

THE COMPANIES ACT 1948

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES

of

The British Institute of International and Comparative Law

Adopted by Special Resolution on 12<sup>th</sup> December 2005  
Amended by Ordinary Resolution on 13<sup>th</sup> September 2010  
Amended by Special Resolution on 5<sup>th</sup> December 2022  
Amended by Special Resolution on 11<sup>th</sup> October 2023

GENERAL

1. In these articles

“the Act” means the Companies Act, 1948,<sup>1</sup>

“address” means a postal address or, for the purposes of electronic communication, a fax number, an email address or a text message number in each case registered with the Institute,

“these articles” means these articles of association as originally framed or as altered from time to time and the regulations of the Institute for the time being and from time to time in force,

“Board of Trustees” means the trustees for the time being and from time to time of the Institute and “Trustee” means member of the Board of Trustees,

“the Companies Acts” means the Companies Acts (as defined in Section 2 of the 2006 Act,

“connected person” in relation to a Trustee means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Trustee,
- (2) the spouse, or civil partner of the Trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (1) or (2) above;

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<sup>1</sup> Note: TBD. definitions in the current articles are “frozen” by reference to the 1948 Act. Additional definitions inserted in the updated sections of the Articles will refer to the 2006 Act. The Charity Commission Model Articles include terms defined by reference to the 1985 and 2006 Companies Act.

- (4) an institution which is controlled
  - (a) by the 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:
  - (a) a Trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (c) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

“the Institute” means the British Institute of International and Comparative Law,

"Objects" means the Institute's Objects as set out in article 2,

“organisation” includes incorporated and non-incorporated bodies,

“Rules” means rules made by the Board of Trustees from time to time pursuant to these articles;

“the seal” means the common seal of the Institute,

“secretary” means any person appointed to perform duties of the secretary of the Institute,

“the United Kingdom” means Great Britain and Northern Ireland, and,

"the 2006 Act" means the Companies Act 2006.

Expressions 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.

Unless the context otherwise requires, words of expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Institute.

## OBJECTS

2. The objects for which the Institute is established are:

(A) TO PROMOTE BY MEANS OF STUDY GROUPS, MEETINGS, CONFERENCES, TRAINING SESSIONS AND PUBLISHED COMMENTARY THE STUDY AND DEVELOPMENT OF INTERNATIONAL AND COMPARATIVE LAW (INCLUDING FOREIGN LAW).

(B) TO PROMOTE OR COMMISSION RESEARCH INTO INTERNATIONAL LAW AND COMPARATIVE LAW (INCLUDING FOREIGN LAW) AND TO PUBLISH OR ARRANGE FOR THE PUBLICATION OF THE RESULTS OF THAT RESEARCH.

In order to achieve the objects set out in paragraphs (A) and (B) to do and assist others to do all or any of the following things, namely:

(i) To pay if thought fit the expenses of delegates from the Institute to any such study groups, meetings, or conferences.

(ii) To participate in international conferences for these or similar objects.

(iii) To organise or participate in training courses, lectures or seminars and if thought fit pay the expenses or fees of those delivering and/or participating in such training.

(iv) To co-operate with bodies pursuing these or similar objects.

(v) To receive and administer funds among other things for the promotion of individual or collective research work by grants and scholarships.

(vi) To sell or arrange for the sale or distribution of any publications of the Institute.

(vii) Subject to the provisions of section 14 of the Companies Act, 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the work of the Institute.

(viii) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects.

(ix) To undertake and execute any trusts which may lawfully be undertaken by the Institute and may be conducive to its objects.

(x) To borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit.

(xi) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be

invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(xii) To provide any guarantee or indemnity in respect of the performance or discharge of any obligation or liability by, or otherwise for the benefit of, any person including without limitation any individuals who are or were at any time in the employment of, or Trustees or officers of or acted as consultants or advisers to, the Institute.

(xiii) To provide indemnity insurance for the Trustees or any other officer of the Institute in relation to any such liability as is mentioned in article 78 but subject to the restrictions specified in the articles 77 and 78.

