

Special Resolution 3

Registration as a Charity with the Charity Commission:

It is hereby resolved to authorise the Trustees to register the Institution as a Charity with the Charity Commission.

By Order of the Council

David Morgan
President

14th October 2017

Companies Act 2006
SPECIAL RESOLUTION

02754293
THE INSTITUTION OF ANALYSTS
& PROGRAMMERS

Special Resolution 1 replaces the current Articles of Association with those as set out in the Schedule to this resolution. It amends the Objects of the Institution to allow the Institution to pursue wholly charitable objectives allowing the Institution to register as a charity with the Charity Commission. It also establishes a Trustee Board as the new governing body and provides for a Council to advise the Trustee Board. The new Articles of Association also streamline the Institution's governance.

Special Resolution 2 appoints the members of the current Council (the Institution's governing body) as Trustees under the new Articles of Association and members of the Trustee Board on the same terms of office as they are currently appointed. The Treasurer and Director General under the new Articles of Association are ex-officio.

Special Resolution 3 authorises the Trustees to register the Institution as a charity with the Charity Commission. There is no guarantee that the Charity Commission will approve the Articles of Association adopted under Special Resolution 1, which may require the Articles of Association to be further amended before successful registration. The Institution's solicitors advise that the Charity Commission will not comment on the appropriateness of an organisation's Articles of Association before it applies for registration.

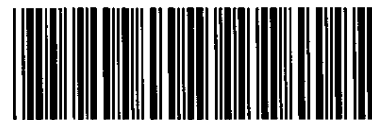
The proposed new Articles of Association have been published in full on the Institution's website (at www.iap.org.uk) and are also available electronically or in hard copy on request from Boundary House.

To have the right to attend and vote at the Extraordinary General Meeting, members must be fully paid up members of the Institution. Any member so entitled may appoint a proxy to attend and vote on his or her behalf, provided that the proxy form (see below) is properly completed and returned to the Director General no less than 48 hours before the scheduled start of the meeting. Members may, if they wish, appoint the chairman of the meeting as their first choice or alternative proxy. If so, the words "the chairman" should be inserted in the appropriate place on the proxy form.

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above 3 special resolutions on the 16/10/17 the
passed by Members. was agreed and

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COMPANIES HOUSE



**THE INSTITUTION OF ANALYSTS
AND PROGRAMMERS**

Extraordinary General Meeting to be held at Noon on Thursday, 16th November 2017
at Boundary House, Boston Road, Hanwell, London, W7

CALLING NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Institution will be held at Noon on Thursday, 16th November 2017 at Boundary House, Boston Road, Hanwell, London for the purpose of considering and, if thought fit, passing the following Special Resolutions:-

Special Resolution 1

Adoption of new Articles of Association for the Institution:

It is hereby resolved to adopt the Articles of Association as set out in the Schedule to this Special Resolution.

Special Resolution 2

Appointment of Trustees:

It is hereby resolved to appoint the following as Trustees of the Institution for the indicated terms:-

Mr Martin Doe (1 year)
Mr Graham Fenton (ex officio, as Treasurer)
Mr Edwin Keen (3 years)
Mr Michael Khan (2 years)
Mr Paul Lynham (1 year)
Mr David Morgan (3 years)
Mr Simon Reed (3 years)
Mr Alastair Revell (ex officio, as Director General)

Articles of Association for a Charitable Company

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

The Institution of Analysts & Programmers

Incorporated on 8th October 1992

(As amended by Special Resolutions dated 1st December 1993,
13th October 2007 and 16th November 2017)

1 Name

The company's name is The Institution of Analysts & Programmers (and in this document it is called the "Institution").

2 Interpretation

In the Articles:-

Institution	means the company intended to be regulated by these Articles;
United Kingdom	means Great Britain and Northern Ireland;
Commission	means the Charity Commission for England and Wales;
Companies Acts	means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Institution;
Memorandum	means the Institution's Memorandum of Association;
Articles	means the Institution's Articles of Association;

Trustee	means a director of the Institution, who is a charity trustee as defined by Section 177 of the Charities Act 2011;
Trustee Board	shall consist of those persons appointed pursuant to Article 22 (Trustee Board) and having the powers in Article 23 (Powers of the Trustee Board). The Trustee Board shall mean the board of directors of the Institution. The individual members of the board shall be company directors and also charity trustees as defined by Section 177 of the Charities Act;
Director General	means the person appointed by the Trustee Board to act as the Institution's Chief Executive and to whom the Trustee Board delegates the management of the Institution;
Executive Director	means any person appointed by the Director General (subject to the agreement of the Trustee Board) to assist him or her with the management of the Institution and to whom the Director General may delegate specific authority. Executive Directors will not be company directors or charity trustees as defined by Section 177 of the Charities Act by virtue of their appointment as an Executive Director;
Executive Board	means the Director General and any Executive Directors appointed to assist him or her in the management of the Institution;
Seal	means the common seal of the Institution if it has one;
Secretary	means any person appointed to perform the duties of the secretary of the Institution;
Ex Officio Trustee	shall mean a Trustee by virtue of office, namely those of Treasurer, Chair and Vice-Chair of Council and the Director General (unless remunerated);
Elected Trustee	shall mean a Trustee elected by the members of the Institution to serve a three year term;
Co-Opted Trustee	shall mean a Trustee appointed by the Trustee Board to fill a vacancy amongst the Elected Trustees;
Lay Trustee	shall mean a Trustee appointed by the Trustee Board who is not a member of the Institution with the intention of broadening the skills and perspective of the Trustee Board as a lay representative;
Officers	includes the Trustees and the Secretary (if any);
Honorary Officers	will be the Trustees holding the offices of President, Vice-President and Treasurer;

