

(As at May 2005)

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association of The Institution of Engineering Designers

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 1985
These presents	These Articles of Association, and the Bye-Laws of the Institution from time to time in force
The Institution	The above-named Company
The Council	The Council of Management for the time being of the Institution
The Office	The registered office of the Institution
The United Kingdom	Great Britain and Northern Ireland
In writing	Written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form

And words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations. Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Institution shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- 2 The number of members with which the Institution proposes to be registered is unlimited.
- 3 The provisions of sections 352, 353 and 354 of the Act shall be observed by the Institution, and every member upon election shall sign an engagement form undertaking to abide by these presents as they now are or as they shall subsequently be amended or revised.
- 4 The Institution is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

- 5 (a) The membership of the Institution shall consist of Fellows, Members, Associates, Competent Draughting Associates, Graduates, Diplomates and Students. The Council shall also have power to elect Honorary Fellows. The Council shall issue to a member of any grade a Diploma or Certificate showing the grade for which he has qualified by examination and/or by the submission of such evidence as is capable of establishing the member's professional ability and integrity. Every such Diploma or Certificate is to

- (b) The Institution may have divisions. Elected members to any of the grades listed in Article 5(a) above shall qualify for entry to any division according to the requirements of Article 7 and as prescribed in the Bye-Laws.

VOTING RIGHTS

- 6 Fellows and Members are classed as Corporate Members and have full voting rights. Associates and Competent Draughting Associates are classed as Non-Corporate Members and have no voting rights. Graduates, Diplomates and Students are classed as Affiliate Members and have no voting rights. Associates, Competent Draughting Associates, Graduates, Diplomates, Students and Honorary Fellows shall not be members for the purpose of the Act and accordingly shall not be entered on the Register of Members.

MEMBERSHIP QUALIFICATIONS

- 7 (a) Corporate and Non-Corporate Members, that is to say Fellows, Members, Associates and Competent Draughting Associates shall be elected by the Council to an appropriate division and shall have passed or been exempted from such examination, and have had such training and professional experience as the Council shall from time to time prescribe in the Bye-Laws.
- (b) Affiliate members, that is to say Graduates, Diplomate and Student members, shall be accepted into membership on demonstrating that they are actively or prospectively engaged in the field of engineering design, product design or design technology and have satisfied the requirements that Council shall from time to time prescribe in the Bye-Laws.
- (c) Honorary Fellows shall be persons elected by the Council in acknowledgement of special services rendered to the Institution or to the profession in general, due regard being paid to the fact that it is the highest honour the Institution has power to bestow. Honorary Fellows may attend and speak at General Meetings, but shall have no vote.

ELECTION OF MEMBERS

- 8 Application for admission and transfer within membership must be submitted on the Institution's official form and must be supported by members of the profession acting as proposer and referees as detailed in or pursuant to the Bye-Laws. The election of all members and the re-admission as members of persons whose membership may have lapsed or been determined shall be vested in the Council, whose decision shall be final.

RETIREMENT OF MEMBERS

- 9 Any member, provided he is not under any liability to the Institution, shall be entitled to resign his membership on giving notice in writing of his intention to do so, not less than three months before the end of the period covered by the annual subscription, and such notice shall be accompanied by his Diploma of membership. Any member failing to give such three month's notice shall be liable for the annual subscription for the ensuing year.

REMOVAL OF MEMBERS

- 10 The Council shall have the power by resolution, without assigning any reason therefore, to determine the membership of any member whose conduct, in the opinion of three-quarters of the whole elected Council, is deemed to be detrimental to the interests of the Institution, provided always that there shall be given at least twenty one day's notice of such meeting, clearly stating the intention to consider at such meeting the determination of such membership, and the member whose conduct is in

question shall be given an opportunity of appearing before the Council in person or by his representative and being heard in his defence.

RIGHTS OF MEMBERS

- 11 A member shall be entitled to append to his name the initial letters indicating his membership as follows:

Fellows.....	FIED
Member.....	MIED
Associate.....	AIED
Competent Draughting Associate	CDAIED
Honorary Fellow	HonFIED
Past Chairman	(PCh) after membership grade
Past Honorary President	(PHP) after membership grade

(Prior to 1994 Chairman of Council held the rank of President of the Institution. Those who held the post of President prior to 1994 may use (PP) after membership grade).

