


SEPARATOR SHEET

CO	THURSDAY	
A13	*A7J9CZHE* 22/11/2018 COMPANIES HOUSE	#117
A20	*A7I9NOFT* 08/11/2018 COMPANIES HOUSE	#96

COMPANY NUMBER: 895080

The Companies Acts 1948 to 1985 as amended
Company limited by Guarantee

ARTICLES OF ASSOCIATION
of
**THE INSTITUTE OF HEALTHCARE ENGINEERING
AND ESTATE MANAGEMENT**

(Adopted by Special Resolution passed on 14 March 1987, as amended by Special Resolutions passed on 19 May 1989, 7 June 1990, 19 May 1995, 15 May 1997, 23 May 2002, 15 May 2007, 11 May 2010, 5 October 2010, 1st November 2011 and 8th October 2013, 7th October 2014, 9th October 2018).

Interpretation

1. In these Articles the following expressions shall have the following meanings:

<i>Expression</i>	<i>Meaning</i>
The Act	The Companies Act 1948 to 1985 as amended.
Address	The postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Institute.
The, these Articles	The Articles of Association as from time to time altered by Special Resolution.
Auditors	The appointed auditors of the Institute from time to time, or in relation to Article 41 such other independent body appointed for counting ballots or polls.
Branch	Members who reside in a particular country, state or geographic region, the boundaries of which shall be determined by the Council, and who form a branch in accordance with Articles 100 to 127.
Branch Committee Members	Elected members of the branch committee other than Branch Officers.
Branch General Meeting	A general meeting of a Branch duly convened and held in accordance with these Articles.
Branch Officers	The chair, vice chair, honorary secretary and honorary treasurer of a Branch.
Categories or Category	The categories of types of member, as prescribed in regulations promulgated separately from these Articles, as amended by the Council from time to time.
Certificate	A certificate of membership issued by the Institute.
Clear Days	In relation to the period of a notice means a period excluding: the day when the notice is given or deemed to be given; and the day for which it is given or on which it is to take effect.
Code of Conduct	The Code and Rules of Conduct and Disciplinary Regulations of the Institute, as prescribed in regulations promulgated separately from these Articles, and as amended from time to time.

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Chief Executive	The chief executive of the Institute from time to time.
Companies Acts	The Companies Acts 1948 to 1985 as amended and including section 2 of the Companies Act 2006 insofar as they apply to the Institute.
The Council	The Council of Management for the time being of the Institute.
Directors	The directors of the charity. The directors are charity trustees as defined in section 97 of the Charities Act 1993.
Disciplinary Regulations	The disciplinary regulations of the Institute set out in the Code of Conduct.
Document	Includes, unless otherwise specified, any document sent or supplied in electronic form.
Electronic Form	Has the meaning given in section 1168 of the Companies Act.
Engineering Council	The regulatory body of the UK engineering profession.
General Meeting	A general meeting of the Institute members duly convened and held in accordance with these Articles.
Honorary Patron	The Honorary Patron of the Institute from time to time.
Institute Regulations	The regulations of the Institute from time to time in force.
Investigating Panel	An investigating panel of the Council.
List of Members	The list of members maintained by the Institute.
Member (as first word of sentence), member	The term member shall include all member grades as stated as being full voting members detailed in the Institutes standing orders.
Month	Calendar month.
Officers	Includes the directors and secretary.
President	The president of the Institute from time to time.
Secretary	Means any person appointed to perform the duties of the secretary of the Institute.
Statutes	The Act and every other statute or regulation concerning companies or registered charities and effecting the Institute and any modification or re-enactment thereof for the time being in force.
The Commission	The Charity Commission for England and Wales.
The Institute	The Institute of Healthcare Engineering and Estate Management.
The Memorandum	Means the Institute's memorandum of association.
The Office	The Registered Office of the Institute.
Standing Orders	Standing Orders contain the Membership & Registration Procedures of the Institute. The Standing Orders expand on

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the Memorandum of Association and the Articles of Association by providing guidance and regulation for membership of the Institute.

The Seal Means the common seal of the Institute.

The United Kingdom Great Britain and Northern Ireland.

Vice President The Vice President of the Institute from time to time.

