

COMPANY NO:02009507

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
SPECIAL RESOLUTION**

OF

THE INSTITUTE OF RISK MANAGEMENT

Passed on Thursday December 6th 2018

AT A GENERAL MEETING of the above named company, duly convened and held at 9.00am on Thursday December 6th 2018, the following SPECIAL RESOLUTION was duly passed by the members:-

SPECIAL RESOLUTION

That the regulations contained in the draft Articles of Association produced to this meeting and initialled by the Chair for the purposes of identification, be approved and adopted as the Articles of Association of the Institute in substitution for and exclusion of all existing Articles of Association.



***Ibi Eso
for Waterstone Company Secretaries
Company Secretary
Institute of Risk Management***

S.c.



Institute of Risk Management
Company number 2009507

Articles of Association

Approved by IRM members at the Annual General Meeting held
on 6th December 2018

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The Companies Acts 1985 to 2006

ARTICLES OF ASSOCIATION

of

Institute of Risk Management

Articles of Association of The Institute of Risk Management

1. General

1.1 Definitions

The following definitions relate to certain words which are used in the Articles and which have a particular meaning:

The Act	The Companies Act 2006 and any statutory modification or re- enactment of the same.
The Articles	the articles of association in force at the date of this current document and remaining in force as the Articles unless and until revoked amended or added to in the manner set out in the Articles.
Associated Territories	countries where members live other than United Kingdom.
Board	the board of directors of the Institute of Risk Management.
Clear days	in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
Institute	Institute of Risk Management
In writing	in writing or electronic media or any substitute for writing
Member	means a Voting Member, as specified in Article 3.4(a). and a member as defined by the Companies Act 2006. References to a member or members refer to both Voting Members and non-voting members. Non-voting members are not members of the company as defined by the Companies Act 2006.
Present	means, for the purposes of physical general meetings, present in person or by proxy or for the purposes of electronic general meetings, present by electronic means.
Previous articles	the articles of association of the Institute which were replaced by these Articles

United Kingdom includes England, Wales, Scotland, Northern Ireland, the Channel Islands and the Isle of Man.

1.2 References

- i) References to electronic platforms include, without limitation, website addresses and conference systems, and references to persons attending meetings by electronic means means attendance at electronic general meetings via the electronic platform(s) stated in the notice of such meeting.
- ii) References to speaking in relation to general meetings includes communication via electronic platform messaging systems as well as verbal communication and speak shall be construed accordingly.
- iii) Words
Words that refer to a single number also refer to plural numbers and vice versa, and words that refer to men also refer to women.
- iv) Headings
The headings and side headings in the Articles are included for convenience and do not affect the meaning of the Articles.
- v) Power of Authority
Where the Articles confer power of authority, this power of authority can be used on any number of occasions unless the context does not allow this meaning.
- vi) Periods
References to months or years are to calendar months or years.
- vii) Changes
References to passing or making regulations laws and rules includes making, altering, amending, adding to, and revoking such regulations laws and rules. The Articles in force at the date of the Articles of Association remain in force as the Articles unless and until revoked, amended, or added to in the manner hereinafter provided.
- viii) Legislation
In these Articles reference to an Act includes amendments/re-enactments of that Act from time to time. Words/expressions in the Articles bear the same meaning as in the Companies Act 2006 at the time the Articles were adopted by the company.
- ix) Interpretation
The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Institute.

1.3 The name of the Company, hereafter called 'the Institute', is **INSTITUTE OF RISK MANAGEMENT**.

1.4 The Registered Office of the Institute will be situated in England and Wales.

- 1.5 The Company is limited by guarantee and not having a share capital.
- 1.6 The liability of the Members is limited. Every Member undertakes to contribute to the assets of the Institute in the event of the same being wound up while they are a Member or within one year after they cease to be a Member. The contribution will be towards payment of debts and liabilities of the Institute contracted before they cease to be a Member and of the costs charges and expenses of winding up, but such amount shall not exceed one-pound sterling.
- 1.7 The Institute is a 'not for profit' organisation and shall not carry on any trade or business or engage in any transaction with a view to pecuniary gain or profit of the members thereof, except that members, including Directors:
- i) may be employed by the Institute or enter into contracts with the Institute and receive reasonable payment for goods or services supplied;
 - ii) may be paid interest at a reasonable rate on money lent to the Institute;
 - iii) may be paid a reasonable rent or hiring fee for property let or hired to the Institute; and
 - iv) may receive services from the Institute.