Council	shall consist of those natural persons that are members of the Institution that have been elected by the members in general meeting or otherwise appointed in accordance with these Articles to represent the membership and advise the Trustee Board on the long term strategy, direction and operation of the Institution and to act as ambassadors for the Institution;
Council Member	means a member of the Council;
Connected Person	means:- <ol style="list-style-type: none"> (1) a child, step-child, parent, step-parent, grandchild, grandparent, brother or sister, step-brother or step-sister of a Trustee; (2) the spouse or civil partner of a Trustee or of any person falling within paragraph (1) above; (3) a person carrying on business in partnership with a Trustee or with any person falling within paragraph (1) or (2) above; (4) an organisation which is controlled:- <ol style="list-style-type: none"> (a) by a Trustee or any Connected Person falling within sub-clause (1), (2) or (3) above; or (b) by two or more persons falling within sub-clause 4 (a) when taken together; (5) a body corporate in which:- <ol style="list-style-type: none"> (a) a Trustee or any Connected Person falling within sub-clauses (1) to (3) has a substantial interest; (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest; or (c) Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article;
Professional Member	shall be a natural member of the Institution admitted to a voting class of membership by virtue of being suitably qualified in managing or developing software;
Ordinary Member	shall be a natural member of the Institution admitted to a non-voting class of membership;

Fully Paid Up Member	means any Professional Member of the Institution who is neither in arrears with their subscriptions nor owes the Institution any money;
Address	means a postal address or, for the purposes of electronic communication, a fax number, an email address or a telephone number for receiving text messages, in each case registered with the Institution;
Electronic Form	has the meaning given in Section 1168 of the Companies Act 2006;
Document	includes, unless otherwise specified, any document sent or supplied in Electronic Form;
Clear Days	in relation to the period of a notice means a period excluding:- <ul style="list-style-type: none"> (a) the day when the notice is given or deemed to be given; and (b) the day for which it is given or on which it is to take effect;
Staff	means those persons working for or on behalf of the Institution (whether remunerated or otherwise) engaged in the management or conduct of the Institution's day-to-day affairs and ultimately reporting to the Director General;

and

words importing one gender shall include all genders and the singular includes the plural and vice versa.

The headings and sub-headings in these Articles are included for convenience and do not affect the meaning of the Articles.

Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Institution.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3 Liability of Members

The liability of the members is limited to a sum not exceeding £1 being the amount that each member undertakes to contribute to the assets of the Institution in the event of it being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:-

- 3.1 payment of the Institution's debts and liabilities incurred before he or she or it ceases to be a member;
- 3.2 payment of the costs, charges and expenses of winding up; and
- 3.3 adjustment of the rights of the contributories among themselves.

4 Objects

The Objects of the Institution shall be as follows:-

- (a) to advance the science of the development of secure and carefully designed software and to promote public education therein;
- (b) to advance the education of the public on the subject of software development and related disciplines as well as to promote greater understanding and appreciation of the impact of software on society for the public benefit.

In furthering its Objects, the Institution shall be permitted to:-

- (1) encourage and promote high standards of education, qualification, competence, leadership, management, knowledge and professionalism as well as high ethical standards amongst those involved in commissioning, developing, securing, installing, maintaining and testing software, adopting any lawful means conducive to maintaining the highest standards of professional skill and conduct amongst members of the Institution;
- (2) facilitate the professional development of those engaged in developing software to improve the quality, trustworthiness and security of software for the public benefit;
- (3) liaise with government departments and other bodies concerned with statutory or other qualifications, and with universities and other educational institutes and authorities in the furtherance of education and training in the development, trustworthiness, security, installation, maintenance and testing of software;
- (4) facilitate the exchange and publication of information and ideas on the development, trustworthiness, security, installation, maintenance and testing of software, to encourage research therein and to publish the results thereof;
- (5) promote and raise awareness within society about the need for high quality, trustworthy and secure software systems for the benefit of the public;
- (6) promote and raise awareness of diversity and equality within the software development profession;

- (7) promote, establish and support standards and codes of conduct, ethics and practice for the development, installation, maintenance and testing of software;
- (8) invite, receive, hear and publish communications relating to the science, teaching, application or use of software and to grant prizes or other awards in respect of them;
- (9) hold or supervise examinations and award certificates, diplomas, prizes, bursaries or scholarships either alone or jointly with other educational or professional bodies in relation to the development or use of software;
- (10) prepare, print and publish criteria for the teaching of and training in software development and its related disciplines;
- (11) confer, consult, communicate or collaborate with other scientific, professional, educational or technical bodies with a view to pursuing common objects in software development and related subjects as well as to represent the software development profession nationally and internationally;
- (12) enable and encourage those engaged in or interested in software and its development to meet and correspond in order to exchange ideas and information on its science, practice, teaching, application and use.

5 Powers

The Institution has power to do anything that is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Institution has power:-

- 5.1 to raise funds. In doing so, the Institution must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- 5.2 to enter into contracts in order to further the Objects;
- 5.3 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.4 to sell, lease or otherwise dispose of all or any part of the property belonging to the Institution. In exercising this power, the Institution must comply as appropriate with Sections 117 and 122 of the Charities Act 2011;
- 5.5 to borrow money and to charge the whole or any part of the property belonging to the Institution as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Institution must comply as appropriate with Sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
- 5.6 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.7 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects and to subscribe or guarantee money for charitable purposes calculated to further its objects;

- 5.8 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charitable trusts, associations, institutions, societies, companies, social enterprises or voluntary bodies with similar charitable purposes;
- 5.9 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.10 to employ and remunerate such people as are necessary for carrying out the work of the Institution and to make all reasonable and necessary provision for the payment of pensions and superannuation to such persons and their dependants. The Institution may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 7 (Benefits and Payments to Trustees and Connected Persons) and provided it complies with the conditions in that Article;
- 5.11 in respect of investments to:-
- (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Institution to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.12 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011;
- 5.13 to pay out of the funds of the Institution the costs of forming and registering the Institution both as a company and as a charity;
- 5.14 to undertake and execute charitable trusts that may further its Objects;
- 5.15 to procure that the Institution be registered or recognised in any part of the world;
- 5.16 to grant prizes or other awards in respect of suitable academic work;
- 5.17 to organise symposia, conferences, lectures, seminars or other forms of meeting that may advance any of the Objects of the Institution;
- 5.18 to do all such other lawful things as are necessary to the attainment or furtherance of the said Objects.