2. Except where the context otherwise requires, words denoting the masculine gender shall include the feminine gender, words denoting the singular number only shall include the plural number and reference to persons shall include corporations.
3. Subject as aforesaid, any words or expressions defined in the Act, or any statutory modification thereof, shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
4. Expressions in these Articles referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

General

5. The number of members shall be unlimited. Membership of the Institute shall be limited to persons who are admitted to membership only in accordance with these Articles and who agree in writing to become a member and whose name shall be entered on the List of Members.
6. The Institute is established for the purposes expressed in the Memorandum of Association.

Membership of the Institute

7. The adoption of these Articles shall not affect the Category and status of a member whose name appeared on the List of Members prior to the date of such adoption.
8. Categories of membership are set out in the Institutes standing orders amendments to which are subject to Council approval.
9. As prescribed in Institute Regulations, a company who wishes to be associated with the Institute shall, on payment of the appropriate subscription, be admitted as a Company Affiliate. Company Affiliates may not use an abbreviated title, and shall not be members of the Institute for the purposes of the Act, and shall not be entitled to vote at General Meetings convened by the Council and shall not be eligible for membership of the Council.

Conditions of Admission

10. The Council shall in all cases have absolute discretion in deciding the terms and conditions upon which persons shall, from time to time, be admitted to membership. The Council shall have absolute discretion to decide the Category of membership into which an applicant for membership may be placed and any decision of the Council shall be final. Without limiting the generality of the foregoing, the Council shall be entitled in its absolute discretion to admit or refuse to admit any person to membership.
11. Every candidate for membership, including a candidate who is already a member of another Category shall complete the appropriate form of application from time to time prescribed by the Council, and such application form shall contain a declaration that he agrees, if elected, to be bound by these Articles and the Code of Conduct.

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12. Every proposal for election or transfer to another Category shall be sent to the Chief Executive, and the Council shall determine the Category of membership to which the candidate may be elected.
13. The re-admission to membership of any person who has for any reason ceased to be a member shall, whether they seek re-admission to their former Category or any other Category, be dealt with in the same manner as an original application. In addition such an applicant shall pay such amounts (if any) in respect of arrears and other charges as the Council in its absolute discretion may determine.
14. When a candidate is elected as a member, the Chief Executive shall notify them in writing but no membership or transfer of membership shall become effective until all subscription fees payable have been paid.

Payment of Fees and Subscriptions

15. The rates of application fees, annual subscriptions and any other charges for the time being payable or to be paid shall be determined by the Council in its absolute discretion.
16. All application fees shall be paid by candidates on application for membership and such application fees shall be not be refundable in the event of their not being elected a member.
17. Subscriptions shall be payable on election as a member, and subsequently in advance, on the 1st day of January in each year, or otherwise as shall be determined from time to time by the Council. Subscriptions for new members elected in the last two months of the year shall be taken as payment for the remainder of that year and the whole of the succeeding year. Subscriptions for members elected between February and October, inclusive, shall be paid pro-rata.
18. Any member who satisfies the Council that they no longer have any paid employment, may, at the absolute discretion of the Council, pay a reduced annual subscription at such rate as shall be determined by the Council.
19. No member whose subscription is 3 months or more in arrears shall be entitled to participate in any of the Privileges of Membership described in these Articles which attach to the membership in the category to which they have been elected or transferred.

Privileges of Membership

20. All members shall be entitled to state, in writing and verbally, that they are a member, in the appropriate Category, of the Institute and, with the prior approval of the Council, shall be entitled to display the Institute's logo on personal stationery. With the exception of a member whose Category is Company Affiliate, members shall be entitled to use the abbreviated title, as a suffix to their name, indicating membership of the Institute in the appropriate Category. Company Affiliates shall only be entitled to display the Institute's logo, as approved by Council, on their company stationery.
21. No member shall permit any partnership or corporation or association with which they are associated by membership, employment, or otherwise, to use any of the above mentioned titles or descriptions as descriptive of that partnership or corporation or association.
22. All members who have been elected and have paid their subscriptions shall be entitled to receive a Certificate of membership. Every Certificate shall remain the property of, and shall on demand by the Institute be returned to, the Institute within seven days of such demand being made. The Certificate shall state on the face of it that it is issued by the authority of the Institute only and not by, or in pursuance of any statutory authority, or authority of the Government.

