
The Institute of Healthcare Engineering and Estate Management

Chief Executive:	Mr. William Pym
Events Manager:	Miss Rachel Thorpe LLB
Accounts Manager:	Miss Marie Davey
Membership Manager:	Miss Tammy Simmons BA (Hons)

Company Number: 895080

The Companies Act 1985
Company Limited by Guarantee and not having Share Capital

Special Resolution

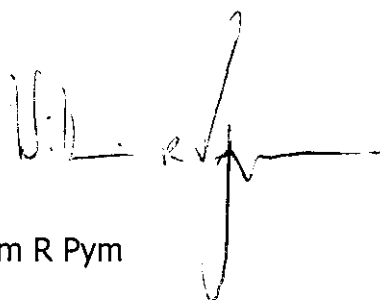
of

The Institute of Healthcare Engineering and Estate Management

At a General Meeting of the above-named Company, duly convened and held at the Blakemore Hotel, 30 Leinster Gardens, London, W2 3AN at 1230 on the twenty third day of May 2002, the following Special Resolution was duly passed:

To approve and adopt the Articles of Association as amended to date 23 May 2002.

Signed:



William R Pym

Chief Executive and Secretary

Date: 21 May 2003



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 and 23 May 2002).

Interpretation

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

<i>Expression</i>	<i>Meaning</i>
The Act	The Companies Acts 1985 (as amended).
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.
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 77 to 100.
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 Member of Council	An elected member of Council representing a Branch, or Branches, as prescribed by Articles 51 and 52.
Branch Officers	The chairman, vice chairman, 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.
Corporate Member	A corporate member of the Institute as prescribed in Article 8.
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.
Chief Executive	The chief executive of the Institute from time to time.
The Council	The Council of Management for the time being of the Institute.
Disciplinary Regulations	The disciplinary regulations of the Institute set out in the Code of Conduct.
Engineering Council (UK)	The regulatory body of the UK engineering profession.
Executive Committee	The executive committee of the Institute.
General Meeting	A general meeting of the Institute members duly convened and held in accordance with these Articles.
General Member of Council	An elected general member of the Council as prescribed in Article 53.
The Institute	The Institute of Healthcare Engineering and Estate Management.
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 Corporate and Non-Corporate Members.
Month	Calendar month.
Nominated Member of Council	An elected nominated member of the Council as prescribed in Article 54.
Non Corporate Member	A non corporate member of the Institute as prescribed in Article 9.
The Office	The Registered Office of the Institute.
President	The president of the Institute from time to time.
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 United Kingdom	Great Britain and Northern Ireland.
Qualified in Engineering	A person qualified for registration with the Engineering Council (UK) as a Stage 3 Chartered Engineer, Incorporated Engineer or Engineering Technician.

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. There shall be five categories of Corporate Member, each with its own abbreviated title:

<i>Category</i>	<i>Abbreviated Title</i>
Companion	CIHEEM
Fellow	FIHEEM
Member	MIHEEM
Associate Member	AMIHEEM
Technician	TIHEEM

9. There shall be five categories of Non-Corporate Member, each with its own abbreviated title with the exception of Company Affiliates. Non-Corporate Members 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.

<i>Category</i>	<i>Abbreviated Title</i>
Honorary Fellow	HonFIHEEM
Affiliate	AIHEEM
Associate	AIHEEM
Graduate	GIHEEM
Company Affiliate	-

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, but excluding a candidate for Companion or Honorary Fellowship, 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.

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 he seeks re-admission to his 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 him 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 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. Until their subscriptions have been paid in full those elected or transferred shall not be entitled to any of the privileges attached to membership in the category to which they have been elected or transferred.

18. Any member who satisfies the Council that he no longer has 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 six months or more in arrears shall be entitled to attend any meeting of the Institute, receive any of its publications, or participate in any of the Privileges of Membership described in Articles 20 to 22 inclusive.

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 his name, indicating membership of the Institute in the appropriate Category, in accordance with Articles 8 and 9. 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 he is 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.

Termination of Membership

23. Upon the Council being satisfied of the death of any member his 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 his 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 his membership shall, ipso facto, cease, and his name shall be removed from the List of Members.