6 Application of Income and Property

- 6.1 The income and property of the Institution shall be applied solely towards the promotion of the Objects.
- 6.2 Trustees and Council Members are entitled to be reimbursed from the property of the Institution or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Institution.

- 6.3 A Trustee may benefit from trustee indemnity insurance cover purchased at the Institution's expense in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011.
- 6.4 A Trustee may receive an indemnity from the Institution in the circumstances specified in Article 41 (Indemnity).
- 6.5 A Trustee may not receive any other benefit or payment unless it is authorised by Article 7 (Benefits and Payments to Trustees and Connected Persons).
- 6.6 Subject to Article 7 (Benefits and Payments to Trustees and Connected Persons), none of the income or property of the Institution may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Trustee or member of the Institution. This does not prevent a member who is not also a Trustee receiving:-
- (a) a benefit from the Institution in the capacity of a beneficiary of the Institution;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Institution;
 - (c) a reasonable salary for paid employment within the Institution, including any associated financial or non-financial benefits.

7 Benefits and Payments to Trustees and Connected Persons

7.1 General Provisions

7.1.1 No Trustee or Connected Person may:-

- (a) buy any goods or services from the Institution on terms preferential to those applicable to members of the Institution;
- (b) sell goods, services, or any interest in land to the Institution;
- (c) be employed by, or receive any remuneration from, the Institution;
- (d) receive any other financial benefit from the Institution;

unless the payment is permitted by sub-clause 7.2 of this Article, or authorised by the Institution or the Commission.

7.1.2 In this Article, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

7.2 Scope and Powers Permitting Trustees' or Connected Persons' Benefits

7.2.1 A Trustee or Connected Person may receive a benefit from the Institution in the capacity of a beneficiary of the Institution provided that a majority of the Trustees do not benefit in this way.

7.2.2 A Trustee or Connected Person may enter into a contract for the supply of services including employment, or of goods that are supplied in connection with the provision of services, to the Institution where that is permitted in accordance with, and subject to the conditions in, Sections 185 and 186 of the Charities Act 2011.

- 7.2.3 Subject to sub-clause 7.3 of this Article, a Trustee or Connected Person may provide the Institution with goods that are not supplied in connection with services provided to the Institution by the Trustee or Connected Person.
- 7.2.4 A Trustee or Connected Person may receive interest on money lent to the Institution at a reasonable and proper rate, which must be not more than the Bank of England bank rate (also known as the base rate).
- 7.2.5 A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Institution. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 7.2.6 A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Institution on the same terms as members of the Institution.

7.3 Controls Relating to the Payment for the Supply of Goods Only

The Institution and its Trustees may only rely upon the authority provided by sub-clause 7.2.3 of this Article if each of the following conditions is satisfied:-

- 7.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Institution or its Trustees (as the case may be) and the Trustee or Connected Person supplying the goods (the **Supplier**) under which the Supplier is to supply the goods in question to or on behalf of the Institution.
- 7.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 7.3.3 The other Trustees are satisfied that it is in the best interests of the Institution to contract with the Supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision, the Trustees must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so.
- 7.3.4 The Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into, extend or otherwise amend a contract or arrangement with him or her or it with regard to the supply of goods to the Institution.
- 7.3.5 The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- 7.3.6 The reason for their decision is recorded by the Trustees in the minute book.
- 7.3.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this Article.

7.4 Miscellaneous

In sub-clauses 7.2 and 7.3 of this Article:-

7.4.1 'Institution' shall include any company in which the Institution:-

- (a) holds more than fifty percent (50%) of the shares; or
- (b) controls more than fifty percent (50%) of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company;

7.4.2 'Connected Person' includes any person within the definition in Article 2 (Interpretation).

8 Declaration of Trustees' Interests

8.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Institution or in any transaction or arrangement entered into by the Institution that has not previously been declared. A Trustee must (subject to the provisions of sub-clause 8.2 of this Article) absent himself or herself from any discussions of the Trustee Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Institution and any personal interest (including but not limited to any personal financial interest).

8.2 The Trustee Board may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise to the fullest extent permitted by law:-

- (a) a Trustee to attend a meeting of the Trustee Board where the Trustee has declared an interest or potential conflict;
- (b) a Trustee to hold an office or employment or position with another organisation which may give rise to a potential conflict of interest;
- (c) a Trustee shall not be accountable to the Institution for any benefit that he or she derives from any matter, or office, employment or position, that has been authorised by the Trustees in accordance with this Article (subject to any limits or conditions to which such approval was subject);
- (d) a Trustee to withhold confidential information from the Institution if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

9 Conflicts of Interests and Conflicts of Loyalties

- 9.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:-
- (a) the conflicted Trustee 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 Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
 - (c) the unconflicted Trustees consider it is in the interests of the Institution to authorise the conflict of interests in the circumstances applying.
- 9.2 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 Trustee or to a Connected Person.

10 Members

- 10.1 The subscribers to the Memorandum are the first members of the Institution.
- 10.2 Membership is open to other individuals or organisations who:-
- (a) apply to the Institution in a form approved by the Trustee Board; and
 - (b) are approved by a resolution of the Trustee Board unless it has delegated its authority in this matter.
- 10.3 Membership is not transferable.
- 10.4 The Trustee Board must keep a register of names and addresses of the members.