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Termination of Membership

23. Upon the Council being satisfied of the death of any member their name shall be removed from the List of Members.
24. Any member may at any time resign as a member by giving notice in writing to the Chief Executive, by returning their Certificate of membership and paying in full all sums due in respect of unpaid subscriptions or other monies owing to the Institute.
25. If a member becomes of unsound mind, then forthwith their membership shall, ipso facto, cease, and their name shall be removed from the List of Members. Issues under this Article will be considered on a case-by-case basis.
26. Any member whose subscription is in arrears for at least 3 months, and who fails to pay such arrears within 3 months after written notification has been sent to them by the Chief Executive, shall have their name struck off the List of Members by the Council at any time thereafter but they shall nevertheless continue to be liable to pay arrears of subscription due up to the date when their name was struck off the List of Members.
27. 27.1. All members shall adhere to the Code of Professional Conduct. The Code makes provision for the investigation and adjudication of:
 - a. any breach of the provisions of these Articles or any regulations or rules made thereunder;
 - b. any breach of the Code of Professional Conduct;
 - c. any other conduct which shall in the opinion of the Council indicate unfitness to be a member.27.2. If, in the opinion of Council, a member has, or may have, acted in contravention of the Code of Professional Conduct, they shall proceed in accordance with the Disciplinary Regulations and establish, in the first instance, an Investigating Panel.
28. The Council may, at its discretion, publicise the fact that a member has been expelled or required to resign from the Institute under the Disciplinary Regulations.

General Meetings

29. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices convening it, provided that not more than eighteen months shall elapse between the date of one Annual General Meeting and that of the next.
30. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
31. The Council may whenever they think fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened upon a requisition to the Council stating the object of the meeting signed by or on behalf of not less than twenty members who have fully paid up subscriptions..
32. Apart from the provisions of Article 19 (payment of subscription), members shall be entitled to receive notices of, and attend, speak at, and vote at any General Meeting convened by the Council.
33. At least twenty one days notice in writing (exclusive both of the day it was served or deemed to have been served and of the day for which it is given) shall be given of every General Meeting specifying the place, the date and the hour of meeting, and in the case of special business the general nature of that business. A General Meeting shall, notwithstanding that it is called by shorter notice than that specified by this Article, be deemed to be duly called if it is so agreed:

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- a. in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - b. in the case of any other meeting, by a majority in the number of members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five percent of the total voting rights exercisable at the meeting.
34. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Proceedings at General Meetings

35. All business shall be deemed Special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed Special, with the exception of the consideration of the profit and loss account, balance sheet, group accounts (if any) as required by law and the reports of the Council and the Auditors, the election of the President, the election or appointment of members to the Council in the place of those retiring and the appointment and fixing the remuneration of the Auditors.
36. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, the quorum shall be ten members present in person.
37. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such time or such other place as the Council shall appoint, being not later than thirty days after such adjournment. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
38. With the consent of any meeting at which a quorum is present, the Chair may adjourn a meeting from time to time, and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
39. The President shall preside at all General Meetings or in their absence the Chair of the Executive Committee. In the absence of the President and the Chair of the Executive Committee the meeting shall elect a Chair who shall be a serving member of the Council or failing this any other member.
40. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members present in person, and having the right to vote at the meeting, and unless a poll be so 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 minute book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
41. A poll shall be a poll of all members entitled to receive notice of and vote at the meeting at which the poll was directed or demanded. The manner of taking a poll shall be at the discretion of the Chair and they may, but without prejudice to the generality of the foregoing, determine that a poll shall be taken by means of a postal vote and in the event of them so determining the following provisions shall apply:
- a. the Chief Executive shall as soon as reasonably practicable after the date on which the poll is so directed or demanded send to each member a voting paper;

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b. the voting paper shall show or contain:

- i. the motion on which the poll has been directed or demanded;
- ii. the time and date on or before which the voting paper must be returned to the Chief Executive (such date to be fixed by the Council) and to be neither earlier than ten days nor later than twenty one days after the date on which such voting paper was sent;
- iii. a certificate, to be signed by the member, to the effect that he has, before signing, marked the voting paper so as to show how he wishes to vote; and shall in all other respects be in such form as the Council shall determine.

