

# ARTICLES OF ASSOCIATION OF THE INSTITUTE OF REVENUES, RATING AND VALUATION

[Incorporating amendments up to and including those agreed at the Annual General Meeting on 8 October 2019]

## Preliminary and Interpretation

1. Table A in the Companies (Tables A to F) Regulations 1985 and model articles prescribed under Section 19 of the Companies Act 2006 shall not apply to the Institute.
2. In these Articles, unless the context requires to the contrary, words and phrases have the meanings shown -

“Association”	the former Rating and Valuation Association.
“Chief Executive”	the Chief Executive of the Institute, and includes any person temporarily filling the duties of that office, any deputy or assistant Chief Executive, or any member of the staff of the Institute acting on behalf of the Chief Executive.
“Council”	the Council of the Institute constituted in accordance with these Articles.
“Council member”	a member of the Council
“Institute”	the Institute of Revenues, Rating and Valuation.
3. The Interpretation Act 1978 shall apply to these Articles as it applies to an Act of Parliament.

## Classes of Membership

4. (1) There shall continue to be the following classes of membership of the Institute, which shall consist of those members within each class who were such members on 6 October 2015, together with those elected subsequently as provided in these Articles –
  - (i) Fellows;
  - (ii) Members (Diploma Holders);
  - (iii) Members (Honours);
  - (iv) Members;
  - (v) Technician Members;
  - (vi) Student Members;
  - (vii) Graduate Members;
  - (viii) Undergraduate Members;
  - (ix) QCF/SQCF Candidate Members;

- (x) Affiliate Members;
  - (xi) Retired Members;
  - (xii) Honorary Members; and
  - (xiii) Organisational Members.
- (2) Members in each class, with the exception of Honorary Members and Organisational Members, shall be liable to contribute to the assets of the Institute in accordance with Paragraph 7 of the Memorandum of Association.
- (3) Subject to Article 21, all classes of member shall be entitled to receive notice of all general meetings of the Institute and to attend and speak at such meetings but only the following classes may vote at such meetings -
- (i) Fellows;
  - (ii) Members (Diploma Holders);
  - (iii) Members (Honours);
  - (iv) Technician Members; and
  - (v) Retired Members who previously fell within (i) – (iv)..

#### **Fellows**

5. (1) The Council may elect as a Fellow of the Institute any Member (Diploma Holder) who has satisfied such requirements as the Council shall lay down from time to time.
- (2) A Fellow shall be entitled to use the designatory letters "FIRRV".

#### **Members (Diploma Holders) and Members (Honours)**

6. (1) The Council may elect as a Member (Diploma Holder) or Member (Honours) any person who is eligible by virtue of (2) and who has, in relation to each such class, satisfied the requirements specified by the Council for that class.
- (2) Eligibility for election under (1) shall be open to any person who is engaged in any profession or occupation concerned or connected with the levying, collection or administration of local revenues, including the valuation and assessment of land and interests in land and the administration of benefits.
- (3) Members (Diploma Holders) and Members (Honours) shall respectively be entitled to use the designatory letters "IRRV(Dip)" and "IRRV(Hons)".

#### **Members**

7. A person who is –
- (1) Engaged in any profession or occupation concerned or connected with the levying, collection or administration of local revenues, including the valuation or assessment of land and interests in land and the administration of benefits; or

- (2) Engaged in any profession or occupation appearing to the Council to be of a nature and content sufficiently close to the fields of interest covered by the Institute and its membership as to be cognate with them,

and for whom, in the opinion of the Council, no other form of membership is appropriate, shall be eligible for election as a Member without examination or any other test of competence, according to such criteria as the Council shall determine.

8. A member shall be entitled to use the designatory letters "IRRV", or such other designatory letters as may be specified by the Council from time to time.

#### **Technician Members**

9. Any person who is engaged in any profession or occupation concerned or connected with the levying, collection or administration of local revenues, including the valuation and assessment of land and interests in land and the administration of benefits, shall be eligible for election as a Technician Member if he or she has passed such examination or holds such professional qualifications as are prescribed by the Council from time to time.
10. A Technician Member shall be entitled to use the designatory letters "TechIRRV", or such other designatory letters as may be specified by the Council from time to time.

#### **Student Members**

11. Any person who is, or wishes to be, engaged in any profession or occupation concerned or connected with the levying, collection and administration of local revenues, including the valuation and assessment of land and interests in land and the administration of benefits, shall be eligible to be elected as a Student Member if he or she has satisfied such requirements as are laid down by the Council from time to time.
12. No person shall remain as a Student Member for longer than five years from the date of election, but the Council may, if it thinks fit, extend the period of Student Membership for up to two further periods of not more than five years at a time.