Otherwise, no Member shall have a personal claim on any property of the Institute or make any profit out of their membership except in the case of and as a salaried officer of the Institute.

- 1.8 The Institute's administrative office must be based in the United Kingdom.

2. Objects

- 2.1 The objects for which the Institute is established and incorporated are the promotion and advancement of the efficient management and administration of commerce, industry and public affairs by the continued development of the study and practice of risk management

2.1 Powers

The Institute has the following powers, which may be exercised only in promoting the Objects:

- i) to develop, maintain, deliver and administer an up-to-date and relevant education, training and examination system;
- ii) to hold examinations, establish scholarships, organise lectures and grant prizes and by other means to promote and advance the study of matters relevant to the objects of the Institute;
- iii) to promote the efficiency and usefulness of the service and the standard of professional conduct provided by members of the Institute and for that purpose to exercise professional supervision and disciplinary powers over them;

- iv) to influence the evolution of risk management through thought leadership and participation in policy-making bodies;
- v) to establish divisions, branches and other local organisations and to delegate to such organisations such powers as the Institute sees fit;
- vi) to hold conferences and meetings and to provide for the reading of papers and the delivery of lectures;
- vii) to prepare and publish or to superintend the publication of journals, books, pamphlets and papers and to utilise any other means of communication;
- viii) to license training courses and accredit third-party training courses;
- ix) to promote the study of, and research into, law and practices of risk management;
- x) to establish and maintain libraries and collections of documents, papers and other effects;
- xi) to purchase, lease, rent, hold and dispose of any land and premises for use as halls, libraries, colleges, lecture rooms and offices or for any other purpose of the Institute;
- xii) to make grants to universities or other educational establishments or to promote the study of subjects relevant to the objects of the Institute;
- xiii) to establish and administer any charitable or benevolent fund, including in particular funds from which may be made provision for persons who are or have been members of the Institute or their dependants in necessitous circumstances;
- xiv) to do all other things incidental or conducive to the attainment of the objects of the Institute.

3. Membership of the Institute

- 3.1 The Members of the Company at the date of the adoption of these Articles and such other persons as are admitted as Voting Members in accordance with these Articles shall be, subject to the provisions of these Articles, the Members of the Company. Non-voting members shall be informal members of the Institute.
- 3.2 Persons with the appropriate qualifications, knowledge and experience may apply to join the Institute. The decision of the Board upon any application for admission to any class of membership in the Institute shall be final and conclusive and the Board shall be entitled in its absolute discretion to refuse to admit to membership any applicant without giving any reason for such refusal.
- 3.3 The Board will from time to time prescribe regulations relating to the admittance of persons to each class of membership. Application for membership must be made to the Institute in accordance with these regulations.
- 3.4 There shall be the following classes of membership:

(a) Voting Members

Voting Members	<p>Individuals who have qualified by having been awarded either the Institute's International Certificate in Risk Management or the International Diploma in Risk Management or who hold such other qualifications and/or experience as the Board may from time to time deem equivalent and are thereby entitled to use the designations Certificate Member of the Institute (IRMCert), Graduate Member of the Institute (GradIRM), Member or Certified Member of the Institute (MIRM/CMIRM) or Fellow/Certified Fellow of the Institute (FIRM/CFIRM).</p> <p>Individuals who have been awarded Honorary Membership or Honorary Fellowship of the Institute by the Board in accordance with the criteria published by the Board from time to time.</p>
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(b) Non-voting members

Student members	Those members enrolled for any of the Institute's qualifications or enrolled on a course approved by the Institute and not otherwise eligible to be Voting Members;
Affiliate members	Those individuals who are employed in risk management or related disciplines including educators or writers who are not eligible for any other class of membership;
Technical Specialists (SIRM)	Those individuals who can demonstrate specialist knowledge in a particular risk-related discipline through a minimum of five years' management work experience and have either obtained within the last 10 years a recognised and relevant post-graduate level professional or academic qualification containing significant risk-related content or have successfully completed one of the Institute's specialist diploma modules. Technical Specialists (SIRMs) who are Members at the AGM at which these Articles are accepted will remain Voting Members until the following AGM.