c. The Chief Executive shall deliver unopened all voting papers received, to the Auditors by whom alone they shall be opened and examined. As soon as the result of the poll has been ascertained it shall be reported by the Auditors in writing to the Chief Executive, and such result shall be deemed to be the resolution of the meeting at which the poll was directed or demanded notwithstanding any irregularity or informality. The voting papers shall then be closed up under the seal of the Auditors and shall be retained by them for three months, after which they may be destroyed by the Auditors.

d. The report of the Auditors, signed by them or a majority of them, shall state:

- i. the total number of voting papers received;
- ii. the total number of rejected papers and the grounds for rejection;
- iii. the total number of valid votes for and against the motion.

e. The Council shall cause such result to be published as soon as reasonably practicable by displaying it in the Office of the Institute or in such other manner as the Council shall determine.

42. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
43. In the case of an equality of votes, either on a show of hands or at a poll, the Chair of the meeting shall be entitled to a further or casting vote.
44. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members

45. On all occasions of voting, upon a show of hands, or at a poll, or on a postal ballot, every member who has fully paid every subscription and all other charges which are due and payable to the Institute in respect of their membership shall have one vote. No other person shall in any circumstances have any right to vote. No member may vote by proxy and on a postal vote, the vote of a member shall not be counted unless he has complied with the requirements specified in these Articles.

The President

46. At least four weeks before an Annual General Meeting the President and past Presidents shall put forward for Council approval their joint nomination for President to hold office for a two-year period from the conclusion of such Annual General Meeting until the conclusion of the second successive Annual General Meeting following election. No person may be elected President under this Article for more than one consecutive period. With Council approval, the President designate may serve on Council for a period up to twelve months before taking over as the President. Upon request the immediate Past President may serve on Council for a period not exceeding twelve months following the conclusion of their term of office.

The Vice President

47. The President and Past Presidents may nominate up to three Vice Presidents to serve the

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Institute. The Vice President elected retire in rotation. Each year at the meeting of the President and Past Presidents a new Vice President will be nominated and the longest serving Vice President (unless nominated for President) will retire. No person may be elected Vice President under these Articles for more than one consecutive period.

The Honorary Patron

48. The Council may appoint an Honorary Patron, to promote and represent the Institute and its activities from time to time. The Honorary Patron shall have no powers.

The Directors

49. The directors of the Institute form the governing council of the Institute.
50. A director must be a natural person aged 16 years or older.
51. A director must be a member of the Institute as provided for under Articles 7 to 9 (Membership).
52. No one may be appointed a director if they would be disqualified from acting under the provisions of Article 70 (disqualification).
53. The number of directors shall not be less than three and shall not be more than thirteen.
54. In addition to the President the governing council shall consist of twelve members one from each of the nine branches in England, the boundaries of which shall be determined by the Council in its absolute discretion, and one each from the branches of Northern Ireland, Scotland and Wales.
55. The first directors shall be those persons notified to Companies House as the first directors of the company.
56. A director may not appoint an alternative director or anyone to act on their behalf at meetings of the directors.

Powers of Directors

57. The directors shall manage the business of the Institute and may exercise all the powers of the Institute unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
58. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
59. Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Appointment of Directors

60. Upon recommendation of the Council at the time the Institute may by ordinary resolution:
- a. appoint a person who is willing to act to be a director; and
 - b. determine the rotation in which any additional directors are to retire.
61. Any branch in general meeting or any five members from a branch area may nominate any eligible persons who are members of that branch as candidates for consideration by the Council at the time.
62. No person other than a director retiring by rotation may be appointed a director at any general meeting unless they are recommended for election by the directors.

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63. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
64. The directors may appoint a person who is willing to act to be a director. A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken in to account in determining the directors who are to retire by rotation.
65. The appointment of a director, whether by the Institute in general meeting or by the other directors, must not cause the number of directors to exceed the maximum number of directors.

