



The Companies Acts, 1948 to 1981 and the Companies Act, 1985

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

THE INSTITUTE OF HIGHWAY ENGINEERS

MEMORANDUM

1. The name of the Company (hereinafter called 'The Institute') is the 'Institute of Highway Engineers'
2. The registered office of the Institute will be situated in England.
3. The objects for which the Institute is established are:-
 - (A) To take over the liabilities of the unincorporated Association of Highway Technicians and also the assets of such Association or such of them respectively as may be vested in such incorporated Association or in trustees on its behalf.
 - (B) To promote the consideration and discussion of all questions affecting the profession of highway and traffic technicians and engineers and branches of engineering and construction allied thereto in any part of the world, and to promote economy, efficiency, excellence and co-operation, and just and honourable practice in the conduct of such profession.
 - (C) To give government departments, and public bodies and others facilities for conferring with and ascertaining the views of persons engaged in highway and traffic engineering and construction allied thereto, as regards matters directly or indirectly affecting such profession or branches.
 - (D) To diffuse information on all matters affecting highway and traffic engineering, and to print, publish, issue and circulate papers, periodicals, books, circulars and other literary undertakings.
 - (E) To establish, form and maintain a library (which shall be accessible to the public) and a collection of literature, statistics and information relating to highway and traffic engineering and to compile, collect, publish, lend and sell, and endeavour to secure or contribute to the compilation, collection and publication by Parliament, government departments, and other bodies or persons, of any literature statistics and information affecting highway and traffic technicians and allied technicians.
 - (F) To educate and seek to improve, extend and elevate the technical and general knowledge of persons engaged in, or about to be engaged in, highway and traffic engineering, or in any employment, professional or otherwise, in connection therewith; to make trials or experiments in reference to any matters or processes in connection with the conduct and carrying on of highway and traffic engineering, and to provide for the delivery of lectures and the holding of classes, and to test by examination or otherwise the competence of such persons, and to award certificates and distinctions, and to institute and establish scholarships, grants, rewards and other benefactions.
 - (G) To establish, form and maintain laboratories and to provide funds for such work, and for payment to any person or persons engaged in research work, whether in such laboratories

or elsewhere and to publish papers containing information of general interest arising from such research.

- (H) To retain, or from time to time employ, skilled professional or technical advisers and pay for their services proper fees or remuneration.
- (I) To promote excellence in highway and traffic engineering and just and honourable practice in the conduct of the profession.
- (J) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute.
- (K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects.
- (L) To undertake and execute any charitable trusts which may lawfully be undertaken by the Institute and may be conducive to its objects.
- (M) To borrow or raise money for the purpose of the Institute on such terms and on such security as may be thought fit.
- (N) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (O) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects.
- (P) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them

Provided that:-

- (i) in case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts
- (ii) 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
- (iii) in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, 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 of Management or Governing Body of the Institute shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council for Management or Governing Body 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 or the Secretary of State for Education and Science over such Council of Management or Governing Body, 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. Provided that (except with the consent of the Secretaries of State for Trade and Industry) the Institute shall not acquire hold or retain either itself or through nominees, shares of other rights in any other Company which in the aggregate carry the right to exercise more than 40 per cent of the total voting rights exercisable at a General meeting of such a Company by all its members and for this purpose shares or right in a Company which are owned or exercisable by officers of the Institute or members of the Council and Management or Governing Body or persons otherwise concerned in its management shall be deemed to be held by the Institute through nominees.

4. The income and property of the Institute, whensoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Institute, but so that no member of the Council or Management or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute, provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Governing Body may be a member, and on which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade.
6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Department of Trade to the Institute in pursuance of Section 19 of the Companies Act, 1948 is subject.