- 3.5 The rights of every member shall be personal to them and shall not be transferable, transmittable or changeable by their own act, by operation of law or otherwise.
- 3.6 A register shall be kept by the Institute containing the names and addresses of all the members, specifying the category of membership as referred to in Article 3.4, together with such other particulars as may be required by the Act. Each member shall inform the Institute forthwith of any change of name or address.
- 3.7 Any Voting Member is eligible to be elected as a Director of the Board, as defined under Article 3.4(a) above.
- 3.8 Members, including Honorary Members, who have been designated Members of the Institute by the Board shall be permitted to use such designatory letters as the Board shall prescribe for their type of Membership whilst they remain in Membership.
- 3.9 All members, with the exception of Honorary Fellows and Honorary Members, are required to pay the appropriate annual subscriptions as published by the Institute from time to time.

4. Professional Conduct

- 4.1 Every member shall promote the objects and purposes of the Institute and shall observe all the regulations of the Institute affecting them contained in or effective pursuant to these Articles and the Code of Conduct of the Institute and all other rules and regulations from time to time made in relation to the Institute.
- 4.2 Any Member may be censured or suspended or expelled from membership for cause as provided by disciplinary procedures laid down by the Board from time to time.
- 4.3 In particular, and without limitation to the generality of the foregoing:
- i) a Member may be expelled from Membership if they are found guilty of any criminal offence which in the opinion of the Board could prejudice their ability to comply with these Articles or the Code of Conduct.
 - ii) a Member may be suspended or expelled from membership if they fail to perform or comply with any obligation binding on them by reason of their membership, or if they do anything which in the Board's opinion shall or may bring the Institute into disrepute or be prejudicial to the interests of the Institute. Where such failure to perform or comply can be remedied the Institute may choose to give notice in writing to the member requiring them to remedy the matter within a specified period of time.

The decision(s) of the Board shall, subject to compliance with the disciplinary procedure(s) of the Institute from time to time, be final and conclusive and the Board shall not be required to give any reason for its decision(s).

5. Examinations

- 5.1 The Institute will provide for examinations to be held for the purpose of members being able to qualify as Members. Further, it shall arrange for the appointment of such examiners as it considers necessary and / or requisite to assess the papers submitted by candidates at such examinations.
- 5.2 The Institute shall permit candidates who satisfy the requirements of the Examinations Regulations and / or experience requirements to apply for admission as a Voting Member of the Institute. Once elected they may use such designatory letters as the Board shall permit whilst they remain in membership.
- 5.3 The Board can grant exemptions from examinations and other qualifications to be elected a Fellow only in exceptional circumstances. To do this a resolution must be passed at a meeting called with notice of the proposal to be voted on, by a majority of two thirds of the Directors who are present and who can vote. The Board cannot delegate its power to elect Fellows in this exceptional manner.

6. Cessation of Membership

- 6.1 Any Member who does not owe money to the Institute can resign by writing to the Institute.
- 6.2 The Institute can refuse to accept a resignation where a Member's conduct is being considered under Article 4.2.
- 6.3 A Member who resigns is not entitled to any refund of their subscription.
- 6.4 A Member shall immediately cease to be a Member upon the happening of any one of the events following, namely:
- i) subject to Article 6.2, if they resign their membership by notice in writing delivered to or left at the Office; or
 - ii) if they shall die or become bankrupt or make any arrangement or composition with their creditors; or
 - iii) if a Member is suspended or expelled in accordance with Article 4.2.; or
 - iv) if they shall fail to pay any application or subscription fee due from them within 90 days from the date on which such subscription is due for payment (unless the Board has made a general, special or individual exception as set out in Article 8.1).
- 6.5 Upon the death of a Member, their Membership shall cease and all debts and liabilities to the Institute shall be expunged including any obligation to contribute under Article 1.6

7. Re-admission of Members

- 7.1 A person wishing to be re-admitted as a Member must comply with the provisions set out in the Articles and with any other conditions that the Board requires on a case by case basis.