Retirement of Directors

66. At each annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office.
67. The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors become or were appointed directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
68. Directors retiring by rotation may offer themselves for reappointment by the members, but must retire from office after a second period of appointment as a director until the conclusion of the annual general meeting held in the immediately succeeding year.
69. If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

Disqualification and Removal of Directors

70. A director shall cease to hold office if they:
 - a. ceases to be a director by virtue of any provision in the Companies Act or is prohibited by law from being a director;
 - b. is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - c. ceases to be a member of the Institute;
 - d. becomes incapable by reason of mental disorder, illness or injury or managing and administering their own affairs;
 - e. resigns as a director by notice to the Institute (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
 - f. is absent without the permission of the directors from all meetings held within a period of six consecutive months and the directors resolve that their office be vacated.

Remuneration of Directors

71. The directors must not be paid any remuneration.

Proceedings of Directors

72. The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
73. Any director may call a meeting of the directors.
74. The secretary must call a meeting of the directors if requested to do so by a director.

75. Questions arising at a meeting shall be decided by a majority of votes.
76. In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.
77. A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
78. No decision may be made by a meeting of the directors unless a quorum is present at the time a decision is purported to be made. Present includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
79. The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
80. A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
81. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
82. The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
83. If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time-appointed for the meeting, the directors present may appoint one of their number to chair the meeting.
84. The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to them by the directors.
85. 85.1. A resolution in writing or in electronic form agreed by a simple majority of all directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:
- a. copy of the resolution is sent or submitted to all the directors eligible to vote; and
 - b. a simple majority of directors has signified its agreement to the resolution in authenticated document or documents which are received at the registered office with the period of 28 days beginning with the circulation date.
- 85.2. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Delegation

86. The directors may delegate any of their powers or functions to a committee which includes a director but the terms of any delegation must be recorded in the minute book.
87. 87.1. The directors may impose conditions when delegating, including the conditions that:
- a. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - b. no expenditure may be incurred on behalf of the Institute except in accordance with a budget previously agreed with the directors.
- 87.2. The directors may revoke or alter a delegation.

87.3. All acts and proceedings of any committees must be fully and promptly reported to the directors.

Rules

88. The directors may from time to time make such reasonable and proper rules or by laws as they may deem necessary or expedient for the proper conduct and management of the Institute.
89. The bylaws may regulate the following matters but are not restricted to them:
- a. the admission of members to the Institute (including the admission of organisations and companies to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b. the conduct of members of the Institute in relation to one another, and to the Institute's employees and volunteers;
 - c. the setting aside of the whole or any part or parts of the Institute's premises at any particular time or times or for any particular purpose or purposes;
 - d. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Act or by the articles;
 - e. generally, all such matters as are commonly the subject matter of company rules.
90. The Institute in general meeting has the power to alter, add to or repeal the rules or by laws.
91. The directors must adopt such means as they think sufficient to bring the rules and by laws to the notice of members of the Institute.
92. The rules or bye laws shall be binding on all members of the Institute. No rule or by law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Declaration of Director's Interests

93. A director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Institute or in any transaction or arrangement entered into by the Institute which has not previously been declared. A director must absent themselves from any discussions of the directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Institute and any personal interest (including but not limited to any personal financial interest).

Conflicts of Interests

94. 94.1. If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- a. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - b. the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - c. the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

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94.2. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Validity of Directors' Decisions

95. 95.1. Subject to article 95.2 all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

- a. who was disqualified from holding office;
- b. who had previously retired or who had been obliged by the constitution to vacate office;
- c. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- d. the vote of that director; and
- e. that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

95.2. Article 95.1. does not permit a director or a connected person to keep any benefit that may be conferred upon them by a resolution of the directors or of a committee of directors if, but for article 95.1 the resolution would have been void, or if the director has not complied with article 93 (declaration of interests).

Seal

96. If the Institute has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

Accounts

97. The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

98. The directors must keep accounting records as required by the Companies Acts.

Administrative Staff

99. The administrative staff shall consist of a chief executive and such other staff as the Council may from time to time require and they shall be appointed under such conditions consistent with the provisions of Clause 4 of the Memorandum of Association as the Council may from time to time determine.

Annual Report, Annual Return and Register of Charities

100. 100.1. The directors must comply with the requirements of the Charities Act 1993 with regard to the:

- a. transmission of the statements of account to the charity;
- b. preparation of an Annual Report and its transmission to the Commission;

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c. preparation of an Annual Return and its transmission to the Commission.