#### **Graduate Members**

13. Any person who holds a degree from a university in the United Kingdom in estate management, or such other subject or combination of subjects as may be acceptable to the Council, and who is, or who wishes to be, engaged in any profession or occupation concerned or connected with the levying, collection or administration of local revenues, including the valuation and assessment of land and interests in land and the administration of benefits, shall be eligible for election as a Graduate Member.

#### **QCF/SQCF Candidate Members**

14. Any person who is, or who wishes to be, engaged in any profession or occupation concerned or connected with the levying, collection or administration of local revenues, including the valuation and assessment of land and interests in land and the administration of benefits, shall be eligible for election as a QCF/SQCF Candidate Member, if he or she has registered as a QCF/SQCF candidate at an assessment centre approved and accredited by the Institute.

### **Undergraduate Members**

15. Any person who is an undergraduate at a university in the United Kingdom studying for a degree in estate management, or such other subject or combination of subjects as may be acceptable to the Council, shall be eligible for election as an Undergraduate Member.

### **Affiliate Members**

16. The Council may elect to Affiliate Membership other persons with an interest in the work of the Institute and its members.

### **Retired Members**

17. Any other member (other than an Honorary Member) who in the opinion of the Council has retired from his or her profession or occupation shall be classed as a Retired Member, provided that he or she has notified the Director in writing of the retirement, and such notification is received within six months of the date of retirement or within such longer period as may be allowed by the Council in any particular case.
18. Retired Members (including Fellows of the Association who retired before 1 January 1990) shall continue to be entitled to use the designatory letters applicable to the class of membership they held before their retirement, provided that –
- (i) Retired Members who were Fellows of the Association and who retired before 1 January 1990 shall use the designatory letters applicable to Members (Honours); and
  - (ii) Retired Members who were included in the former class of Corporate Members before their retirement shall use the designatory letters applicable to Members (Honours)."

### **Honorary Members**

19. The Council may, by resolution passed by not less than three-quarters of the members present and voting, elect any person as an Honorary Member of the Institute on the basis of his or her position or experience, or on the basis of having rendered special services to the Institute, or in connection with revenues, rating, valuation and the administration of benefits.

### **Organisational Membership**

20. The Council may establish a scheme for providing organisational membership of the Institute for companies, sole traders, local authorities and public bodies and partnerships falling within criteria laid down by the Council, with the terms and conditions of such organisational membership (including payment of any fees or subscriptions) being prescribed by the Council from time to time.
21. An organisational member shall not be entitled to be represented at or vote at general meetings of the Institute, vote in Council elections, join in requisitioning extraordinary meetings of the Institute or be subject to the liabilities mentioned in paragraph 7 of the Memorandum of Association.

### **Faculties**

22. (1) The Council may group members in faculties (by whatever name called) on

the basis of their primary professional discipline and may provide services for each faculty, with or without additional payment for such services.

- (2) Payment of subscription by a member shall entitle him or her to membership of the faculty appropriate to that member's primary professional discipline free of charge. A member shall be entitled to join one or more additional faculties by payment of any charge fixed by the Council.

### **Elections to Membership**

23. Applications for membership (other than Honorary Membership) shall be addressed to the Chief Executive on a form prescribed by the Council. The form shall be signed by the candidate, who shall thereby undertake if elected to comply with the Memorandum of Association and these Articles, together with the rules and regulations and Code of Conduct applicable to members, laid down from time to time by the Council. The election of members shall be at the absolute discretion of the Council.
24. Subject to Article 24A, on receiving notification of election, a newly-elected member shall pay any entrance fee prescribed by the Council, together with his or her first annual subscription, whereupon he or she shall be entitled to exercise all privileges attaching to the relevant class of membership. If a newly-elected member shall fail to make such payments the Council may declare the election void at any time after three months have elapsed since the date of election.
- 24A. The Council may relieve newly-elected members in such classes of membership as it shall decide of liability to pay such proportion of their first annual subscription as it shall specify.
25. Each newly-elected member shall be sent a copy of the Memorandum of Association of the Institute, together with a copy of these Articles, together with such rules and regulations as are in force, and the current Code of Conduct applicable to members.

### **Subscriptions**

26. Each member of the Institute (other than an Honorary Member) shall pay an annual subscription of such sum as may be fixed by resolution of a general meeting from time to time. The Council may if it thinks fit make arrangements for the payment of subscriptions by instalments. All annual subscriptions shall be accounted due in full on 1 January in any year.
27. A member elected after 1 February in any year shall only be required to pay such proportion of annual subscription as is relative to the remainder of that year, rounded up to the nearest £1, calculated from the first day of the month of his or her election.

### **Resignation of Membership**

28. Any member may give notice in writing to the Chief Executive of his or her desire to resign membership of the Institute, and on receipt of such notice shall cease to be a member accordingly, but without prejudice to the right of the Institute to collect any outstanding subscription due as at the immediately preceding 1 January.