8. Failure to pay subscriptions

- 8.1 If a Member fails to pay their subscription within 90 days from the date on which such subscription is due for payment, their membership will lapse and their membership shall cease although they will remain liable for payment of any outstanding dues. The Board can make general, special or individual exceptions to this requirement.
- 8.2 Where the Disciplinary Committee or the Disciplinary Appeals Committee is considering a Member's conduct, their Membership will not lapse under Article 8.1 until the disciplinary procedure is complete.

9. The Board of Directors

- 9.1 The management of the Institute shall be vested in a board of directors, hereinafter referred to as "the Board", constituted as prescribed by the Articles, and all the powers of the Institute shall be vested in and exercisable by the Board except so far as the Articles require to be exercised by the Institute in a general meeting. No alteration of these Articles shall invalidate any prior act of the Board which would have been valid if such alteration had not been made.
- 9.2 The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article. All powers exercisable by the Directors may be exercised at a meeting of Directors at which a quorum is present or by written resolution as provided in Article 16.7.
- 9.3 There shall be a maximum of thirteen Directors, comprised as follows:
- i) the Chief Executive
 - ii) eight Elected Directors who shall be elected from Voting Members as set out in Article 3.4(a) and 10.1
 - iii) up to four Technical Directors (who may be, but need not be, Voting Members) who are specialist advisors in specific disciplines in which IRM requires particular skills and experience. Their appointment will be in accordance with Article 10.2.
- 9.4 The Chief Executive shall be a member of the Board as a right of office and is not subject to election by Members.
- 9.5 With the exception of the Chief Executive, staff receiving salaries from the Institute cannot be members of the Board or any of its committees.

10. Appointments to the Board

- 10.1 The eight Elected Directors must be Voting Members. They shall be elected by the Members to take office following the Annual General Meeting. The election of Elected Directors must be in accordance with election procedures which have been set by the Board. Nominees for election must be:
- i) Voting Members who are over 16 years of age;
 - ii) nominated by two Voting Members.
- 10.2 Technical Directors will be nominated by the Board and approved by Members at the Annual General Meeting.
- 10.3 The Board can fill any vacancy for an Elected Director by appointing a Voting Member until the next Annual General Meeting. It can also fill any vacancy for a Technical Director until the next Annual General Meeting. Any time served on the Board to fill a vacancy will not count towards determining a Director's maximum term of office.
- 10.4 Any candidate for election or appointment as a Director must sign a statement that they are eligible to serve as a company director; and that they accept the legal roles and responsibilities of being a Director.

11. Period of Office

- 11.1 Elected Directors may hold office for an initial term of up to three years and may be re-elected for one further term of a maximum of three years. In exceptional circumstances the terms of office for any vacancy may be reduced to less than three years by the Board, prior to the election, in order to allow for a staggered succession.
- 11.2 The Technical Directors shall serve for a period of up to three years from the date of the Annual General Meeting at which they are approved. Following this period, they may be approved for up to a further three years in total; with a maximum service of six years. In exceptional circumstances the terms of office for any vacancy may be reduced to less than three years by the Board, prior to the appointment in order to allow for a staggered succession.
- 11.3 For all Directors, a year in office shall be from the end of one Annual General Meeting until the end of the following Annual General Meeting. The maximum term of office (with the exception the Chief Executive) is six years in total. No Director shall rejoin the Board unless three years have passed since their last term has ended or their resignation.