100.2. The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Audit

101. Auditors shall be appointed by the Council and their duties regulated in accordance with the Statutes, which shall include an audit of the accounts of the Institute once at least in every year.

Branches

102. Branches of the Institute may be formed in accordance with these Articles from time to time in any place deemed expedient by the Council, and the Council may make rules and regulations for governing the meetings and proceedings of such Branches and their conduct and management.
103. No Branch of the Institute shall be formed except by a resolution of the Council.
104. If the membership of any Branch shall fail to reach or shall drop below thirty members, not including Company Affiliates, or, in the case of an overseas branch (hereinafter referred to as an 'Overseas Branch') such number of members as the Council may determine, the Council may by resolution declare that the Branch has ceased to exist.
105. Each Branch shall be managed by a committee elected annually consisting of not less than six members. The committee shall include a Chair, Vice Chair, an Honorary Secretary and an Honorary Treasurer (hereinafter together described as Branch Officers).
106. The quorum for a meeting of a Branch Committee shall be four members present in person.
107. Any Branch Officer or member of the Branch Committee may resign their office by submitting their resignation in writing to the Branch Committee through the Honorary Secretary, and shall thenceforth cease to hold office.
108. The office of a member of a Branch Committee will be vacated if:
- a. he is absent from more than three consecutive committee meetings without giving adequate explanation to the satisfaction of the Branch Officers, and the Branch Committee thereupon resolve that he has vacated office; or
 - b. at a meeting of the Branch Committee especially convened for that purpose, at which not less than two-thirds of the committee are present, a resolution is passed by not less than three-fourths of those present and voting on the resolution declaring their office to be vacated.
109. The Branch Committee shall distribute a list of qualified persons whom they nominate as candidates for election as members of the Branch Committee and as Branch Officers for the ensuing year to the members of the Branch not later than the 30th day of September in each year, and, at the same time, nominations shall be invited from such members of the Branch.
110. No nomination shall be valid unless signed by the proposer and counter-signed by the nominee expressing their willingness to serve if elected.
111. The nominations called for in these Articles shall be delivered to the Branch Honorary Secretary not later than the following 31st day of October, when they shall cause a postal ballot to be taken among the members of the Branch if necessary. Such ballot papers shall be completed as may be directed and delivered to the Honorary Secretary not later than the date specified on the ballot paper, any ballot paper not so returned shall be void.
112. The Branch Chair, or failing them one of the Branch Officers, shall, at a convenient time before the Annual General Meeting of the Branch, appoint from among the members of the Branch not less than three scrutineers in whose presence the ballot lists shall be opened and examined.

