

A Company Limited by Guarantee, incorporated in England and Wales

COMPANY NO. 481522

ARTICLES OF ASSOCIATION

OF

**THE INTERNATIONAL INSTITUTE FOR CONSERVATION OF HISTORIC AND ARTISTIC
WORKS (THE "INSTITUTE")**

1. INTERPRETATION

1.1 In these Articles, except where the subject or context otherwise requires:

“address”	means a postal address or, for the purposes of electronic communication, an e-mail or a telephone number for receiving text messages in each case registered with the Institute;
“Annual General Meeting”	means each annual general meeting of the Institute;
“these Articles”	means these articles of association as altered from time to time by special resolution;
“the Charities Act”	means the Charities Act 2011, as amended from time to time;
“clear days”	in relation to the sending of a notice means the period excluding the day on which a notice is sent or deemed to be sent and the day for which it is sent or on which it is to take effect;
“the Companies Act”	means the Companies Act 2006, as amended from time to time;
“Conservation”	means any action taken to determine the nature or properties of materials used in any kinds of cultural holdings or in their housing, handling or treatment, any action taken to understand and control the causes of deterioration and any action taken to better the conditions of such holdings;
“the Council”	means, the board of directors for the purposes of the Companies Act and the trustees for the purposes of the Charities Act comprising the Ordinary Council Members and any Vice Presidents and, for the avoidance of doubt, excluding any person to whom the title “Honorary Council Member” has been awarded pursuant to article 20 and the “Emeritus President” elected pursuant to article 23;
“document”	includes, unless otherwise specified, any document sent or supplied as an electronic communication;
“Early Career Member”	means an early career member for the time being of the Institute pursuant to article 5.1;
“electronic communication”	has the meaning given by section 15 of the Electronic Communications Act 2000;
“electronic platform”	means any form of electronic platform and includes, without limitation, website addresses, application technology and conference systems;

“Emeritus President”	has the meaning given to it by article 23;
“Extraordinary General Meeting”	has the meaning specified by article 8;
“Fellow”	means a fellow for the time being of the Institute pursuant to articles 5.1 and 5.4;
“Full Council”	means the Honorary Council Members, the Ordinary Council Members and the Emeritus President;
“Historic and Artistic Works”	has the meaning given to it by article 3.1(A);
“Honorary Council Member”	has the meaning given to it by article 20;
“Honorary Fellow”	means an honorary fellow for the time being of the Institute pursuant to article 5.1;
“Hybrid General Meeting”	means a general meeting held at a physical location where simultaneous participation is enabled via an electronic platform(s);
“Individual Member”	means an individual member for the time being of the Institute pursuant to article 5.1;
“Institutional Member”	means an institutional member for the time being of the Institute pursuant to article 5.1;
“the Institute”	means the International Institute for Conservation of Historic and Artistic Works;
“Member”	means a Student Member, Early Career Member, Individual Member, Fellow, Honorary Fellow or Institutional Member;
“Non-Voting Member”	means a Student Member or an Institutional Member;
“Objects”	has the meaning given by article 3;
“Ordinary Council Member”	means a member of the Council of the Institute with full voting rights appointed under article 21 (other than an Honorary Council Member) and any Vice Presidents in office under article;
“participate”	has the meaning given by article 29;
“Physical General Meeting”	means a general meeting that is not a Hybrid General Meeting;
“place”	means, in relation to a general meeting, the place of a Physical General Meeting and (in the case of a Hybrid General

Meeting) the electronic platform(s) specified by the Council in relation to such hybrid general meeting and, where relevant, references to the place of a general meeting include any combination of two or more such places;

“Secretary-General”	means the secretary-general for the time being of the Institute;
“Student Member”	means a student member for the time being of the Institute pursuant to article 5.1;
“Transitional Council Member”	means a person who was a member of Council at the date on which these articles were adopted;
“Talent and Participation Committee”	means the committee established by the Ordinary Council Members pursuant to article 33.3;
“Vice President”	has the meaning given to it by article 23;
“Voting Members”	means Early Career Members, Individual Members, Fellows and Honorary Fellows;
“writing”	means any method of representing or reproducing words in a legible form including, unless otherwise stated in these Articles, electronic communication;

- 1.2 References to a person being present or attending a general meeting means present at a Physical General Meeting or participating via the electronic platform(s) specified in the notice in relation to a Hybrid General Meeting.
- 1.3 Words used in these Articles in the singular include the plural, and words used in the plural include the singular.
- 1.4 Words or expressions to which a particular meaning is given by the Companies Act have the same meaning in these Articles, unless the meaning given by the Companies Act is inconsistent with the context.
- 1.5 Any reference to any provision of legislation should be taken to refer to the provision as it is amended or re-enacted from time to time.
- 1.6 Any reference to a document being “signed” or to “signature” includes references to its being executed under hand or under seal or by any other method (including electronically) and, in the case of a communication in electronic form, such references are to its being authenticated as specified by the Companies Act.