12. Chair and Deputy Chair(s)

- 12.1 The Chair, and up to two Deputy Chairs, shall be elected by the Board, from the existing Directors, at a Board meeting at least 8 weeks prior to the Annual General

Meeting. They shall take up office immediately following the Annual General Meeting

- 12.2 The Board may agree to remunerate the Chair. The terms and conditions of such remuneration shall be decided by the Board from time to time.
- 12.3 The Chair will chair Board and general meetings unless they cannot be present in which case either of the Deputy Chair(s) will chair, or the Board will select another Chair. If no Director is present to chair a general meeting, within 30 minutes of the notified start of the meeting, the Members will decide which one of them is to take the chair.
- 12.4 The Chair and Deputy Chair(s) shall hold office for a period of two years and can be re-appointed for up to two further two-year terms, if they have sufficient period of office remaining, in accordance with Article 11.3.
- 12.5 In the event that a vacancy for the Chair or Deputy Chair(s) arises during their term of office the Board may nominate any Director to fill such vacancy for the remainder of the original term of office.

13. Removal of a Director

- 13.1 A Director will cease to hold office in any of the following circumstances:
 - i) they resign from the Board by writing to the Chair, Chief Executive or Company Secretary.
 - ii) when the term they were appointed for ends (if they are not re-appointed in accordance with Article 11);
 - iii) if they cease to be a Member of the Institute or if they are suspended or expelled from the Institute. Any Director who has been suspended or expelled shall not be eligible for re-election as a Director for a period of five years from their re-instatement as a Member of the Institute;
 - iv) if they fail to attend three consecutive Board meetings without valid grounds which the Board decides are reasonable and acceptable;
 - v) if the Board has passed a resolution to that effect at a Board meeting where at least two-thirds of the Directors are present (whether or not they vote). The Board meeting must have been called with notice of the proposal to be voted on and the resolution must be passed by at least 75% of the Directors who are present and voting;
 - vi) if they become bankrupt or makes any arrangement or composition with their creditors generally;
 - vii) if a registered medical practitioner who is treating that person gives a written opinion to the Institute stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months; and

- viii) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.
- ix) If they have been disqualified from acting as a company director under the Company Directors Disqualification Act 1986.

14. Directors' Conflicts of Interest

- 14.1 If a proposed decision of the Directors concerns an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 14.2 But if paragraph 14.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company should be counted as participating in the decision-making process for quorum and voting purposes.
- 14.3 Paragraph 14.3 applies when:
- 14.3.1 the Company by ordinary resolution decides to ignore the articles that would otherwise prevent a director from participating in the decision-making process;
 - 14.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 14.3.3 the director's conflict of interest arises from a 'permitted cause'.
- 14.4 For the purposes of this article, the following are permitted causes:
- 14.4.1 a guarantee given, or to be given, by or to a director about an obligation incurred by or on behalf of the Company or any of its subsidiaries;
 - 14.4.2 subscription, or an agreement to subscribe, for shares or other securities of any of the Company's subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
 - 14.4.3 arrangements in which benefits are offered to employees and directors, or former employees and directors of the Company, or any of its subsidiaries, that do not provide special benefits for directors or former directors.
- 14.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 14.6 Subject to paragraph 14.7, if a question arises at a meeting of directors or board committee about the right of a director to participate in the meeting (or part of it) for voting or quorum purposes, the question may be referred to the chairman before the end of the meeting. This ruling in relation to any director other than the chairman is to be final and conclusive.
- 14.7 If any question about the right to participate in the meeting (or part of it) arises about the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of it) for voting or quorum purposes.

- 14.8 Where the number of non-conflicted directors is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict under the Companies Acts, the quorum shall be all the disinterested directors. When all the directors of the Company are conflicted, the Company shall pass the conflict to the Company's members for approval by ordinary resolution.