7. The liability of the members is limited.
8. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the right of the contributories, among themselves such amount as may be required not exceeding £1.00.
9. If upon winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

**ARTICLES OF ASSOCIATION
OF
THE INSTITUTE OF HIGHWAY ENGINEERS**

(as altered by Special Resolutions passed on the 18th day of April, 1975 the 17th day of March, 1976 and the 10th day of June, 1989, the 15th day of June, 1990 and the 14th day of June 1991, 28th day of June, 1996, 11th day of June, 1999, 20th day of June 2003, 18th June 2004, 15th day of December 2004 and 21st day of June 2007)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not consistent with the subject or context-

WORDS	MEANINGS
The Act	The Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force.
These presents	These Articles of Association and the regulations of the Institute from time to time in force.
The Institute	The above named Company
The Council	The Council of Management for the time being of the Institute
The Office	The registered office of the Institute
The Seal	The common seal of the Institute
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The Immediate Past President of Council	The Corporate Member of the Institute who has most recently held President of the Council the office of the Chairman or President of the Council of the Institute but who has retired from that office pursuant to Article 64.
A Scottish Member	A Corporate Member of the Institute whose address in the Register of members of the Institute is in Scotland.
A Northern Member	A Corporate Member of the Institute whose address in the Register of members of the Institute is in Northern Ireland.
A Welsh Member	A Corporate Member of the Institute whose address in the Register of members of the Institute is in Wales.
A Regional Member of the Council	A Scottish Member or A Northern Irish Member or A Welsh Member

An Ordinary Member of the Council	A Member of the Council not falling within paragraphs (A) (B) (C) (D) (E) (F) and (G) of Article 41
A Nominated Member	A Corporate Member of the Institute who is a Member of Council not falling within paragraphs (A,B,C,D,E,F,G) of Article 41
A Company Member	A member as defined in Article 9(A)
A Corporate Member	A Fellow, Member or Associate Member of the Institute
A non-Corporate Member	A Graduate or Student or Affiliate Member of the Institute

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include Corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Institute shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of members with which the Institute proposes to be registered is 5000, but the Council may from time to time register an increase of members.
3. The provisions of Section 352 of the Act shall be observed by the Institute and every member of the Institute shall either sign a written consent to become a member or sign the Register of members on becoming a member.
4. The Institute is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to Membership in accordance with the provisions hereinafter contained shall be members of the Institute.
6. The Council shall admit as members of the Institute all members of the unincorporated Association without regard to the qualifications for membership specified in paragraph 8 hereof but subject to due compliance by each such member with paragraph 3 hereof on admission.
7. The Institute shall comprise members of the following classes, named:-
 - (A) Honorary Fellows
 - (B) Fellows
 - (C) Members
 - (D) Associate Members
 - (E) Graduate Members
 - (F) Student Members
 - (G) Affiliate Members
- 7A. Such persons only as may be eligible in accordance with these Articles may be admitted Honorary Fellows, Fellows, Members, Associate Members, Graduate Members, Affiliate Members and

Student Members of the Institute. No member who is not a Corporate Member shall be deemed to be a member for the purposes of the Act and accordingly particulars in respect of Corporate Members only shall be entered in the Register of members kept pursuant to Section 352 of the Act.

QUALIFICATIONS FOR MEMBERSHIP

8. Save as is provided in Article 6 hereof the qualifications for membership shall be as follows:-

HONORARY FELLOWS – The grant of Honorary Fellowship shall be conferred on such persons of eminence or distinction who are not members as the Council shall in their uncontrolled discretion think fit.

FELLOWS – A Fellow shall be a senior practitioner with a level of competence in highway engineering, transportation or allied fields acceptable to the Council of the Institute.

MEMBERS – A Member shall (a) have such qualifications, training and experience as shall be required by the Engineering Council for entry on the Council's register for Engineering Technician, or (b) have completed the first part of the incorporated or chartered professional review set by the Institute or an equivalent body, or (c) be of equivalent standing and have a level of competence in highway engineering, transportation or allied fields acceptable to the Council of the Institute. Applicants shall, if Council so requires, attend an interview.