- 12 Every Corporate Member, as defined in Article 6, shall have one vote at General Meetings and in ballots for the election of the Council. No member, whilst in receipt of any salary or emolument from the Institution shall be entitled to vote at any General Meeting of the Institution. No person other than a Corporate Member who shall have paid every subscription and other sum, if any, which shall be due and payable to the Institution, shall be entitled to vote on any question at any General Meeting or in any ballot. At General Meetings votes shall be given personally or (on a poll) by proxy. A proxy may be appointed in any usual or common form or in such form as the Council may approve, but need not be a member of the Institution.
- 13 The rights and privileges of all members shall be to receive or enjoy the facilities provided by the Institution and as provided in the Articles of Association or Bye-Laws of the Institution, and such rights and privileges shall be personal and not transferable or transmissible by a member's own act or by operation of law, and they shall cease on death.

SUBSCRIPTIONS AND FEES

- 14 (a) Subscriptions shall from time to time be approved by the Institution in General Meeting and any changes notified to members as laid down in the Bye-Laws.
- (b) Subscriptions shall be payable on election. A candidate's election will not be ratified unless he shall have paid his subscription for the current year. Thereafter the annual subscription shall be due and payable in each year on the anniversary of the date of the member's election. All subscriptions shall be due and payable in advance.
- (c) A member whose subscription is overdue shall forfeit all rights and privileges of membership whilst such subscription is unpaid.

If any member shall leave his subscription in arrears for six months, and shall have failed to pay such arrears within three months after written application by the Secretary, his membership may be determined by the Council, but he shall continue liable to pay the arrears of subscription due at the time his name was struck off the Register.

- (d) A member of any grade who is retired and not in full time gainful employment may apply to be classed as a Retired Member, paying such lesser subscription as may from time to time be decided by Council. Applications for retired membership will be assessed according to age – 65+ automatic retirement

provided not in full-time employment, 60-65 to be assessed by the Secretary, <60 to be assessed by the Executive Board.

- (e) Entrance and/or exemption fees may be payable as appropriate and as may from time to time be determined by the Council and be prescribed in the Bye-Laws.

Upon promotion to a higher grade of membership, a member shall pay only the difference of the entrance fee previously paid and the annual subscription to the new grade.

- (f) The Council may at its absolute discretion in any special case reduce or remit the annual subscription of any member or category of membership.

PROFESSIONAL CONDUCT

- 15 (a) Every member of the Institution shall exercise his professional skill and judgement to the best of his ability and uphold the reputation and dignity of the profession by discharging his professional responsibilities with integrity, and shall safeguard the public interest in matters of safety, health and otherwise. No member shall abuse his connection with the Institution to further his personal or business interests.
- (b) The Council shall prescribe Rules of Professional Conduct and Regulations for the Enforcement thereof, which rules and regulations shall be made known to the members. Such Rules and Regulations shall *inter alia* include specific provision giving any member accused of misconduct the right to call, examine and cross-examine witnesses and shall give such accused member a right to appeal to Council and if not then satisfied to the EC(UK).

Provided that no member's name shall be removed from the Register in pursuance of the foregoing or any breach thereof until after the conditions of Article 10 have been duly observed and given effect.

- (c) Should the Secretary receive any information from any source which in his opinion constitutes *prima facie* evidence that a member is acting or has acted in breach of the Rules of Professional Conduct, then the Secretary shall forthwith proceed in accordance with the Regulations for the Enforcement thereof, prescribed by the Council.

GENERAL MEETINGS

- 16 The Institution shall hold a General Meeting in every calendar year as its Annual General Meeting, at such time and place as shall be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the preceding Annual General Meeting or, in the case of the first Annual General Meeting, after the date of incorporation.
- 17 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 18 The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or, in default, may be convened by such requisitions as provided by Section 368 of the Act.
- 19 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one day's notice. A meeting of the Institution other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business shall be given, in the manner hereinafter mentioned (Article 68) or in such other manner, if any, as may be prescribed by the Institution in general meeting to such persons as are, under these articles or under the Act, entitled to receive such notices.
- 20 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 21 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in accordance with Articles 42-48, the installation of the Chairman of Council, Vice Chairmen and Honorary Treasurer and the appointment of, and the fixing of the remuneration of, the Auditors.
- 22 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty Corporate Members of the Institution, present and entitled to vote, shall constitute a quorum.
- 23 If within half an hour from the appointed time for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to a time and place in the following fifteen days designated by the Secretary, when the Corporate Members present, whatever their number, shall constitute a quorum.
- 24 The Chairman of Council or, in his absence, a Vice-Chairman of Council shall preside as Chairman at every General Meeting. but if the Chairman of Council or a Vice-

Chairman of Council shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall elect one of their own number to act as Chairman.

