



# **The Expert Witness Institute**

Company Limited by Guarantee and not having a Share Capital

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## **MEMORANDUM**

## **AND**

## **ARTICLES OF ASSOCIATION**

- Incorporated 12 February 1997 -

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Updated ~~12<sup>th</sup> June 2024~~ 10<sup>th</sup> June 2025

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

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**Memorandum of Association**

of

**THE EXPERT WITNESS INSTITUTE**

1. The Name of the company (which hereafter is called 'The Institute') is the Expert Witness Institute.
2. The registered office of the Institute is to be situated in England.
3. The objective for which the Institute is established is the support of the proper administration of justice and the early resolution of disputes through fair and unbiased expert evidence, and in particular:
  - a) To provide support to and an organisation for experts of all professional disciplines and other occupations requiring skills and judgement.
  - b) To provide training for experts whether by way of courses, seminars, conferences or otherwise to maintain and enhance high professional standards in expert witnesses and their status.
  - c) To act as a voice for expert witnesses, especially in communicating with the media.
  - d) To encourage lawyers to make use of experts wherever specialised knowledge is required.
  - e) To make representations to Government, Governmental Departments, Authorities or to other Professional Bodies and Associations wherever appropriate.
  - f) To work actively with other Professional Bodies and Associations to ensure that any of their members who wishes to be an expert witness has the necessary education, training, support and ability.
  - g) To carry on any trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Institute, and to do all such other things as are incidental to, or which the Institute may think conducive to the achievement of the objectives of the Institute.

PROVIDED ALWAYS that the objects set forth in any sub-clause of this Clause shall not, except when the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Institute. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause but the Institute shall have full power to exercise all or any of the powers conferred by any parts of this Clause notwithstanding that the business, undertaking, property or acts proposed to be transacted acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

4. The income and property of the Institute shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Institute, and no Director shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute: Provided that nothing in this document shall prevent any payment in good faith by the Institute:

- (1) of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of ~~his or her~~theirs, when instructed by the Institute to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which ~~his or her~~their appointment or remuneration, or that of ~~his or her~~their partner, is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to the Institute by any member, officer or servant of the Institute who is not a Director;
- (3) of interest on money lent by any member of the Institute or Director at reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of the company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Institute or a Director;
- (6) ~~to~~ any Director ~~for~~ reasonable out-of-pocket expenses.

5. The liability of the Members is limited.

6. Every member of the Institute undertakes to contribute such amount as may be required (not exceeding £1) to the Institute's assets if it should be wound up while ~~he is~~they are a member or within one year after ~~he~~they ceases to be a member, for payment of the Institute's debts and liabilities contracted before ~~he~~they ceases to be a member, and of costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.



7. If the Institute is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some company or charity having Objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Institute by clause 4 above, chosen by the members of the Institute at or before the time of dissolution and if that can not be done then to some other charitable object.

We, the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to the Memorandum.

Names and Addresses of Subscribers

SIR MICHAEL DAVIES  
Elliot House  
Woverly Kidderminster  
Worcs DY11 5XD

ROGER CLEMENTS  
111 Harley Street  
London

J. ANTHONY HOLLAND  
46 Thornhill Way  
Mannamead Plymouth  
Devon PL3 5NP

Dated 29 January 1997

WITNESS to the above signature:

CATHERINE BOND  
11 Haymarket  
London SW1Y 4BP

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

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**Articles of Association**

of

**THE EXPERT WITNESS INSTITUTE**

**Interpretation**

1. In these articles:

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

'the articles' means these Articles of Association of the Expert Witness Institute ("The Institute");

'clear days ' in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

'executed' includes any mode of execution;

'Governor' shall mean a Director of the Institute;

'Member' shall mean a Personal Member or Organisational Member;

'the memorandum' means the Memorandum of Association of the Institute;

'office' means the registered office of the Institute;

'the seal' means the common seal of the Institute;

'secretary' means the secretary of the Institute or any person appointed to perform the duties of the Secretary of the Institute including a joint, assistant or deputy secretary;

'the United Kingdom' means Great Britain and Northern Ireland; ~~and words importing the masculine gender only shall include the feminine gender.~~

Subject as aforesaid, words or expressions contained in these articles shall, unless context requires otherwise, bear the same meaning as in the Act.