2. LIABILITY OF MEMBERS

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

- (A) the payment of the Institute's debts and liabilities incurred before he, she or it ceases to be a Member;
- (B) the payment of costs, charges and expenses of winding up; and
- (C) the adjustment of the rights of the contributories among themselves.

3. OBJECTS

3.1 The Institute's objects are specifically restricted to the following (the "**Objects**"):

- (A) to provide a permanent organisation to co-ordinate and improve the knowledge methods and working standards needed to protect and preserve and to maintain the condition and the integrity of any objects or structures which because of their history, significance, rarity or workmanship have a commonly accepted value and importance (hereinafter referred to as "Historic and Artistic Works") for the common good;
- (B) to take any action necessary to determine the nature or properties of materials used in any kinds of cultural holdings, or in their housing or treatment;
- (C) to take any action necessary to further the understanding and controlling of the causes of deterioration of Historic and Artistic Works;
- (D) to take any action conducive to the bettering of the condition of Historic and Artistic Works;
- (E) to develop programmes for the exchange and dissemination of technical and professional information relating to the conservation of Historic and Artistic Works;
- (F) to further specific projects of investigation in the field of Conservation which expression shall have the meaning assigned thereto these Articles;
- (G) to promote proficiency, knowledge and skill in the field of conservation and to encourage education, study or research in any branches of science or practice calculated to further the objects of the Institute and with a view thereto to organise training and educational facilities to found and finance scholarships, studentships and exhibitions and to arrange classes and examinations and to issue diplomas or other distinctions or qualifications provided always that no diploma or other similar award shall be issued by the Institute that does not state clearly that it is not issued by the authority of the Department of Trade and Industry or any Government Department or Authority but is issued by and under the authority of the Institute only;
- (H) to maintain standards in the practice of conservation and to combat any influences which would tend to lower such standards;
- (I) to provide facilities for consultation and to supervise and direct the conduct of activities of conservation;

- (J) to provide facilities for the interchange of ideas between the Members of the Institute;
- (K) to enter into any arrangement for union of interests, co-operation of reciprocal concessions with any persons, associations or companies carrying on or engaged in or about to carry on or engage in any work or transaction which the Institute is authorised to carry on or engage in otherwise than with a view to profit;
- (L) to produce, print, publish, sell, circulate and distribute gratuitously or otherwise films dealing with the Objects of the Institute, and photographs, books, magazines, maps, guidebooks, cards, literature and publications relating thereto, and to promote, organise, assist, participate in, subscribe to, guarantee and defray the reasonable expenses of exhibitions demonstrating the processes and works of the Institute in connection with conservation, and of conferences, lectures and meetings tending directly or indirectly to further the Objects of the Institute;
- (M) so far as the law applicable may from time to time, to purchase, take on, lease or in exchange hire or otherwise acquire for the purpose of the Institute any real immovable personal or movable property in any part of the world and in particular any lands, buildings, furniture, utensils, books, periodicals, fittings, apparatus, appliances, conveniences and accommodation and to sell, demise, let, exchange, mortgage or dispose of the same as may be deemed expedient with a view to the promotion of the objects of the Institute;
- (N) to erect, maintain, improve and alter any buildings for any of the purposes of the Institute;
- (O) to receive subscriptions, donations and legacies for the purpose of applying the same to any of the Objects of the Institute and to apply the same accordingly;
- (P) for the purposes aforesaid to draw, make, accept, indorse and execute promissory notes, bills of exchange, cheques and other negotiable instruments;
- (Q) to borrow, raise or secure the payment of money for the purposes aforesaid in such manner as the Institute shall think fit and in particular by mortgage or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the property of the Institute, both present and future, and to purchase, redeem or pay off any such securities;
- (R) to invest or otherwise deal with any monies of the Institute not immediately required in such manner as may be deemed expedient with a view to promoting the Objects of the Institute, provided that monies 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;
- (S) to carry out all or any of the above objects in any part of the world;

- (T) to pay the expenses of and incidental to the incorporation and registration of the Institute; and
- (U) to do all such other things as are incidental or conducive to the attainment of the above Objects,

provided that:

- (V) 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;
- (W) in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of 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 Council shall be chargeable for such property as may come into its hands, and shall be answerable and accountable for its 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 Managers or Trustees have been if no 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 for England and Wales or the Minister of Education over such 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; and
- (X) where 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.