- 25 The Chairman may, with the consent of the Meeting, adjourn the Meeting, but no business shall be transacted at the adjourned Meeting other than unfinished business from the previous Meeting. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as the original Meeting. Save as aforesaid, the members shall not be entitled to any notice of any adjournment, or of the business to be transacted at an adjourned Meeting.
- 26 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the show of hands, demanded by the Chairman of the Meeting or by at least three Corporate Members present or by a Corporate Member or members present and representing one tenth of the total voting rights of all members having the right to vote at the meeting and unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institution shall be conclusive of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 27 Subject to the provisions of Article 28, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- 28 No poll shall be demanded on the election of a Chairman of the Meeting, or on any question of adjournment.
- 29 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.
- 30 The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question of which a poll has been demanded.

THE COUNCIL

- 31 The following Principal Officers shall be *ex officio* members of the Council and the Executive Board:
- (a) The Chairman, who shall be Chairman of Council;
 - (b) Up to three Vice-Chairmen, one of whom shall be appointed Vice-Chairman of Council; and
 - (c) The Immediate Past Chairman.

All other Past Chairmen of Council of the Institution shall be honorary members of the Council without voting rights, save for those elected in accordance with Articles 44-47 who shall have voting rights. The Chairman of the Membership Committee, the Chairman of the Education and Training Committee, and the Regional Co-ordinator elected representative, being corporate members of the Institution, shall be appointed annually by the Council and, if not Council members in their own right, shall be *ex officio* members of Council.

- 32 In addition to the *ex officio* members, the Council shall include no more than sixteen and not less than eight ordinary Council members, who shall be corporate members of at least three years standing.

POWERS AND DUTIES OF THE COUNCIL

- 33 The business of the Institution shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, establishment and

registration of the Institution as they think fit, and may exercise all such powers of the Institution and do on behalf of the Institution all such acts which are not by statutes or by these presents required to be exercised or done by the Institution in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Institution and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institution in General Meeting. But no regulations made by the Institution in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The Council may make Bye-Laws not being inconsistent with any of the provisions of the Memorandum and Articles of Association for the regulation of the affairs of the Institution.

- 34 The members of the Council for the time being may act notwithstanding any vacancy in their body; provided always that in case the ordinary members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council, for the purposes of admitting persons to membership of the Institution, filling up vacancies in their body, or of summoning a General Meeting, but for no other purpose.
- 35 The Council shall have power to co-opt from the corporate membership to fill casual vacancies on the Council. These co-opted members shall have all the rights and privileges of other Council members, and shall be entitled to vote at Council meetings. Members so co-opted shall retire at the end of the year in which they were co-opted, but they may be nominated for election to Council. A maximum of three co-opted members shall be allowed at any one time.
- 36 The Council shall have power to establish or close down Branches as may be deemed desirable, and such Branches shall be organised and run in accordance with the Bye-Laws.
- 37 The Council shall issue Terms of Reference for all Boards, Committees and Panels it may set up to regulate and authorise their functions. Terms of Reference may be revised only as determined by resolution of the Council.

ADMINISTRATION

- 38 The Council shall maintain such headquarters and staff as may be necessary to ensure the efficient management of the affairs and accounts of the Institution.

THE SECRETARY

- 39 The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. If there is no Secretary or no Secretary capable of acting, the Executive Board may appoint an Acting Secretary until the position is determined by Council.