15. Delegation

- 15.1 The Board can delegate any or all of its powers unless the Articles specifically prohibit this. By passing a resolution the Board can impose controls and safeguards and require supervision. The Board can revoke any power which it has delegated at any time without any restriction.
- 15.2 The Board shall appoint a Company Secretary and Chief Executive, which positions may be, but need not be, held by one person, with such functions, tenure and terms of office as the Board and the Articles may prescribe. The Company Secretary shall not be a Director of the Board but is entitled to attend meetings of the Board and all general meetings. The Chief Executive shall be a Director of the Board and is entitled to attend all of the Institute's meetings and meetings of its committees. Neither the Chief Executive nor the Company Secretary may attend any part of a meeting where their pay or other employment terms are being discussed including their appointment or dismissal or any disciplinary matter relating to them. The Board shall delegate day to day management of the affairs of the Institute to the Chief Executive.
- 15.3 The Board may set up such committees, advisory groups and working groups of the Board as it sees fit and can delegate any of its powers to them except where this is specifically prohibited by the Articles. The Board will from time to time prescribe regulations relating to the composition of these committees and groups, and any other conditions it deems appropriate.
- 15.4 The Chair and Chief Executive have the right to attend every Board committee meeting. The Chief Executive's attendance at all Board and committee meetings is subject to 15.2 above.
- 15.5 The Chief Executive may set up such advisory groups and working groups as they see fit and decide on the composition of such groups and any other conditions they deem are appropriate, unless these will be committees of the Board and Board approval is required.

16. Board Meetings

- 16.1 A minimum of seven days' notice of Board meetings must be given to each Director. This period can be reduced in an emergency situation, to be decided on by the Chair or any three Directors. Reasonable notice must still be given.

- 16.2 Notice of Board meetings must be given either by email, post, fax or some other electronic method to the contact details that the Director has given to the Institute for this purpose.
- 16.3 The Chair or any three Directors can require a Board meeting to be called by the Company Secretary.
- 16.4 The quorum for Board meetings is at least fifty per cent of the current number of Directors plus one additional Director.
- 16.5 A meeting of the Board may be held either in person or by suitable electronic means agreed by the Board in which all participants may communicate with all the other participants.
- 16.6 Board meetings must follow the procedures set out in the Articles and any directions or regulations required by the Board.
- 16.7 A written resolution, signed by a simple majority of all the Directors who would be entitled to vote on a resolution at a Board meeting, is just as valid and effective as a resolution passed at a meeting which is properly called and held. The resolution can be communicated to Directors in hard copy or electronic form and can be sent to all Directors simultaneously or in turn, or by a combination of the two. A Director is treated as signifying their agreement to a resolution when the Board receives an authenticated document from them, in hard copy or electronic form identifying the resolution and indicating their agreement. The resolution lapses if not passed before the end of 28 days from the date it was first circulated.
- 16.8 Board resolutions are decided by a simple majority vote, unless the Articles say that a larger majority is needed. If the vote is equal, the Chair shall have a second, casting vote.
- 16.9 Anything done by the Board, or any of its committees, or by any person as a Director or committee member, shall be fully valid and effective even though afterward it is found that:
- i) A Board meeting was not properly formed;
 - ii) There was a defect in the procedure at the Board meeting;
 - iii) The person was not properly appointed.

17. General meetings

- 17.1 The Board shall determine whether a general meeting is to be held as a physical general meeting, or an electronic general meeting, or a combination of the two.
- 17.2 The Board may call a general meeting whenever it requires and at such places (including electronic platforms) as it shall determine. A general meeting may also be convened by Members in accordance with the Companies Act 2006. In the case of electronic general meetings, the electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, sees fit.
- 17.3 The Board may resolve to enable persons entitled to attend a general meeting hosted on an electronic platform (such meeting being an electronic general meeting) to do so by simultaneous attendance by electronic means with no member necessarily in physical attendance at the electronic general meeting. The Members or their proxies present shall be counted in the quorum for, and entitled to vote at, the electronic general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chair of the general meeting is satisfied that adequate facilities are available throughout the electronic general meeting to ensure that members attending the electronic general meeting who are not present together at the same place, may, by electronic means, attend, speak and vote at it.
- 17.4 The Institute shall hold a general meeting as its Annual General Meeting within the eight-month period following its financial year end. The Board will decide whether a General Meeting is to be held as a physical General Meeting or an electronic General Meeting, or a combination of the two. Such a meeting shall be held at a place (including electronic platform) and time as the Board decides and this will be specified in the notice of the meeting.
- 17.5 All business that takes place at a general meeting shall be considered special and all business that takes place at an Annual General Meeting shall also be considered special except for the consideration of the income and expenditure account and balance sheet, the reports of the Directors and of the External Auditors, the appointment of Directors, and the fixing of the remuneration of the External Auditors.
- 17.6 In addition to resolutions for business to be transacted at an Annual General Meeting in accordance with Article 17.5 resolutions may be tabled by the Board, or by a Member supported in writing by a minimum of one per cent of the total Voting Members, to the office of the Institute not less than eight weeks prior to the date of the Annual General Meeting. Resolutions which are accepted to be tabled at the Annual General Meeting shall be placed on the agenda.