11 Classes of Membership

- 11.1 The Trustee Board may establish, amend and delete classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 11.2 The classes of membership for individuals for the time being shall be:-
- (a) Distinguished Fellow
 - (b) Fellow
 - (c) Member
 - (d) Associate Member
 - (e) Graduate
 - (f) Licentiate
 - (g) Registrant
 - (h) Affiliate

- 11.3 The only classes of membership for organisations will for the time being be:-
- (a) Registered Practice
 - (b) Academic Partnership
- 11.4 An individual may only ever be a member of one class of membership.
- 11.5 The classes of voting membership for the time being are:-
- (a) Distinguished Fellow
 - (b) Fellow
 - (c) Member
- 11.6 The classes of non-voting membership for the time being are:-
- (a) Associate Member
 - (b) Graduate
 - (c) Licentiate
 - (d) Registrant
 - (e) Affiliate
 - (f) Registered Practice
 - (g) Academic Partnership
- 11.7 The Trustee Board shall have the power to make any reasonable additions, amendments or deletions to the classes at any time.
- 11.8 The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

12 Termination of Membership

Membership is terminated if:-

- 12.1 the member dies or, if it is an organisation, ceases to exist;
- 12.2 the member resigns by written notice to the Institution unless, after the resignation, there would be less than two members;
- 12.3 any sum due from the member to the Institution is not paid in full within six months of it falling due at the discretion of the Trustee Board;
- 12.4 the member is removed from membership by a resolution of the Trustee Board because the member is guilty of professional misconduct or has wilfully contravened any of the ordinances, rules, regulations or bye-laws of the Institution or whose continued membership is in the opinion of the Trustee Board not in the best interests of the Institution. A resolution to remove a member from membership may only be passed if:-
- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustee Board at which the resolution will be proposed and the reasons why it is to be proposed;

- (b) the member or, at the option of the member, the member's representative (who need not be a member of the Institution) has been allowed to make representations to the meeting.

13 General Meetings

- 13.1 An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- 13.2 The Trustee Board may call a general meeting at any time.
- 13.3 Members who hold not less than ten percent (10%) of the voting rights, or five percent (5%) if it is longer than twelve months since the last general meeting, may call a general meeting at any time.

14 Notice of General Meetings

- 14.1 The minimum periods of notice required to hold a general meeting of the Institution are:-
 - (a) twenty-one Clear Days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen Clear Days for all other general meetings.
- 14.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 14.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under Section 324 of the Companies Act 2006 and Article 17 (Content of Proxy Notices).
- 14.4 The notice must be given to all the members of the Institution and to the Trustees, Council Members and auditors.
- 14.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Institution.

15 Proceedings at General Meetings

- 15.1 No business shall be transacted at any general meeting unless a quorum is present.
- 15.2 A quorum is five members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 15.3 The authorised representative of a member organisation entitled to vote shall be counted in the quorum.

15.4 If:-

- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Trustees shall determine.

15.5 The Trustee Board must reconvene the meeting and must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.

15.6 *If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.*

15.7 The President of the Institution shall chair every general meeting of the Institution.

15.8 If there is no such President, or if the President shall not be present with fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall chair the meeting.

15.9 *If the Vice-President is unwilling to act as the chair for the like reasons then a Trustee nominated by the Trustees shall chair the meeting.*

15.10 If there is only one Trustee present and willing to act then he or shall chair the meeting.

15.11 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

15.12 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

15.13 *The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.*

15.14 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

15.15 *If a meeting is adjourned by a resolution of the members for more than seven days, at least seven Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.*

16 Poll Voting

- 16.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:-
- (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) *by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.*
- 16.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 16.3 The result of the vote must be recorded in the minutes of the Institution but the number or proportion of votes cast need not be recorded.
- 16.4 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 16.5 If the demand for a poll is withdrawn then the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 16.6 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 16.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 16.9 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 16.10 The poll must be taken within thirty days after it has been demanded.
- 16.11 If the poll is not taken immediately at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 16.12 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

17 Content of Proxy Notices

- 17.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:-
- (a) states the name, membership number and postal address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustee Board may determine; and
 - (d) is delivered to the Institution in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 17.2 The Institution may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 17.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 17.4 Unless a proxy notice indicates otherwise, it must be treated as:-
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

18 Delivery of Proxy Notices

- 18.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Institution by or on behalf of that person.
- 18.2 An appointment under a proxy notice may be revoked by delivering to the Institution a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 18.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 18.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

19 Written Resolutions

- 19.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than seventy-five percent (75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:-
- (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than seventy-five percent (75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated Document which has been received at the registered office within the period of twenty-eight (28) days beginning with the circulation date.
- 19.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

20 Votes of Members

- 20.1 Subject to Article 11 (Classes of Membership), every voting member shall have one vote.
- 20.2 Any objection to the qualification of any voter (such as they have failed to pay their subscription) must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 20.3 With regard to organisations:-
- (a) Any organisation that is a member of the Institution may nominate any natural person to act as its representative at any meeting of the Institution.
 - (b) The organisation must give written notice to the Institution of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Institution. The representative may continue to represent the organisation until written notice to the contrary is received by the Institution.
 - (c) Any notice given to the Institution will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Institution shall not be required to consider whether the representative has been properly appointed by the organisation.
- 20.4 In the case of an equality of votes, whether on a show of hands or on a poll, the person chairing the general meeting shall be entitled to a second or casting vote.
- 20.5 The declaration by the person who is chairing the meeting of the result of the vote shall be conclusive unless a poll is demanded.
- 20.6 The result of the vote must be recorded in the minutes of the Institution but the number or proportion of votes cast need not be recorded.

