



---

# Memorandum and Articles of Association

## CONTENTS

Subscribers	2
Certificate of Incorporation	3
Memorandum of Association	4-5
Articles of Association	6-16



---

## Subscribers

We, the several persons whose names are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

---

### Names, Addresses and Descriptions of Subscribers

HENRY NEAL, AMIMechE, Chief Officer, Fire Brigade Headquarters, Rutland Street, Leicester.

JAMES SCOTT, Chief Officer, Fire Brigade Headquarters, Nelson Street, Bradford.

J.T. BURNS, Chief Officer, Fire Brigade Headquarters, Charing Cross, Birkenhead.

ARTHUR R. CORLETT, OBE, Chief Superintendent of Fire Brigade, Fire Brigade Headquarters, Fairfield Street, Manchester.

JOHN W.M. DANE, Chief Officer, Chief Fire Station, Park Lane, Croydon, Surrey.

WILLIAM PETT, Chief Officer, Fire Brigade Headquarters, New North Road, Exeter, Devonshire.

A. PORDAGE, Firemaster, Fire Brigade Headquarters, Lauriston Place, Edinburgh.

A.R. TOZER, Chief Officer, Fire Brigade Headquarters, The Priory, Birmingham.

M. WADDELL, Firemaster, Fire Brigade Headquarters, Ingram Street, Glasgow.

*Dated the 30<sup>th</sup> day of June, Nineteen Hundred and Twenty-Four*

---

Witness to the signature of the above named

Henry Neal

JOHN HENRY FARMER Fire Brigade,  
Leicester.

Witness to the signature of the above named

James Scott

CHARLES J. FIELD,  
Supt., Bradford City Fire Station.

Witness to the signature of the above named

James Thomas Burns

C. BALL, 3rd Officer,  
Fire Brigade Station, Birkenhead.

Witness to the signature of the above named

Arthur Ready Corlett

D.D. SLOAN, Chief Inspector, Chief Fire Station,  
Manchester.

Witness to the signature of the above named

John William Dane

FREDERICK J. STOVELL, Sub-Officer, Croydon  
Fire Brigade, Chief Fire Station, Park Lane,  
Croydon.

Witness to the signature of the above named

William Pett

DAVID JONES BENFORD Instrument  
Maker, 10 Oakfield Road, Exeter, Devon.

Witness to the signature of the above named

Arthur Pordage

H.M. GARROWAY, Typist,  
2a Hill Street, Edinburgh.

Witness to the signature of the above named

Alfred Robert Tozer

A.L. WESTCOMBE, Secretary, Central  
Fire Station, Birmingham.

Witness to the signature of the above named

William Waddell

PETER KELLY, Clerk,  
Chief Fire Station, Glasgow.



The Institution of Fire Engineers  
The International Organisation  
for Fire Professionals



---

**No. 13267**

## **Certificate of Incorporation**

I hereby Certify that 'THE INSTITUTION OF FIRE ENGINEERS' (word 'Limited' omitted by licence of the Board of Trade) is this day incorporated under the companies Acts, 1908 to 1917, and that this company is LIMITED.

Given under my hand at EDINBURGH, this TWENTY-FIFTH DAY OF JULY, ONE THOUSAND NINE HUNDRED AND TWENTY-FOUR.

JAMES ADAM,  
Registrar of Joint Stock Companies



---

## Company Limited by Guarantee and not having a Share Capital

### Memorandum of Association of The Institution of Fire Engineers

- I. The name of the Company (hereinafter called “The Institution”) is “THE INSTITUTION OF FIRE ENGINEERS.”
- II. The Registered Office of the Institution will be situated in Scotland.
- III. The object for which the Institution is established is: To promote, encourage, and improve the science and practice of Fire Extinction, Fire Prevention and Fire Engineering and all operations and expedients connected therewith, and to give an impulse to ideas likely to be useful in connection with or in relation to such science and practice to the members of the Institution and to the community at large. In furtherance of the above object and ancillary to it the Institution may:
  - (a) Enable members to meet and to correspond and to facilitate the interchange of ideas respecting improvements in the various Branches of the said science and the publication and communication of information on such subjects.
  - (b) Acquire and deal with and take options over any property, real or personal and improve, develop, sell, lease or otherwise dispose of, or otherwise deal with all or any part of such property and any and all rights of the Institution therein or thereto, and to borrow or raise money in such manner as the Institution shall think fit and secure repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Institution’s property or assets.
  - (c) Act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform subcontracts. To act in any of the businesses of the Institution through or by means of agents, brokers, subcontractors or others.
  - (d) Do all other things, incidental or conducive to the attainment of the above objects or any of them.