2. The provisions of the Act relating to the maintenance and location of the register of members 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.
3. The Institute is established for the purpose expressed in the Memorandum of Association

### **Membership**

4. The Membership of the Institute shall consist of Personal Members and Organisational Members.

### **Categories and Privileges of Membership**

5. The categories of Membership and the privileges and obligations applicable to each category shall be established by the Membership Regulations.
6. Membership shall not be transferable and shall cease on death. All the privileges of membership shall be enjoyed by a Member for ~~his or her~~their own benefit and the Member shall not be entitled to transfer such privileges or any of the benefits derived therefrom to any other person, firm, company or body.

### **Personal Members**

7. A Personal Member is a person who shall have been elected to Personal Membership by the Governors in accordance with the Membership Regulations.
8. The Governors shall have power (but shall not be bound) to elect to Personal Membership any person who applies to the Institute for such election and who has such qualifications and experience as is required by the Membership Regulations from time to time approved by the Governors.
9. For the avoidance of doubt a Corporation shall not be eligible for election as a Personal Member.

### **Organisational Members**

10. An Organisational Member is a Corporate entity which shall have been elected to Organisational Membership by the Governors in accordance with the Membership Regulations.
11. The Governors shall have power (but shall not be bound) to elect to Organisational Membership any organisation which applies to the Institute for such election and which meets the criteria required by the Membership Regulations from time to time approved by the Governors.
12. For the avoidance of doubt a natural person shall not be eligible for election to the Institute as an Organisational Member.



### **Subscriptions, Rights of Members and Certificates**

13. Personal Members shall be entitled to use postnominals in accordance with the Membership Regulations.
14. No Personal Member shall otherwise be entitled to use any post nominal letters but shall be entitled to describe themselves as having the relevant Category of Membership of the Institute when giving expert evidence or advice or when performing functions related to the giving of such evidence or advice.
15. The Governors shall have power to make vary and repeal bye-laws concerning subscriptions fees and qualifications for Membership.
16. Every member shall pay as and when due all contributions, fees or subscriptions for which they may at any time be liable in accordance with these articles or any bye-laws made in pursuance thereof.
17. Every Member shall be entitled to receive a certificate of Membership in such form as the Governors may from time to time determine. All such certificates shall remain the property of the Institute and in the event of the holder of such certificate ceasing to be a Member such certificates shall be deemed null and void.
18. Every Member shall furnish particulars of their address and any changes thereof from time to time to the Secretary of the Institute.
19. For as long as a person is a Personal Member they must strictly observe the standards of professional conduct determined by the Governors and the Institute's bye-laws and other regulations. The Governors may approve and furnish to all Members a Code of Practice which they shall be required to observe, so far as this does not conflict with the Code of any professional organisations which granted their principal qualification.

### **Administration and Resignation**

20. Every applicant for election for Membership shall satisfy the Governors of their having attained the prescribed qualifications in such manner as the Governors shall require. Every application shall be made to the Governors upon a prescribed form duly completed and shall be accompanied by payment of any sums due by way of entrance fee or subscription or otherwise.
21. Any Member provided they are under no liability to the Institute or are not subject to any disciplinary enquiry or proceedings held under any rules or procedures made under Article 26 shall be entitled to resign on giving notice in writing of their intention to do so. No part-year refunds are offered to any person who resigns from the Institute during the membership year.
22. Persons who shall have resigned shall be entitled to apply for re-admission as Members and shall comply with such of the Regulations of the Institute and such other terms and conditions as the Governors may think fit to require in each individual case.
23. The subscription year shall run from 1 November each year to 31 October in the ensuing year. Any Member who shall fail to pay their annual subscription by 31 January in any subscription year shall automatically cease to be a Member unless the Governors shall by Resolution before 31 January otherwise resolve.

24. Any such person who shall be subject to Article 23 shall nevertheless remain liable to the Institute for the amount due for such subscription and may upon payment thereof before 31 March in such year if the Governors so resolve be reinstated.
25. The Governors shall on being satisfied of the death or dissolution (as the case may be) of any Member shall cause their name to be removed from the appropriate Register.