ASSOCIATE MEMBERS - An Associate Member shall either (a) have completed the first part of the technician professional review set by the Institute or an equivalent body, or be of equivalent standing, or (b) have five years' relevant experience to a level of competence acceptable to the Council of the Institute. Applicants shall, if Council requires, attend an interview.

GRADUATE MEMBERS - A Graduate Member shall hold a qualification acceptable to the Council of the Institute.

AFFILIATE MEMBERS - An Affiliate Member shall be practising in highway engineering, transportation or allied fields at a level of competence acceptable to the Council of the Institute.

STUDENT MEMBERS – A Student Member shall be studying for such academic or professional qualifications as are deemed sufficient by the Council of the Institute.

- 8A. The Council of the Institute retains the right at its absolute discretion to elect applicants to the grade for which it deems them eligible. No person shall continue in the grades of either Student Member or Graduate Member after a period of five years in either case except by agreement of the Council of the Institute. No person shall continue in the grade of Affiliate Member after a period of one year after election except by agreement of the Council of the Institute.
9. In exceptional circumstances the Council may in their absolute discretion refuse to approve for election any person to any class of membership whether he shall possess the requisite qualifications or not, and the Council's decision to approve or disapprove any person for

election shall not be questioned by anyone, but the Council may reconsider or reverse any previous decision of theirs under this Article as they may from time to time think fit.

- 9A COMPANY MEMBERS: The Council shall be entitled to enrol as Company Members such professional or trade associations or firms as will in the opinion of the Council support the aims and objectives of the Institute. They shall pay such fees and have such privileges as Council may from time to time determine. All annual subscriptions shall be due and payable in advance on 1st January in each year save the first annual subscription payable by an association or firm becoming a member on or after 1st October shall cover the year next ensuing at that year's rate.
- 9B The Council shall maintain a Register of Road Safety Auditors. The Register of Road Safety Auditors shall consist of IHE Corporate and Graduate Members and non members of equivalent standing who meet the requirements, terms and conditions of registration as defined in Regulations made from time to time by the Council of the Institute. Those so admitted to the Register at Practitioner and Expert level shall be authorised to use the title REGISTERED ROAD SAFETY AUDITOR and the abbreviated designation RegRSA(IHE).
- 9C The Council may maintain other Registers of members and non members. Such Registers shall consist of qualified practitioners who meet the requirements, terms and conditions of registration as defined from time to time by the Council.

DESIGNATIONS

10. Any Honorary Fellow, Corporate Member or Graduate Member Grad MIHE shall be entitled to place after his name the designation appropriate to his class of membership in accordance with the following abbreviated forms, namely:-

Honorary Fellow	HonFIHE
Fellow	FIHE
Member	MIHE
Associate Member	AMIHE
Graduate Member	GradMIHE

A Student Member, Affiliate Member may describe himself as such but shall not be entitled to use any abbreviation of the title or any initials thereof or make use of the description on business notepaper, cards or other communications.

ELECTION AND ADMISSION

11. Candidates shall be elected by the Council. A candidate for election as a Member (other than an Honorary Fellow) shall make his application in writing in the form for the time being required by the Council. The application shall be signed by at least two Corporate Members having personal knowledge of the candidate, one as proposer and the other as seconder, and shall be forwarded to the Secretary. Provided that it shall be lawful for the Council to consider in special circumstances applications from candidates who are unable to comply with the foregoing requirements. All applications for membership shall, if reasonably possible, be considered at the ensuing meeting of the Council and the election or rejection of the candidates who are accepted by the Council as eligible for election shall be decided by a ballot by the members of

the Council present. The result of the Ballot as announced by the Chairman of the meeting shall be final. The Council shall also have power to defer the election of any candidate for any class of membership. On election the candidate shall be duly informed thereof by letter. On payment of his first subscription a Corporate Member shall receive a certificate of membership of the class into which he has been elected.