### **Removal from Membership for non-payment of subscription**

29. (1) Where a member has failed to pay his or her annual subscription, the Chief Executive shall give that member notice that he or she is in arrears. If the member concerned has not paid the arrears due within the period of a

further month after the date of the notice given by the Chief Executive, he or she shall be liable to be removed from membership by the Council, without prejudice to the right of the Institute to collect the outstanding subscription.

- (2) The Council may, on payment of such part of any sums outstanding as may be determined by the Council, together with such reinstatement fee as may be prescribed by the Council, reinstate any former member removed under the provisions of this Article.

**Removal from membership: summary procedure for members convicted of offences or expelled by a professional institution**

30. (1) Subject to (3 and (4), the membership of any person shall be terminated (without prejudice to the right of the Institute to recover any unpaid subscription) if he or she –
- (a) Is convicted of any offence falling within (2); or
  - (b) Is expelled, or required to resign, by any professional institution of which he or she is a member.
- (2) A conviction falls within the scope of this Article if –
- (a) it took place in a court in the United Kingdom, the Channel Islands or the Isle of Man; and
  - (b) was for any offence other than –
    - (i) one leading to an absolute or conditional discharge; or
    - (ii) a motoring offence where a fine or disqualification from driving for less than 12 months was imposed.
- (3) Termination of membership under this Article on the basis of a criminal conviction falling within the scope of (2) shall not take place (assuming the requirements of (4) are satisfied) until the period during which the member may appeal against conviction has expired (where the member pleaded not guilty to the offence) or, if he or she has appealed against the conviction, the appeal has been disposed of.
- (4) Termination of membership under this Article may not take place (assuming the requirements of (3) are satisfied) unless any two of the following consent to the termination –
- (a) the President;
  - (b) the Chair of the Professional Conduct Committee; and
  - (c) the Chief Executive;

Provided that –

- (a) if the President is unable to act, the power of consenting under this paragraph shall be vested in the Senior Vice President, and

- (b) if the Chair of the Professional Conduct Committee is unable to act, the power of consenting under this paragraph shall be vested in the Vice Chair of the Professional Conduct Committee.
- (5) Where the membership of any person has been terminated under this Article, this fact shall be published and recorded in the membership records of the Institute.
- (6) In this Article, “professional institution” means any body (whether or not incorporated by Royal Charter) which has as its object or among its objects and powers the granting of any statutorily-recognised qualification or the promotion of professional improvement, and any dispute as to whether an institution is a professional institution within the meaning of this paragraph shall be decided conclusively by the two persons exercising consent under (4) to a termination in any particular case.

### **Professional Conduct and Discipline**

- 31.
  - (1) The Council shall appoint a committee (“the Professional Conduct Committee”) with the following functions:
    - (a) To formulate and keep under review professional standards for members of the Institute, advising the Council as necessary; and
    - (b) Subject to Article 30, to exercise on behalf of the Council and the Institute the disciplinary powers of the Institute.
  - (2) The jurisdiction of the Professional Conduct Committee in relation to the exercise of the disciplinary powers of the Institute over members may be exercised by any sub-committee appointed by the Professional Conduct Committee, and references to the Professional Conduct Committee in the succeeding Articles shall include references to a Professional Conduct Sub-Committee where appropriate.
- 32.
  - (1) Subject to Article 30, the Professional Conduct Committee shall deal with all complaints received by the Institute in relation to any of its members, including allegations of professional misconduct or conduct prejudicial to the interests of the Institute. For the avoidance of doubt, the powers of the Professional Conduct Committee under this Article and under the immediately preceding Article extend to all organisational members, and Articles 30-31 and this Article shall be construed accordingly..
  - (2) The Professional Conduct Committee shall regulate its own procedure when dealing with the matters referred to in (1), provided that the member who is the subject of any proceedings before the Committee is entitled to notice of the matters being raised against him or her, and is given a reasonable opportunity to make representations to the Committee, whether in writing or by appearing before the Committee personally or by his or her legal adviser.
  - (3) If the Professional Conduct Committee finds a complaint against a member to be substantiated, it may:
    - (a) impose no penalty;
    - (b) rebuke the member;

