeting.
38. Any person co-opted as a Co-opted Trustee pursuant to Article 44 shall hold office for such period as the Board of Trustees shall at the date of his co-option determine. At the expiry of his period of office a Co-opted Trustee shall retire as a Trustee but subject to Article 42 be eligible for re-cooption by the Board of Trustees.
- 39.1 In respect of the Elected Trustees, not less than forty-nine clear days before each Annual General Meeting, the Board of Trustees shall give notice in writing:
  - 39.1.1 to each Individual Trustee and to each Organisational Trustee who is due to retire, inviting them, if they so wish, to signify by notice their intention to offer themselves for re-election; and
  - 39.1.2 to each Individual Member and each Organisational Member, specifying the places on the Board of Trustees which are expected to fall vacant at the Annual General Meeting and inviting each Member who has been a Member for at least 6 months at the date of the close of nominations to nominate any individual or individuals to fill those vacancies save that in the year 1998 the period shall be 3 months and not 6 months in the case of an Organisational Member. An Organisational Member may nominate an individual who is not its Authorised Representative as a candidate Provided That no person may be nominated by an Organisational Member who is employed by that Organisational Member.
- 39.2 All notices and nominations given to the Board of Trustees pursuant to Article 39.1 shall be made in writing in such form and executed in such manner as the Board of Trustees 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 Meeting to which it relates.
- 40.1 If the number of notices received from those Elected Trustees who are due to retire and the nominations received from the Members pursuant to Article 39 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 Trustees 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 Trustees shall be those of the nominees or retiring Trustees seeking re-election who are elected by a postal ballot of those Members who will have been members of the Institute for at least 6 months on the date of despatch of the ballot papers save that in 1998 the period shall be 3 months in the case of Organisational Member. Individual Members may only vote for candidates for the office of Individual Trustee and Organisational Members may only vote for candidates for the office of Organisational Trustee.

40.2 On a ballot:

- (a) each Individual Member shall have as many votes as there are vacancies among the Individual Trustees to be filled; and
- (b) each Organisational Member shall have as many votes as there are vacancies among the Organisational Trustees to be filled and the ballot paper shall be signed by the Appointed Representative

but otherwise ballots shall be conducted in such manner as the Board of Trustees may determine.

40.3 The appointment of an Elected Trustee shall take effect from the conclusion of the Annual General Meeting in respect of which the nominations were made.

- 41. The accidental omission to give notice for the appointment of Trustees, 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.
- 42. The total consecutive period in office of any person appointed as an Elected Trustee shall not extend beyond a period ending at the conclusion of the business of the ninth Annual General Meeting following the meeting at which he was first appointed to such office.
- 43. In the event that an Elected Trustee shall cease to be an Elected Trustee for any reason other than his retirement pursuant to Articles 35 and 42, the Board of Trustees may appoint a person who is willing to act to be a Trustee to fill such a vacancy. Such a person shall be an Individual Member in the case of a vacancy amongst the Individual Trustees and an Authorised Representative or a person nominated by the Organisational Trustees in the case of a vacancy amongst the Organisational Trustees. A Trustee so appointed shall hold office

only until the Annual General Meeting at which the person whom he replaces would have been obliged to retire by rotation pursuant to Article 35. If not elected as a Trustee at such meeting he shall vacate office at the conclusion of such meeting.

44. The Board of Trustees may co-opt not more than six persons to be Co-opted Trustees such persons to hold office in accordance with the provisions of Article 38.

## **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

45. The office of a Trustee shall be vacated if:

45.1 he ceases to be a Trustee by virtue of any provision of the Act or he becomes prohibited by law from being a Trustee; or

45.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

45.3 he is, or may be suffering from mental disorder and either:

45.3.1 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

45.3.2 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

45.4 he ceases to be an Individual Member in the case of an Individual Trustee; or

45.5 he ceases to be an representative of an Organisational Member in the case of an Organisational Trustee; or

45.6 he resigns his office by notice to the Institute; or

45.7 he shall for more than twelve consecutive months have been absent without permission of the Board of Trustees from meetings of the Board of Trustees held during that period and the Board of Trustees resolves that his office be vacated; or

held during that period and the Board of Trustees resolves that his office be vacated; or

- 45.8 he is removed from office by virtue of a resolution of the Individual Members in the case of an Individual Trustee and of the Organisational Members in the case of an Organisational Trustee duly passed by a general meeting of either the Individual Members or the Organisational Members (as the case may be) pursuant to section 303 of the Act; or
- 45.9 in the case of an Organisational Trustee he becomes an employee of or is in receipt of remuneration from the Organisational Member which nominated him to serve as an Organisational Trustee.