Provided that the Institution shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction, or condition which, if any object of the Institution, would make it a Trade Union.

Provided also that in case the Institution shall take or hold any property subject to the jurisdiction of the Office of Scottish Charity Regulator (OSCR), 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 Managers or Trustees 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 Managers or Trustees, 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, the Office of Scottish Charity Regulator (OSCR) over such Managers and Trustees, 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. In case the Institution shall take or hold any property which may be subject to any trusts, the Institution shall only deal with the same in such manner as allowed by law having regard to such trusts.



- IV. 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 this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profits to the members of the Institution. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer, or servant 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 5 per cent per annum on money lent, or reasonable and proper rent for premises, demised or let by any member to the Institution; but so that no remuneration or other benefit in money or money's worth shall be given by the Institution to any member of the Board or Governing Body except to the Chief Executive Officer under a contract of employment, subject to compliance with the Charities and Trustee Investment (Scotland) Act 2005, 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.
- V. The liability of the members is limited.
- VI. 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 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 for winding up the same, and for the adjustment of the rights of the contributions amongst themselves such amount as may be required, not exceeding Twenty Five Pence.
- VII. 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 institution or institutions 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 Clause IV hereof, such institution or institutions 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.
- VIII. True accounts shall be kept of the sums of money received and expended by the Institution, and the matter in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Institution; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institution for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Institution shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

*(As amended by Special Resolution passed on 4th July 2002)  
(As amended by Special Resolution passed on 27 July 2016)*



The Institution of Fire Engineers  
The International Organisation  
for Fire Professionals



---

**The Companies Acts 1985 to 2006 Company Limited by Guarantee and  
not having a Share Capital**

# **Articles of Association of The Institution of Fire Engineers**

(Adopted by Special Resolution passed on the 11 July 2017)



## Articles of Association of The Institution of Fire Engineers

### Interpretation

1. a. In these Articles words standing in the first column of the table below shall bear the meanings set opposite them respectively in the second column if not inconsistent with the subject or context.
- b. Except where the context otherwise requires, words denoting any gender include all genders and reference to persons shall include corporations.
- c. Except where the context otherwise requires, words and expressions defined in the Act shall have the same meanings in these Articles.

<b>Word</b>	<b>Meaning</b>
Act	The Companies Act 1985 and 2006.
Institution	The Institution of Fire Engineers.
Articles	The Articles of Association and the regulations of the Institution from time to time in force.
Board	The Board of Directors of the Company.
Engineering Council Registrants' Director	A Board director elected by the Engineering Council Registrants.
International General Assembly Representative	A member of the International General Assembly.
International General Assembly	The International General Assembly referred to in Article 38.
Office	The Registered Office of the Institution or such other place as the Institution shall notify members in writing for the service of documents or proceedings.
Seal	The Common Seal of the Institution.
By-Laws	The By-Laws of the Institution for the time being in force.
United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Business Day	A day other than a Saturday, Sunday or public holiday in England when banks in London are open for business.
In writing	The representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
Document	Includes, unless otherwise specified, any document sent or supplied in electronic form.
Electronic form	Has the meaning given in section 1168 of the Companies Act 2006.



---

Corporate members	Members of the Institution who are Life Fellows, Fellows, Members and Associates.
Non-corporate members	Those members of the Institution who are Honorary Fellows, Graduates, Students, Licentiates and Technicians.
International President	The President of the Institution worldwide.
President	The President of a Branch.
Chair	The Chair of the Board.
Rules of Membership	The Rules of Membership of the Institution published from time to time by the Board.
Branch	An independent and autonomous body or association of members of the Institution within a defined geographical area licensed by the Institution to carry on activities as a legally distinct body under the name "Institution of Fire Engineers ____ Branch."
Group	A Group or body of members duly authorised to carry on activities under the name "Institution of Fire Engineers _____ Group."
Graduate	A member of the Institution having the title or grade of Graduate.
Leader	The Chair of the International General Assembly.
Voting Member	Any member who is a corporate member, Graduate, Licentiate or Technician.
Nominations Committee	The nominations committee established under these Articles.