THE SEAL

- 40 The Seal of the Institution shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser, or person bona fide dealing with the Institution such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF COUNCIL

- 41 The office of a member of the Council shall be vacated:
- (a) If a receiving order is made against him or he makes any arrangements or composition with his creditors;
 - (b) If he becomes of unsound mind;
 - (c) If he ceases to be a corporate member of the Institution;
 - (d) If by notice in writing to the Institution he resigns his office;
 - (e) If he ceases to hold office by reason of the provisions of section 293 of the Act or of any order made under sections 295 to 300 of the Act;
 - (f) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

APPOINTMENT OF OFFICERS AND ELECTION OF COUNCIL

- 42 The Chairman and Vice-Chairmen shall be appointed annually by the Council. The Chairman shall serve for one year but be eligible for re-appointment for a consecutive year. Vice-Chairmen shall serve for one year and be eligible for re-appointment for two consecutive years. Council shall nominate a Senior Vice-Chairman to act in the absence of the Chairman. The Principal Officers and newly elected members of the Council shall assume office at the General Meeting.
- 43 The Honorary Treasurer shall be appointed annually by the Council. The Honorary Treasurer shall serve for one year but be eligible for a further consecutive four years. Appointment shall take effect from the date of the Annual General Meeting.

- 44 At the Annual General Meeting in each year one-third of the elected members of the Council or, if their number is not a multiple of three, the number nearest to but not exceeding one-third, shall retire, those to retire being those who have been longest in office since the date of their last election, but as between persons who became members of the Council on the same day, those to retire shall (unless otherwise agreed amongst themselves) be determined by lot. A member so retiring may be eligible for re-election. Ordinary Councillors may stand elected for a maximum of three terms of office – nine years in total. following which they must stand down.

except when a Councillor in his ninth year of office may still be elected as Chairman of Vice Chairman and serve for a further period defined in Article 42.

- 45 An election to fill vacancies on the Council shall be held annually and the Council shall draw up a list of the candidates nominated by the Council to fill such vacancies. Notice of the election shall be given to all corporate members at least fourteen days prior to the date fixed for receiving nominations, which shall not be less than eight weeks prior to the Annual General Meeting in each year. This notice shall record:
- (a) the number of vacancies to be filled,
 - (b) the candidates nominated by the Council to fill such vacancies,
 - (c) the non-retiring ordinary members of the Council, and
 - (d) the Principal Officers appointed by the Council to take office in the following year.

As to the number of corporate members from each division who shall serve on Council, this shall be as near as possible proportional to the number of corporate members in each division, given the requirements of Articles 44, 46 and 47. At least half the elected Council shall be EC(UK) registered engineers, of which at least four shall be Chartered Engineers (CEng), at least one shall be an Engineering Technician (EngTech) and the remainder shall be Incorporated Engineers (IEng).

- 46 Any three corporate members (being themselves entitled to vote at General Meetings of the Institution) may nominate any other duly qualified person for election to the Council by delivering such nomination in writing to the Secretary, together with the written consent of such person to accept office if elected, before the closing date for nominations. Provided that if the number of candidates nominated by the Council and such corporate members does not exceed the number of vacancies to be filled, those candidates shall be deemed to be elected unopposed.
- 47 If the number of candidates nominated by the Council and by the corporate members for election to the Council exceeds the number of vacancies to be filled, such vacancies shall be filled by a postal ballot, the ballot papers for which (containing the names of the candidates and information about them) shall be sent by the Council not later than twenty-eight days before the date of the Annual General Meeting to corporate members of the Institution entitled to vote at General Meetings of the Institution as at the date of issue of the ballot papers. Any corporate member so entitled to vote may vote in favour of as many different candidates as there are vacancies to be filled, but shall not be entitled to cast more than one vote in favour of any one candidate. The ballot papers to be valid shall be properly completed and returned to the Secretary to be received at least seven days before the Annual General Meeting. The Council shall appoint scrutineers to count the votes cast. At the Annual General Meeting the names of the successful candidates shall be announced and the Chairman of the Meeting shall formally declare them to be duly elected.

The accidental omission to issue a ballot paper to, or the non-receipt of a ballot paper by, any corporate member entitled to receive same, shall not invalidate any postal ballot, or the result of any corporate member entitled to receive same, shall not invalidate any postal ballot, or the result of any election declared on the basis thereof. Subject to the foregoing provisions of this Article any such postal ballot shall be conducted and regulated in such manner as the Council shall from time to time determine.

- 48 If at such declaration there shall prove to be no Engineering Technician representation on the Council, the Council shall co-opt a member registered as an Engineering Technician without voting rights until the following Annual General Meeting, notwithstanding the provisions of Article 32.