21 Regional Branches and Communities of Practice

- 21.1 The Trustee Board may authorise, manage, regulate and control the formation of any regional branches to act as geographical centres and/or any communities of practice to act as focal points around areas of specific professional practice.
- 21.2 The Trustee Board shall approve ordinances, rules, bye-laws or regulations for the conduct of such regional branches or communities of practice and make such provisions as it thinks fit for the expenses of a regional branch or community of practice. Should the activities of any regional branch or community of practice be, in the opinion of the Trustee Board, not conducted in the interests of the Institution, the Trustee Board may close down the regional branch or community of practice concerned.

22 Trustee Board

- 22.1 A Trustee must be a natural person aged 18 years or older.
- 22.2 No one may be appointed or elected a Trustee if he or she would be disqualified from acting under the provisions of Article 26 (Disqualification and Removal of Trustees).
- 22.3 The first Trustees shall be those persons notified to Companies House as the first directors of the Institution.
- 22.4 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustee Board.
- 22.5 Members of the Trustee Board will be the directors of the company. Upon leaving office as a member of the Trustee Board, a person will automatically be deemed to have resigned as a director of the company and a Trustee of the charity.
- 22.6 Subject to the provisions of the Companies Act, the Institution may from time to time by ordinary resolution increase or reduce the number of the Trustees but not to less than four.
- 22.7 The Trustee Board shall comprise the following:-
 - (a) up to six Elected Trustees elected at a general meeting by the membership;
 - (b) up to three Lay Trustees appointed from outside of the membership of the Institution by the Trustee Board;
 - (c) an appointed Trustee to act as Treasurer as an Ex Officio Trustee;
 - (d) the Director General as an Ex Officio Trustee (unless remunerated);
 - (e) the Chair of the Council as an Ex Officio Trustee;
 - (f) the Vice-Chair of the Council as an Ex Officio Trustee.
- 22.8 The Director General shall be an Ex Officio Trustee entitled to attend and vote at meetings of the Trustee Board unless he or she is paid a salary by the Institution in which case he or she may attend the meetings of the Trustee Board but may not vote and will not be a Trustee.
- 22.9 The Honorary Officers of the Institution will be the President, Vice-President and Treasurer.

- 22.10 The Trustee Board will elect the President and Vice-President from the group of Elected Trustees at its first meeting after an annual general meeting to serve for a renewable term from the conclusion of that meeting until the conclusion of its first meeting after the next annual general meeting. If either post becomes vacant mid-term then the Trustee Board may elect another to the vacant post for the remainder of the term from amongst the remaining Elected Trustees.
- 22.11 The Trustee Board will appoint a Treasurer (who need not be a member of the Institution) at its first meeting after an annual general meeting to serve for a renewable term from the conclusion of that meeting until the conclusion of its first meeting after the next annual general meeting. If the post becomes vacant mid-term then the Trustee Board will appoint another Treasurer for the remainder of the term.
- 22.12 The Trustee Board may appoint up to three Lay Trustees from outside the membership of the Institution in order to broaden the skills and knowledge not typically found within the Institution to serve a three year renewable term as lay representatives on the Trustee Board.
- 22.13 The Trustee Board shall have the power at any time to co-opt a Fully Paid Up Member of the Institution to be a Co-Opted Trustee to fill a position vacated mid-term by an Elected Trustee. Any Trustee so co-opted shall hold office only until the next annual general meeting and then they or another shall be eligible for election to that position for the term remaining of the original appointment.
- 22.14 The Institution may from time to time by ordinary resolution increase or reduce the number of Elected Trustees.
- 22.15 An Elected Trustee or Co-Opted Trustee must be a Fully Paid Up Member of the Institution.

23 Powers of the Trustee Board

- 23.1 The Trustee Board shall manage the business of the Institution and may exercise all the powers of the Institution unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution of the members.
- 23.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustee Board.
- 23.3 Any meeting of Trustee Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustee Board.
- 23.4 The Trustee Board may from time to time (but subject to any contrary direction by the Institution in general meeting):-
 - (a) make decisions as to the terms on which subscribers to the funds of the Institution or other persons may become and be known as patrons or some other honorific title (such as companion) provided that no such person shall by reason thereof alone become a member of the Institution or a member of the Trustee Board.

- (b) make, adopt, alter and revoke ordinances, rules, regulations or byelaws in respect of such matters as the Institution may from time to time determine (provided that no ordinance, rule, regulation or byelaw shall be inconsistent with any statute or shall affect or repeal anything contained in the Memorandum or the Articles).
- (c) Without prejudice to the generality of the above, the Trustee Board may:-
 - set the admission fees and the amount and frequency of subscriptions to be paid by members of the Institution to the funds of the Institution;
 - decide the categories or classes of membership, the conditions upon which persons or organisations may be admitted to various classes of membership and the rights and obligations attaching to those respective classes;
 - decide on the establishment and management of working parties and committees, their election and composition, their functions and powers, and the holding of consultative meetings of members or of committees of members;
 - decide the terms upon which members and others may make use of the premises, vehicles, equipment and all other property or goods belonging or made available to the Institution;
 - decide on the admission of patrons, students, members of the Press and others to meetings of the Trustee Board, the Council, the Executive Board or any committees thereof and to general meetings of the Institution;
 - decide on the distribution of media releases and the making of public announcements in the name of the Institution;
 - make codes of conduct, publish codes of ethics and establish professional standards for members to follow in their profession and as members of the Institution;
 - establish rules and set requirements for continuing professional development to be followed by members of the Institution;
 - establish disciplinary and grievance procedures for its Officers, members and those working or volunteering for or on behalf of the Institution.

