

THE COMPANIES ACTS 1985 AND 1989

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

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

INSTITUTE OF ASSOCIATION MANAGEMENT

APRIL 2006

THE COMPANIES ACTS 1985 AND 1989

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

MEMORANDUM OF ASSOCIATION OF

INSTITUTE OF ASSOCIATION MANAGEMENT

1. The company's name is "Institute of Association Management" (and in this document it is called the Institute).
2. The Institute's registered office is to be situated in England.
3. The Institute's object (the Object) is to promote the pursuit of excellence in the professional management and development of membership associations, trade bodies, professional institutes, societies, voluntary groups, charities and other non-government organisations.
4. The Institute may do any lawful act which is conducive to the achievement of the Object.
5. The income and property of the Institute shall be applied solely towards the promotion of its objects 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 howsoever by way of profit to members of the Institute, but nothing herein shall prevent any payment in good faith by the Institute under the provisions of clause 6.
6. A Director is entitled to be reimbursed from the property of the Institute reasonable expenses properly incurred by him or her when acting with authorisation on behalf of the Institute, but shall not be entitled to any payment for services rendered to the Institute, shall not be employed by the Institute, or enter into a contract personally or through an organisation in which he has an interest for the supply of goods or services to the Institute. A Director may receive interest on money lent to the Institute at a reasonable and proper rate not exceeding 2% per annum above the base rate of the Bank of England.
7. The liability of the members is limited.
8. Every member promises, if the Institute is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Institute incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
9. In the event of the dissolution of the Institute, any net assets remaining shall be transferred to another institute or charitable body which in the opinion of the Directors of the Institute has objects similar to the Object of the Institute. In no circumstances shall the net assets of the Institute be paid to or distributed among the members of the Institute (except to a member that is itself a Institute) and if no such resolution is passed by the Directors or the members in general meeting, the net assets of the Institute shall be applied for charitable purposes as directed by an appropriate court.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

(The persons whose signatures, names, and addresses are written at the end of the Memorandum will be the first members of the Company.)

Names, Addresses and Signatures of Subscribers

Name	Address	Signature
Brian Spratt	21 Cedarwood Croft Great Barr B42 1HS	_____

Dated:

Witness to the above Signature:

Name:

Address:

.....

.....

Occupation:

Name	Address	Signature
Arthur Spencer-Bolland	Wroxton Grange Church Street Wroxton St Mary Banbury OX15 6QE	_____

Dated:

Witness to the above Signature:

Name:

Address:

.....

.....

Occupation:

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

INSTITUTE OF ASSOCIATION MANAGEMENT

INTERPRETATION

1. In these Articles:-

“the Act”	means the Companies Act 1985;
“address”	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Institute;
“the Institute”	means the company intended to be regulated by these articles;
“the Board”	means the Board of Directors comprising the Directors, Officers and Secretary
“the Council”	means the Council of the Institute at the time of its incorporation
“clear days”	in relation to the period of a notice means a period excluding:- <ul style="list-style-type: none">• 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;
“the Memorandum”	means the Memorandum of Association of the Institute;
“officers”	includes the Directors and the secretary;
“the seal”	means the common seal of the Institute if it has one;
“secretary”	means the secretary of the Institute or any other person appointed to perform the duties of the secretary of the Institute, including a joint, assistant or deputy secretary;
“the Directors”	means the directors of the Institute;
“the Rules”	means the Rules of the Institute enacted and promulgated by the Board of Directors of the Institute
“the United Kingdom”	means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular shall include the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification not in force when these Articles are adopted by the Institute. Apart from this exception, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

MEMBERS

2.