## **POWERS OF THE BOARD OF TRUSTEES**

- 46. Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any directions given by special resolution:-
  - 46.1 the business of the Institute shall be managed by the Board of Trustees which may exercise all the powers of the Institute. No alteration of the Memorandum of Association or the Articles and no such direction shall invalidate any prior act of the Board of Trustees 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 to any special power given to the Board of Trustees by the Articles and a meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.
  - 46.2 the Board of Trustees may make rules, regulations or byelaws for the effective and efficient conduct and management of the Institute. The Board of Trustees shall adopt such means as it may deem sufficient to bring to the notice of Members all such rules, regulations or byelaws, which so long as they remain in force shall be binding on all Members.

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 of Association and the Articles.

- 47. The Board of Trustees 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 it determines, including authority for the agent to delegate all or any of his powers.

## **COMMITTEES**

48. The Board of Trustees may from time to time delegate any of its powers or refer any of its functions in connection with the management and administration of the Institute to any permanent or ad-hoc Committee including one or more Trustees.
49. The other constituent members on a Committee shall be those persons selected by the Board of Trustees as being able to offer appropriate advice, guidance or other benefits in connection with the specific purpose for which the Committee was constituted. Such members shall not be entitled to assume any of the duties or exercise any of the powers or discretion of the Board of Trustees nor to hold themselves out as being Trustees.
50. The Board of Trustees shall have power to set up from time to time permanent or ad-hoc Groups consisting of such persons as the Board of Trustees shall consider appropriate upon such terms and conditions as the Board of Trustees shall from time to time decide, to act or advise on any matter deemed by the Board of Trustees to merit special action or professional or other advice and any such Group shall have and exercise any such powers as the Board of Trustees shall refer to it and the Board of Trustees shall further have the power to withdraw, enclose or modify the powers so referred.
51. Any delegation of powers to a Committee or a Group may be made subject to any conditions which the Board of Trustees may impose and which may be revoked or altered as they shall determine.
52. The proceedings of a Committee or a Group shall be governed by the relevant provisions of these Articles regulating the proceedings of the Board of Trustees in so far as they are capable of applying to such Committee or Group and so far as not altered by any rules, regulations or byelaws made by the Board of Trustees.
53. The delegation of the powers of the Board of Trustees to a Committee pursuant to Article 48 or to a Group pursuant to Article 50 is subject to the provisos that all acts and proceedings of any Committee or Group shall be fully and promptly reported back to the Board of Trustees and that any funds agreed to be expended by such Committee or Group shall only be expended within a budget previously agreed by the Board of Trustees.

## **PROCEEDINGS OF THE BOARD OF TRUSTEES**

54. Subject to the provisions of the Articles, the Board of Trustees may regulate its proceedings as it thinks fit. Five Trustees may and the Secretary at the request of five Trustees shall call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a Trustee 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 Chair shall have a second or casting vote.
55. The Annual General Meeting of the Board of Trustees shall be held in each year at such time as the Board of Trustees may determine, not being more than twenty-eight clear days after the date of the last Annual General Meeting.
56. The quorum for the transaction of the business of the Board of Trustees shall be five.
57. The continuing Trustees may act notwithstanding any vacancies in their number but if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
58. The Chair shall preside at every meeting of the Board of Trustees at which he is present. But if there is no Trustee holding office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chair will be chair of the meeting. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Board of Trustees may appoint one of their number to be chair of the meeting.
59. All acts done by a meeting of the Board of Trustees or any Committee or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee 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 Trustee and had been entitled to vote.
60. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of the Board of Trustees or of a Committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a Committee duly convened and held and may consist of several documents in the same form each signed by one or more Trustees.

61.1 Save as otherwise provided by these Articles, a Trustee shall not vote at a meeting of the Board of Trustees 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:

61.1.1 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; or

61.1.2 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 Trustee has assumed responsibility in whole or part and whether alone or jointly with others under guarantee or indemnity or by the giving of security.

61.2 For the purposes of Article 61.1 an interest of a person who is for the purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Institute) connected with a Trustee shall be treated as an interest of the Trustee.

62. A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

63. If a question arises at a meeting of the Board of Trustees, or of a Committee, as to the right of a Trustee to vote, the question may before the conclusion of the meeting be referred to the chair of the meeting and his ruling in relation to any Trustee other than himself shall be final and conclusive.