12. Honorary Fellows shall be nominated and elected by the Council in such manner as they in their uncontrolled discretion shall think fit.

CHANGE OF STATUS

13. It shall be competent for a member of any class to apply to be transferred to any other class for which he is qualified, and such application shall be in writing in the form for the time being required by the Council and the Council may, if they think fit, make the proposed transfer. If transferred, the candidate shall receive a letter informing him of such transfer and, on payment of his subscription at the rate appropriate to the new class, and the fee prescribed by Article 17, shall receive a new Certificate of Membership in the class to which he has been so transferred.
14. Any member who shall cease (except by reason of temporary unemployment or retirement from active practice or temporary transfer to other civil engineering work) to hold the qualifications required by these Articles for membership of the class to which he belongs shall forthwith intimate the fact to the Secretary, who shall report the same to the Council at their meeting. The Council on receipt of such report, or on being otherwise satisfied that any member has ceased to be qualified for the class to which he belongs, shall be entitled, if they think fit, to call upon the member either to accept transfer to some other class for which he may be eligible or to resign his membership and, if he shall refuse to do so, to cancel his membership and upon such resignation or cancellation he shall cease to be a member.

RESIGNATION

15. Any member desiring to resign shall give notice in writing to the Secretary on or before the 1st day of December in any year, and in default of such notice he shall be liable to pay his subscription for the ensuing year. Resignation shall be submitted to the Council at their next meeting. The Council shall be entitled to require the payment of all subscriptions due to the Institute from, and the return of any certificates issued to, any person so desiring to resign before accepting such resignations.

EXPULSION

16. Every Corporate Member of the Institute shall at all times so order his conduct as to uphold the dignity and reputation of the profession, to maintain his technical and professional competence and to safeguard the public in matters of safety, health and otherwise pertaining to the work of the highway and traffic incorporated engineer and technician.

- 16A. Any member whose conduct is considered derogatory to the Institute may be disciplined or expelled by Resolution of the Council. No such Resolution shall be effective unless at least two-thirds of the members of the Council present and voting thereon shall vote in favour of the Resolution. Such member shall have twenty-eight clear days' notice in writing sent to him of the Council meeting and such notice shall contain brief particulars of the complaints made against him and he or his representative may attend and speak at the meeting, but shall not be present at the voting, or (except as aforesaid) take part in the proceedings otherwise than as the Council allow. On his being so expelled he shall return to the Institute his Certificate of Membership and pay outstanding subscriptions or other fees due from him.

SUBSCRIPTIONS, FEES ETC.

17. The annual subscriptions and entrance composition transfer and other fees, payable to the Institute by members, shall be fixed, or varied by the Institute in General meeting.

Transfer fees between grades of membership shall be in the discretion of the Council but shall not exceed £5.00.

Entrance fees shall also be in the discretion of the Council but shall not exceed £10.00.

18. On any transfer from one class of membership to another, there shall be paid by the member so transferred such a fee as shall from time to time have been determined in accordance with Article 17 and also such sum (if any) as shall be required to bring his subscription for the current year up to the rate appropriate to a member of the class to which he is transferred.

19. All annual subscriptions shall be due and payable in advance on the 1st January in each year.

Every person shall pay his annual subscription for the whole of the year in which he becomes a member, provided that the first annual subscription so payable by a person becoming a member on or after the 1st October shall cover the annual subscription due on the 1st January next ensuing.

20. The election or transfer of any member whose first subscription or entrance or transfer fee (if any) is not paid within 6 months of the date of such election or transfer shall be void.

21. Any member whose subscription is six months or more in arrears may, by Resolution of the Council be removed from membership but shall still be liable for the amount due to the Institute at the date of such Resolution, provided that any such person so removed may upon application to the Council and payment of such arrears of subscription be reinstated by the Council at their discretion. For the purpose of this provision a subscription shall be deemed to be in arrears three months after the date on which it becomes due.