Provided that the Institute shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Institute would make it a Trade Union.

Provided further that opinions or advice shall not be given on specific legal questions in cases where professional assistance is normally sought.

Provided also that in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Institute shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property, in the same manner and to the same extent as they would as such Board of Trustees have been if no such incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State over such Board of Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority, as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law having regard to such trusts.

#### APPLICATION OF INCOME AND PROPERTY

3. (1) The income and property of the Institute shall be applied solely towards the promotion of the Objects.
- (2) (a) A Trustee is entitled to be reimbursed from the property of the Institute or may pay out of such property reasonable expenses properly incurred by such Trustee when acting on behalf of the Institute.
- (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the institute's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (c) A Trustee may receive an indemnity from the institute in the

circumstances specified in article 77.

- (d) A director may not receive any other benefit or payment unless it is authorised by article 4.
- (3) Subject to article 4, none of the income or property of the Institute may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Institute. This does not prevent a member who is not also a Trustee receiving:
  - (a) a benefit from the Institute in the capacity of a beneficiary of the Institute;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Institute.

#### BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

- 4. (1) No Trustee or connected person may:
  - (a) buy any goods or services from the Institute on terms preferential to those applicable to members of the public or members of the Institute;
  - (b) sell goods, services, or any interest in land to the Institute;
  - (c) be employed by, or receive any remuneration from the Institute;
  - (d) receive any other financial benefit from the Institute;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

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

- (2) (a) A Trustee or connected person may receive a benefit from the Institute in the capacity of a member of the Institute provided that a majority of the Trustees do not benefit in this way.
  - (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Institute where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
  - (c) Subject to sub-clause (3) of this Article, a Trustee or connected person may provide the Institute with goods that are not supplied in connection with services provided to the Institute by the Trustee or connected person.
  - (d) A Trustee or connected person may receive interest on money lent to the Institute at a reasonable and proper rate which must be not more

than the Bank of England bank rate from time to time (also known as the base rate).

(e) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Institute. 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.

(f) A Trustee or connected person may take part in the normal trading and fundraising activities of the Institute on the same terms as members of the Institute.

(3) The Institute and its Trustees may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Institute 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 Institute.

(b) 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.

(c) The other Trustees are satisfied that it is in the best interests of the Institute 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.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Institute.

(e) 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.

(f) The reason for their decision is recorded by the Trustees in the minute book.

(g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by article 4(2).

(4) In sub-clauses (2) and (3) of this article:

(a) 'Institute' includes any company in which the Institute:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board

of the company.

- (b) 'connected person' includes any person within the definition in article 1 (Interpretation).

#### DECLARATION OF TRUSTEES' INTERESTS

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

#### CONFLICTS OF INTERESTS AND LOYALTIES

6. (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 Institute to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

#### MEMBERSHIP

7. Such persons as shall agree to become members and be admitted to membership as herein after provided or as stipulated in any Rules shall be the members of the Institute.
8. The Board of Trustees may elect as Honorary Members of the Institute, for life or for any less period, persons having distinguished legal or other attainments or qualifications. Honorary Members shall not sign an application for membership of the Institute and shall not have any vote at meetings of the Institute. They may be invited by the Board of Trustees to sit, without any vote, on the Board of Trustees or on any committee and to give to the Institute

their advice and assistance. The Board of Trustees shall from time to time define the privileges which Honorary Members shall be entitled to enjoy, but Honorary Members shall not be Members for the purposes of the act and accordingly particulars in relation to them shall not be entered in the Register of Members kept pursuant to Section 110 thereof.

9. Membership is open to other individuals or organisations who
  - (i) apply to the Institute in the form required by the Board of Trustees;
  - (ii) are approved by the Board of Trustees in accordance with any Rules on admission of members.
10. The Board of Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Institute to refuse the application. The Board of Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision. The Board of Trustees must consider any written representations the applicant may make about the decision. The Board of Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
11. Membership is not transferable to anyone else.
12. The Board of Trustees must keep a register of names and addresses of the members.