3.2 The Institute has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.

4. APPLICATION OF INCOME AND PROPERTY

4.1 The income and property of the Institute shall be applied solely towards the promotion of the Objects.

4.2 Each member of the Council may:

- (A) be reimbursed from the property of the Institute or may pay out of such property reasonable expenses properly incurred by that Member when acting on behalf of the Institute;
- (B) 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; and

- (C) receive an indemnity from the Institute in the circumstances specified in article 35.

4.3 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 member of the Council receiving:

- (A) a benefit from the Institute in the capacity of a beneficiary of the Institute; and
- (B) reasonable and proper remuneration for any goods or services supplied to the Institute.

5. MEMBERS

5.1 Membership is open to any person or organisation which meets at least one of the following criteria:

- (A) enrolment in a full-time programme of education, training or work experience under the supervision of a professional conservator of Historic and Artistic Works, which confers eligibility to be considered for admission as a Student Member;
- (B) having successfully completed a full-time programme of education, training or work experience in the last 5 years under the supervision of a professional conservator of Historic and Artistic Works which confers eligibility to be considered for admission as an Early Career Member;
- (C) having an interest in and the potential to further the purposes for which the Institute, which confers eligibility to be considered for admission as an Individual Member;
- (D) an application for fellowship having been made on his or her behalf and having been declared elected as a Fellow in accordance with article 5.4 below;
- (E) having made (whether as a Fellow or otherwise) a substantial contribution to the field of Conservation or otherwise to the Institute which confers eligibility to be offered honorary fellowship by the Council and such honorary fellowship having been offered and accepted; and
- (F) being entity (whether a corporate entity or not, and whether based in the United Kingdom or elsewhere) which has an interest in and may be able to further the purposes for which the Institute is established, which confers eligibility to be considered for admission as an Institutional Member.

5.2 Any person or organisation that meets any of the criteria described in article 5.1 above may apply to the Institute in the form and in accordance with the procedure as required by the Council.

5.3 Subject to article 5.4, if the Council decide that the proposed Member meets any of the criteria in article 5.1 and is a suitable Member, the Council may declare the applicant

admitted to a specified category of membership, subject to payment of the relevant subscription.

5.4 In the case of an application to be elected as a Fellow, the Council must additionally propose a ballot of Fellows. An applicant shall only be declared elected if:

(A) 100% of the votes returned by Fellows stating that the applicant is known to them are in favour of admission; or

(B) at least 75% of the votes returned by Fellows stating that the applicant is known to them are in favour of admission and the Council, having undertaken such further investigations and consideration as it in its absolute discretion sees fit, states that it considers the applicant suitable for fellowship.

5.5 The Council need give no reason either for accepting or rejecting an applicant pursuant to article 5.4(B) above.

5.6 Student Members and Institutional Members shall not be entitled to vote.

5.7 The provisions of sections 113 and 114 of the Companies Act must be observed. Every Member must either consent in writing to become a Member or sign the appropriate register of Members on becoming a Member.

5.8 Upon election or admission, each new Member will be notified by the Institute.

5.9 Membership of the Institute is not transferable.

6. SUBSCRIPTIONS

6.1 Notwithstanding anything in this article 6, Honorary Fellows are not required to pay any entrance fee or subscription.

6.2 Subject to article 6.1:

(A) every Member of the Institute must pay an annual subscription of an amount set by the Council from time to time, which may provide for different subscription rates by classes of Members, according to geographical location, or any such other criteria as the Council may determine in its sole discretion.

(B) the Council may set an entrance fee and require its payment by all or any classes of Members when they first become Members of the Institute.

6.3 Annual subscriptions are due on the date or dates specified by the Council. Unless otherwise specified, they are due on 1 July. If a Member gives notice of resignation or is removed from membership after the date on which that year's annual subscription was due, the subscription for that year must still be paid.

6.4 Members who are behind with their subscriptions for one month or longer lose such membership rights as the Council may decide, including (but not limited to) any right the Member concerned may have to enter the premises of the Institute, or to speak or vote

(either in person or by proxy) at general meetings. These rights will be restored if payment is made within three months of the due date.