- (c) impose a financial penalty not exceeding such amount as may be specified by the Council from time to time, which shall be payable by the member to the Institute;
  - (d) order the member to pay compensation of a sum not exceeding such amount as may be specified by the Council from time to time to the complainant;
  - (e) suspend the member from membership of the Institute for a period not exceeding two years running from the date of the Committee decision or, in the event of an unsuccessful appeal against the decision following which the suspension is confirmed, from the date on which the appeal is concluded;
  - (f) require the resignation of the member, in default of which the Chief Executive shall remove the name of the member from the list of members, without prejudice to the right of the Institute to collect any outstanding sums due from that member.
- (4) Adverse findings by the Professional Conduct Committee shall be published and recorded in the membership records of the Institute.
- (5) Where the Professional Conduct Committee has found a complaint against a member not to be substantiated, it may advise the member of any aspect of his or her professional conduct which it finds to be of concern, but this shall not be regarded as an adverse finding nor be published.
- (6) The Professional Conduct Committee may require a member against whom it has reached an adverse finding to pay the reasonable costs of the Institute in administering the proceedings against him or her, as determined by the Director or, in the event of dispute, by a costs draftsman who is a member of the Association of Costs Lawyers agreed between the Institute and the member concerned or in default of agreement nominated by the President of the said Association, such costs draftsman to act as an expert rather than as an arbitrator.
33. The Council shall appoint a Professional Conduct Appeals Sub-Committee ("the Professional Conduct Appeals Sub-Committee"), to which shall be referred any appeal by a member against an adverse finding by the Professional Conduct Committee in respect of that member. No appeal shall be entertained by the Professional Conduct Appeals Sub-Committee unless it is received by the Chief Executive not later than 21 days after notice of the finding by the Professional Conduct Committee has been sent to him or her. No action shall be taken in respect of any adverse finding until any appeal under this Article has been concluded or until the expiry of the 21-day period previously referred to, if no appeal is lodged.
34. (1) The Professional Conduct Appeals Sub-Committee shall be empowered:
- (a) to set aside the findings of the Professional Conduct Committee, wholly or in part;
  - (b) to vary any disciplinary sanction imposed by the Professional Conduct Committee;
  - (c) To dismiss the appeal and uphold the original decision of the Professional Conduct Committee.



- (2) The Professional Conduct Appeals Sub-Committee shall regulate its own procedure, provided that the appellant shall be given a reasonable opportunity to make representations to the Sub-Committee, either in writing or by appearing before the Sub-Committee personally or by his or her legal adviser.
- (3) No person shall sit as a member of the Professional Conduct Appeals Sub-Committee in relation to any particular appeal who has participated in any of the earlier proceedings which have given rise to that appeal.
- (4) The Professional Conduct Appeals Sub-Committee may require an unsuccessful appellant to pay the reasonable costs of the Institute in administering the appeal, such costs to be determined in the manner laid down in Article 32(6).

[Article 35 deleted 3.10.17]

### **Annual General Meeting**

- 36. (1) The Annual General Meeting of the members of the Institute shall be held once in every year on a date and time, and at a venue, decided by the Council. Not less than nine months nor more than fifteen months shall elapse between the holding of one Annual General Meeting and the holding of the next following Annual General Meeting. Not less than 21 days' notice of the Annual General Meeting shall be given to all members entitled to attend the meeting.
- (2) The business and order of business at each Annual General Meeting shall be as follows:
  - (a) the Chief Executive shall read the notice convening the meeting, but unless the meeting objects this notice may be taken as read;
  - (b) the minutes of the previous general meeting shall be confirmed and signed by the Chairman of the meeting;
  - (c) the results of elections for membership of the Council shall be declared;
  - (d) the Annual Report for the previous year shall be considered and, if thought fit, received;
  - (e) the Accounts of the Institute, together with the auditor's report thereon, shall be considered and, if thought fit, approved;
  - (f) the Accounts of the Benevolent Fund, together with the auditor's report thereon, shall be considered and, if thought fit, approved;
  - (g) the auditor for the ensuing year shall be appointed;
  - (h) motions introduced by the Council shall be considered; and
  - (i) motions introduced by members of the Institute in accordance with Article 37 shall be considered.
- (3) All business at an Annual General Meeting shall be deemed to be ordinary business, with the exception of motions introduced by the Council and members' motions, which shall be deemed to be special business.

37. Any member entitled to vote at general meetings may, not less than 42 days before the date of the Annual General Meeting, lodge with the Chief Executive notice of any resolution to be proposed by him at the Annual General Meeting. The Chief Executive shall thereupon include that resolution in the agenda for the meeting.

### **Extraordinary General Meetings**

38. (1) The Council may convene an Extraordinary General Meeting at any time.
- (2) Fifty or more members of the Institute entitled to vote at general meetings may give notice in writing to the Chief Executive requisitioning an Extraordinary General Meeting. Such notice shall state fully the business to be transacted at the meeting. The Council shall thereupon convene an Extraordinary General Meeting in accordance with the requisition, to be held no later than a date 42 clear days after the date of receipt of the requisition, and shall give not less than 21 clear days' notice to all members of the Institute entitled to attend general meetings.
- (3) If the Council shall not have convened an Extraordinary General Meeting within the 42 clear days specified in (2), those members requisitioning the meeting, or a majority of them, may themselves convene the meeting, to be held within three months of the date of receipt of the requisition, on a date to be decided by them.
- (4) All business at an Extraordinary General Meeting shall be deemed to be special business.