---

## Constitution

2. For the purpose of registration the number of members of The Institution is declared to be unlimited.
3. Such persons as shall be admitted in accordance with the Articles and no others, shall be members of the Institution and be entered on the Register as such, according to their titles and/or grades.
4. Any person may become a member of the Institution who according to the class in which he is placed, shall be qualified and elected as hereinafter mentioned and shall agree in writing to become such member, and shall pay any entrance fee prescribed and first subscription accordingly. A member shall also pay the appropriate entrance fee and subscription upon transferring from one grade and/or title of member to another grade and/or title.
5. There shall be Titles of membership termed Companions and Affiliates and Grades of membership termed Life Fellows, Fellows, Members, Associates, Graduates, Technicians and Students. The present classes of Licentiates and Honorary Fellows shall be retained but no further election to these classes of membership shall take place. The Board may award a person the title Honorary Fellow but such person shall not thereby become a member of the Institution.
6. The privileges and obligations, including liability to expulsion or suspension of members of each of the grades and titles for membership shall be such as the By-Laws prescribe. The qualifications, method and terms of admission to each of the grades and titles of membership shall be as determined from time to time by the Board and set out in the Rules of Membership.
7. The rights and privileges of any member shall not be transferable or transmissible by his own act or by operation of Law, except that a member may subject to the terms of the Articles appoint a proxy to attend and vote on his behalf at any General Meeting of the Institution.

## General Meetings

8. The Annual General Meeting shall take place at such place as the Board may determine, and at such time as the Board shall appoint.
9. A General Meeting may be convened at any time by the Board and shall be convened on requisition in accordance with the provisions of Section 303 of the Act.
10. An Annual General Meeting and any General Meeting at which it is proposed to pass a resolution of which special notice has been given to the Institution shall be called by at least 21 days' notice in writing and any other General Meeting by at least 14 days' notice in writing (exclusive in either case of the day on which it is served and of day for which it is given) such notice shall be sent to the Auditors and to every member of the Institution. In the case of an Annual General Meeting the notice shall specify the meeting as such and in the case of any General Meeting shall set out any resolution to be proposed. 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.
- 11a. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
  - i. notice of the proposed amendment is given to the Office in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than seven days before the meeting is to take place (or such later time as the Chair of the meeting may determine); and



- ii. the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 11b. A special resolution to be proposed at a General Meeting may be amended by special resolution if:
- i. the Chair of the meeting proposes the amendment at the General Meeting of which the resolution is to be proposed; and
  - ii. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
12. If within thirty minutes after the time fixed for holding the General Meeting a quorum is not present, the meeting if convened on a requisition under Article 9 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, and at such adjourned meeting the members present shall form a quorum.
13. Fifty members present in person or by proxy at the time when the meeting proceeds to business shall constitute a quorum for the purpose of an Annual General Meeting. Fifty members present in person or by proxy at the time when the meeting proceeds to business shall constitute a quorum for the purpose of a General Meeting.
14. The International President shall preside as Chair at every General Meeting and in his absence the Chair shall be Chair of the meeting, and if the Chair shall not be present the members present shall elect a Chair from amongst the corporate members present.
15. The decision of a General Meeting shall be ascertained by a show of hands unless after the show of hands a poll is forthwith demanded by the Chair of the meeting or at least ten of the members present at the meeting. The manner of taking a show of hands or a poll shall be at the discretion of the Chair. A declaration by the Chair that a resolution has been carried or carried unanimously or carried by a particular majority or lost and an entry in the minutes signed by the Chair shall be sufficient evidence of the decision of the General Meeting.
- 15i. At any general meeting each Voting Member shall have one vote. In the case of equality of votes the Chair shall have a second or casting vote; provided that this shall not interfere with the provision of the By-Laws as to election by ballot.
- a. The Chair 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
  - b. If a poll is duly demanded (and the demand be not withdrawn) it shall be taken in such manner (including the use of electronic voting or ballot or voting papers or tickets) as the Chair may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chair may (and if so requested shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.



- c. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the Meeting) and place as the Chair may direct. No notice need be given of a poll not taken immediately.
  - d. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded.
16. Each member shall be entitled to appoint a member of the Institution of any class as the proxy of such member to attend and vote at any General Meeting on their behalf.
17. An instrument appointing a proxy shall be in such form as the Board shall prescribe and shall be deemed to include the right to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it related.
18. An instrument appointing a proxy must be left at the Office not less than 48 hours before the time appointed for the meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
19. The acceptance or rejection of votes by the Chair shall be conclusive for the purpose of the decision of the matter in respect of which votes are tendered provided that the Chair may review such decision at the same meeting, if any error be then pointed out.