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113. The scrutineers shall make and sign a report in which they shall state the total number of ballot lists received, the number rejected and the grounds for rejection, the total number of votes cast in favour of each candidate, and the names of the successful candidates. If there be an equality of votes in favour of two or more candidates one or more of whom must be unsuccessful, the report shall so state. The report shall be enclosed in a sealed envelope delivered by the scrutineers to the Branch Chair and shall not be opened except at the Annual General Meeting of the Branch.
114. If there shall be such an equality of votes as aforesaid the fact shall be reported to the Annual General Meeting of the Branch, which shall thereupon determine, by a show of hands, which of the candidates who have received an equality of votes are to be successful and which unsuccessful.
115. The Annual General Meeting of the Branch shall be held in the month of February or at such other time as the Council may permit. No business shall be transacted unless a quorum is present when the meeting proceeds to business. For all purposes a quorum shall be seven members of the Branch. The meeting shall receive Reports from the Chair, the Honorary Secretary and the Honorary Treasurer and shall consider the audited Accounts for the last preceding calendar year and appoint Honorary Auditors for the current year. After such business has been disposed of or adjourned the Chair shall declare the result of the election of the Branch Committee and the Branch Officers for the ensuing year.
116. At the Branch annual general meeting, the Chair shall, when appropriate and with the consent of the meeting, nominate any eligible persons as a director who are members of that Branch as candidates for consideration by the Council at the time.
117. At Branch meetings each member shall have the privilege of introducing visitors, but during such portion of any meeting as may be devoted to any business connected with the management of the Institute or the Branch, visitors may be requested by the Chair to withdraw and shall be so requested if any member of the Branch asks that this shall be done. At each meeting every member and visitor attending shall write name name in a book to be kept for the purpose.
118. Upon application to the Chief Executive, each Branch shall be entitled to financial support from the funds of the Institute to be used only towards the working expenses of the Branch. In exceptional circumstances, and upon the Council being satisfied that there is an urgent need, the Council may authorise payment to any Branch such additional grant as the Council shall in their absolute discretion think fit.
119. In addition to the formal guidance to Branches, the Institute encourages appropriate use of shared resources (eg premises) and sponsorship from IHEEM Affiliates. Direct product placement is not appropriate, but providing a product or service is referenced as part of a technical presentation, this is acceptable.
120. Where Branches have generated surplus funds from Branch activities (not from grants drawn down from Head Office funds), these should not be used for the purposes of entertainment (be that of Members, Committee Members or guests) but may be used for the furtherance of the Charitable aims of the Institute (examples may include: support for local Members and prospective Members to attend the IHEEM Conference and Exhibition; to supplement costs associated with technical and educational visits; expenses associated with Speakers etc.).
121. Each Branch shall operate a separate banking account in respect of grants received under these Articles and such other banking accounts as may be necessary, cheques being signed by the Honorary Secretary or the Honorary Treasurer and by a nominated member of the Branch Committee. Where a branch has a small amount of financial transactions (less than £1,000 per year) the branch can request Head Office to facilitate the banking function on their behalf. Where this facility has been requested by the Branch, Head Office shall run a separate code in the accounting software to enable all income and expenditure to be recorded and reported to the Branch Treasurer and Institute Auditors.
122. The Honorary Secretary of each Branch in the United Kingdom shall on or before the 21st day

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of January in each year and the Honorary Secretary of each Overseas Branch shall on or before the 28th day of February in each year, forward to the Chief Executive a statement of income, expenditure and balance carried forward of their Branch to the 31st day of December preceding. Such statement shall be countersigned by the Branch Chair.

123. No Branch shall require the submission of any form of application for membership of the Branch, and no Branch shall charge an entrance fee or subscription.
124. The residences of all members shall be entered in the List of Members and the List of Members shall be conclusive evidence of residence. If any member changes their residence they shall notify the Chief Executive in writing, providing such evidence as the Council may require.
125. All members of the Institute resident within the area covered by a Branch shall be members of that Branch, but any member may by notice in writing to the Institute and to the Branch declare that he will belong to some other specified Branch instead of to the Branch to which he would otherwise belong. Any member shall be entitled to attend a meeting of any Branch.
126. Branches may take up local membership of kindred societies only after obtaining the approval of the Council, which may nevertheless withdraw such approval in its discretion.
127. The Honorary Secretary of each Branch shall send to the Chief Executive a copy of the Minutes of all Branch proceedings including meetings of the Branch Committee.

Indemnity

128. 128.1. The Institute may indemnify a relevant director against any liability incurred by them or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
128.2. In this article a 'relevant director' means any director or former director of the Institute.

Minutes

129. The directors must keep minutes of all:
 - a. appointments of officers of the Institute;
 - b. proceedings at meetings of the Institute;
 - c. meetings of the directors and committees of directors including:
 - d. the names of the directors present at the meeting;
 - e. the decisions made at the meeting; and
 - f. where appropriate the reasons for the decisions.

Notices

130. A notice may be served by the Institute upon any member, either personally or in writing, addressed to such member at their registered address as appearing in the List of Members. Only members appearing in the List of Members by an address within the United Kingdom shall be entitled to receive notices from the Institute.
131. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Notices served by facsimile or email shall, providing proper transmission acknowledgement is received, be deemed to have been served on the day following transmission.

Means of Communication to be Used

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132. Subject to these articles, anything sent or supplied by or to the Institute under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Institute.
133. Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
134. Any notice to be given to or by a person pursuant to the articles:
- a. must be in writing; or
 - b. must be given in electronic form.
135. 135.1. The Institute may give notice to a member either:
- a. personally; or
 - b. by sending it by post in a prepaid envelope addressed to the member at their address; or
 - c. by leaving it at the address of the member; or
 - d. by giving it in electronic form to the member's address.
- 135.2. A member who does not register an address with the Institute or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Institute.
136. A member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting and of the purposes for which it was called.
137. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
138. Proof that an electronic form of notice was given shall be conclusive where the Institute can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
139. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- a. 48 hours after the envelope containing it was posted; or
 - b. in the case of an electronic form of communication, 48 hours after it was sent.