7. TERMINATION OF MEMBERSHIP

7.1 Membership is terminated:

- (A) subject to article 7.3, in the case of a Student Member, automatically on the date falling 5 years from the date on which the Student Member was first entered in the register of Members;
- (B) subject to article 7.3, in the case of an Early Career Member, automatically on the date falling 5 years from the date on which the Early Career Member was first entered in the register of Members as an Early Career Member;
- (C) if the Member dies or, if it is an organisation, is liquidated, struck-off, dissolved or otherwise ceases to exist;
- (D) if the Member resigns by giving three months' notice in writing to the Secretary-General, unless after resignation there would be fewer than two Members;
- (E) if any sum due from the Member to the Institute is not paid in full within three months of it falling due;
- (F) if the Member resigns following notice from the Council to do so; or
- (G) if the Council resolves to call upon any Member to resign and the Member does not resign within 14 days of any request to do so, in which case their membership shall automatically terminate at the end of such period.

7.2 The Council may by resolution at any time, without giving any reason for so doing and without any obligation to reimburse the whole or any part of any membership fee:

- (A) withdraw from a Member any fellowship, honorary fellowship, award, prize or other form of recognition conferred by the Institute; and
- (B) suspend any Member's membership of the Institute for such period as it deems appropriate.

7.3 Where the membership of a Student Member or an Early Career Member is terminated in accordance with article 7.1(A) or (B) as applicable, such Member shall be deemed to have applied automatically for, in the case of a Student Member, Early Career Membership or, in the case of an Early Career Member, Individual Membership, in which case article 5.3 shall apply. A Member must give 30 days' written notice prior to termination of their membership under article 7.1(A) if they do not wish to automatically apply pursuant to this article 7.3.

7.4 Where membership is terminated in accordance with article 7.1(E) the Council may in its sole discretion, but shall not be under any obligation to, reinstate the relevant Members on payment of the amount due.

8. GENERAL MEETINGS

- 8.1 Annual General Meetings of the Institute are to be held once every year at a time and place specified by the Council. Annual General Meetings must not be more than fifteen months apart.
- 8.2 All general meetings of the Institute which are not Annual General Meetings are called Extraordinary General Meetings.
- 8.3 General meetings may be either Physical General Meetings or Hybrid General Meetings. The Council shall determine whether a general meeting is to be held as a Physical General Meeting or as a Hybrid General Meeting.

9. NOTICES OF GENERAL MEETINGS

- 9.1 The minimum periods of notice required to hold a general meeting of the Institute are:
- (A) twenty-one clear days for an Annual General Meeting or a general meeting called for the passing of a special resolution; and
 - (B) fourteen clear days for all other general meetings.
- 9.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 9.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- 9.4 The notice must be given to all the Members, each member of the Council and to the auditors.
- 9.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission.

10. QUORUM FOR GENERAL MEETINGS

- 10.1 No business shall be transacted at any general meeting unless a quorum is present.
- 10.2 A quorum is five Voting Members (three of whom must be Fellows) present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 10.3 If a quorum is not present within 15 minutes after the time fixed for the meeting, then the meeting must be adjourned in accordance with article 13, except where the meeting was called in response to a petition by a member of the Institute called pursuant to the Companies Act, in which case it will be dissolved. If, at the adjourned meeting, a quorum is not present within 15 minutes after the time fixed for holding the meeting, the meeting will be treated as having the required number present and can proceed to business.

11. HYBRID GENERAL MEETINGS

- 11.1 The Council may resolve to enable Members to attend a Hybrid General Meeting by simultaneous attendance by electronic means on the electronic platform(s) pursuant to the arrangements specified in the notice of meeting.
- 11.2 The Voting Members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the Hybrid General Meeting to ensure that Voting Members attending the Hybrid General Meeting who are not present together at the same physical place may, by electronic means, attend and speak and vote at it.
- 11.3 The Council may make arrangements for any documents which are required to be made available to the meeting to be accessible electronically to Voting Members or their proxies.
- 11.4 A Hybrid General Meeting must be adjourned to another time and place by the person chairing it, without the consent of the meeting, if in the chair's absolute discretion, the electronic platform(s) or facilities have become inadequate for the business of the meeting to be properly transacted.

12. CHAIRING GENERAL MEETINGS

At every general meeting of the Institute the chair will be taken by the President. If the President is not present within fifteen minutes after the time fixed for the meeting, the Ordinary Members of the Council present can choose one of their number to take the chair. If no Ordinary Member of Council is present or if all the Ordinary Members of the Council present refuse to take the chair, the Fellows present can choose one of their number to take the chair.