- 17.7 Any resolution which in the opinion of the Board could be vexatious, libelous, mischievous or replicates or duplicates a resolution tabled at either a preceding Annual General Meeting or at any general meeting held since the preceding Annual General Meeting may be deemed by the Board not to be acceptable and as such shall not be placed on the agenda for the Annual General Meeting, and the proposer shall be notified accordingly.
- 17.8 At least 14 clear days' notice of every general meeting must be given to members specifying whether the meeting shall be a physical general meeting, or an electronic general meeting, or a combination of the two, the place (which, in the case of an electronic general meeting, means the electronic platform) day and time of the meeting, and in the case of special business, the general nature of that business. If the notice is not sent to or received by any member entitled to it this shall not invalidate any resolution passed at any meeting.
- 17.9 Only the business stated in the notice of a general meeting can be considered at the meeting.
- 17.10 The quorum for general meetings is at least 20 Members present.
- 17.11 If a general meeting is called by Members under Article 17.2 and a quorum is not present within 30 minutes of the starting time on the notice of meeting, the meeting is dissolved.
- 17.12 For all other general meetings, if a quorum is not present within 30 minutes, the meeting will be adjourned to a date, time and place (or electronic platform in the case of an electronic meeting) decided on by the majority of Members who are present. At the adjourned meeting the Members present will be a quorum.

18. Adjourning General Meetings

- 18.1 The Chair of a general meeting can adjourn a meeting if the meeting agrees. The adjourned meeting can be at a different date, time or place (or electronic platform in the case of an electronic meeting), but no business shall take place at any adjourned meeting other than business which might have taken place at the meeting which was adjourned. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given in the same manner as the original meeting.

19. Voting

- 19.1 Only Voting Members shall be entitled to vote at General Meetings, as defined under Article 3.4(a). Every such Member shall have one vote.

- 19.2 At any physical meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll be demanded by the Chair or by at least three Members present in person. Unless a poll be so demanded a declaration by the Chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost and an entry made to that effect in the minute book of the Company 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.
- 19.3 On a show of hands at a physical general meeting every Member and proxy holder present in person shall have one vote. On a poll at a physical general meeting every Member present in person or by proxy shall have one vote. All issues, except as provided elsewhere in these Articles or by the Act, shall be decided by a majority vote of the Members and proxy holders present in person or by proxy and voting
- 19.4 At all electronic general meetings, a resolution put to the meeting will be voted on by a poll. Poll votes will be cast by such electronic means as the Board, in its sole discretion, deems appropriate for the purposes of the meeting. At all general meeting all issues, except as provided elsewhere in these Articles or by the Act, shall be decided by a majority vote of the Members and proxy holders present and voting.
- 19.5 In the case of an equality of votes, the vote shall be lost.
- 19.6 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- i) states the name and address of the Member appointing the proxy;
 - ii) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - iii) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Board may determine
- 19.7 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority certified by a notary shall be deposited at the Office or at such other place within the United Kingdom (if any) 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.
- 19.8 No one member excluding the Chair of the meeting, may hold more than five proxies for any specified general meeting.

- 19.9 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chair of the meeting, whose decision shall be final and conclusive.