### **Complaints and Discipline**

26. The Governors shall prepare and approve a Code or Codes of Conduct and/or Ethics which, once approved, shall be binding on all Personal Members of the Institute in their work as expert witnesses. The Governors shall also prepare and approve a procedure or rules under which complaints against such members of the Institute can be made and investigated and under which members of the Institute can, subject to the rules of natural justice, receive disciplinary sanction including, but not limited to, fine, suspension and expulsion from membership of the Institute.

### **General Meetings**

27. The Institute shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of the one annual general meeting of the Institute and that of the next: provided that so long as the Institute holds its first annual meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Governors shall appoint. All general meetings other than annual general meetings shall be called general meetings.
28. The Governors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Governors to call a general meeting, any Governor or any member of the Institute may call a general meeting.
29. General meetings shall be called by at least fourteen clear days' notice, but 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, being a majority together holding not less than 90% of the total voting rights at the meeting of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

The notice shall be given to all the Members and to the Governors and Reporting Accountants.

30. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.



## Proceedings at General Meetings

31. No business shall be transacted at any meeting unless a quorum is present. Fifteen persons entitled to vote upon the business to be transacted, each being a Member or duly authorised representative of an Organisational Member shall constitute a quorum.
32. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Governors may determine.
33. The Chair~~person~~~~man~~, (if any) of the Governors or in his absence some other Governor nominated by the Governors shall preside as ~~chairman~~~~chairperson~~ of the meeting, but if neither the chair~~person~~~~man~~ nor such Governor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Governors present shall elect one of their number to be chair~~person~~~~man~~ and, if there is only one Governor present and willing to act, ~~he~~~~they~~ shall be chair~~person~~~~man~~.
34. If no Governor is willing to act as ~~chairman~~~~chairperson~~, or if no Governor is present within fifteen minutes after the time appointed for holding the meeting the Members present and entitled to vote shall choose one of their number to be ~~chairman~~~~chairperson~~.
35. A Governor shall, notwithstanding that ~~he is~~~~they are~~ not a Member, be entitled to attend and speak at any general meeting.
36. The Chair~~person~~~~man~~ may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
37. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (1) by the Chair~~person~~~~man~~; or
  - (2) by at least two Members having the right to vote at the meeting; or
  - (3) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
38. Unless a poll is duly demanded a declaration by the Chair~~man~~~~person~~ that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and on entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

39. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the ~~Chairman~~Chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
40. A poll shall be taken as the ~~Chairperson~~man directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
41. A poll demanded on the election of a ~~chairperson~~man or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the ~~chairman-chairperson~~ directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of the show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
42. In the case of an equality of votes, whether on show of hands or on a poll, the ~~Chairman~~Chairperson shall be entitled to a casting vote in addition to any other vote ~~he-they~~ may have.
43. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### **Votes of Members**

44. Subject to Article 42, every Member shall have one vote.
45. No Member shall be entitled to vote at any general meeting unless all moneys then payable by ~~him-them~~ to the Institute have been paid.
46. No objection shall be raised to the qualification of any voter after the meeting or adjourned meeting at which the vote objected to shall have been tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the ~~Chairman-Chairperson~~ whose decision shall be final and conclusive.
47. A vote given or poll demanded by the duly authorised representative of an Organisational Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Institute at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of the poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
48. Any Organisational Member may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Institute, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which ~~he-they~~ represents as the organisation could exercise if it were a Personal Member of the Institute.



## **Governors**

49. The number of Governors shall not be fewer than three but no more than fifteen. The composition of the Board of Governors shall be as representative as practicable of the different specialisms of the membership.
50. To ensure this representation, the Board shall be comprised of no more than nine people from an Expert Witness background and no more than six people from the Legal System.
51. Of those from an Expert Witness background the Board will number no more than three Medical Experts. There shall also be two Accountancy Experts to support the financial governance of the organisation.
52. Those from an Expert Witness background must be Personal Members of the Institute.

## **Powers of the Governors**

53. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Institute shall be managed by the Governors who may exercise all powers of the Institute. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special powers given to the Governors by the articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors.
54. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Governors shall have the following powers, namely:
  - (1) to expend the funds of the Institute in such manner as they shall consider most beneficial for the achievements of the objects and to invest in the name of the Institute such part of the funds as they may see fit and to direct the sale or transportation of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Institute; and
  - (2) to enter into contracts on behalf of the Institute

## **Appointment and Retirement of Governors**

55. At every annual general meeting, an election will be held for the ensuing year whereby Personal Members shall elect five Governors to serve for three years.
56. The term of office will commence on the 1st November following the AGM.
57. No Governor shall be elected for a term of more than three years but shall be eligible for re-election on ceasing to be a Governor.