24 Proposal, Election and Appointment of Trustees

- 24.1 The Trustee Board alone may propose candidates (who must be Fully Paid Up Members of the Institution) to be elected as Elected Trustees to fill any vacancy at any general meeting.
- 24.2 No person may be elected an Elected Trustee at any general meeting unless proposed for election or re-election by the Trustee Board.
- 24.3 The appointment of a Trustee, whether by the Institution in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

25 Retirement of Trustees

- 25.1 At an annual general meeting of the Institution, those Trustees who have served as Elected Trustees since the annual general meeting held three years previously shall retire from office.
- 25.2 If a Trustee is required to retire at an annual general meeting by a provision of the Articles then the retirement shall take effect upon the conclusion of the meeting.
- 25.3 A retiring Trustee shall be eligible for re-election or re-appointment for a further term of three years without any limit to the number of recurring terms served.

26 Disqualification and Removal of Trustees

- 26.1 A Trustee shall cease to hold office if he or she:-
 - (a) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a company director;
 - (b) is disqualified from acting as a Trustee by virtue of Sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (c) is an Elected Trustee or a Co-Opted Trustee and ceases to be a member of the Institution;
 - (d) is or becomes a remunerated member of Staff;
 - (e) resigns as a Trustee by notice to the Institution (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
 - (f) is absent without the permission of the Trustee Board from all their meetings held within a period of one year unless the Trustees resolve otherwise;
 - (g) fails to contribute to meetings of the Trustee Board, either in person or electronically, and the Trustees resolve that his or her office be vacated; or
 - (h) is or becomes a Connected Person subject to the provisions of Articles 8 and 9 hereof
- 26.2 Without prejudice to the provisions of Section 303 of the Companies Act, a general or special meeting by ordinary resolution may remove any Trustee before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Institution and such Trustee. The Institution may by ordinary resolution appoint another person in place of a Trustee removed under this Article.

27 Remuneration of Trustees

The Trustees must not be paid any remuneration unless it is authorised by Article 7 (Benefits and Payments to Trustees and Connected Persons).

28 Proceedings of the Trustee Board

- 28.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 28.2 Any Trustee may call a meeting of the Trustee Board.
- 28.3 The Secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee by notice served upon all the Trustees.
- 28.4 Questions arising at a meeting shall be decided by a majority of votes.
- 28.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 28.6 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants simultaneously.
- 28.7 No decision may be made by a meeting of the Trustee Board unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustee Board in which a participant or participants may communicate with all the other participants simultaneously.
- 28.8 The quorum shall be two or the number nearest to one-third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- 28.9 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 28.10 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of admitting new members to the Institution, filling up vacancies in the Trustee Board according to these Articles and summoning a general meeting.
- 28.11 The President or, in his or her absence, the Vice-President shall chair meetings of the Trustee Board.
- 28.12 If the President and Vice-President are neither present within ten minutes of the appointed start time of the meeting then the Trustees present may appoint one of their number to chair that meeting.
- 28.13 The person appointed to chair meetings of the Trustee Board shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Trustee Board.
- 28.14 A resolution in writing or in Electronic Form agreed by all the Trustees entitled to receive notice of a meeting of the Trustee Board and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
- 28.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees have signified their agreement.

29 Delegation

- 29.1 The Trustee Board may delegate any of their powers or functions to a committee consisting of such Trustees, Council Members, other members of the Institution and those working or volunteering for or on behalf of the Institution as they think fit but the terms of any delegation must be recorded in the minute book.
- 29.2 The Trustee Board 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 Institution except in accordance with a budget previously agreed with the Trustee Board.
- 29.3 The Trustee Board may revoke or alter a delegation.
- 29.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustee Board.
- 29.5 The committees may include, but shall not be limited to, the following:-
- (a) Audit and Risk Committee
 - (b) Nominations and Appointments Committee
 - (c) Remuneration Committee
 - (d) President's Committee
 - (e) Membership Committee
 - (f) Disciplinary Committee
 - (g) Professional Standards Committee
- 29.6 The committees shall report fully and make recommendations to the Trustee Board.
- 29.7 The Audit and Risk Committee shall comprise only of Trustees.
- 29.8 The Trustee Board shall be responsible for appointing the Chair of each committee.
- 29.9 A Trustee must not act independently of the Trustee Board without the express authority of the Trustee Board.

30 Director General

- 30.1 The Trustee Board shall appoint the Director General, who may act as company secretary, at such remuneration and upon such conditions as it may think fit. Any Director General so appointed may be removed by the Trustee Board.
- 30.2 The Director General will be an Ex Officio Trustee, unless remunerated.

30.3 The Trustee Board will delegate the management of the Institution to the Director General who may appoint such Executive Directors as he or she shall see fit (subject to the ratification of the Trustee Board) to or remove (at his or her sole discretion) from an Executive Board (if appropriate) to assist him or her in accordance with the following provisions:-

- (a) the delegated power shall be to manage the Institution by implementing the policy and strategy adopted by and within a budget approved by the Trustee Board and to advise the Trustee Board in relation to such policy, strategy and budget;
- (b) the Trustee Board shall provide the Director General with a description of his or her role and the extent of his or her authority and will ratify the same for each Executive Director appointed on the advice of the Director General; and
- (c) *the Director General shall report regularly to the Trustee Board on the activities undertaken in managing the Institution and shall ensure they regularly receive management accounts and other information sufficient to explain the financial position and activities of the Institution.*

30.4 The Director General shall engage, subject to the approval of the Trustee Board, and be responsible for all persons employed or otherwise engaged under him or her.

31 Secretary

Subject to the provisions of the Companies Acts, a company secretary may be appointed by the Trustee Board for such term, at such remuneration and upon such conditions as the Trustee Board may think fit; and any company secretary so appointed may be removed by the Trustee Board.