### **Provisions relating to all General Meetings**

#### Notice

39. It shall be deemed to be sufficient notice to members of any general meeting for all purposes if the notice of the meeting, together with any documents referred to therein, is posted on the website of the Institute by the relevant date, provided that the notice is drawn to the attention of members generally by letter or in some other appropriate way, and printed copies are available to any member on request. Copies of the notice shall be made available to members at the meeting.
40. Accidental omission to give notice of a general meeting to any member shall not invalidate the proceedings of that meeting.

#### Chairing

41. The President of the Institute or, in the absence of the President, the Vice-Presidents of the Institute in order of seniority, shall preside at all general meetings of the Institute. If neither the President nor either of the Vice-Presidents is present within 15 minutes of the time appointed for the commencement of the meeting, or if none of them is willing to occupy the Chair, then the meeting shall choose a Council member to take the Chair. In the event that no Council member is present, or if all Council members present decline to take the Chair, then the meeting may choose any other member who is entitled to vote and is present to take the Chair.

### Quorum

42. The quorum for all general meetings of the Institute shall be thirty members who are entitled to vote at such meetings. If a general meeting becomes inquorate part way through, the Chair shall adjourn it to a date and time to be fixed by the members then present.
43. If no quorum is present at, or within 30 minutes of, the time appointed for the commencement of the meeting, the meeting shall, if held on a members' requisition, be abandoned. In all other cases, it shall be treated as adjourned to the same time on the same day in the next following week, at a place decided by the Council, when those present shall form a quorum in any event.

### Adjournment

44. The Chair may, with the consent of the meeting, adjourn any general meeting to such date, time and place as shall be agreed by the meeting. If the adjournment is for ten days or more notice of it shall be given to all members entitled to attend general meetings, but where the adjournment is for less than ten days no notice of the adjournment need be given.
45. No business shall be transacted at any adjourned meeting other than that left unfinished at the original meeting.

### Voting

46. Voting at all general meetings shall be by show of hands. The result of the vote by show of hands shall be conclusive unless a poll by use of voting papers is demanded by not less than five members present who are entitled to vote. A poll may not be demanded on the election of a Chair of the meeting or on any proposed adjournment of the meeting. Subject to no poll being demanded, the declaration by the Chair of the result of the vote by show of hands shall, if recorded in the minutes of the meeting, be deemed to be conclusive evidence of the result of the vote.
47. A successful demand for a poll on a resolution shall not prevent the meeting proceeding to transact further business on the agenda while the poll is taking place.

### Rules of debate

48. Debate at general meetings shall be governed by Schedule 1.

### Powers of the Chair

49. The ruling of the Chair on any point of order or procedure arising from a general meeting shall be conclusive for all purposes.

### **Composition of the Council**

50. The Council shall henceforth consist of the following persons –
  - (1) Seventeen members who shall be Fellows, Members (Honours), Members (Diploma Holders) or Technician Members, elected by and from among all such members and those Retired Members who prior to their retirement were, or are deemed to have been, such members;

[Article 50(2) deleted 8.10.19]

- (3) The President, Senior Vice-President and Immediate Past President of the Institute, *ex officio*, provided that in the case of any person who at the date of election as Senior Vice-President has one year or more to serve in his or her current term of office as a Council member a casual vacancy shall be taken to arise which shall be filled in accordance with Article 57; and
  - (4) Not more than two members co-opted under Article 56.
52. The Council may determine that a number of the Council seats for members within the classes referred to in Article 50(1) may be filled by an election among members of their primary faculties, such ballot to be conducted in accordance with Schedule 2.
53. No person shall be eligible to serve on the Council unless he or she is actively engaged in one of the fields referred to in Article 6(2).
54. (1) Subject to the provisions of Article 55 (if the member is elected to fill a casual vacancy), each Council member elected under Articles 50 and 52 shall serve for a period of three years running from the conclusion of the Annual General Meeting at which he or she is declared elected, retiring in rotation so that in any one three-year cycle thereafter (commencing at the conclusion of the Annual General Meeting in 2016) six members retire at the end of the first year, six members retire at the end of the second year and five members retire at the end of the third year.
- (2) All retiring elected members are eligible for re-election, providing they remain otherwise qualified for election.

#### **Election of Council Members**

55. The timetable and procedure for the election of Council members shall be as prescribed in Schedule 2.

#### **Co-option of Council Members**

56. The Council may co-opt up to two persons, who need not be members of the Institute, on to the Council for the purpose of remedying any lack of technical expertise in any particular aspect of the work of the Institute or for such other good reason as the Council shall think fit. The period of office of any co-opted Council member shall be determined by the Council. A retiring co-opted member shall be eligible to be co-opted for a further period of office once his or her current period of office has concluded and shall, if otherwise qualified, be eligible to stand for election to the Council.