26. Any member whose subscription is in arrears for at least one year, and who fails to pay such arrears within three months after written notification has been sent to him by the Chief Executive, shall have his name struck off the List of Members by the Council at any time, and all his rights as a member shall thereupon cease, but he shall nevertheless continue to be liable to pay arrears of subscription due up to the date when his name was struck off the List of Members.

27. All members shall adhere to the Code of Conduct. The Code of Conduct 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 Conduct;
- c. any other conduct which shall in the opinion of the Council indicate unfitness to be a member.

If, in the opinion of Council, a member has, or may have, acted in contravention of the Code of 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 fifteen 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. All Extraordinary General Meetings shall be held in London.

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 Corporate 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.

32. Members shall be entitled to receive notices of, and attend, and speak at, any General Meeting convened by the Council, but only Corporate Members shall be entitled to vote.

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:

a. in the case of a meeting called as the Annual General Meeting, by all the Corporate Members entitled to attend and vote thereat; and

b. in the case of any other meeting, by a majority in the number of Corporate 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 Corporate 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 Corporate 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 Corporate Members present shall be a quorum.

38. With the consent of any meeting at which a quorum is present, the Chairman 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 his 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 the meeting shall elect a Chairman who shall be a Corporate 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 Chairman or by at least three Corporate Members present in person, and having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

41. A poll shall be a poll of all Corporate 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 Chairman and he 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 his 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 Corporate Member a voting paper.
- 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 Corporate 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 by him 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 Chairman 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 Chairman 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 Corporate Member who has fully paid every subscription and all other charges which are due and payable to the Institute in respect of his membership shall have one vote. No other person shall in any circumstances have any right to vote. No Corporate Member may vote by proxy and on a postal vote, the vote of a Corporate Member shall not be counted unless he has complied with the requirements specified in these Articles.

46. Notwithstanding Article 45 or any other provision of these Articles, Non Corporate Members may vote, by a show of hands, or at a poll, or on a postal ballot, but not by proxy, on the affairs of their Branch at Branch meetings and Branch General Meetings, including nominations for Branch Member of Council (but not General Members of Council) and the election of Branch Officers and Branch Committee members.

The President

47. At least four weeks before an Annual General Meeting the President and past Presidents shall put forward to the Council 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.

48. The Council may also at any time elect one of their number to be the Chairman of the Executive Committee who may, subject to Article 65, hold office for a term specified by Articles 66 – 69 appropriate to his category of Council membership.

The Council

49. Except for the President only Corporate Members shall be eligible for election to the Council.

50. In addition to the President there shall be three categories of members on the Council; Branch Members, General Members and Nominated Members.

51. There shall be nine Branch Members elected by the Branches of the United Kingdom. Northern Ireland, Scotland and Wales shall each elect one Branch Member. There shall be six Branch Members representing the Branches in England the boundaries of which shall be determined by the Council in its absolute discretion.

52. Branch Members shall be elected from those Corporate Members who are Qualified in Engineering by those members resident in the area which the Branch Member is to be elected to represent. A member's residential eligibility is prescribed at Article 97.

53. There shall be six General Members: two of which shall be Corporate Members who are not Qualified in Engineering; one of which shall be registered with the Engineering Council (UK) as Incorporated Engineer or Engineering Technician; and three of which shall be Corporate Members whether Qualified in Engineering or not.

54. There shall be three Nominated Members: one of which shall be a Corporate Member who is registered with the Engineering Council (UK) as an Incorporated Engineer or Engineering Technician; and two of which shall be Corporate Members Qualified in Engineering. In the election by the Council for Nominated Members each Council member shall have one vote.

Election to the Council

55. Not later than nine weeks before the holding of each Annual General Meeting the Chief Executive shall issue to members a letter stating:

- a. which retiring Branch, General and Nominated Members of Council are eligible for re-election;
- b. which retiring Branch, General and Nominated Members of Council are not eligible for re-election;
- c. the Council nominations for any vacant Nominated Member seats; and
- d. the Council candidates for election to any vacant General Member seats.