32 Validity of Trustees' Decisions

32.1 Subject to sub-clause 32.2, all acts done by a meeting of the Trustee Board, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:-

- (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;*
- (d) *the vote of that Trustee; and*
- (e) *that Trustee being counted in the quorum;*

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

- 32.2 Sub-clause 32.1 does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for sub-clause 32.1, the resolution would have been void, or if the Trustee has not complied with Article 8 (Declaration of Trustees' Interests).

33 Council

- 33.1 There may be an advisory Council of members which shall be constituted in such form, with such functions and subject to such procedural arrangements as may be specified in the ordinances, rules, bye-laws and regulations made by the Institution under Article 42 (Ordinances, Rules, Bye-Laws and Regulations), but no ordinance, rule, bye-law or regulation shall appropriate to the Council any powers or duties of the Trustee Board.
- 33.2 Such a Council shall be elected by members at the annual general meeting and no member of the Council shall be appointed if they are not a Fully Paid Up Member of the Institution.
- 33.3 The Council shall elect a Chair and Vice-Chair at its first meeting after an annual general meeting, who will be Ex Officio Trustees provided he or she would not be disqualified from acting under the provisions of Article 26 (Disqualification and Removal of Trustees).
- 33.4 A Council Member may not appoint an alternate Council Member or anyone to act on his or her behalf at meetings of the Council.
- 33.5 The Council may advise the Trustee Board on any particular matter that is referred to it by the Trustee Board.
- 33.6 The Council shall discuss professional matters relating to the Objects of the Institution, including development, installation, maintenance, testing and security of software.
- 33.7 Members of the Council shall actively canvas the opinions of the members of the Institution and represent their views to the Trustee Board.
- 33.8 The following will be ex officio members of the Council: (a) the President; (b) the Vice-President; (c) the Treasurer and (d) the Director General.
- 33.9 The Council shall have no executive authority.

34 Criteria for Election, Co-Option and Disqualification of Council Members

- 34.1 Any natural person being a Fully Paid Up Member of the Institution may be appointed or elected as a Council Member.
- 34.2 The Council, when complete, shall comprise of up to 12 members of the Institution elected by members of the Institution at its annual general meeting, excluding the ex officio members.

- 34.3 Not less than three months before each annual general meeting after the inauguration of the Council, the Trustee Board shall send to each member entitled to vote at the meeting a list of vacancies about to occur in the office of Council Member at the conclusion of the annual general meeting.
- 34.4 Not less than two months after the issue of the Trustee Board's list, any two members entitled to vote may nominate eligible persons to fill vacancies about to occur in the office of Council Member by delivering such nominations in writing, together with the consent of such persons to accept the office if elected, but each such nominator shall be debarred from nominating any other person for the same election.
- 34.5 Not less than one month before each annual general meeting following the inauguration of the Council, or such later date as the Trustee Board may approve, the Trustee Board shall send to each member entitled to vote, a list of candidates containing the name of each member standing for election to fill the vacancies and the names of those nominating them.
- 34.6 Members of the Council will be elected at the annual general meeting.
- 34.7 The persons so elected shall take office at the conclusion of the annual general meeting.
- 34.8 The Trustee Board will appoint the members of the inaugural Council at an annual general meeting following the adoption of these Articles by the Institution.
- 34.9 The inaugural Council shall determine the terms of office of those first appointed by random to ensure one third have a one year term, another third have a two year term and the final third have a three year term.
- 34.10 Members of the Council shall be elected for renewable terms of three years maximum after the inauguration of the Council, without any limit to the number of recurring terms. If more than four members are elected to vacancies on the Council at an annual general meeting then their terms of office will be decided by the drawing of lots to ensure that no more than four Council Members will retire each year on the longest terms possible as permitted by this clause.
- 34.11 The Council may co-opt at any time a Fully Paid Up Member of the Institution to fill any vacancy. Any Council Member so co-opted shall hold office only until the next annual general meeting and then shall be eligible for election.
- 34.12 The Institution may from time to time by ordinary resolution increase or reduce the number of members of the Council.
- 34.13 A Council Member shall vacate his or her position if that Council Member:-
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - (b) resigns his or her office by notice in writing to the Institution; or
 - (c) ceases to be a member of the Institution.

- 34.14 The members of the Institution may, by ordinary resolution in general meeting, remove any member of the Council before the expiration of his or her period of office and may, by ordinary resolution, appoint another Fully Paid Up Member in his or her stead; but any person so appointed shall retain his or her office so long only as the member in whose place he or she is appointed would have held the same if he or she had not been removed.
- 34.15 If a Council Member 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.
- 34.16 If a Council Member is absent without the permission of the Council from all their meetings held within a period of one year then the Council Member will be deemed to have vacated his or her office.
- 34.17 If a Council Members fails to contribute to meetings of the Council, either in person or electronically, then the Council may resolve that his or her office be vacated.

35 Proceedings of the Council

- 35.1 The Council may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, subject to the provisions of the Articles and any ordinances, rules, bye-laws and regulations made by the Trustee Board.
- 35.2 The Chair of Council, or in his or her absence, the Vice-Chair, or in his or her absence, the senior ordinary Council Member present (as determined by the date of their admission to the Institution), shall chair the meeting of the Council.
- 35.3 The Chair of the Council may call a Council meeting at any time. Five or more Council Members may, and upon their request the Director General shall, at any time, summon a meeting of the Council by notice served upon the Council Members.
- 35.4 Questions arising at a meeting of the Council shall be decided by a majority of votes.
- 35.5 In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.
- 35.6 No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made.
- 35.7 The quorum shall be four Council Members, or such larger number as may be decided from time to time by the Council.
- 35.8 A Council Member shall not be counted in the quorum present when any decision is made about a matter upon which that Council Member is not entitled to vote.