22. The Council shall at all times in cases of ill-health, retirement from active practice, advanced age or the performance of Naval, Military, Civil or other duties to the State, and in such other cases as the Council may think justifiable, have power (either partially or wholly and for such period or periods as they may think fit) to waive, suspend, extend the time for payment of, or reduce the

subscription or any other contribution to the funds of the Institute (including any arrears thereof) payable by any member.

23. Every member shall be liable for the payment of his actual subscription up to the end of the year in which he ceases to be a member and any fee or subscription payable by a member shall be a debt due from him to the Institute.

GENERAL MEETINGS

24. The Institute shall hold a General meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
25. All General meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
26. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitions as is provided by Section 368 of the Act.
27. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every other meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General meeting (exclusive in every case both of the day on which it is served or deemed to be served and on the day which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Institute, but with the consent of all the members have the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notices as those members may think fit.
28. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any Resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

29. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.

30. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.
31. If within half an hour from the appointed time for the holding of a General meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
32. The President (if any) of the Council shall preside as Chairman at every General meeting, but if there be no such President, or at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice President of the Council shall preside as such Chairman, but if he shall not be present or shall be unwilling to preside the members present shall choose some member of the Institute who shall be present to preside.
33. The Chairman may, with the consent of any meeting at which a quorum is present (and shall be so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
34. Save as provided in Article 39(B) at any General meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least five Corporate Members present, or by a member or members present representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that Resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that Resolution. The demand for a poll may be withdrawn.
35. Subject to the provisions of Article 36, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
36. No poll shall be demanded on the election of a Chairman of a meeting, or on any question or adjournment.
37. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

38. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

39. Subject as hereinafter provided, every Corporate Member shall have one vote.
40. In the event of the Council deeming it desirable that the votes of the Corporate Members of the Association not actually present at any General meeting should be taken into account by means of voting papers, notice of the General meeting in question containing particulars of the Resolutions to be submitted to the meeting shall be sent to each Corporate Member by the Secretary of the Institute together with voting papers at least twenty-eight days before the end of the General meeting and the procedure with regard to balloting lists contained in Articles 57, 58 and 59 shall be adopted in relation to such voting papers. At any General meeting at which it shall be deemed desirable to make use of voting papers there shall be no further voting on a show of hands nor shall any member or body of members be entitled to demand any further poll.
41. Save as herein expressly provided, no member other than a Corporate Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to vote on any question at any General meeting.

COUNCIL OF MANAGEMENT

42. The Members of the Council shall be
- a. The Patron (if any); and
 - b. The President and two Vice Presidents as elected under Article 52, and
 - c. The Immediate Past President of the Council; and
 - d. Three Regional Members, one of whom shall be a Scottish Member, another a Northern Irish Member and the third a Welsh Member, and
 - e. The Honorary Treasurer, and
 - f. Twelve other Corporate Members, and
 - g. Four nominated Members, or such lesser number as Council shall determine; and
 - h. Two Graduate or Student Members elected by the Graduate and Student Members.
43. The Council may from time to time and at any time appoint any Corporate Member of the Institute as an Ordinary Member and any suitably qualified Corporate Member as a Regional Member of the Council, to fill a casual vacancy. Any member so appointed shall retain his office until the next Annual General Meeting, but he shall then be eligible for re-election and shall not be taken into account in determining the members of the Council who are to retire by rotation.

In the case of a casual vacancy occurring among Members of Council elected or appointed under Article 42 (H), the vacancy shall be so filled by a Non Corporate Member who is qualified for election to this office.

- 43A. The Council shall from time to time appoint as Nominated Members of the Council Corporate Members to cover such interests as it sees fit.

Nominated Members may serve only until the close of the next following Annual General Meeting. No individual may serve for more than three consecutive years.