#### **Filling of Casual Vacancies**

57. (1) Casual vacancies among the elected members of the Council shall be filled as soon as practicable by the Council co-opting a member who would have been eligible to stand for election to the vacant seat if the vacancy had not been a casual vacancy. A member co-opted to fill a casual vacancy shall not count towards the limit on the number of co-opted Council members set by Article 56.
- (2) Any member co-opted to fill a casual vacancy shall serve only until what would have been the expiry of the term of office of the member who held the vacant seat immediately prior to the creation of the casual vacancy and shall be eligible to stand for election, if otherwise qualified.

## **Term of Office**

58. The term of office of each Council member (except co-opted Council members under Article 56 and members co-opted under Article 57 to fill casual vacancies) shall begin and expire at the conclusion of the Annual General Meeting in the relevant year. Members co-opted under either Article 56 or Article 57 shall take office with effect from the date of co-option.

## **Removal of a Council Member from office by general meeting**

59. A general meeting of the members of the Institute may by ordinary resolution remove any Council member from office and appoint another eligible member to fill the vacancy so created. The member so appointed to fill the vacancy shall serve only until what would have been the expiry of his predecessor's term of office, being eligible for re-election if otherwise duly qualified.

## **Vacation of Office**

60. The office of a Council member shall be vacated:
- (1) If he or she dies;
  - (2) If he or she ceases to be a Member of the Institute, as the case may be;
  - (3) If he or she ceases to be actively engaged in any of the fields referred to in Article 6(2);
  - (4) If he or she acquires any office of profit under the Institute;
  - (5) If he or she is adjudged bankrupt or has entered an arrangement with his or her creditors;
  - (6) If he or she becomes subject to the Mental Capacity Act 2006;
  - (7) If he or she is absent without the leave of the Council from any three consecutive meetings of the Council; or
  - (8) If he or she resigns office in writing.
61. A resolution of the Council to the effect that the office of a member of the Council has been vacated by reason of one or more of the circumstances in Article 60 shall be conclusive evidence to that effect and shall take effect immediately. Not less than 14 days' notice shall be given that such a resolution is to be considered and it shall only be effective if not less than three-quarters of the members present and voting have voted in favour of it.
62. Notwithstanding that one or more of the circumstances in Article 60 have arisen, the acts of the Council member concerned, undertaken in good faith, shall be effective until the vacation of office has been entered in the minutes of the Council.

## **Powers and duties of the Council**

63. The Council may exercise all the powers of the Institute and manage its affairs generally, subject to the provisions of any statute or rule of law, the provisions of the Memorandum of Association and these Articles, and the powers vested in a general meeting of the Institute. For the avoidance of doubt, it is hereby declared that the members of the Council shall be regarded as, and shall be taken to have always been

regarded as, the directors of the Institute as a company and the provisions of these Articles relating to the Council and Council members shall be interpreted accordingly.

64. The Council may appoint a Chief Executive and other staff on such terms and conditions as it shall think fit, and may appoint such external advisers, including solicitors, bankers and investment advisers, and examiners, as appear necessary.
65. The Council may make arrangements for the payment of pensions, gratuities and allowances to members of the staff of the Institute, their widows, families and dependants, whether by establishing a pension scheme of its own, or by participating in pension schemes established by other Associations or other bodies.
66. The Council may make, amend, and revoke and replace standing orders concerning the affairs of the Institute and the proceedings of the Council, provided these are not inconsistent with the provisions of the Memorandum of Association and these Articles.
67. The Council may continue to exercise its powers, notwithstanding any casual vacancies among its members, unless the number of Council members falls below 15, in which case the Council may only act to the extent necessary to arrange for those vacancies to be filled or for convening a general meeting of the Institute.
68. The members of the Council and the officers and members of the staff of the Institute shall be indemnified out of the funds of the Institute in respect of any claim arising out of the performance of their functions, unless the claim arises in respect of wilful neglect or default.