56. After the issue of the letter (described at Article 55), any Branch in General Meeting or any five Corporate Members may nominate in writing any eligible persons as candidates for election as Branch Members or General Members of the Council. The nomination paper signed by the chairman and the secretary of the Branch or signed by the Corporate Members making the nomination, together with the assent in writing of every candidate named therein to accept office if elected, shall reach the Office of the Institute by the date stipulated in the letter specified at Article 55. No such nomination shall be effective unless every person nominated shall be qualified to serve on the Council in the appropriate category.

57. If more than one candidate is nominated for a particular vacant Branch Member or General Member seat the election shall be held by postal ballot taken by means of voting papers circulated to members entitled to vote. The following procedure shall be used:

- a. a complete ballot list of all candidates properly nominated for election as members of the Council shall be sent to each eligible member in such form as the Council may from time to time think fit. Such ballot lists shall be completed as may be directed and votes must be cast for neither more nor less than the full number of vacancies. Ballot lists must be returned to the Office of the Institute by the date determined on the ballot paper and any ballot paper not so returned shall be void; and
- b. no person who having been nominated for election to the Council shall canvass for votes or otherwise ask or attempt to induce any member to vote for his application to such office.

58. All ballot lists received at the Office of the Institute shall be opened in the presence of and be examined by the Auditors. The Auditors 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 shall 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 Auditors to the Chief Executive and shall not be opened except at the Annual General Meeting.

59. If votes are tied the facts shall be reported to the Annual General Meeting and the Chairman shall decide the tie by casting his vote.

60. The ballot lists after examination by the Auditors shall be closed up under the seals of the Auditors and shall be retained by them until three months after the Annual General Meeting after which they shall be destroyed.

61. At the close of the Annual General Meeting the outgoing members of the Council shall vacate office and they shall be succeeded by those newly elected.

62. The Council may at any time appoint any Corporate Member as a member of the Council to fill a casual vacancy. Any Corporate Member so appointed shall retain his office only until the next Annual General Meeting but he may be eligible for election. The Council may at any time co-opt any member to serve on Council by way of addition provided that the number of co-opted members shall not exceed six persons.

Powers of the Council

63. Subject to Article 64 the Council shall have full responsibility for the conduct of the business and affairs of the Institute and may exercise all such powers of the Institute as are not by the Statutes or by these Articles required to be exercised by the Institute in General Meeting. In particular the Council shall have the power to appoint such professional and other advisers, acquire or rent such property or premises, and generally make any other appointments and expend such funds available to the Institute for the lawful objects of the Institute as it shall from time to time consider necessary or expedient.

64. The members for the time being of the Council may act notwithstanding any vacancy in their body provided however that in cases where the Council consists of less than fifteen members it shall only have the power to admit persons to membership, fill vacancies in the Council, or summon a General Meeting.

Disqualification of Members of Council

65. The office of a member of the Council shall be vacated if:

- a. he becomes bankrupt or makes any arrangements or composition with his creditors generally; or
- b. not being the President he ceases to be a member of the Institute; or
- c. he resigns his office by notice in writing to the Institute; or
- d. he becomes prohibited from being a director of any company by reason of any order made under the Company Directors Disqualification Act 1986; or
- e. he is removed from office by a resolution duly passed pursuant to Section 303 of the Act; or
- f. he becomes of unsound mind; or
- g. he fails to attend four or more successive meetings of the Council unless otherwise waived by the Council in its absolute discretion.

Rotation of Members of Council

66. Upon election, Branch Members shall serve a period of three years and shall be eligible for immediate re-election for a further term of three years. Having completed six years continuous service, a retiring Branch Member shall not be eligible for election until the conclusion of the Annual General Meeting held in the immediately succeeding year. Three Branch Members, comprising two from Branches in England and one from either Northern Ireland, Scotland or Wales, shall retire at each Annual General Meeting.

67. Upon election, General Members shall serve a period of three years and shall be eligible for immediate re-election for a further term of three years. General Members are not restricted to a maximum period of continuous service. Two General Members shall retire at each Annual General Meeting.