13. ADJOURNMENT OF GENERAL MEETINGS

- 13.1 Subject to article 13.2, a meeting can be adjourned to another time and place by the person chairing it where the required number of Voting Members to proceed to business is present, and adjournment is agreed to by the meeting.
- 13.2 Where a meeting is adjourned, all business conducted at that meeting up to the time of that adjournment shall be valid. No business can be transacted at any adjourned meeting except business which could properly have been transacted at the original meeting. When a meeting is adjourned for 35 days or more, notice of the adjourned meeting must be given in the same way as for the original meeting. In any other case it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. VOTING AT GENERAL MEETINGS

- 14.1 Every Voting Member shall have one vote. Resolutions at general meetings are decided by majority vote of the Voting Members voting at the meeting either in person or by proxy, except where a different threshold is required under the Companies Act.

- 14.2 Votes may be cast either in person at the meeting or may be recorded in advance by delivering instructions by email to the Secretary-General at least 48 hours before the time fixed for the meeting.
- 14.3 Any vote at a general meeting, except for a vote in respect of the election of any Ordinary Council Member, which shall always be decided by secret ballot, shall be decided by poll unless before, or on the declaration of the result of, the poll, a show of hands is demanded:
- (A) by the person chairing the meeting; or
 - (B) by at least two Members present in person or by proxy and having the right to vote at the meeting; or
 - (C) by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 14.4 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.
- 14.5** No proof is needed of the number or proportion of the votes recorded for or against the resolution. If by mistake votes are counted which ought not to have been counted or might have been rejected the error will not make the resolution invalid unless the error is pointed out at the same meeting and is in the opinion of the person chairing the meeting serious enough to make the resolution invalid.
- 14.6 Any objection to the qualification of any voter 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.
- 14.7 Without prejudice to article 5.6, and for the purpose of attendance and observation only, any Institutional Member may nominate any person to act as its representative at any meeting of the Institute.
- 14.8 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.
- 14.9 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.

15. CONTENT OF PROXY NOTICES

- 15.1 A Voting Member may only validly appoint a proxy to vote at a general meeting by notice in writing which-
- (A) states the name and address of the Voting Member appointing the proxy;

- (B) identifies the person appointed to be the proxy and the general meeting in relation to which that person is appointed;
 - (C) is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Council may determine; and
 - (D) is delivered to the Institute in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 15.2 The Institute may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 15.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 15.4 Unless a proxy notice specifies otherwise, it must be treated as:
- (A) allowing the person appointed as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (B) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

16. DELIVERY OF PROXY NOTICES

- 16.1 A person who is entitled to attend, speak or vote, either on a show of hands or on a poll and/or in a ballot for the election of Council members, at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Institute by or on behalf of that person.
- 16.2 An appointment under a proxy notice may be revoked by delivering to the Institute a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 16.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 16.4 If a proxy notice is executed by a person other than the person appointing the proxy, it must be accompanied by written evidence of such person's authority to execute such notice on the appointor's behalf.

17. WRITTEN RESOLUTIONS

- 17.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75 per cent.) of the Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (A) a copy of the proposed resolution has been sent to every eligible Voting Member;

- (B) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Voting Members has signified its agreement to the resolution; and
- (C) it is contained in an authenticated document (whether in hard copy or electronic form) which has been received at the registered office within the period of 36 days beginning with the circulation date.

18. THE COUNCIL

- 18.1 The Council is responsible for the management of the business of the Institute, for which purpose it may exercise all of the powers of the Institute.
- 18.2 As far as possible, the Council shall be comprised of the following officers: President, Secretary General, Treasurer, Head of Publications, Head of Fundraising, Regional Group Co-Ordinator, Deputy President, Congress Co-Ordinator, Head of Legal and Compliance, Head of Awards and Grants, Head of Professional Development and Standards, Head of Fellowships, Head of Communications and Head of Emerging Professionals, as well as holders of any such additional or alternative positions as the Council may determine to be necessary or desirable from time to time.
- 18.3 The Voting Members may, by special resolution, direct the Council to take, or refrain from taking, specified action. No such special resolution shall invalidate anything which the Council has done before the passing of the resolution. No alteration of these articles invalidates anything which the Council has done before the alteration was made.
- 18.4 No member of the Full Council may be paid any remuneration in their capacity as Council members.

19. DELEGATION

- 19.1 Subject to the articles, the Companies Act and the Charities Act, the Council may delegate any of its powers or functions to any person or committee, by such means (including by power of attorney) as it sees fit, in accordance with any procedure the Council may choose to adopt from time to time.
- 19.2 The Council may revoke or alter any delegation in whole or in part or alter its terms and conditions.