44. No person (other than the Patron or the Honorary Treasurer) who is not a Corporate Member of the Institute shall in any circumstances be eligible to hold office as a President or Vice President of the Institute.

POWERS OF THE COUNCIL

45. The business of the Institute shall be managed by the Council who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Institute as they think fit, and may exercise such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by statute or by these presents required to be exercised or done by the Institute in General meeting, subject nevertheless to any regulations of these presents, to the provision of the statutes for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with aforesaid regulations or provisions, as may be prescribed by the Institute in General meeting but no regulation made by the Institute in General meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

46. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than six, it shall be lawful to them to act as the Council for the purpose of admitting persons to membership of the Institute, filling up vacancies in their body, or of summoning a General meeting, but not for any other purpose.

THE SECRETARY

47. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Council may from time to time by Resolution appoint an Assistant or Deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

48. The Seal of the Institute shall not be affixed to any instrument except by the authority of a Resolution of the Council, and in the presence of at least one member of the Council and of the Secretary, and the said member and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchase or person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS BY THE COUNCIL

49. The office of a Member of Council shall be vacated-
- a. If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - b. If he becomes of unsound mind.
 - c. If being a member pursuant to paragraphs (B)(C) (D) (E) (F) or (G) of Article 42 he ceases to be a Corporate Member of the Institute.
 - d. If by notice in writing to the Institute he resigns his office.
 - e. If he ceases to hold office by reason of any of the provisions of the Act.
 - f. If he is removed from office by a Resolution duly passed pursuant to Sections 303 to 304 of the Act.
 - g. Any Non Corporate Member who is validly nominated for election shall be eligible to stand for election and, if elected, shall be eligible to take office and to serve for the term for which he has been elected notwithstanding that in the meantime he shall have transferred from being a Student or Graduate Member to being a Corporate Member.

ROTATION OF MEMBERS OF THE COUNCIL

50. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one third of the Regional Members and one third of the Ordinary Members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
51. The Regional and Ordinary Members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the member to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election. A Regional and Ordinary Member shall not however be eligible for re-election as Regional or Ordinary Member of Council for one year after he shall have completed two consecutive terms as Regional or Ordinary Member of Council.
- 51A Candidates for the Non Corporate Membership may be nominated either by the Council or by no fewer than any six Graduate or Student Members. Their names shall be forwarded together with the consent in writing of such candidates, to the Secretary not later than 1st April in each year to be included in the balloting list sent out pursuant to Article 55.

Council shall determine in respect of each vacancy the length of the term, which each candidate will serve.

The length of such term so specified shall be at the absolute discretion of the Council but shall not exceed three years. The ballot paper shall specify the length of term. No Non Corporate Member shall serve for more than two consecutive terms as a Non Corporate Member.

52. The President and Vice Presidents shall be appointed by the Council and shall serve until the close of the next Annual General Meeting.

53. The Patron (if any) shall be appointed, should it be thought desirable or necessary, by the Council and shall serve, subject to Article 49, until the close of the next Annual General Meeting. He shall not hold office for a period exceeding the date of the second Annual General Meeting after he has taken office.
54. If pursuant to Article 50 a Scottish Member, a Northern Irish Member or a Welsh Member shall retire by rotation the Council shall accept as a nomination to fill his vacancy a Scottish, Northern Irish or Welsh Member (as the case may be).
55. The Council shall with the notice convening each Annual General Meeting send to each Corporate Member a balloting list containing the names of candidates for Ordinary Membership and for Regional Membership of the Council nominated either by the Council or by the Corporate Members as hereinafter provided.

The Council shall also with the notice convening each Annual General Meeting send to each Non Corporate Member a ballot list containing the names of candidates for Non Corporate Membership nominated either by the Council or by the Non Corporate Members as provided for in Article 51 (A).