Sections and Groups

140. Any section or group may be formed from time to time by members interested in any particular branch of the science and art of healthcare engineering or estate management, but no such section or group shall be formed except with the sanction of a resolution of the Council, and each section or group shall at all times comply with all requirements or regulations prescribed by the Council which may at any time rescind or withdraw the resolution or alter its prescribed requirements and regulations.

Dissolution

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

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The President shall preside at all General Meetings or in their absence the Chair of the Management and Finance Committee. In the absence of the President and the Chair of the Management and Finance Committee the meeting shall elect a Chair who shall be a serving member of the Council or failing this any other member

Reason for Change: Change of Committee Name

SPECIAL RESOLUTION 4

To change Article of Association "The Directors", to amend wording Article 51

Existing Wording

No one may be appointed a director if he or she would be disqualified from acting under the provisions of Article 70 (disqualification).

Proposed new wording

No one may be appointed a director if they are disqualified from actions as a director under the provisions of Article 70 (disqualification).

Reason for Change: To provide clarity

SPECIAL RESOLUTION 5

To change Article of Association "The Directors", to insert wording Article 53

Existing Wording

The number of directors shall not be less than three and shall not be more than thirteen.

Proposed new wording

The number of directors shall not be less than three and shall not be more than sixteen.

Reason for Change: To enable Vice Presidents to be appointed as Directors and act on behalf of the Institute. This change ensures that Vice presidents have knowledge of the workings of the Council and Institute prior to being appointed President Elect or President.

SPECIAL RESOLUTION 6

To change Article of Association "The Directors", to insert wording Article 54

Existing Wording

In addition to the President the governing council shall consist of twelve members one from each of the nine branches in England, the boundaries of which shall be determined by the Council in its absolute discretion, and one each from the branches of Northern Ireland, Scotland and Wales.

Proposed new wording

In addition to the President and the Vice Presidents the governing council shall consist of twelve members one from each of the nine branches in England, the boundaries of which shall be determined by the Council in its absolute discretion, and one each from the branches of Northern Ireland, Scotland and Wales.

Reason for Change: To enable Vice Presidents to be appointed as Directors and act on behalf of the Institute. This change ensures that Vice presidents have knowledge of the workings of the Council and Institute prior to being appointed President Elect or President.

The Institute of Healthcare Engineering and Estate Management

Special Resolutions of the Institute of Healthcare Engineering and Estate Management to be considered during the Annual General Meeting of the Institute on the 9th October 2018.

The Board of Directors of the IHEEM Company and Trustees of the IHEEM Charity propose the following Special Resolutions to change the Articles of Association.

The majority required to pass a Special Resolution is one of not less than 75 percent of those voting.

SPECIAL RESOLUTION 1

To change terminology in the Articles of Association

From Chairman to "Chair"

From He or She to "They"

From Him or Her to "Their"

From Himself or Herself to "Themselves"

Small changes following the above changes to make the sentences grammatically correct.

Reason for Change: To make the Articles of Association gender absent.

SPECIAL RESOLUTION 2

To change Article of Association "General Meetings", remove wording Article 31.

Existing Wording

The Council may whenever they think fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened upon a requisition to the Council stating the object of the meeting signed by or on behalf of not less than twenty members who have fully paid up subscriptions, or, in default, may be convened by such requisitionists, as provided by sub-sections 368(4) to (8) inclusive of the Act

Proposed new wording

The Council may whenever they think fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened upon a request to the Council stating the object of the meeting signed by or on behalf of not less than twenty members who have fully paid up subscriptions.

Reason for Change: Sub sections have been repealed.

SPECIAL RESOLUTION 3

To change Article of Association "Proceedings at General Meetings", amend wording Article 39.

Existing Wording

The President shall preside at all General Meetings or in their absence the Chairman of the Executive Committee. In the absence of the President and the Chairman of the Executive Committee the meeting shall elect a Chairman who shall be a serving member of the Council or failing this any other member.

Proposed new wording

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