#### CLASSES OF MEMBERSHIP

13. The Board of Trustees may establish classes of membership with different rights and obligations in accordance with any relevant Rules and shall record the rights and obligations in the register of members.
14. The Trustees may vary the rights or obligations attached to a class of membership in accordance with any relevant Rules.

#### TERMINATION OF MEMBERSHIP

15. Membership is terminated if
  - (i) the member dies or, if it is an organisation, ceases to exist,
  - (ii) the member resigns by written notice to the Institute unless, after the resignation, there would be fewer than two members,
  - (iii) any sum due from the member to the Institute is not paid in full within six months of it falling due,
  - (iv) the member is removed from membership by a resolution of the Board of Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Institute. The Board of Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any



written representations which themember concerned puts forward within 14 clear days after receiving notice.

### GENERAL MEETINGS

16. The Institute shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. The annual general meeting shall be held at such a time and place as the Board of Trustees shall appoint.
17. All general meetings other than annual general meetings shall be called extraordinary general meetings.
18. The Board of Trustees may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum, any Trustee or any two members of the Institute may convene an extraordinary general meeting to be held in the United Kingdom in the same manner as nearly as possible as that in which meetings may be convened by the Board of Trustees.

### NOTICE OF GENERAL MEETINGS

19. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Institute other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour and meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, of any, as may be prescribed by the Institute in general meeting, to such persons as are, under these articles, entitled to receive such notices from the Institute.

Provided that a meeting of the Institute shall, notwithstanding that is called by shorter notice than that specified in this article, be deemed to have been duly called if it is agreed

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote, and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

20. The accidental omission to give notice of a meeting to, or the non-receipt of

notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

21. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board of Trustees and auditors, the election of Trustees in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
22. No business shall be transacted at any general meeting unless a quorum of members is present. A quorum is ten members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting. The authorised representative of a member organisation shall be counted in the quorum.
23. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, shall be adjourned to the same day in the next week, at the same time and place or to such other day and at such other time as the Board of Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
24. The chair of the Board, if any, shall preside as chair at every general meeting of the Institute, or if there is no such chair, or if they shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Trustees present shall elect one of their number to be chair of the meeting.
25. If at any meeting, no Trustee is willing to act as chair or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chair of the meeting.
26. The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting unless it could properly have been conducted had the meeting not been adjourned or not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. 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 on the declaration of the result of the show of hands) demanded
  - (a) by the chair, or
  - (b) by at least three members present in person or by proxy, or
  - (c) by any member or members present in person or by proxy and

representing not less than one-tenth of the total voting rights of all the members having a right to vote at the meeting.

28. (1) Unless a poll be so demanded a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings 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 such resolution.
  - (2) The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair of the meeting. If the demand for a poll is withdrawn, the demand shall not invalidate the results of a show of hands declared before the demand was made.
  - (3) Except as provided in article 30, if a poll is duly demanded it shall be taken in such manner as the chair directs (and the chair may appoint scrutineers who need not be members), and the result of the poll shall be deemed to be the resolution of the meeting in which the poll was demanded.
29. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
30. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chair of the meeting directs (provided that it must be within thirty days of it being demanded), and any other business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
31. If the poll is not taken immediately at least seven clear days' notices shall be given specifying the time and place at which the poll is to be taken.
32. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

#### VOTES OF MEMBERS

33. Subject to Articles 13, 28 and 34, every member, whether an individual or an organisation, shall have one vote.
34. Any objection to the qualification of any vote 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.
35. No member shall be entitled to vote at any general meeting unless all moneys presently payable by such member to the Institute have been paid.

36. On a poll votes may be given either personally or by proxy.
37. The instrument appointing a proxy shall be in writing under the hand of the appointor or of their attorney duly authorized in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Institute.
38. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Institute or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
39. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

“THE BRITISH INSTITUTE OF INTERNATIONAL AND COMPARATIVE LAW

 $I/W_e$ 

of [complete address]

being a member/members of the above-named Institute, hereby  
appoint[insert name] of [insert address]

or failing whom [insert name] of [insert address]

as my/our proxy to vote for me/us on my/our behalf at [annual or extraordinary, as the case may be] general meeting of the Institute to be held on the day of 20 , and at any adjournment thereof.