56. Candidates for Ordinary Membership and Regional Membership may be nominated either by the Council or by not fewer than six Corporate Members and their names shall be forwarded together with the consent in writing of such candidates, to the Secretary not later than the 1st April in each year or such other date as the Council may decide. The names of candidates as nominated shall be included in the balloting list sent out pursuant to Article 55 either as the nominees of the Council or otherwise, as the Council may decide.
57. Balloting lists shall be posted or delivered back to reach the Secretary at least seventy-two hours before the commencement of the Annual General Meeting and votes shall be recorded thereon in accordance with the instructions appearing on the balloting lists. Every balloting list, to be valid, shall be so used as to fill up every vacancy on the Council and shall not be marked in any way except for the purpose of recording votes in manner aforesaid.
58. The balloting lists shall, prior to the commencement of each Annual General Meeting, be handed over by the Secretary to not fewer than two scrutineers appointed for that purpose by the Council, and the scrutineers shall notify the result of the ballot to the Secretary for report to the meeting. Vacancies for the different classes of membership of the Council shall be filled by the candidate or candidates who shall receive the largest number of votes.
59. The Chairman shall announce the result of the ballot to the meeting, and such an announcement shall, subject to any manifest error, be conclusive, and no discussion thereof shall be permitted by the Chairman. In case of a tie the successful candidate or candidates shall be determined by lot to be drawn as the Chairman may direct.
60. If any vacancy among Ordinary Members or the Regional Members, or the Non Corporate Members of the Council shall for any reason remain unfulfilled, it shall be deemed to be a casual vacancy.
61. The Institute may from time to time by Special Resolution increase or reduce the number and categories of Members of the Council, and determine in what rotation such increased or reduced

number shall go out of office, and may by Ordinary Resolution make the appointments necessary for effecting any such increase.

62. In addition and without prejudice to the provisions of the Companies Act, the Institute may by Special Resolution remove any Ordinary or Regional or Nominated Member or Non Corporate Member of the Council before expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

63. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three (of whom not less than two shall be Ordinary or Regional Members) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. Each member shall have one vote except that in case of an equality of votes the Chairman shall have a second or casting vote.

- 64(a) Not less than three months before the date of the Annual General Meeting in any year the Council shall meet together for the purposes of appointing should it be necessary or desirable, a Patron of the Institute should the office be or about to become vacant at the close of the ensuing Annual General Meeting, and also for electing from amongst their number a President and Vice Presidents of the Council and an Honorary Treasurer of the Institute for the forthcoming year and such Annual General Meeting or for resolving (subject to each of them being eligible) upon continuance in office of the present holders of those offices for the like period. The President or in his absence a Vice President shall be entitled to preside at all meetings of the Council but if at any time no President or Vice President shall have been elected or if at any meeting the President or the Vice President be not present within five minutes after the time appointed for holding the meeting, the members of the Council then present shall choose one of their number then present to be Chairman of the meeting.

- 64(b) The President shall be eligible to hold his office for the period up to the close of business of the second Annual General Meeting after he has taken office and the Vice Presidents for a period up to the conclusion of the fourth Annual General Meeting.

65. The President or in his absence a Vice President or any three other members of the Council may direct that a meeting of the Council be called and the Secretary shall summon the same accordingly by notice served on the several members of the Council.

66. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Council generally, provided always that no resolution of any meeting of the Council shall have any validity unless a majority of the members present and entitled to vote are Corporate Members of the Institute.

67. The Council may delegate any of their powers to Committees consisting of such member or members of the Council as they may think fit, any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council; so far as applicable and so far as the same shall not be suspended by any regulations made by Council. The President of the Council shall be an ex-officio member of any such Committee. Such Committees may co-opt up to three Institute members from names proposed by the officers. Co-opted members may serve for three consecutive years and have no voting rights.
68. The Council may from time to time constitute Branches or Centres of the Institute and may make byelaws for the constitution and management of such.
69. All acts bona fide by any meeting of the Council or of any Committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
70. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Institute and of the Council and of Committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
71. A resolution in writing signed by all members for the time being of the Council or any Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

ACCOUNTS

72. The Council shall cause proper books of account be kept with respect to:-
- (a) all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place
 - (b) all sales and purchases of goods by the Institute and
 - (c) the assets and liabilities of the Institute

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Institute and to explain its transactions.