58. A Governor who has held office for six consecutive years will not be eligible for re-election save with the agreement of the Board or until one further full governance year has elapsed.
59. If the Institute, for any reason, fails to fill a vacant Governor post through the election process, then the vacancy shall be filled by the Board through appointment. The person filling the vacancy shall serve from the date appointed for the remainder of the three-year term for that vacant post.
60. A notice of election and call for applications and nominations for Governors shall be sent via email and published on the Institute's website.
61. Full details of how to stand, the requirements of the roles and the prescribed format for applications and nominations shall be made available on the website.
62. All candidate applications must be supported by a nomination by a member qualified to vote who will confirm, in the prescribed format, how they know the candidate and that to the best of their knowledge the candidate meets the requirements of the role.
63. All required submissions must be received by the Chief Executive Officer by such time as has been specified in the notice of election in order to be valid.
64. All candidates standing for election shall go forward to election.
65. If the number of candidates is the same as or less than the number of vacancies then the candidates shall be declared elected without a Full Ballot and the results shall be published on the Institute's website. If the number of candidates exceeds the number of vacancies then the election shall be conducted by Full Ballot by whatever means is prescribed by the Board which may include electronic or postal voting.
66. No person may be appointed as a Governor:
- (1) unless ~~he or she has~~they have attained the age of 18 years; or
  - (2) in circumstances such that, had ~~he or she~~they already been a Governor, ~~he or she~~they would have been disqualified from acting under the provisions of Article 74.
67. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice of the election shall be given to all persons who are entitled to vote.
68. Candidate supporting statements shall be available to Personal Members entitled to vote on the Institute's website.
69. The voting communication will include details of how to vote and the latest date for receipt of votes.
70. The result of the vote shall be announced at the Institute's Annual General Meeting.
71. The Institute may by ordinary resolution appoint a person who is willing to act to be a Governor either to fill a vacancy or as an additional Governor.
72. The Governors may appoint a person who is willing to act as a Governor either to fill a vacancy or as an additional Governor.

73. Appointed Governors shall have the same rights and responsibilities as elected Governors.

#### **Disqualification and Removal of Governors**

74. A Governor shall cease to hold office if they:
- (1) ceases to be a Governor by virtue to any provision of the Act;
  - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his-their own affairs;
  - (3) resigns his-their office by notice to the Institute (but only if at least three Governors remain in office when the notice of resignation is to take effect); or
  - (4) is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that his-their office be vacated.

#### **Governors' Appointments**

75. Subject to the provisions of the Act the Governors may appoint one or more of their number to the office of Chief Executive or to any other executive office under the Institute. Any such appointment may be made upon such terms as the Governors determine. Any appointment of a Governor to an executive office shall terminate if they ceases to be a Governor.

#### **Proceedings of Governors**

76. Subject to the provisions of the articles, the Governors may regulate their proceedings as they think fit. A Governor may and the Secretary at the request of a Governor shall, call a meeting of the Governors. It shall not be necessary to give notice of a meeting to a Governor who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman Chairperson shall have a second casting vote.
77. The quorum for the transaction of the business of the Governors may be fixed by the Governors but shall not be less than one third of their number or two Governors, whichever is the greater.
78. The Governors may act notwithstanding any vacancies in their number, but, if the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting.
79. The Governors may appoint one or more committees for the purpose of making an inquiry or supervising or performing any functions or duties which in the opinion of the Governors would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of such committees shall be fully and promptly reported to the Governors; and provided also that the Chairman-Chairperson of each committee is a Governor.
80. All acts done by a meeting of Governors, or of a committee of Governors, shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any Governors or that any or them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly



appointed and was qualified and had continued to be a Governor and had been entitled to vote.