- (1) The subscribers to the Memorandum are the first Directors of the Institute.
- (2) Membership of the Institute is unlimited.
- (3) Membership is open to individuals or organisations who:-
 - (a) apply to the Institute in the form required by the Board with an undertaking to uphold the Object of the Institute and to abide by its Rules; and
 - (b) are approved by the Board.
- (4)
 - (a) The Board may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Institute to refuse the application.
 - (b) The Board must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Board must consider any written representations the applicant may make about the decision. The Board's decision following any written representations must be notified to the applicant in writing but shall be final.
- (5) Membership is not transferable to anyone else.
- (6) The Directors must ensure that a register of names and addresses of the members is maintained.

CLASSES OF MEMBERSHIP

3.

- (1) The Board of the Institute may establish classes of membership with different criteria for admission, rights and obligations and shall record the criteria for admission, rights and obligations in the register of members and in the Rules of the Institute.
- (2) The Board may vary the criteria for admission, rights and obligations of membership annually upon review, and shall give notice to all members of the Institute in good standing of such variation not less than 42 days before the date of the annual general meeting of the Institute.
- (3) No member may use the name, address, graphic device or postnominal letters of the Institute in any publication whether printed or electronic without either

being entitled so to do under the rights of the class of membership to which he belongs or having the express permission of the Board so to do.

- (4) No member may make any public statement purporting to be on behalf of the Institute without the express authorisation so to do of the Board or of the President.

TERMINATION OF MEMBERSHIP

4. Membership is terminated if:-

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by giving the written notice due under the Rules to the Institute unless, after the resignation, there would be less than two members;
- (3) the member is in breach of the Rules of the Institute and upon due warning fails to remedy the breach;
- (4) the member is removed from membership by a resolution of the Board that it is in the best interests of the Institute that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:-
 - (a) the member has been given at least 21 days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Institute) has been allowed to make representations to the meeting.

GENERAL MEETINGS

5.

- (1) The Institute must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Directors may call an extraordinary general meeting at any time.

7. An extraordinary general meeting shall also be called by the Secretary of the Institute within 90 days of the receipt at the Institute's registered office by a written requisition signed by 10 members or by 10% of the members of the Institute (whichever is the lesser number) accompanied by an amount of money which in the opinion of the Secretary is sufficient to meet the costs of convening such a meeting.

NOTICE OF GENERAL MEETINGS

8.

- (1) The minimum period of notice required to hold a general meeting of the Institute is twenty-one clear days.
- (2) A general meeting may be called by shorter notice if it is so agreed:-
 - in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Directors and auditors.

9. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Institute.

PROCEEDINGS AT GENERAL MEETINGS

10.

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:-
 - 10 members entitled to vote upon the business to be conducted at the meeting; or
 - one tenth of the total membership at the time, the figure being a whole number closest to one-tenth of the total membership

whichever is the lesser.

11.

- (1) If:-
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12.

- (1) General meetings shall be chaired by the person appointed as President of the Institute.
- (2) If the President is not present within fifteen minutes of the time appointed for the meeting, the Senior Vice-President shall chair the meeting; and if he is not present, the Junior Vice-President shall chair the meeting; and if he is not present, the immediate Past President shall chair the meeting. Failing this, the members present and entitled to vote shall choose one of their number to chair the meeting.
- (3) If there is no member willing to chair the meeting it shall be chaired by the Secretary.

13.

- (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than thirty days, notice of the reconvened meeting shall be given as in the case of the original meeting stating the date time and place of the meeting.

14.

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:-
 - (a) by the person chairing the meeting; or
 - (b) by at least five members having the right to vote at the meeting.
- (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the Minutes of the Institute but the number or proportion of votes cast need not be recorded.