20. HONORARY COUNCIL MEMBERS

- 20.1 The Council may elect any person it deems suitable in its sole discretion to be an Honorary Council Member from time to time, provided that at no time shall the number of such Honorary Council Members exceed three. For the avoidance of doubt, an Honorary Council Member is not a director or trustee.
- 20.2 An Honorary Council Member may, at the discretion of Council, be invited to attend meetings of the Council but shall neither be entitled to vote in any decision of the Council nor otherwise entitled to take any part in the management or control of the Institute.

- 20.3 For the avoidance of doubt, the vacancy of any Honorary Council Member role shall not invalidate the exercise of any of the Council's powers or invalidate any decisions or actions taken by the Council.
- 20.4 Notwithstanding article 20.2 above, an Honorary Council Member shall have the right to receive notice of a Council meeting in accordance with article 28, but a meeting of the Council will not be invalidated if the Honorary Council Member does not receive such notice.
- 20.5 Any Honorary Council Member shall be appointed for a term of a year, with a maximum of six terms. The six year maximum term of appointment shall take into account time served on the Council both before and after the adoption of these Articles.

21. APPOINTMENT OF COUNCIL MEMBERS

- 21.1 To the extent they are filled, the following Council roles shall be filled by appointment, following the applicable procedure set by the Council from time to time: the Treasurer, the Head of Publications, the Head of Fundraising, the Regional Group Co-Ordinator, the Congress Co-Ordinator and the Head of Legal and Compliance.
- 21.2 To the extent they are filled, the following Council roles shall be filled by election as set out in article 22: the President, the Secretary General, Head of Awards and Grants, Head of Professional Development and Standards, Head of Fellowships and the Head of Communications and Head of Emerging Professionals. Except for the Head of Communication and the Head of Emerging Professionals, the person elected to each role must be a Fellow.
- 21.3 The Secretary General and Treasurer roles should be filled by Council members that are ordinary resident in the United Kingdom.
- 21.4 The Institute may also elect, in accordance with article 22, three further members of Council who shall not have specified roles and who need not be Fellows.
- 21.4 Council shall from time to time appoint one of their number to act as Deputy President

22. ELECTION PROCESS

- 22.1 Unless otherwise stated in these Articles, elections to Council roles required pursuant to these Articles to be filled by election shall take place in the following manner:
- (A) The Talent and Participation Committee shall, according to the procedure to be set by Council from time to time, seek nominations for each position to be filled and may, where it considers it in the best interests of the Institute add further candidates to the list of those nominated.
- (B) The Talent and Participation Committee shall check that each candidate, who has agreed to be nominated, has the skills and experience to fulfil scope of work applicable to the post to which he or she is nominated; but such verification shall not be required to comprise more than a review of the candidate's curriculum vitae and references.

- (C) The names of all candidates shall be circulated to the Voting Members at least 30 days prior to the relevant general meeting, indicating the posts to which they are respectively nominated.
- (D) Elections shall take place by means of a secret ballot in accordance with article 14.3.

22.2 The candidate who receives the most votes in favour will be elected. If the votes in favour of two or more candidates are equal, the chair of the meeting shall have the casting vote.

23. VICE PRESIDENT

Any person who, at the date of the adoption of these Articles, had been appointed as and held the title of Vice President pursuant to the articles in force immediately prior to the date of adoption of these Articles, (a "Vice President"), shall continue in office for three years from the date of adoption of these Articles.

24. EMERITUS PRESIDENT

24.1 The Council shall have the discretion to appoint a retiring President an Emeritus President for up to three years.

24.2 The President Emeritus serves in an advisory role, without voting rights and is not a member of Council but, at the discretion of the Council, may be invited to attend Council meetings.

24.3 For the purposes of this article 23, a "year" shall mean the period between two successive Annual General Meetings of the Institute.

25. TERM OF APPOINTMENT

25.1 Each appointment or election to Council in a specified role or otherwise shall be for an initial term of three years.

25.2 A Council member will be eligible for re-election for one further term of three years, provided that no Council member may serve a term of more than six continuous years except:

- (A) in accordance with article 24.3 or article 24.4; or
- (B) where the Council member is becoming an Emeritus President.

25.3 The Council may extend the term of a Council member beyond the time limits set out in article 24.2 if and to the extent that, in the Council's reasonable opinion, having consulted with the Talent and Participation Committee, there are exceptional circumstances which justify such extension and to a maximum continuous term of nine years.