36 Seal

If the Institution has a Seal it must only be used by the authority of the Trustee Board or of a committee of Trustees authorised by the Trustee Board. The Trustees may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the Secretary (if any) or by a second Trustee.

37 Minutes

37.1 The Trustees must ensure that minutes are kept of all:-

- (a) appointments of Officers;
- (b) appointments to the Trustee Board, the Council, the Executive Board and committees thereof;
- (b) proceedings at meetings of the Institution, the Trustee Board, the Council, the Executive Board and committees thereof.

37.2 The minutes of meetings shall include:-

- (a) the names of those present at the meeting;
- (b) the decisions made at the meetings; and
- (c) where appropriate, the reasons for the decisions.

37.3 The minutes of meetings shall be approved by the members of the relevant body at its next meeting and be recorded as such by the person chairing the meeting.

37.4 The minutes of any meeting will be recorded and securely maintained in paper or Electronic Format in accordance with rules approved by the Trustee Board from time to time.

38 Accounts

38.1 The Trustee Board 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.

38.2 The Trustee Board must keep accounting records as required by the Companies Act.

39 Annual Report and Return and Register of Charities

- 39.1 The Trustee Board must comply with the requirements of the Charities Act 2011 with regard to the:-
- (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- 39.2 The Trustee Board must notify the Commission promptly of any changes to the Institution's entry on the Central Register of Charities.

40 Means of Communication to be Used

- 40.1 Subject to the Articles, anything sent or supplied by or to the Institution 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 Institution.
- 40.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by the Trustee Board may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 40.3 Any notice to be given to or by any person or organisation pursuant to the Articles:-
- (a) must be in writing; or
 - (b) must be given in Electronic Form.
- 40.4 The Institution may give any notice to a member either:-
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her postal address; or
 - (c) by leaving it at the postal address of the member; or
 - (d) by giving it in Electronic Form to the member's Address; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in Electronic Form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the *meeting*.
- 40.5 A member who does not register an Address with the Institution or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Institution.
- 40.6 A member present in person at any meeting of the Institution shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 40.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

- 40.8 Proof that an Electronic Form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Companies Act 2006.
- 40.9 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.

41 Indemnity

- 41.1 The Institution shall indemnify every Trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Institution.
- 41.2 In this Article, a "Trustee" means any Trustee or former Trustee of the Institution.
- 41.3 The Institution may indemnify an auditor against any liability incurred by him, her or it:-
- (a) in defending proceedings (whether civil or criminal) in which judgment is given in his, her or its favour or he, she or it is acquitted; or
 - (b) in connection with an application under Section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him, her or it by the Court.

42 Ordinances, Rules, Bye-Laws and Regulations

- 42.1 The Trustee Board may make such reasonable and proper ordinances, rules, bye-laws or regulations and vary the same from time to time as they may deem necessary or expedient for the proper conduct and management of the Institution and its affairs.
- 42.2 The ordinances, rules, bye-laws or regulations may regulate the following matters but are not restricted to them:-
- (a) the proceedings of the Trustee Board and any committees thereof;
 - (b) the proceedings and delegated powers to the Executive Board and any committees thereof;
 - (c) the proceedings and delegated powers of the Council and any committees thereof;
 - (d) the process for admission or election to membership of the Institution (including the admission of organisations to membership), the categories or classes of membership, the qualifications and other criteria for membership, the process for transfers between classes of membership, the rights and privileges of each category or class of members, and the admission fees, subscriptions and other fees or payments to be made by members;
 - (e) the conduct of members of the Institution in relation to one another and to those working or volunteering for or on behalf of the Institution;

- (f) the setting aside of the whole or any part or parts of the Institution's premises or property at any particular time or times or for any particular purpose or purposes;
- (g) the procedure at general meetings, Trustee Board meetings, Executive Board meetings and Council meetings in so far as such procedure is not regulated by the Companies Acts or by the Articles;
- (h) regional branch and community of practice regulations;
- (i) the governance procedures of the Institution, the Trustee Board, the Council and any committees;
- (j) staff and contractual matters, including the staff handbook;
- (k) generally, all such matters as are commonly the subject matter of company rules.

42.3 The Institution in general meeting has the power to alter, add to or repeal the ordinances, rules, bye-laws or regulations.

42.4 The Trustee Board must adopt such means as they think sufficient to bring the ordinances, rules, bye-laws and regulations to the notice of members of the Institution.

42.5 The ordinances, rules, bye-laws or regulations shall be binding on all Trustees, members and those working or volunteering for or on behalf of the Institution. No ordinance, rule, bye-law or regulation shall be inconsistent with or shall affect or repeal anything contained in the Articles.

43 Disputes

If a dispute arises between members of the Institution about the validity or propriety of anything done by the members of the Institution under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

44 Dissolution

44.1 The members of the Institution may at any time before, and in expectation of, its dissolution resolve that any net assets of the Institution after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Institution be applied or transferred in any of the following ways:-

- (a) directly for the Objects; or
- (b) by transfer to any Institution or charities for purposes similar to the Objects;
or
- (c) to any Institution or charities for use for particular purposes that fall within the Objects.

- 44.2 Subject to any such resolution of the members of the Institution, the Trustee Board of the Institution may at any time before, and in expectation of, its dissolution resolve that any net assets of the Institution after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Institution be applied or transferred:-
- (a) directly for the Objects; or
 - (b) by transfer to any Institution or charities for purposes similar to the Objects; or
 - (c) to any Institution or charities for use for particular purposes that fall within the Objects.
- 44.3 In no circumstances shall the net assets of the Institution be paid to or distributed among the members of the Institution (except to a member that is itself an Institution) and if no resolution in accordance with Article 44.1 is passed by the members or in accordance with Article 44.2 by the Trustee Board then the net assets of the Institution shall be applied for charitable purposes as directed by the Court or the Commission.