## By-Laws

- 20a. The By-Laws shall regulate all matters by these Articles left to be prescribed by the By-Laws and all matters which, consistent with the Articles, shall be made the subject of By-Laws.
- 20b. Alterations in, and additions to, the By-Laws may be made by special resolution or by resolution of the Board.

## Board

- 21a. The number of Directors shall be not more than 12, of whom:

one shall be the International President  
one shall be elected by Engineering Council Registrant members from among their number  
one shall be the Chief Executive Officer  
up to 5 shall be elected by the Voting Members of the Company from among their number  
up to 2 shall be elected by the International General Assembly  
up to 2 may be co-opted to the Board in accordance with Article 21c.

Each Director (including co-opted Directors) shall, subject to compliance with the Act and any requirements of these Articles and the By-Laws in relation to any matter in which they have an interest, be entitled to vote at any meeting of the Board at which they are present.

- 21b. No member of the Board may be elected unless he or she has been recommended for election by the Nominations Committee.
- 21c. The Board may by majority resolution co-opt to the Board up to two persons who the Board consider



advantageous to the Board and who shall be willing to serve. Co-opted Directors shall not be required to be members of the Institution. All co-opted members of the Board shall serve for a maximum term of three years.

- 21d. Save as herein otherwise provided, the quorum necessary for the transaction of the business of the Board shall be fifty percent of the serving Board Directors.
- 22a. Two members of the Board (not including members of the Board co-opted in accordance with Article 21c) shall retire from the Board each year, but may be re-elected.
- 22b. Any member of the Board who has completed a maximum of three consecutive years in office shall retire from the Board and may be re-elected.
- 22c. The members of the Board due to retire from the Board each year shall, unless the Board agree otherwise amongst themselves, be chosen from those who have been longest in office and in the case of equal seniority, shall be chosen by ballot of members of the Board.
23. The Board shall nominate a Chair of their meetings and the period for which he is to hold office. In the case of equality of votes the Chair shall have a second or casting vote.
24. The election of members of the Board in place of those retiring at any Annual General Meeting shall be conducted in such manner as shall be prescribed by the By-Laws from time to time in force as provided by these Articles.
- 25a. The Board may, notwithstanding any vacancy in their body, fill any casual vacancy occurring among the ordinary members of the Board or in the office of International President (but excluding any member elected by the International General Assembly) caused by the retirement, resignation or removal of such member of the Board ("an Original Board Member") and the replacement member of the Board or International President (as the case may be) so appointed shall retire at the Annual General Meeting at which such Original Board Member would, in accordance with these Articles of Association, have been required to offer himself for re-election. Vacancies not filled at an Annual General Meeting shall also be deemed to be casual vacancies within the meaning of this Article. The period when filling a casual vacancy shall not be counted towards the term of office of any Board Member.
- 25b. The office of a member of the Board shall be vacated if:
  - i. such a member shall fail to attend three consecutive meetings of the Board, or three meetings of the Board out of any consecutive five meetings of the Board and
  - ii. the Board resolves, following recommendation by the Chair of the Board that the office be vacated.
26. The Company Secretary and Treasurer, and other employees of the Institution, shall be appointed and removed in the manner prescribed in the By-Laws from time to time in force as provided by these Articles. Subject to the express provisions of the By-Laws and current employment legislation, employees of the Institution shall be appointed and may be removed by the Board.
27. The powers and duties of the employees of the Institution shall, subject to any express provision in the By-Laws, be determined by the Board. The duties of Company Secretary[ and Treasurer] may be discharged by the same person.