Signed this                      day of                      20[     ].”

40. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

“THE BRITISH INSTITUTE OF INTERNATIONAL AND COMPARATIVE LAW

I/We

of [complete address]

being a member/members of the above-named Institute, hereby  
appoint[insert name] of [insert address]

failing whom [insert name] of [insert address]

as my/our proxy to vote for me/us on my/our behalf at [annual or extraordinary, as the case may be] general meeting of the Institute to be held on the day of                      20   , and at any adjournment thereof.

Signed this                      day of    20[    ].

This form to be used \*in favour of / against the resolution. Unless otherwise instructed, the proxy will vote as they think fit.

\*Strike out whichever is not desired.”

41. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
42. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Institute at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

43. (1) Any corporation or organisation that is a member of the Institute may nominate any person to act as its representative at any meeting of the Institute.
- (2) The organisation must give written notice to the Institute 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 Institute. The representative may continue to represent the organisation until written notice to the contrary is received by the Institute.
- (3) Any notice given to the Institute will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Institute shall not be required to consider whether the representative has been properly appointed by the organisation.

#### PRESIDENT OF THE INSTITUTE

44. The Board of Trustees may appoint as President or as Vice-Presidents of the Institute, for life or for any less period, persons of outstanding eminence in the field of law.

## BOARD OF TRUSTEES

45. There shall be a Board of Trustees which shall consist of individual members of the Institute other than Honorary Members. Unless otherwise determined by the Institute by ordinary resolution, the number of Trustees shall not be more than eighteen and comprise the Chair of the Board and not more than seventeen other persons.

## EXPENSES

46. The Trustees may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Trustees or any committee of the Board of Trustees or general meetings of the Institute or in connection with the business of the Institute.

## POWER AND DUTIES OF THE BOARD OF TRUSTEES

47. (1) The Trustees shall manage the business of the Institute and may exercise all the powers of the Institute unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
48. The Board of Trustees shall cause minutes to be made in books provided for the purpose
- (a) of all appointments of officers made by the Board of Trustees of the names of the Trustees present at each meeting of the Board of Trustees and of any committee of the Board of Trustees
- (b) of all resolutions and proceedings at all meetings of the Institute, and of the Board of Trustees, and of committees of the Board of Trustees.

## RULES

49. The Board of Trustees shall have power to make, alter and revoke Rules for carrying on or administering the business and affairs of the Institute, provided always that the Rules from time to time in force shall not be inconsistent with the memorandum of association or these articles, and that no Rule shall have any validity or effect which would amount to or involve such an alteration of or addition to these articles as could only legally be made by special resolution.

50. Notice of any suggested alterations of or additions to the Rules shall be

given to each Trustee in the agenda for the Board of Trustees meeting at which the question is to be considered, and no such alteration or addition shall have force until it has been confirmed by a separate resolution of the Board of Trustees meeting next after such alteration or addition shall have been made.

51. The Trustees shall adopt such means as they think so as to bring the Rules to the Notice of Members of the Institute. The Rules shall be binding on all members of the Institute.

#### APPOINTMENT AND TERM OF OFFICE OF TRUSTEES

52. The Institute may by ordinary resolution appoint a person who is willing to act to be a Trustee. Each Trustee shall hold office for three years from the date of appointment. A retiring Trustee shall be eligible for re-election but no Trustee may serve more than two consecutive terms of office as a Trustee (unless that Trustee is appointed as Chair pursuant to article 62, in which case the provisions of article 62 shall apply to that appointment). No person other than a Trustee retiring at the meeting shall unless recommended by the Board of Trustees be eligible for election to the office of Trustee at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Institute notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing by that person of his willingness to be elected.
53. The Institute may from time to time by ordinary resolution increase or reduce the number of Trustees.
54. The Board of Trustees shall have power at any time, and from time to time, to appoint any person to be a Trustee either to fill a casual vacancy or as an addition to the Board of Trustees, but so that the total number of the Board of Trustees shall not at any time exceed the number fixed in accordance with these articles. Any Trustee so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
55. The Institute may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Trustee before the expiration of their period of office notwithstanding anything in these articles or in any agreement between the Institute and such Trustee.
56. The Institute may by ordinary resolution appoint another person in place of a Trustee removed from office under the immediately preceding article. Without prejudice to the powers of the Board of Trustees under article 57 the Institute in general meeting may appoint any person to be a Trustee either to fill a casual vacancy or as an additional Trustee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if they had become a Trustee on the day on which the Trustee in whose place they are appointed was last elected a Trustee.