### **Meetings of the Council**

69. The Council shall meet at least twice in every year and may regulate its own procedure by standing orders, subject to the provisions of these Articles.
70. Voting at meetings of the Council shall, unless otherwise provided by these Articles, be by a majority of those members present and voting in such manner as the Council shall determine.
71. A special meeting of the Council shall be convened by the Chief Executive on not less than three days' notice at the written request of the President or any five Council members.
72. The President or, in the absence of the President, either of the Vice-Presidents in order of seniority, shall preside at all Council meetings, but if neither the President nor either of the Vice-Presidents are present within five minutes of the time appointed for the commencement of the meeting, then the members present shall choose one of their number to take the Chair.
73. Minutes shall be taken of all meetings of the Council and, when signed by the chairman of that or the next following meeting, shall be conclusive evidence of the proceedings of the meeting.
74. No proceedings of any Council meeting, or act of any Council member in that capacity, shall be questioned on the basis of some defect in the appointment or election of any Council member, so long as the relevant proceedings or act were carried out in good faith.
75. (1) Any Council member with a direct pecuniary interest in any matter

coming before the Council or any Committee, Sub-Committee, or group operating under the authority of the Council, shall declare that interest and abstain from speaking and voting in respect of that matter.

- (2) Any Council member with an indirect pecuniary interest or any non-pecuniary interest shall declare that interest and, although he or she may speak, shall abstain from voting in respect of that matter, unless the interest may be reasonably regarded as insignificant or may be reasonably regarded as unlikely to give rise to the suspicion of bias on the part of the member concerned.

### **President and Vice-Presidents**

76. There shall be a President and two Vice-Presidents of the Institute, who shall be elected by the Council from among Fellows, Members (Honours) and Members (Diploma Holders) for such respective periods of office, not normally exceeding one year, as the Council shall decide.

### **Delegation of Powers**

77. (1) The Council may continue to appoint Committees and delegate to such Committees, and to any designated officer or member of the staff of the Institute (whether by name or title of appointment), any of its functions, with the exception of:
- (a) power over such financial matters as the Council shall specify by regulations;
  - (b) power to fill casual vacancies on the Council under Article 57;
  - (c) power to co-opt Council members under Article 56; and
- (2) Any Committee appointed by the Council may, subject to any directions by the Council, delegate any of the functions delegated to it by the Council to any sub-committee, officer or member of the staff of the Institute (whether by name or title of appointment).
78. Nothing in Article 77 shall be taken to prevent the exercise of any delegated functions by the Council or by the Committee which delegated those functions.
79. Any Committee which is to exercise delegated functions in accordance with this Article shall include at least three Council members among its membership.

### **Accounts and Audit**

80. All cheques and other forms of payment for the benefit of the Institute shall be paid to, or deposited with, the bankers of the Institute. The Council shall by financial regulations make arrangements for the drawing of cheques and authorisation of other payments (including payments made electronically) on behalf of the Institute.
81. The Council shall cause accounts to be kept of the income and expenditure of the Institute and shall draw up a balance sheet showing the assets and liabilities of the Institute.
82. (1) Once in every year, the income and expenditure accounts and balance sheet of the Institute shall be audited by a registered auditor or firm of registered auditors elected annually by the Annual General Meeting, who

shall examine them and certify whether they present a true and fair view of the financial position of the Institute. The remuneration of the auditor or auditors shall be fixed by the Council.

- (2) The accounts of the Institute as approved and signed by the auditors shall be published in, or with, the Annual Report on the Institute website. Copies of the accounts shall be supplied to any member on request and made available at the Annual General Meeting.
- (3) Subject to such conditions as the Council may determine, the books and accounts of the Institute shall be open for inspection by prior appointment by any member of the Institute during normal business hours.

### **Associations of members**

- 83. The Council may, subject to such conditions as it shall decide, give financial assistance, support and facilities to such local associations of members of the Institute as it shall recognise from time to time in accordance with geographical and other criteria laid down by the Council.

### **Common Seal**

- 84. The common seal of the Institute shall be in the custody of the Chief Executive and shall be affixed to any document only by authority of the Council and in the presence of such persons as may be authorised by the Council for the purpose, who shall sign the document sealed to authenticate it and attest to the sealing. Such authentication and attestation shall be conclusive evidence that the common seal has been properly affixed.

### **Borrowing and Charging Powers**

- 85. The Council may exercise all the powers of the Institute to borrow money and to mortgage assets and property, or any part thereof, and to issue bonds, debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation, whether of the Institute or of any third party.

### **Notices and electronic communications**

- 86. Any notice, including any notice which must be served under these Articles, may be served by sending it pre-paid through the post to the member at his or her address as shown in the register of members, and in that event the notice shall be deemed to have been duly served or given on the date that it is put into the post.
- 87. Any notice which needs to be published or given to members generally may be published in or with any journal published by the Institute or on the Institute website.
- 88. Any reference in these Articles to notice being given or any procedure being carried out in writing shall be taken to include a reference to that notice being given or procedure being carried out electronically.