---

## Power of the Board

28. The government and control of the Institution and its affairs shall be vested in the Board subject to the provisions of the Act and the Articles and to the By-Laws. The business of the Board shall be conducted in such manner as the Board may from time to time prescribe.
- 29a. The Treasurer may with the consent of the Board invest in the name of the Institution in or upon any authorised securities as defined in the first schedule Trustee Investments Act 1961. Provided always that monies subject or representing property subject to the jurisdiction of OSCR shall only be invested in such securities and with such sanctions as shall for the time being be prescribed by law.
- The Board may borrow monies for the purposes of the Institution whether without security or secured on the property of the Institution. The Board may realise the investments of the Institution.
- 30a. The Board may appoint Committees and Sub-Committees to carry out the work of the Institution, the membership of which shall be determined by the Board. The Board may delegate any of its powers and duties to any Committee subject to the decisions of such Committees being reported to the Board and the International President shall ex-officio, be a member of all Committees of the Board.
- 30b. Without prejudice to the generality of Article 30a, there shall be a Nominations Committee which shall comprise three Directors nominated by the Board and three representatives nominated by the International General Assembly. The Directors shall agree terms of reference and regulations for the operation of the Nominations Committee that are consistent with the Memorandum and these Articles.
- 30c. The Board may at its discretion nominate any member of the Institution to serve as its representative on the committee or board of any other organisation.
- 30d. The Board may at its discretion employ any part of the funds of the Institution in the payment of lecturers and the foundation or grant of scholarships, exhibitions, prizes and medals in connection with any of the objects of the Institution, or of the examinations held by the Institution.
31. Travelling and other out-of-pocket expenses may be repaid by the Institution to members of the Board and members of Committees and sub-committees of the Board attending meetings, or otherwise engaged on Institution business with the authority of the Board. The Board may also authorise the payment of fees or other reasonable expenses to meet all or part of the expenses incurred by persons requested by the Board to assist the Institution.
32. The Board may regulate its own procedure and the procedure of any Committee appointed by it.
33. All communications to the Institution, unless otherwise determined shall be the property of the Institution, and shall be published only by authority of the Board.
34. None of the property or documents of the Institution may be removed from its premises or meetings without the written consent of the Board.

## Accounts and Audit

35. The register of members, reports of the Board, annual audited accounts, minutes of Board meetings and public records of the Institution shall at all times be open to the inspection of the members, subject to such reasonable restrictions as to time and manner of such inspection as shall from time to



time be imposed by the Institution in the General Meeting.

36. A copy of every Balance Sheet and Income and Expenditure Account which is to be laid before a General Meeting of the Institution (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Board's Report shall not less than 21 days before the date of the meeting be sent to every member.
37. Auditors shall be appointed and their duties regulated in accordance with the Act.

## **International General Assembly**

- 38a. The Board may authorise the formation of an International General Assembly.
- 38b. The International General Assembly shall be constituted and elected and its procedures and proceedings shall be governed in accordance with rules and regulations laid down from time to time in the By-Laws.

## **Branches and Groups**

- 39a. The Board may when and where necessary authorise the formation of Branches and/or Groups. Such Branches and/or Groups shall be conducted according to the Articles and the By-Laws.
- 39b. Groups will normally be formed by, and within Branches, where a sub-division is necessary to achieve an advantageous distribution of the work of the Institution within the Branch, but special interest groups may be established on a non-geographic basis for the purpose of facilitating the objectives of the Institution.
40. The appropriation and contribution of funds of the Institution towards the expenses of Branches and/or Groups consistent with the objects of the Institution shall be at the sole discretion of the Board and the Institution shall not be responsible for any liability incurred by or on behalf of any Branch or Group of the Institution beyond any amount previously appropriated or contributed for any specified purpose by the Board.
41. Branches shall be conducted, governed and managed in accordance with the Constitution and Rules for Branches and Groups.
42. Branches outside the United Kingdom shall be responsible for the conduct and control of examinations in their particular country in accordance with the regulations prescribed by the Board from time to time.

## **Winding Up**

43. The Provision in Clause VII of the Memorandum of Association shall have effect as if the same were repeated in the Articles.

## **Means of communication to be used**

- 44a. Subject to these Articles, anything sent or supplied by or to the Institution under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Institution.



- 44b. Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that member of the Board has asked to be sent or supplied with such notices or documents for the time being.
- 44c. A member of the Board may agree with the Institution that notices or documents sent to that member of the Board in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 44d. Save as provided in Article 44(c), any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- i. if properly addressed and sent by prepaid United Kingdom second class post to an address in the United Kingdom, 48 hours after it was posted (or ten Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by airmail addressed to the intended recipient;
  - ii. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - iii. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
  - iv. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

- 44e. In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

## **Indemnity and insurance**

- 45a. Subject to Article 45b, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
- i. each relevant officer shall be indemnified out of the Institution's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Institution's (or any associated company's) affairs; and
  - ii. the Institution may provide any relevant officer with funds to meet expenditure incurred or to



be incurred by him in connection with any proceedings or application referred to in article 45a(i) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 45b. This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 45c. The Directors may decide to purchase and maintain insurance, at the expense of the Institution, for the benefit of any relevant officer in respect of any relevant loss.
- 45d. In this Article:
- i. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
  - ii. a relevant loss means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Institution or any associated company; and
  - iii. a relevant officer means any director of the Institution or an associated company, but excluding in each case any person engaged by the Institution (or associated company) as auditor (whether or not he is also a director), to the extent he acts in his capacity as auditor).