68. Upon election, Nominated Members shall serve a period of three years and shall be eligible for immediate re-election for a further term of three years. Having completed six years continuous service, a retiring Nominated Member shall not be eligible for election until the conclusion of the Annual General Meeting held in the immediately succeeding year. One Nominated Member shall retire at each Annual General Meeting.

69. Without prejudice to the provisions of Section 303 of the Act the Institute may by Special Resolution remove any member of the Council before the expiration of his period of office and may appoint another qualified member in his stead but any person so appointed shall retain his office only until the next Annual General Meeting.

Proceedings of Council

70. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined seven Council Members shall be a quorum. Resolutions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

71. A member of the Council may, and on the request of a member of the Council the Chief Executive shall, at any time summon a meeting of the Council by notice served upon the members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

72. The President shall be entitled to preside as Chairman of all meetings of the Council at which he shall be present and in his absence the Chairman of the Executive Committee shall preside. If neither the President nor the Chairman of the Executive Committee is present within ten minutes after the time appointed for holding the meeting or if neither is willing to preside, the members of the Council present shall choose one of their number to be the Chairman of the meeting.

73. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. Committee Chairmen shall be appointed by Council. The meetings and proceedings of any such committee shall be governed by the Council and the provisions of these Articles. The President and the Chairman of the Executive Committee shall be ex officio members of all committees.

74. All bona fide acts by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

75. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Institute and of the Council and of Committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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

Branches

77. Branches of the Institute may be formed in accordance with Articles 77 to 100 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.

78. No Branch of the Institute shall be formed except by a resolution of the Council.

79. If the membership of any Branch shall fail to reach or shall drop below thirty members of which at least fifteen are Corporate Members 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.

80. Each Branch shall be managed by a committee elected annually consisting of not less than six members, the majority of whom shall be Corporate Members. The committee shall include a Chairman, Vice Chairman, an Honorary Secretary and an Honorary Treasurer (hereinafter together described as Branch Officers).

81. The quorum for a meeting of a Branch Committee shall be four members present in person.

82. Any Branch Officer or member of the Branch Committee may resign his office by submitting his resignation in writing to the Branch Committee through the Honorary Secretary, and shall thenceforth cease to hold office.

83. 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 his office to be vacated.

84. 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.

85. No nomination shall be valid unless signed by the proposer and counter-signed by the nominee expressing his willingness to serve if elected.

86. The nominations called for in Articles 84 and 85 shall be delivered to the Branch Honorary Secretary not later than the following 31st day of October, when he 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.

87. The Branch Chairman, or failing him 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.

88. 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 Chairman and shall not be opened except at the Annual General Meeting of the Branch.

89. 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.

90. 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 Chairman, 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 Chairman shall declare the result of the election of the Branch Committee and the Branch Officers for the ensuing year.

91. At the Branch Annual General Meeting, the Chairman shall, when appropriate and with the consent of the meeting, nominate for election to Council a Branch representative as a Branch Member of the Council and, or, a General Member, in accordance with Article 56.

92. 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 Chairman 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 his name and address in a book to be kept for the purpose.

93. 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.

94. Each Branch shall operate a separate banking account in respect of grants received under Article 93 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.

95. The Honorary Secretary of each Branch in the United Kingdom shall on or before the 21st day 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 his Branch to the 31st day of December preceding. Such statement shall be countersigned by the Branch Chairman.

96. 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.

97. 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 his residence he shall notify the Chief Executive in writing, providing such evidence as the Council may require.

98. 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.

99. 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.

100. 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.

Administrative Staff

101. 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. The provisions of Sections 283 and 284 of the Act shall apply.

Accounts

102. The Council shall cause accounting records to be kept in accordance with the provisions of the Statutes.

103. The accounting records shall be open to inspection by the members at all reasonable times during business hours of the Institute.

Audit

104. 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.

Sections and Groups

105. 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.

Notices

106. A notice may be served by the Institute upon any member, either personally or in writing, addressed to such member at his 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.

107. 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.

Dissolution

108. 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.

*I certify this to be a true
copy of the original.*

Colin Askey