- (3)
- (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)
- (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)
- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or by such means as the person who is chairing the meeting directs and within thirty days after it has been demanded.
 - (c) If the poll is not taken immediately at least seven clear days' notice shall be given specifying how and when the poll is to be taken.
 - (d) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
15. If there is an equality of votes on a show of hands a poll shall be taken as provided for at Article 14. If there is an equality of votes on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
16. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

VOTES OF MEMBERS

- 17.
- (1) Subject to Article 3 and the Rules of the Institute, and to this Article, every member of the Institute who is entitled to vote, whether an individual or an organisation, shall have one vote.
 - (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Institute.
 - (3) On a show of hands only members present in person shall have a vote. On a poll, votes may be given either personally or by proxy.
 - (4) A ballot of all members may be carried out by postal or electronic means on any issue which the Board deems significant enough to require a decision by

members between general meetings of the Association. Such a ballot may be instigated by the Board, or by requisition of 10 members or one-tenth of the membership at the time, whichever is the lesser. The result of such a ballot shall constitute a decision by the membership on an ordinary resolution or a special resolution, and shall be recorded as being the equivalent of a decision by the members in general meeting.

- (5) Members with an interest in any contract, appointment or transaction of the Institute shall be required to declare that interest to any meeting at which such matters are to be debated or decided and not to vote thereon, and if they do vote thereon their votes shall not be counted.
18. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 19.
- (1) Any member of the Institute may nominate any other member to act as its proxy representative at any meeting of the Institute and to exercise his vote either at the discretion of the proxy or as directed.
 - (2) The member must give due written notice to the Institute of the name of his proxy on a form as approved by the Board. The proxy nominee shall not be entitled to represent the member at any meeting unless due notice from the nominating member has been received by the Institute. Nomination of a proxy applies to the meeting for which the proxy is nominated and is not continuous from meeting to meeting.
 - (3) The Institute shall not be required to consider whether the proxy nominee has been properly appointed by the member, but in any case of contention over the nomination of a proxy the Board shall be empowered to disallow the nomination and to request the attendance of the member in person.

DIRECTORS AND OFFICERS

- 20.
- (1) A Director must be a natural person aged 18 years or older.
 - (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 37.
21. The maximum number of Directors shall be sixteen. The members may from time to time in General Meeting by ordinary resolution increase or reduce the number of Directors.
22. The first Directors shall be those persons notified to Companies House as subscribers to the Memorandum and the first members of the Institute.
23. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Board.
24. All Directors must be members of the Institute.

25. The Officers of the Institute shall be elected by the Board from among its membership. All Directors shall have one vote, and candidates for office may vote, in the election of Officers. The Officers shall be the President, the Senior Vice-President, and the Junior Vice-President; the Treasurer; and the Secretary.
26. The person elected as Junior Vice-President shall serve for one year, and shall subsequently become Senior Vice-President and serve for one year, and shall subsequently become President and serve for one year. In exceptional circumstances the Board may resolve by a simple majority vote that a person previously elected as Junior Vice-President shall not continue to serve either as Senior Vice-President or as President.
27. A person who has served as President shall be eligible to serve for a further full term as a Director, and if so elected shall be entitled to the honorific of Immediate Past President for the year following his term of office as President, but at the end of that further term must stand down from the Board for a period of not less than one year.
28. The Treasurer and Secretary shall serve as Officers in those posts for a term of three years, but shall be eligible for re-appointment as an Officer for a further term of three years if re-elected to the Board. Persons who serve as Treasurer or Secretary are subject to a maximum of three terms as a member of the Board in any capacity. In exceptional circumstances the Board may resolve by a simple majority vote to terminate the appointment at any time.

POWERS OF DIRECTORS

29.
 - (1) The Directors shall manage the business of the Institute and may exercise all the powers of the Institute unless they are subject to any restrictions imposed by the Act, the Memorandum, these Articles or any special resolution.
 - (2) No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
 - (3) Any meeting of the Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

RETIREMENT AND ROTATION OF DIRECTORS

30. At the first meeting of the Board after the 2006 AGM of the Institute
 - (1) the members of the Council of the Institute elected at that general meeting shall become the Directors of the Institute of Association Management.
 - (2) and at the corresponding meeting of the Board in each succeeding year the Directors shall elect from among their number a Junior Vice-President and confirm the election of the President and Senior Vice-President for the year with succession to office as set out in Article 26.
 - (3) and at the corresponding meeting of the Board in each third successive year the Directors shall elect from among their number a Treasurer and a Secretary, who shall serve for a maximum of three terms of three years in those posts and as Directors.