20. Notices to Members

- 20.1 Any notice or other document may be served by the Institute on any Member either personally or in suitable electronic form, including publication on a website in accordance with the Companies Act 2006, or by sending the same through the post in a prepaid envelope addressed to such Member at their last known address as appears in the register of members. 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 to be sent or supplied by or to the company for the purposes of the Companies Acts.
- 20.2 Any notice or other document, if served by post, shall be deemed to have been served on the second day following that on which the envelope containing the same is posted, and in proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted. Any notice or other document served by electronic means, including publication on the website, pursuant to these Articles shall be deemed served on the day sent if sent on a business day before 4.00 pm but otherwise on the next following business day and in proving service of any such notice it shall be sufficient to prove that the notice was sent to the correct electronic address of the addressee or published on the website.
- 20.3 Any notice or other document which pursuant to these Articles is required to be served by any Member on the Institute or on the Company Secretary or any other Officer of the Institute may be served by leaving the same at the Office or by sending the same through the post in a prepaid envelope addressed to the Institute or to the Company Secretary or other Officer of the Institute, as the case may be, at the Office.

21. Borrowing and charging

- 21.1 The Board can borrow for the purposes of the Institute in whatever way it deems appropriate.
- 21.2 The Board can give guarantees and security in any way over any property in connection with any borrowing allowed by Article 21.1.

22. Accounts

- 22.1 The Board shall ensure that proper books of accounts are kept with respect to all sums of money received and spent by the Institute. This shall include the purpose for which these sums were received or spent, all sales and purchase of goods by the Institute, and the assets and liabilities of the Institute.
- 22.2 The books of accounts must be kept at the Institute's registered office or subject to Section 388 of the 2006 Act, at such other place as the Board decides provided that they are always available for inspection by the Directors.
- 22.3 The Institute may require from time to time that Fellows can inspect the accounts and books of the Institute at reasonable times during business hours.
- 22.4 At each Annual General Meeting the Board will provide Members with a proper income and expenditure account for the period since the last preceding accounts made up to a date not more than eight months before such Annual General Meeting, together with a proper balance sheet made up to the same date. Every balance sheet must be accompanied by proper reports of the Directors and the External Auditors. Copies of these must be sent at least 14 clear days before the date of such Annual General Meeting to all persons entitled to receive notices of Annual General Meetings

23. Copies of the Memorandum and Articles of Association

- 23.1 The Board will make the Memorandum and Articles of Association available to Members via the Institute's website.

24. Indemnity for Directors, Officers and Staff

- 24.1 The following people will be indemnified by the Institute against losses and expenses which they incur carrying out their duties unless the losses and expenses are caused by their own deliberate fault and deliberate negligence:
 - i) members of the Board and its committees;
 - ii) members of the Committee appointed to deal with disciplinary matters, investigations groups and appeals tribunals;
 - iii) trustees appointed by the Board;
 - iv) the Chief Executive Officer;
 - v) the Company Secretary; and
 - vi) the other officers and paid staff of the Institute.

- 24.2 Nobody will be liable for anything done or not done by any other person, or because they add their signature to a receipt or join in some other act for the sake of conformity, or for any loss suffered by the Institute, unless this is the result of their own deliberate fault or negligence.
- 24.3 The Board can affect insurance to protect Directors, officers and staff against any of the indemnities under Articles 24.1 and 24.2

25. Winding up

- 25.1 The Institute may by means of a resolution passed by a majority of not less than 75% of the Members dissolve wind up or otherwise deal with the affairs of the Institute in such manner as shall be directed by such resolution.
- 25.2 If such a resolution fails to be proposed and passed, the Board, having due regard for the liabilities of the Institute and if upon the winding up or dissolution of the Institute there shall remain after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be given or paid to or distributed among the members of the Institute or any of them but shall, subject to any special trusts affecting the same, be given or transferred to some other institute or institutes.
- 25.3 Such institute or institutes shall have objects similar to the objects of the Institute and shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Institute under or by virtue of this Article.
- 25.4 Such institute or institutes shall be determined by the Members at or before the time of dissolution thereof.
- 25.5 If and so far as effect cannot be given to the foregoing provisions then such property shall be given or paid to some other charitable object.

ENDS