81. A resolution in writing signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors shall be as valid and effective as if it had been passed at a meeting of Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors.
82. Any bank account in which any part of the assets of the Institute is deposited shall be operated by the Governors and shall indicate the name of the Institute. All cheques and orders for the payment of money from such account shall be signed by at least two Governors or by those person or persons appointed by the Governors to sign cheques and orders for the payment of money.
83. Any Governor may participate in a meeting of the Governors or of a committee of the Governors by means of online meeting software, a conference telephone or similar communications equipment whereby all the Governors participating in the meeting can hear each other and the Governors participating in meeting in this manner shall be deemed to be present in person at such meeting. Such a meeting shall be deemed to take place where the ~~Chairman~~ Chairperson of the meeting is.

#### **Secretary**

84. Subject to the provisions of the Act, the secretary shall be appointed by the Governors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. If at any time there is no secretary or no secretary capable of acting, the Governors may appoint an assistant or deputy secretary to exercise the functions of the secretary.

#### **Minutes**

85. The Governors shall keep minutes for the purpose:
  - (1) of all appointments of officers made by the Governors; and
  - (2) of all proceedings at meetings of the Institute and of the Governors and of committees of Governors including names of the Governors present at each such meeting.

#### **The Seal**

86. The seal shall only be used by the authority of the Governors or of a committee of Governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise determined it shall be signed by a Governor and by the secretary or by a second Governor.

#### **Accounts**

87. The Governors shall cause proper books of account to be kept with respect to:



- (a) all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases 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

- 88. The books of account shall be kept at the registered office, or subject to Sections 388 and 389 of the Act, at such other place or places as the Governor shall think fit, and shall always be open to the inspection of the Governors.
- 89. At the annual general meeting in every year the Governors 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 ten months before such meeting with a proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper reports of the Board of Governors and the Reporting Accountants, 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 accompany the same shall not less than 21 clear days before the date of the meeting be sent to all persons entitled to receive notices of general meetings in the manner in which notices are hereafter directed to be served.

#### **Reporting Accountants**

- 90. Once at least every year the accounts of the Institute shall be examined including the income and expenditure account and balance sheet and be attested by one or more properly qualified CCAB accountant as defined by the Companies Acts, acting as a reporting accountant.
- 91. Reporting Accountants shall be appointed in accordance with Section 485, and their duties regulated in accordance with Section 498 of the Act, the members of the Board of Governors being treated as the Directors mentioned in those sections.

#### **Notices**

- 92. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Governors need not be in writing.
- 93. Any notice to be given to a member by the Institute shall either be given to ~~him~~them personally or sent to ~~him~~them by ~~first-class~~ post in a pre-paid envelope addressed to the Member at the address registered by ~~him~~them with the Institute or left at the address. A Member whose registered address is not within the United Kingdom, shall not be entitled to receive any notice from the Institute unless ~~they~~they shall have provided the Institute also with an address within the United Kingdom at which notice shall be given to ~~him~~them.
- 94. A Member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

95. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

#### **Directors' and Officers' Liability Insurance**

96. The Governors may from time to time purchase and maintain in force insurance, at the expense of the Institute or of any company which is subsidiary of the Institute against any liability which may attach to a Governor, manager or officer or any loss or expenditure which may be incurred in relation to anything done or alleged to have been done or omitted to be done as a Governor, manager or officer.
97. A Governor may vote on a resolution relating in any way to the purchase and maintenance in force, at the expense of the Institute, of insurance for the benefit of any Governor or Governors of insurance against any liability.

#### **Indemnity**

98. Subject to the provisions of the Act every Governor or other officer or Reporting Accountant of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by ~~him~~them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in ~~his~~their favour or in which ~~he is~~they are acquitted or in connection with any application in which relief is granted to ~~him~~them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.

#### **Rules**

99. The Governors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Institute and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate:
- (i) the admission and classification of Members of the Institute (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the Members;
  - (ii) the conduct of Members of the Institute in relation to one another, and to the Institute's ~~servants~~staff;
  - (iii) the setting aside of the whole or any part or parts of the Institute's premises at any particular time or times or for a particular purpose or purposes;



- (iv) the procedure at general meetings and meetings of the Governors and committees of the Governors in so far as such procedure is not regulated by the articles; and
- (v) generally, all such matters as are commonly the subject matter of the company rules.

100. The Institute in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the Governors shall adopt such means as they think sufficient to bring to the notice of Members of the Institute all such rules or bye-laws, which shall be binding on all Members of the Institute. Provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers

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Dated 29 January 1997

WITNESS to the above signature

CATHERINE BOND  
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London  
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