- (4) the remaining Directors shall draw lots among themselves so that one-third of their number shall retire after one year as a member of Board; one-third after two years; and one-third after three years. Where the number of Directors not being Officers is not exactly divisible by three, the difference shall be attributed to those having a term of three years (so that in the case of there being seven Directors, two will have a term of one year, two a term of two years and three a term of three years).
31. The term of office as a Director, other than for the first Directors as set out in Article 22, is three years. No Director shall serve for more than three terms as a member of the Board in any capacity, and an intermission of office of a minimum of one year shall be required for any Director who serves three terms on the Board.
32. If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.

THE APPOINTMENT OF DIRECTORS

33. The Institute may by ordinary resolution appoint a person who is willing to act to be a Director. Election of Directors will be by postal ballot of all members entitled to vote in such an election, and the result will be ratified by ordinary resolution at a general meeting.
34. No person may be appointed a Director unless the Institute is given notice in a form approved by the Board that:-
- (a) is signed by a member entitled to vote in the election;
 - (b) states the member's intention to propose the appointment of a person as a Director and a further member's intention to second that appointment;
 - (c) contains the details that, if the person were to be appointed, the Institute would have to file at Companies House on form 288a; and
 - (d) is signed by the member who is to be proposed to show his or her willingness to be appointed.
- 35.
- (1) If there is a casual vacancy on the Board the Directors may appoint a person who is willing to act to be a Director.
 - (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting.
36. The appointment of a Director, whether by the Institute in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

37. A Director shall cease to hold office if he:-
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;

- (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (3) ceases to be a member of the Institute;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Director by notice to the Institute (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- (6) is absent without giving good reason in advance from three consecutive meetings of the Board, and the Board resolves by simple majority vote that his office be vacated;
- (7) is removed from office by an ordinary resolution of members in general meeting.

PROCEEDINGS OF THE BOARD

38.

- (1) The Board may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- (2) The Secretary must call a meeting of the Board if requested to do so by a Director.
- (3) Questions arising at a meeting of the Board shall be decided by a simple majority of votes.
- (4) The President shall chair meetings of the Board; in the President's absence the chair shall devolve as in Article 12.
- (5) In the case of an equality of votes the person who chairs the meeting shall have a second or casting vote, but shall have regard to the convention that a resolution which receives an equality of votes has failed to gain a majority.

39.

- (1) No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be one-third of the members of the Board to the nearest round number.
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

40. If the number of Directors at any time is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.

41. The person appointed to chair meetings of the Board shall have no functions or powers except those conferred by these Articles or delegated to him by the Board.

42.

- (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

DELEGATION

43.

- (1) The Board may delegate any of their powers or functions to committees of Directors and other persons who may but need not be members of the Institute, and the terms of any such appointments and the powers delegated shall be recorded in a Minute of the Board meeting.
- (2) The Board may impose conditions when delegating, including the conditions that:-
 - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Institute except in accordance with a budget previously agreed by the Board.
- (3) The Board may revoke or alter a delegation forthwith by resolution.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Board.
- (5) The Board may terminate the appointment of any member of a committee forthwith by resolution, and may wind up committees at any time as it sees fit.
- (6) The Board shall set a term for appointments to committees, and shall annually review all committees and take a view on their remit, membership, performance and reason for existence, and shall discontinue any committees judged to be unnecessary.

44. A Director must absent himself or herself from any discussions of the Board or a committee of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Institute and any personal interest (including but not limited to any personal financial interest).