73. The books of account shall be kept at the office or, subject to the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Members of the Council.
74. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Institute except as conferred by statute or authorised by the Council or by the Institute in General Meeting.
75. At the Annual General Meeting in every year the Council shall lay before the Institute a proper income and expenditure account for the period since the last preceding account made up to date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date, every such balance sheet shall be accompanied by proper reports of the Council and Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to a Company. The same shall not be less than twenty-one clear days before the date of the meeting, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Companies Act.

AUDIT

76. Once at least every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditors.
77. Auditors shall be appointed and their duties regulated in accordance with the Companies Act, the members of the Council being treated as the Directors mentioned in the Companies Act.

NOTICES

78. A notice may be served by the Institute upon any member, either personally or by sending it through the post in a prepared letter, addressed to such member at his registered address as appearing in the Register of members.
79. Any member described in the Register of members by an address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the Register of members by an address within the United Kingdom shall be entitled to receive notices from the Institute.
80. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter or wrapper containing the notice was properly

addressed and put into the post as a prepaid letter. A Certificate in writing signed by the Secretary or other proper officer of the Institute that the envelope or wrapper containing the notice was so addressed or posted shall be conclusive evidence thereof.

PUBLICATIONS, PAPERS, VISITS ETC.

81. Papers for presentation to the Institute shall be forwarded to the Secretary, who shall submit the same to the Council. Such papers shall conform to any Regulations from time to time issued by the Council who shall have entire discretion as to the acceptance, revision and refusal thereof.
82. All accepted papers and the copyright thereof shall become the property of the Institute and shall be at the entire disposal of the Council who shall decide whether such papers or any part thereof shall be submitted for discussion or printed in the publications of the Institute and shall fix the date for reading or publication thereof as the case may be.
83. The Council may at their discretion award premiums either of money, books or otherwise to the authors of papers accepted for reading or publication. Members of the Council (but not other Members of the Institute) shall be disqualified from receiving such premiums.
84. All drawings and models shown at any General meeting of the Institute shall remain the property of the exhibitors but the Council may cause copies or drawings of them to be made and to be used as illustrations to the publications of the Institute and such drawings and models shall be placed at the disposal of the Council for those purposes whenever reasonably required.
85. The Council may from time to time take such steps as shall seem to them desirable to secure correct reports of the proceedings of the Institution and no report of any such proceedings shall be published except under the authority or by permission of the Council.

DISSOLUTION

86. Clause 9 of the Memorandum of Association relating to the winding up of the Institute shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

87. Every member of the Council or other officer of the Institute shall be entitled to be indemnified out of the assets of the Institute against all losses and liabilities (including any such liability as is mentioned in the Companies Act) which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and no member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Institute in the execution of his duties in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said Act.

Footnote Section 368 of the Companies Act, 1985

- 1) *The Directors of a Company, notwithstanding anything in its Articles, shall, on the requisition of members of the Company holding at the date of the deposit of the requisition not less than one tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at General meetings of the Company, or , in the case of a Company not having a share capital, members of the Company representing not less than one-tenth of the total voting rights of all members having at the said date a right to vote at General meetings of the Company, forthwith proceed duly to convene an Extraordinary General Meeting of the Company.*
- 2) *The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form each signed by one or more requisitionists.*
- 3) *If the Directors do not within the twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.*
- 4) *A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.*
- 5) *Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company, and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as are in default.*
- 6) *For the purposes of this section the Directors shall, in the case of a meeting at which a Resolution is to be proposed as a Special Resolution, be deemed to have duly convened the meeting if they do not give such notice thereof as is required by the Act.*