## DISQUALIFICATION OF TRUSTEES

57. The office of Trustee shall be vacated if the Trustee
- (a) ceases to be a member of the Institute, or
  - (b) becomes of unsound mind, or
  - (c) resigns their office by notice in writing to the Institute, or
  - (d) becomes bankrupt, or
  - (e) ceases to be a Trustee by virtue of any provision of the Act.

## PROCEEDINGS OF THE BOARD OF TRUSTEES

58. The Trustees may regulate their proceedings as they think fit subject to the provisions of the articles. Any director may call a meeting of the Trustees. The secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
59. The Board of Trustees may appoint such member or members of the Institute as they think fit to serve as Advisers to the Board of Trustees and on such terms as to remuneration and otherwise as they think fit. Such Advisers shall be persons whose qualifications, experience or other qualities are such that, in the opinion of the Board of Trustees, they may have a significant contribution to make to the work of the Institute. Such Advisers may attend and participate in an advisory capacity in the meetings of the Board of Trustees, but shall not be entitled to vote at a meeting of the Board of Trustees, or of a committee of the Board of Trustees. An appointment to serve as an Adviser may be for such period not exceeding three years as the Board of Trustees may think fit and such an appointment may be revoked by the Board of Trustees at any time. The maximum number of persons who may be Advisers at any time shall be such number as is equal to one half of the number of Trustees at that time.
60. No decision may be made by a meeting of the Trustees 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 Trustees in which a participant or participants may communicate with all the other participants. The quorum necessary for the transaction of the business of the Board of Trustees may be fixed by the Board of Trustees, and unless so fixed shall be two or the number nearest to one quarter of the total number of Trustees, whichever is greater. 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.
61. The continuing Trustees may act notwithstanding any vacancy in the body,



- but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of Trustees, the continuing Trustees or Trustee may act for the purpose of increasing the number of Trustees to that number, or of summoning a general meeting of the Institute, but for no other purpose.
62. The Board of Trustees may appoint any one of their number to be the chair of the Board of Trustees for a maximum term of 5 years and may at any time revoke such appointment. Unless they are unwilling to do so, the Trustee so appointed shall preside at every meeting of the Board of Trustees at which they are present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Board of Trustees present may appoint one of their number to be chair of the meeting. The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated to them by the Trustees.
63. The Board of Trustees may delegate any of their powers to committees consisting of such member or members of the Institute as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations or Rules that may be imposed on it by the Board of Trustees.
64. A committee may elect a chair of its meetings, if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chair of the meeting.
65. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair shall have a second or casting vote.
66. All acts done by any meeting of the Board of Trustees or of a committee of the Board of Trustees, or by any persons acting as Trustees, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee 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 and was qualified to be a Trustee.
67. A resolution in writing, signed by all the Trustees for the time being entitled to receive notice of a meeting of the Board of Trustees, shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held.
68. Such resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

SECRETARY

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69. The Secretary shall be appointed by the Board of Trustees for such term, at

such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

70. A provision of the Act or of these articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in place of, the Secretary.

#### ADVISORY COUNCIL AND ADVISORY PANELS

71. There shall be an Advisory Council comprising such eminent members of the Institute as shall be appointed by the Board of Trustees.
72. Each member of the Advisory Council may be appointed to serve on one or more of the Advisory Panels as may be established from time to time by the Board of Trustees.
73. The functions, obligations and membership of the Advisory Council and any such Advisory Panels shall be determined by any Rules made by the Board of Trustees from time to time.