45. All acts done by a meeting of the Board, or of a committee of the Board, shall be valid notwithstanding the participation in any vote of a Director:-

- who was disqualified from holding office;
- who had previously retired or who had been obliged by these Articles to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

SEAL

46. If the Institute has a seal it must only be used by the authority of the Board or of a committee of the Board under delegated authority from the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by an Officer and by the Secretary or by another Director.

MINUTES

47. The Directors must keep Minutes of all:-

- (1) appointments of Officers made by the Board;
- (2) appointments to any committees of the Board, with the remit, the terms of office and the scope of any delegated powers of such committees;
- (3) proceedings at general meetings of the Institute;
- (4) meetings of the Board and committees of the Board including:-
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - a summary of the reasons for the decisions.

ACCOUNTS AND AUDITORS

48.

- (1) The Directors must prepare for each financial year accounts in appropriate format as required by current legislation to show a true and fair view and to follow appropriate accounting standards.
- (2) The accounts of the Institute shall be open for inspection by any Director at any reasonable time, and open for inspection by any member at any reasonable time after the approval of the annual accounts by the Board and until their adoption by members in general meeting.
- (3) The Board shall recommend to the members in general meeting the appointment of an independent examiner or auditors for the Institute's accounts, and the appointment and its term shall be ratified by members as an ordinary resolution empowering the Board to fix the remuneration to be paid for this service.

ANNUAL REPORT AND RETURN

49.

- (1) The Directors must comply with the requirements of the Act with regard to:-
 - (a) the transmission of the statements of account to the Institute;
 - (b) the preparation of an annual report and its transmission to Companies House;
 - (c) the preparation of an annual return and its transmission to Companies House.
- (2) The Directors must notify Companies House promptly of any changes to the Institute's registration.

NOTICE

50. Any notice to be given to or by any person pursuant to these Articles:-

- (1) must be in writing; or
- (2) must be given using electronic communications.

51.

- (1) The Institute may give any notice to a member either:-
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (2) A member who does not register an address with the Institute or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Institute.

52. A member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting and of the purposes for which it was called.

53.

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:-
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, on receipt of confirmation of transmission.

INDEMNITY

54. The Institute shall indemnify every Director or other officer or auditor of the Institute against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.

RULES

55.

- (1) The Board may from time to time make such reasonable and proper Rules or bye laws as they may deem necessary or expedient for the proper conduct of the business and management of the Institute.
- (2) The Rules may regulate the following matters but are not restricted to them:-
 - (a) the classes of membership of the Institute and permitted transitions between classes;
 - (b) the admission of members of the Institute (including the admission of organizations to membership) and the rights and privileges of such members including such matters as voting rights, postnominal letters, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (c) the suspension or termination of membership for reasons such as non-payment of subscriptions;
 - (d) the conduct of members of the Institute in relation to one another, and to the Institute's employees, and arrangements for the resolution of any disputes;
 - (e) the arrangements for the resolution of any external complaint about a member's conduct;
 - (f) the setting aside of the whole or any part or parts of the Institute's premises at any particular time or times or for any particular purpose or purposes;
 - (g) the standing orders for procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;

- (h) the procedures and timescales for nomination for candidacy as a member of the Board and Director;
 - (i) generally, all such matters as are commonly the subject matter of company and association rules.
- (3) The members of the Institute in general meeting have the power to alter, add to or repeal the Rules by ordinary resolution without the consent or concurrence of the Board.
- (4) The Directors must adopt such means as they think appropriate to bring the Rules to the notice of members of the Institute.
- (5) The Rules shall be binding on all members of the Institute. No Rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Names, Addresses and Signatures of Subscribers

Name	Address	Signature
Brian Spratt	21 Cedarwood Croft Great Barr B42 1HS	_____

Dated:

Witness to the above Signature:

Name:

Address:

.....

.....

Occupation:

Name	Address	Signature
Arthur Spencer-Bolland	Wroxton Grange Church Street Wroxton St Mary Banbury OX15 6QE	_____

Dated:

Witness to the above Signature:

Name:

Address:

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Occupation: