

The Companies Acts 1908 to 2006

Company Limited by Guarantee and
not having a share capital

ARTICLES OF ASSOCIATION

of the

THE INSTITUTION OF LIGHTING PROFESSIONALS

**(as amended by Special Resolution on 23 September 2015 and
adopted as new Articles of association on 23 September 2015)**

Company number: 227499

Incorporated on: 21st January 1928

GENERAL

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set out opposite to them respectively in the second column hereof if not inconsistent with the subject or context.

Words	Meanings
Articles	These articles of association.
Bye-laws	The bye-laws of the Institution from time to time in force.
Chief Executive	The person appointed to perform the duties of Chief Executive of the Institution.
Code of Conduct	Any code or codes of conduct of the Institution from time to time in force.
Executive Board	The executive board for the time being of the Institution.
Institution	The Institution of Lighting Professionals (formerly known as “The Institution of Lighting Engineers”, “The Institution of Public Lighting Engineers” and “The Association of Public Lighting Engineers Limited”) incorporated on the 21 st January 1928 under company number 227499.
Members	The members of the Institution as defined in the Bye-laws.
Office	The registered office of the Institution.
Past Presidents	The five past Presidents still living and willing and able to act whose terms of office as President shall have expired most recently prior to that of the current Immediate Past President.

Seal	The common seal of the Institution.
Secretary	The person appointed to perform the duties of Secretary of the Institution.
Statutes	The Companies Acts (as defined in section 2 of the Companies Acts 2006) in so far as they apply to the Institution.
Statutory Members	The members of the Institution for the purposes of the Statutes.
United Kingdom	Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

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.

Words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The name of the Institution is "The Institution of Lighting Professionals".

3. The Office will be situated in England.

4. The objects for which the Institution is formed is to promote, encourage and improve the science and art of lighting for the benefit of the public and for this purpose to facilitate the exchange of information and ideas on the subject among members of the Institution and otherwise and in furtherance thereof.

(a) To act as a learned Society for engineers within the lighting and allied industries

and as a technical and educative body for the public dissemination of technical information and the laying down of standards of qualification.

(b) To hold and conduct examinations in lighting engineering science, principles, practice and techniques and ancillary subjects and to test the competence of those concerned therewith and grant certificates, diplomas and awards and to institute and establish scholarships, grants and other awards, and to promote conferences and lectures and the holding of exhibitions and meetings, and to publish, print, sell, make, issue, lend or distribute the proceedings and reports of the Institution or any papers, periodicals, journals, books, circulars and other literary undertakings, films and recordings or any works generally concerning any and every branch of the science and practice of lighting engineering or engineering generally.

(c) To establish, form and maintain, a library and collection of books, papers, periodicals, pamphlets, publications, models, designs, drawings and other articles of interest in connection with the science and practice of lighting engineering and its application.

(d) Subject as provided in Article 5 to pay or grant pensions and annuities to officers, employees, former officers and former employees of the Institution and immediate dependants of such persons.

(e) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Institution, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institution, and to take any gift subscriptions (whether or not under any deed of covenant) donations, bequests, or devises of land moneys securities or any real or personal property which may be useful or available for any one or more objects of the Institution, and to utilise or employ the same for all or any of such objects.

(f) Subject to such consents as are required by law to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Institution as may be deemed expedient with a view to the promotion of its objects.

(g) Subject to such consents as are required by law to borrow and raise money in such manner and on such security as may be determined from time to time and to issue debentures and other securities.

(h) To invest any moneys of the Institution not immediately required for any of its objects in such manner as may from time to time be determined, 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.

(i) 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 which further the objects of the Institution.

(j) To become a member of or amalgamate or co-operate with any other charitable organisation, institution, society, or body whose objects are wholly or in part similar to those of the Institution.

(k) To purchase, or otherwise acquire and undertake, all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Institution of any one or more of the organisations, institutions, societies or bodies with which the Institution is authorised to amalgamate.

(l) To undertake and execute any charitable trusts which may be conducive to any of the objects of the Institution.

(m) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which the Institution is authorised to amalgamate.

(n) To do all such other lawful things as shall further the attainment of the above objects or any of them.

PROVIDED THAT

(i) In case the Institution shall take or hold any property which may be subject to any trusts the Institution shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

(ii) The objects of the Institution shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers nor shall it support or oppose with its funds any political party.

PROVIDED ALSO that in case the Institution shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Institution 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 Institution shall be chargeable for such property as 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 of Management or governing body have been if no incorporation had been effected and the incorporation of the Institution shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners 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 Institution were not incorporated.

5. The income and property of the Institution whencesoever derived shall be applied solely towards the promotion of the objects of the Institution as set forth in these Articles 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 the members of the Institution.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member of the staff of the Institution or to any member of the Institution in return for any services actually rendered to the Institution nor prevent the payment of interest at a rate not exceeding 2% below the base lending rate of a Clearing Bank selected by the Council of Management or governing body or 5% whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any member to the Institution nor the gratuitous distribution among or sale at a discount to members of the Institution who subscribe

to its funds of any books or other publications of the Institution, relating to all or any of its objects but so that no member of the Council of Management or governing body of the Institution shall be appointed to any salaried office of the Institution or any office of the Institution paid by fees and that no remuneration or other benefit in money or monies worth shall be given by the Institution to any member of such Council of Management 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 Institution or the gratuitous distribution or sale at a discount of books or other publications as aforesaid. 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 or to any other company in 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 any such payment.

6. The liability of the Members is limited.

7. Every Member of the Institution undertakes to contribute to the assets of the Institution in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for the payment of the debts and liabilities of the Institution contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £1.

8. If upon the winding up or dissolution of the Institution 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 Institution, but shall be given or transferred to some other association or associations having objects similar to the objects of the Institution, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institution, under or by virtue of Article 5 hereof, such association or associations to be determined by the Members of the Institution at or before the time

of dissolution, or in default thereof, by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

9. For the purposes of registration the number of Statutory Members of the Institution is declared to be unlimited.

10. Every Member shall be bound to further to the best of his ability the objects, interests and influence of the Institution and shall observe the Bye-laws and the Code of Conduct. The rights, privileges and liabilities of every Member of the Institution shall not be transferable or transmissible by act of the Member or by operation of law.

11. The Institution shall keep a register of Members in accordance with the Statutes.

GENERAL MEETINGS

12. The Institution in General Meetings shall constitute the highest legislative assembly of the Institution.

13. Only Members of the Institution are entitled to vote at a General Meeting.

14. An Annual General Meeting shall be held at least once in each calendar year, at such time not being more than fifteen months after the holding of the last preceding Annual General Meeting and at such place as shall be determined by the Institution in General Meeting, or in default of such determination shall be determined by the Executive Board. Such Annual General Meetings shall be specified as Annual General Meetings in the notices calling them and all other General Meetings shall be specified as General Meetings.

15. Subject to the provisions of the Statutes for the time being in force relating to meetings convened to pass special resolutions, twenty-one clear days' notice at the least of every Annual General Meeting and fourteen clear days' notice at the least of every General Meeting and of the general nature of the business proposed to be brought forward at such meeting shall be given to the Members and the auditor of the Institution by notice sent by post or otherwise served as hereinafter mentioned.

16. The accidental omission to give notice of any meeting to, or the non-receipt of

any such notice by any person entitled to receive the same, shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. 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 twenty Members personally present shall constitute a quorum for the purposes of an Annual General Meeting, and twenty Members personally present shall constitute a quorum for the purposes of a General Meeting.

18. If within thirty minutes after the time fixed for holding the 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 following week at the same time and place or to such other day and such other time and place as the Executive Board may determine, and at such adjourned meeting the Members present shall form a quorum.

19. The President of the Institution, or in his absence, the next most senior member of the Executive Board (other than the Chief Executive) present shall be entitled to take the chair at every General Meeting. If there shall be no President or such other member of the Executive Board, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or shall be unwilling to act, the members of the Executive Board present may choose one of their number to act as Chairman, and in default of their so doing the Members present shall choose one of the members of the Executive Board to be Chairman, and if no member of the Executive Board present be willing to take the chair shall choose one of their own number to be Chairman.

20. The Chairman may with the consent of any 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 any adjourned meeting other than the business left unfinished 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.

21. The decision of a General Meeting shall be ascertained by a show of hands, unless, before or upon the declaration of the result of the show of hands, a poll is demanded by the Chairman or by three Members present in person or by proxy. The time and manner of taking a poll shall be in the discretion of the Chairman and unless a poll is so demanded as aforesaid the declaration of the Chairman and an entry in the minutes signed by the Chairman, shall be sufficient evidence as to whether a resolution has been, on a show of hands, carried or lost, or carried or not carried by a particular majority. Each Member shall have one vote and no more whether on a show of hands or on a poll. In the case of the equality of votes the Chairman shall have a second or casting vote, provided that this Article shall not interfere with the provisions of these Articles as to election of officers and members of the Executive Board by ballot. No poll shall be demanded on the election of a Chairman or on a question of adjournment. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. The acceptance or rejection of votes by the Chairman shall be conclusive for the purpose of the decision of the matter in respect of which the votes are tendered; provided that the Chairman may review his decision at the same meeting, if any error be then pointed out to him. No Member not personally present shall be entitled to vote on a show of hands.

23. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. No person shall be appointed a proxy who is not a Member of the Institution.

24. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or an office copy or notarially certified copy thereof shall be deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote.

25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the Member or revocation of the proxy

provided no intimation in writing of the death or revocation shall have been received at the Office before the meeting.

26. Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form or to the effect following:-

“The Institution of Lighting Professionals

I

of

being a Member of the Institution of Lighting Professionals hereby appoint

of

or failing

him

of

as my proxy to vote for me and on my behalf at the [Annual General or General as the case may be] Meeting of the Institution to be held on the day of and at any adjournment thereof,

As witness my hand this day of”

THE EXECUTIVE BOARD

27. Unless otherwise determined by the Institution by Special Resolution in General Meeting, the Executive Board will consist of the following ex-officio members being the President, the Immediate Past President, the Senior Vice President, the Honorary Treasurer, the Assistant Honorary Treasurer and the Chief Executive all of whom shall be appointed in accordance with these Articles and the Bye-laws and shall be ex officio members of all committees. The Chief Executive shall be a non-voting member of the Executive Board.

28. The offices referred to in Article 27 above shall be honorary in each case save that a member of the Executive Board may be paid any travelling and other out of pocket expenses incurred in attending meetings of the Executive Board.

29. The directors of the Institution for the purposes of the Statutes shall be all the

members of the Executive Board other than the Chief Executive.

30. The quorum necessary for the transaction of business by the Executive Board shall, unless otherwise determined, be four.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE BOARD

31. The office of a member of the Executive Board shall be vacated:

(a) if by notice in writing to the Institution he resigns such office;

(b) if being a Member he ceases to be a Member of the Institution;

(c) if he is, or may be, suffering from mental disorder and either:

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application or admission under the Mental Health (Scotland) Act 1984; or

(ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a Receiver, Curator Bonis or other person to exercise powers with respect to his property or affairs;

(d) if a bankruptcy order is made against him ;

(e) if he ceases to be eligible to be a director of the Institution by virtue of any provision of the Statutes or if he becomes prohibited by law from being a director;

(f) if he is, without reasonable excuse, absent from three consecutive meetings of the Executive Board and the Executive Board resolves that his office be vacated;

(g) if he dies; or

(h) if he shall be convicted of any criminal offence (except a minor road traffic offence) or shall engage in any conduct likely to bring the Executive Board or the Institution into disrepute or conduct in breach of the Code of Conduct.

PRESIDENT AND SENIOR VICE PRESIDENT

32. The office of President shall be filled by the outgoing Senior Vice President and the office of Senior Vice President shall be filled in accordance with the Bye-laws unless, in either case, the Annual General Meeting resolves, by Ordinary Resolution, that such appointment should not take effect. Provided as aforesaid, such appointments shall take effect at the close of the Annual General Meeting. In the event that an Ordinary Resolution is proposed and passed under this Article, the outgoing President or as the case may be, Senior Vice President, shall continue to hold such office until a postal ballot is held in accordance with the Bye-laws with the persons eligible for election being determined in accordance with the Bye-laws and the Secretary shall procure that such ballot is held as soon as practicable following the Annual General Meeting at which the Ordinary Resolution is passed.

33. In the event of any member of the Executive Board being unable to fulfil any of his duties, the Immediate Past President will, as soon as possible, convene a meeting of the Executive Board and Past Presidents (as hereinbefore defined under Article 1) to decide on a candidate to be put forward as a recommendation to the next Annual General Meeting or General Meeting.

PAST PRESIDENTS

34. The outgoing President in each year shall be an ex-officio member of the Executive Board for the year following the Annual General Meeting at which his retirement takes effect and shall be called "the Immediate Past President" or failing him for any reason or should he be or become unable or unwilling to act, the Immediate Past President shall be the Past President next most recently retired from office as President who shall serve as Immediate Past President for so long as the person in whose place he is appointed would have held such office if he had not ceased to be a member of the Executive Board.

35. In addition and without prejudice to the provisions of the Statutes, the Institution may by Special Resolution remove any member of the Executive Board before the expiration of his period of office and may by an Ordinary Resolution appoint another member in his stead; but any person so appointed will retain his office only so long as the member in whose place he is appointed would have held the same if he had

not been removed.

POWERS OF THE EXECUTIVE BOARD

36. The affairs and property of the Institution shall be controlled and managed by the Executive Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment, registration and administration of the Institution as they think fit and may exercise all such powers of the Institution and do so on the behalf of the Institution all such acts as may be exercised and done by the Institution, and as are not by the Statutes or by these Articles required to be exercised or done by the Institution in General Meetings subject nevertheless to these Articles, the Statutes and the Bye-laws.

37. The Executive Board shall engage all such officers and employees as they shall consider necessary and shall regulate their duties and fix their salaries.

38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Institution shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be in such manner as the Executive Board shall from time to time by resolution determine.

39. Without prejudice to their general powers the Executive Board may exercise all the powers of the Institution to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Institution.

40. The members for the time being of the Executive Board may act notwithstanding any vacancy in their body, provided always that in the case that the members of the Executive Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, as the quorum for meetings of the Executive Board, it shall be lawful for them to act as the Executive Board for the purpose of summoning a General Meeting, but not for any other purpose.

PROCEEDINGS OF THE EXECUTIVE BOARD

41. The Executive Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

42. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

43. A member of the Executive Board may, and on the request of a member of the Executive Board the Secretary shall, at any time, summon a meeting of the Executive Board by notice served upon the several members of the Executive Board. A member of the Executive Board who is out of the United Kingdom shall not be entitled to notice of a meeting.

44. The President, or in his absence, the next most senior member of the Executive Board (other than the Chief Executive) present shall be entitled to take the Chair at all meetings of the Executive Board, and if at any meeting neither the President nor the other such member of the Executive Board shall be present within fifteen minutes of the time appointed for holding the same, the members of the Executive Board present shall choose one of their number to be Chairman of the meeting. The Chairman at any meeting shall have a casting vote in addition to his deliberative vote.

45. A meeting of the Executive Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Executive Board generally.

46. The Executive Board may from time to time and at any time delegate any of their powers to committees, consisting of such member or members of the Executive Board as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Executive Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Executive Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Board as aforesaid.

47. The Executive Board may nominate any person or persons who are not members of the Executive Board to serve as additional members on any committee appointed

under the provisions of the last preceding Article, and may also empower any such committee to co-opt any such person or persons to serve as members thereof in an advisory capacity. No person so co-opted as aforesaid shall be entitled to vote at any meetings of the committee in question or be counted in a quorum for the purposes of any such meeting.

48. All acts bona fide done by any meeting of the Executive Board or of any committee of the Executive Board or by any person acting as a member of the Executive Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and were qualified to be a member of the Executive Board.

49. Each member of the Executive Board and any Member of the Institution when acting in the capacity of a member of any council, board, committee, panel or other body appointed by or with the approval of the Executive Board for the purposes of the Institution, shall be accountable in respect of his own acts only and shall not be accountable for any acts done or authorised to which he shall not have expressly assented. No member of any such body shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done authorised or suffered by him being done in good faith for the benefit of the Institution, although in excess of his legal power.

50. Every such member of the Executive Board or Member of the Institution acting in that capacity as referred to in Article 49 above and the Secretary shall be indemnified out of the funds and property of the Institution from and against all costs, charges, damages and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in execution of the duties or powers imposed upon or given to them by the Articles or the Bye-laws.

51. The Executive Board shall cause proper minutes to be made in books provided for the purpose of all appointments of officers made by the Executive Board and of the names of members of the Executive Board present at each meeting of the Executive Board and of any committee of the Executive Board and of all resolutions

and proceedings at all meetings of the Institution and of the Executive Board, and of committees of the Executive Board. 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 of the same body shall be sufficient evidence without further proof of the facts therein stated.

52. A resolution in writing signed by all the members for the time being of the Executive Board, or by all members of any committee of the Executive Board who are entitled to vote at its meetings, shall be as valid and effectual as if it had been passed at a meeting of the Executive Board or of such committee duly convened, held and constituted.

53. The Executive Board shall have power always, in accordance with and without prejudice to the provisions of these Articles and the Bye-laws to determine:

- (a) the amount of subscription payable by Members of the Institution;
- (b) arrangements with any other associations or bodies having similar objects to those of the Institution for reciprocal concessions or otherwise; and
- (c) the interpretation of the Bye-laws and the Code of Conduct.

CHIEF EXECUTIVE

54. The Chief Executive shall be appointed by the Executive Board for such term and at such remuneration and upon such conditions as they think fit. The Chief Executive shall be responsible for the day to day management and conduct and affairs of the Institution and shall be directly answerable to the Executive Board therefor. The Chief Executive shall be a non-voting member of the Executive Board but shall not be a director of the Institution.

55. The person who is appointed as the Chief Executive shall, unless the Executive Board shall otherwise determine, also be the Secretary for the purposes of the Statutes so that in the event that the Executive Board determines that the Chief Executive should not be the Secretary, the same provision shall apply as regards the appointment and removal of the Secretary as applied to the appointment and

removal of the Chief Executive.

ACCOUNTS AND AUDIT

56. The Executive Board shall cause proper books of accounts to be kept in accordance with the requirements of the Statutes with respect to all sums of money received and expended by the Institution, and the matters in respect of which such receipts and expenditure take place; all sales and purchases of goods by the Institution; and the assets and liabilities of the Institution. Any sums paid shall be signed off by duly authorised signatories as the Executive Board shall from time to time determine.

57. The books of account shall be kept at the Office or such other place or places in the United Kingdom as the Executive Board think fit, and shall always be open to the inspection of members of the Executive Board.

58. The Executive Board shall from time to time in accordance with the provisions of the Statutes cause to be prepared and laid before the Institution at its Annual General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those Statutes.

59. The Honorary Treasurer or in the absence of the Honorary Treasurer the Assistant Honorary Treasurer shall be the officer responsible for the keeping of all books of account of the Institution and for the preparation of the Accounts and Balance Sheet of the Institution referred to in the preceding Articles.

60. Auditors shall be appointed and their remuneration, powers and duties be regulated in accordance with the provisions of the Statutes.

REGIONS

61. The Executive Board shall have power to designate and organise regions of the Institution, consisting of Members of the Institution, in such place and in respect of such area and districts and for such purposes as the Executive Board may think fit and shall have the power to alter such regions and to appoint, or authorise the Members in such regions to appoint, committees consisting of Members of the

Institution to control and manage such region and to define the powers and duties therefore and of such committees and to make Bye-laws, rules and regulations for the administration and government of such region and of such committees; and the Executive Board shall also have the power to dissolve any such region at any time after it has been formed. The Executive Board may, if it thinks fit, invite any member of a committee of any such region to attend any meeting of the Executive Board and any member so attending shall be entitled to speak at such meeting but shall not be entitled to vote thereat.

THE SEAL

62. The Seal shall not be affixed to any instrument except by authority of a resolution of the Executive Board and unless and until the Executive Board shall otherwise determine two members of the Institution and the Chief Executive shall sign every instrument to which the seal shall so be affixed.

BYE-LAWS

63. The Bye-laws shall regulate all matters which consistently with the Articles shall be made the subject of the Bye-laws. The Executive Board shall have the power to make such alterations in or additions to the Bye-laws as the Executive Board shall from time to time think fit, provided always that by resolution of a General Meeting the Institution may revoke any alteration or addition so made by the Executive Board and may alter or add to the Bye-laws. No Bye-law shall have any validity or effect if it involves or amounts to such an alteration or addition to these Articles as can only lawfully be made by Special Resolution.

NOTICES

64. A notice may be served by the Institution upon any Member either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such Member at his registered place of address.

65. Each Member whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Institution an address in the United Kingdom which shall be deemed his registered place of address within the meaning

of the last preceding clause.

66. As regards those Members who have no registered place of address in the United Kingdom, a notice posted up in the registered office of the Institution shall be deemed to be well-served on them at the expiration of twenty four hours after it is posted up.

67. Any notice by a court of law or otherwise required or allowed to be given by the Institution to the Members or any of them by advertisement shall be sufficiently advertised once in two national daily newspapers.

68. Any notice sent by post shall be deemed to have been served on the third day following that on which the letter, envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notices was properly addressed and stamped and put into the post office. A certificate in writing signed by any Secretary or other officer of the Institution that the letter, envelope or wrapper containing the notice was so addressed and stamped and posted shall be conclusive evidence thereof.