#### DIRECTOR

74. The Board of Trustees may appoint a Director (who may be designated by some other title) and may enter into an agreement or arrangement with any such person for his employment by the Institute. Any such appointment, agreement, or arrangement, shall provide for any such person to be remunerated for his services as they think fit provided that no such Director in receipt of any remuneration or benefit from the Institute shall be eligible during the term of such appointment, agreement or arrangement to be elected as Trustee. The period, terms and conditions of service of the Director shall be determined by a contract between the Director and the Institute.

#### THE SEAL

75. The Board of Trustees shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Trustees or of a committee of the Board of Trustees authorized by the Board of Trustees in that behalf and every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Board of Trustees for the purpose.

#### INDEMNITY INSURANCE

76. The company may indemnify any Trustee, auditor, reporting accountant or other officer of the Institute against any liability incurred by him or her in that capacity, to the extent permitted (in the case of a Trustee) by section 232 of the 2006 Act and to the extent permitted (in the case of an auditor) by section

233 of that Act.

77. Subject to the provisions of the 2006 Act, the Institute may purchase and maintain indemnity insurance at the cost of the Institute to cover
- (a) any liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Institute.
  - (b) the liability of the Trustees to make contributions to the assets of the Institute in accordance with the provisions of section 214 of the Insolvency Act 1986.
78. Any such insurance in the case of article 77(b) shall not extend to
- (a) any liability resulting from conduct which the Trustees knew, or must be assumed to have known, was not in the best interests of the Institute, or about which the Trustees did not care whether it was in the best interests of the Institute or not.
  - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees.
  - (c) any liability to pay a fine.
  - (d) any penalty payable to a regulatory authority in respect of non-compliance with any requirement of a regulatory nature (however arising).

## ACCOUNTS

79. (1) The Board of Trustees shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Institute and the matters in respect of which receipt and expenditure takes place,
  - (b) all sales and purchases of goods by the Institute, and
  - (c) the assets and liabilities of the Institute.
- (2) Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the Institute's affairs and to explain its transactions.
80. The books of account shall be kept at the registered office of the Institute, or, subject to section 147(3) of the Act, at such other place as the Board of Trustees think fit, and shall always be open to the inspection of the Board of Trustees.
81. The Board of Trustees may from time to time impose reasonable restrictions as to the time and manner at or in which the accounts and books of the Institute shall be open to the inspection of members not being Trustees, and subject to such restrictions the accounts and books shall be open to inspection by such members at all reasonable times during business hours.
82. The Board of Trustees shall from time to time, in accordance with sections

148, 150 and 157 of the Act, cause to be prepared and to be laid before the Institute in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

83. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Institute. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Institute is not aware or to more than one of the joint holders of any debentures.

## AUDIT

84. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

## NOTICES

85. Subject to the articles, anything sent or supplied by or to the Institute under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Institute.
86. Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees 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.
87. Any notice to be given to or by person pursuant to the articles
- (a) must be in writing, or
  - (b) must be given in electronic form.
88. The Institute 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 address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address;
  - (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. 20
89. A member who does not register an address with the Institute or who registers only a postal address that is not within the United Kingdom shall not

be entitled to receive any notice from the Institute.

90. A member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting and of the purposes for which it was called.
91. (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that an electronic form of notice was given shall be conclusive where the Institute can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (c) A notice shall be deemed to be given
- (I) 48 hours after the envelope containing it was posted; or
  - (II) in the case of an electronic communication, 48 hours after it was sent.
92. Notice of every general meeting shall be given in any manner herein before authorised to
- (a) every member, and
  - (b) the auditor for the time being of the Institute.

No other person shall be entitled to receive notices of general meetings.

93. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound sterling.

## ACCOUNTS

94. (1) The Trustees 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.
- (2) The Trustees must keep accounting records as required by the Companies Act.

## ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

95. (1) The Trustees 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.
- (2) The Trustees must notify the Commission promptly of any changes to the Institute's entry on the Central Register of Charities.