## **SCHEDULE 1**

### **RULES OF DEBATE AT GENERAL MEETINGS**

Subject to the Chair's discretion to regulate the proceedings, the following rules of debate shall be observed:

1. No resolution may be discussed until it has been proposed and seconded.
2. No member shall speak more than once on the same question, except that the mover of any resolution shall be allowed to have the last word in the debate. The mover of an amendment shall have no right of reply at the end of the debate on that amendment.
3. A member who has spoken may, by permission of the Chair, be heard again in explanation or on a point of order, but he or she shall not introduce new material, nor interrupt a member who is speaking.
4. The mover of a resolution shall not, without permission of the Chair, speak for longer than 15 minutes. No other speaker shall speak for longer than ten minutes without the permission of the Chair, except that the mover of an adjournment shall not speak for more than five minutes.
5. A member wishing to close the debate shall do so by moving that the question now be put. Such a motion, when proposed and seconded, shall be put immediately to the vote. If the closure motion is carried, the question shall be put immediately to the vote, except that the mover of the resolution under consideration shall have a right to reply before the question is put.
6. Not more than one amendment may be moved to any resolution, unless the Chair considers that this will assist the meeting. If an amendment is carried, the resolution as amended shall take the place of the original resolution, and may be further amended.
7. The Chair may call the attention of the meeting to continued irrelevance, repetition, unbecoming language or any breach of order on the part of a member and may direct that member to discontinue speaking or to leave the meeting.

## **SCHEDULE 2**

### **COUNCIL ELECTIONS: PROCEDURES**

#### **Election Procedures**

1.
  - (1) Preliminary notice of Council elections shall be published not less than 70 clear days before the date of the Annual General Meeting.
  - (2) The preliminary notice shall state:
    - (a) the number of vacancies in each of the categories to be filled and the reason for each vacancy; and
    - (b) the date by which nominations must be received by the Chief Executive.
2. Nominations for election, to be made on a form approved by the Council for the purpose, must be received by the Chief Executive not less than 42 days before the date of the Annual General Meeting. Each nomination may be accompanied by a photograph of the candidate for reproduction in the voting papers.
3.
  - (1) Subject to (2), any question as to the eligibility of any person to be a candidate for election to the Council shall be determined solely by reference to whether he or she is eligible on the last date for nominations ascertained in accordance with (2).
  - (2) If a person who is eligible to become a candidate on the last date for nominations thereafter becomes and, on the date he or she would take office in accordance with Article 58, remains ineligible, he or she shall not take office, and the vacancy shall be treated as a casual vacancy in accordance with Article 57.
4. Not later than 35 clear days before the date of the Annual General Meeting the Chief Executive shall, unless a system of electronic voting is in operation, send a voting paper to every member entitled to vote in the election. The voting paper shall be in such form as the Council shall determine. If a system of electronic voting is in operation, each member shall vote by electronic means only. The arrangements for any system of electronic voting shall be decided by the Council.
5. Completed voting papers or electronic votes shall be returned to the Chief Executive or, if so directed in the voting paper or other notification of the election, to the address stated in the voting paper of an external organisation which is acting as scrutineer for the election, not less than 14 clear days before the date of the Annual General Meeting.
6.
  - (1) The examination and counting of voting papers and, if a system of electronic voting is in operation, the scrutiny of electronic votes, shall be carried out:
    - (a) by Electoral Reform Services Limited, or some similar organisation appointed by the Council; or
    - (b) by two individual scrutineers appointed by the Council, of whom at least one shall be a Corporate Member

as determined by the Council.

- (2) No individual shall be eligible to be appointed as a scrutineer under paragraph (1) if he or she is in partnership with, or is employed by the same employer as, any of the candidates, or may otherwise be reasonably considered to have a potential conflict of interest in relation to any of the candidates.
  - (3) The scrutineers shall reject any voting paper that is not signed by the voter or returned by facsimile transmission and shall, unless a system of electronic voting is in operation, also reject any purported voting by electronic mail.
  - (4) No member shall vote by electronic voting if he or she has already returned a voting paper in that election and *vice versa*. Where a member votes both by post and by electronic means, only the vote recorded electronically shall be counted and the vote cast by post shall be disregarded.
  - (5) The scrutineers shall draw up a report stating the following particulars:
    - (a) where voting has been by means of voting papers, the total number of voting papers received by the due date;
    - (b) where voting has been by means of voting papers, the total number of voting papers rejected and the grounds of rejection, namely:
      - (i) no vote recorded;
      - (ii) ambiguity;
      - (iii) spoiled;
    - (c) where voting has been by electronic means, the total number of valid electronic votes; and
    - (d) the total number of valid votes cast for each candidate.
7. Any question raised by a candidate as to the conduct or result of any election shall be referred to the determination of a solicitor or barrister nominated by the President of the Institute. The determination by any such solicitor or barrister, who shall act as an expert and not as an arbitrator, shall be final and conclusive for all purposes. A candidate wishing to raise any question about an election shall do so in writing addressed to the Chief Executive not later than 28 days after the date of the Annual General Meeting at which the result of the election was declared.