25.4 Notwithstanding articles 24.1, 24.2 and 24.3, the following provisions shall apply to Transitional Council Members:

- (A) Any Transitional Member of Council serving at the date of adoption of these articles as a Vice President shall, notwithstanding paragraphs (b) and (c) below continue in office as a Vice President and member of Council for a single three year term from that date.
- (B) Any Transitional Member of Council other than a person serving as a Vice President shall, subject to paragraph (c) below, be eligible to be elected or appointed to any position or combination of positions on Council for two continuous three year terms disregarding any period of service on Council prior to the date on which these articles were adopted.
- (C) The provisions of article 23.3, prohibiting continuous service of more than 9 years, shall apply to Transitional Members of Council, taking into account time served on Council both prior to and after the date of adoption of these articles provided that Council may, having consulted with the Talent and Participation Committee, determine that exceptional circumstances apply and permit the appointment or election for a single additional three year term of an individual who would otherwise be excluded.

25.5 For the avoidance of doubt, any person who has served the maximum continuous period permitted hereunder, in a single role or in a combination of roles, shall be eligible for re-appointment or re-election to the Council from the date one year after the end of that continuous period.

25.6 Nothing in this article 24 prevents a member of the Council from serving after the expiry of his or her term on a committee established by Council.

25.7 For the purposes of this article 24, a “year” shall mean the period between two successive Annual General Meetings of the Institute.

26. SUSPENSION, DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS

26.1 Council may suspend from office any of its members who behaves in a way that Council believes will or might reasonably be expected to bring the Institute into disrepute. Council shall promptly investigate the behaviour of the relevant Council member and may disqualify the member in accordance with article 26.2 below.

26.2 A Council member shall cease to hold office if that member:

- (A) ceases to be a Council member by virtue of any provision in the Companies Act or is prohibited by law from being a Council member;
- (B) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act (or any statutory re-enactment or modification of those provisions);
- (C) ceases to be a Member;
- (D) in the written opinion, given to the Institute, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Council member and may remain so for more than three months;

- (E) resigns as a Council member by notice to the Institute (but only if at least two Council members will remain in office when the notice of resignation is to take effect); or
- (F) is absent without the permission of the Council members from all their meetings held within a period of six consecutive months and the Council members resolve that his or her office be vacated.

27. REMOVAL OF HONORARY COUNCIL MEMBERS

An Honorary Council Member shall cease to hold office if the Council removes that Honorary Council Member by majority vote at a meeting of the Council.

28. CALLING A COUNCIL MEETING

- 28.1 Meetings of the Council can normally only be called by the President, the Secretary-General or the Treasurer. In all other respects, the Council can meet to consider business, adjourn and otherwise regulate their meetings as they think fit.
- 28.2 Notice of any Council meeting must indicate its proposed date and time, where it is to take place and, if it is anticipated that the Council members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting (including by electronic means).
- 28.3 Notice of a Council meeting must be given to each Council member, but need not be in writing.
- 28.4 Notice of a Council meeting need not be given to Council members who waive their entitlement to notice of that meeting, by giving notice to that effect either before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

29. PARTICIPATION IN COUNCIL MEETINGS

- 29.1 Subject to the articles, Council members “**participate**” in a Council meeting, or part of a Council meeting, when:
 - (A) the meeting has been called and takes place in accordance with the articles; and
 - (B) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (whether electronically or otherwise).
- 29.2 In determining whether Council members are participating in a Council meeting, it is irrelevant where any Council member is or how they communicate with each other.
- 29.3 Council meetings shall be held in the United Kingdom, unless Council considers it necessary or desirable to do otherwise. If all the Council members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as

taking place wherever any of them is, provided that no business shall be transaction at any Council meeting if the number of members participating from any particular jurisdiction outside the United Kingdom is greater than the number participating from the United Kingdom.

30. PROCEEDINGS AT A COUNCIL MEETING

- 30.1 At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 30.2 The quorum for a Council meeting shall be six, and Honorary Members and the President Emeritus shall not count towards the necessary quorum.
- 30.3 If the total number of Council members for the time being is less than the quorum required, the Council members must not take any decision other than a decision to appoint further Council members or to call an election for the appointment of further Council members.
- 30.4 Subject to article 20.2 and article 24.2, every member of Council that is entitled to vote shall have one vote. In the case of an equality of votes, the person chairing the meeting shall have a casting vote.

31. COUNCIL'S WRITTEN RESOLUTIONS

- 31.1 A resolution in writing or in electronic form agreed by all of the Council members entitled to receive notice of a meeting of the Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
- 31.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more members of the Council has signified their agreement.

32. CHAIRING OF COUNCIL MEETINGS

- 32.1 At any meeting of the Council the chair will be taken by the President, or in his or her absence the Deputy President. If neither the President nor the Deputy President is present, it will be taken by the Secretary-General; if the Secretary-General is not present, it will be taken by the Treasurer; and if the Treasurer is not present, it will be taken by the Director of Publications and if the Director of Publications is not present it will be taken by the Director of Communications; and if the Director of Communications is not present it will be taken by the Director of Membership.
- 32.2 If none of the above officers is present within fifteen minutes after the time fixed for the meeting, those members of the Council present can choose one of their number to take the chair.
- 32.3 The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Council members.

33. COMMITTEES

- 33.1 The Council may establish committees and then delegate its powers to committees as the Council may decide from time to time. Any committee shall perform its duties in accordance with regulations laid down by the Council from time to time and shall make regular reports to the Council.
- 33.2 The Council may appoint persons (who need not be members of the Council) to serve on any committee as it deems fit in its sole discretion, provided that at least 75 per cent. of any such committee are Members at all times and the Council is responsible for ensuring the continuing compliance with this article 33.
- 33.3 Without prejudice to the generality of the Council's power and obligations under article 33.1, the Council shall establish and appoint persons to a Talent and Participation Committee, which shall be responsible without limitation for identifying suitable applicants for the Council and the Institute's committees, succession planning and encouraging greater participation in the Institute as the Council may determine from time to time.
- 33.4 The Talent and Participation Committee shall:
- (A) be delegated its powers by Council authority;
 - (B) be comprised of such persons as the Council may determine;
 - (C) be chaired by a member of the Council; and
 - (D) require each of its committee members to resign from the Talent and Participation Committee after they have served for a continuous period of three years, unless the Council approves a longer period of service.

34. NOTICES

- 34.1 The Institute can deliver notice or other document to any Member:
- (A) personally;
 - (B) by posting them to the Member's registered address;
 - (C) by making it available on a website and notifying the Member of its availability in accordance with this article 34, provided that such Member has consented to delivery by such means; or
 - (D) in any other way agreed by the Member concerned, including by electronic means.
- 34.2 Members will be taken as having agreed to delivery by electronic mail if they have notified the Institute of the relevant electronic mail address, except where such consent is withdrawn in writing.

- 34.3 A Member may make any communication pursuant to or for the purpose of these Articles or the Companies Act to the Institute's general email address or by such other electronic means as may be specified by the Institute from time to time.
- 34.4 Any notice, document or information sent or supplied by the Institute to the Members or any of them:
- (A) by post, shall be deemed to have been received 24 hours after the time at which the envelope containing the notice, document or information was posted unless it was sent by second class post, or there is only one class of post, or it was sent by air mail to an address outside the United Kingdom, in which case it shall be deemed to have been received 48 hours after it was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent;
 - (B) by being left at a Member's registered address, or such other postal address as notified by the Member to the company for the purpose of receiving company communications, shall be deemed to have been received on the day it was left;
 - (C) by electronic means, shall be deemed to have been received 24 hours after it was sent. Proof that a notice, document or information in electronic form was addressed to the electronic address provided by the Member for the purpose of receiving communications from the company shall be conclusive evidence that the notice, document or information was sent; and
 - (D) by making it available on a website, shall be deemed to have been received on the date on which notification of availability on the website is deemed to have been received in accordance with this article or, if later, the date on which it is first made available on the website.

35. INDEMNITY

- 35.1 The Institute may indemnify out of its own assets members of Council and members of any committee against any liability incurred by them in defending any legal proceedings, whether criminal or civil, relating to their involvement in the affairs of the Institute, where judgment is given in their favour or where they are acquitted.
- 35.2 The Institute may fund a member of the Council or any committee for that Member's expenditure for the purposes permitted under the Companies Act and the Charities Act and may do anything to enable a relevant Council member to avoid incurring such expenditure as provided in the Companies Act and the Charities Act.
- 35.3 No member of Council or any committee shall be accountable to the Institute or the Members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a member of Council.
- 35.4 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act, the Charities Act or by any other provision of law.

36. RULES

The Council members may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Institute.

37. DISSOLUTION

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

- (A) directly for the Objects; or
- (B) by transfer to any charity or charities for purposes similar to the Objects; or
- (C) to any charity or charities for use for particular purposes that fall within the Objects.

37.2 In no circumstances shall the net assets of the Institute be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with this article 37 is passed by the Members or the Council the net assets of the Institute shall be applied for charitable purposes as directed by the Court or the Charity Commission.