PROCEEDINGS OF THE COUNCIL

- 49 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A quorum of such a meeting shall be seven corporate members of the Council. Questions arising at any meeting shall be decided

by a majority of those present. No-one shall have more than one vote excepting the Chairman of the Meeting when exercising a casting vote.

- 50 At the request of any four members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to a notice of a meeting.
- 51 The Chairman as Chairman of Council shall take the Chair at all meetings which he attends. When the Chairman is not present, the Vice-Chairman appointed as Senior Vice-Chairman shall officiate. If neither are present within five minutes after the time appointed for holding the meeting, the members of the Council present shall choose another Vice-Chairman or one of their number to be Chairman of the meeting.
- 52 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institution for the time being vested in the Council generally.
- 53 The Council may delegate any of their powers to a Board consisting of such member or members of the Council as they think fit, and any Board so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The Council may also invest the Executive Board constituted as in Article 31 with powers to act for the Council in situations of emergency or special circumstances determined by the Council. The meetings and proceedings of any such Board shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
- 54 All bona fide acts done by any meeting of the Council or of any Board of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect to the election, appointment or continuance in office of any such member or person be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
- 55 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Institution and of the Council and of Boards of the Council. All business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.
- 56 A resolution in writing signed by all the members for the time being of the Council or of any Board of the Council who are entitled to receive notice of a meeting of the Council or of such Board shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Board duly convened and constituted, other than a meeting convened under Article 10.

PRESIDENTS AND VICE-PRESIDENTS

- 57 The Council shall have power from time to time to appoint, and at any time remove, a President and one or more Vice-Presidents of the Institution.
- 58 Such appointment shall be from persons who in the opinion of Council are willing and able to effectively represent and further the aims and objectives of the Institution, as set out in the Memorandum of Association.
- 59 The term of office of the President shall be two years, renewable by the Council for a further period of two years. The maximum period of office shall not exceed four years. Such persons shall be at liberty to resign from their appointment at any time but, if practical, should give at least six months notice of such intention.

- 60 The President shall, while in office, be given notice of all Council meetings and be entitled to attend thereat, although he shall not by virtue of such office be counted as a member of the Council, nor be entitled to vote at Council meetings, unless by virtue of his previous appointment as Chairman of Council he qualifies as an ex officio member under Article 31(c).
- 61 An Immediate Past President (other than one who may have been removed from office under provision of Article 57 above) shall for a period of two years from the date of termination of office be given notice of, and be entitled to attend and speak, but not vote at, any Council meeting. The time restriction of two years shall not apply to those elected to President prior to March 1994.
- 62 The President will be entitled to such administrative support from the Secretariat as is necessary to fulfil the obligations of the office, providing such support shall be solely in connection with Institution business.
- 63 The President shall be entitled to be reimbursed for all reasonable expenses incurred in fulfilling the legitimate obligations of the office.
- 64 The President's point of contact on all matters of policy or of future direction of the Institution shall be direct to the Chairman of Council or to the Chairman of Council through the Secretary.

ACCOUNTS

- 65 The Council shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Institution and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Institution; and
 - (c) the assets and liabilities of the Institution.
- Proper books of account shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Institution and to explain its transactions.
- 66 The books of accounts shall be kept at the office, or, subject to Section 222 of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
- 67 The Council shall from time to time determine whether and to what extent and at what times and places and what conditions or regulations the accounts and books of the Institution or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Institution except as conferred by statute or authorised by the Council or by the Institution in General Meeting.
- 68 At the Annual General Meeting in every year the Council shall lay before the Institution a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Institution) made up to date not more than six months before such meeting, together with a proper balance sheet made up as to the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with statutory requirements for the time being in force) and of any other documents required by law to be attached thereto or to accompany the same shall not less than

twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 (4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act.

AUDIT

- 69 Once at least in every year the accounts of the Institution shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 70 Auditors shall be appointed and their duties regulated in accordance with Section 237 and Chapter V of Part XI of the Act, the members of the Council being treated as the directors mentioned in these sections.

NOTICE

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

DISSOLUTION

- 74 Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Institution shall have effect as if the provision thereof were repeated in these Articles.

INDEMNITY

- 75 Subject to the provision of and so far as can be permitted by statute and by the Memorandum and Articles of Association, every member of the Council, Auditor or other officer of the Institution shall be entitled to be indemnified by the Institution against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharging of his duties or in relation thereto.