## **PATRON**

64.1 The Board of Trustees may appoint a Patron who shall hold office until such time as he shall retire or is removed from office by the Board of Trustees. A Patron need not necessarily be a Member.

64.2 A Patron shall not be or become an officer or Trustee of the Institute for any of the purposes of the Act.

## **PRESIDENT**

- 65.1 The Board of Trustees may appoint a President who shall hold office until such time as he shall retire or be removed from office by the Board of Trustees. The President so appointed must be a Member.
- 65.2 The President shall not be or become a Trustee and shall not by reason of his office be entitled to vote at any meeting of the Board of Trustees but shall be entitled to receive notice of and to attend all such meetings.

## **VICE-PRESIDENTS**

- 66.1 The Board of Trustees may from time to time appoint any person not necessarily being a Member to be a Vice-President of the Institute. A Vice-President shall hold office until such time as he shall retire or be removed from office by the Board of Trustees.
- 66.2 A Vice-President shall not be or by reason of his office become an officer or Trustee of the Institute for any of the purposes of the Act but a Trustee may be appointed by the Board of Trustees to be a Vice-President.
- 66.3 A Vice-President 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**

- 67. The Honorary Officers shall consist of the Chair, the Vice-Chair and the Honorary Treasurer.
- 67.1 The Trustees shall appoint three of their number to be the Chair, Vice-Chair and the Honorary Treasurer.
- 67.2 Any person so appointed shall hold office for a period ending at the conclusion of the business of the Third Annual Meeting of the Board of Trustees following the meeting at which he was appointed when he shall retire but subject to his continuing as a Trustee be eligible for re-appointment.
- 68. The total consecutive period of office of any person elected as one of the Honorary Officers shall not extend beyond a period ending at the conclusion of the business of the Ninth Annual Meeting of the Board of Trustees following the meeting at which he was first appointed to such office.

69. At each subsequent Annual Meeting of the Board of Trustees at which the term of office of one or more of the Honorary Officers comes to an end the Board of Trustees shall appoint or subject to the provisions of Article 70 may reappoint a person or persons from among the Trustees to fill such a vacancy or vacancies.
70. The individuals to be appointed as Honorary Officers shall be those Trustees who have been nominated and if necessary elected by a postal ballot of the Trustees held prior to the meeting of the Board of Trustees at which the appointment is to be made. On a ballot each Trustee shall have one vote in respect of each office but otherwise ballots shall be conducted in such a manner as the Board of Trustees may determine.
71. The Board of Trustees may from time to time fill any vacancy caused by the death or resignation of the Chair, the Vice-Chair or the Honorary Treasurer. The person so appointed shall hold office until the conclusion of the business of the Annual Meeting of the Board of Trustees next following the date of his appointment and shall be eligible subject to his continuing as a Trustee to stand for election at that meeting. The period from appointment to the date of the next Annual Meeting of the Board of Trustees shall not be taken into account in determining the maximum period of service.

## **SECRETARY**

72. Subject to the provisions of the Act, the Secretary shall be appointed by the Board of Trustees for such term, at such remuneration and upon such conditions as it may think fit. Any Secretary so appointed may be removed by the Board of Trustees. The Secretary shall not be a Member or Trustee.

## **MINUTES**

73. The Board of Trustees shall cause minutes to be made in books kept for the purpose:-
  - 73.1 of all appointments of officers made by the Board of Trustees; and
  - 73.2 of all proceedings at meetings of the Institute, the Board of Trustees, Committees and Groups including the names of the persons present at each such meeting.

## **THE SEAL**

74. The Seal shall only be used by the authority of the Board of Trustees. The Board of Trustees 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 Trustees and by the Secretary.

## **ACCOUNTS**

75. No Member shall (as such) have any right of inspecting any accounting records or other books or document of the Institute except as conferred by statute or authorised by the Board of Trustees or by ordinary resolution of the Institute.
76. 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**

77. 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 Board of Trustees need not be in writing.
78. The Institute may give any notice to a Member either personally or by sending it by post in a first class 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 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.
79. A Member present either in person or by an Authorised Representative 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.
80. 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**

81.1 All Trustees, advisers and employees of the Institute may be:

81.1.1 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;

81.1.2 chargeable only for so much money or property as they shall themselves actually receive for the Institute;

81.1.3 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 for any loss or damage which might happen in the execution of their respective duties.

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

## **DISSOLUTION**

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