

**THE INSTITUTE OF
AUCTIONEERS AND APPRAISERS
IN SCOTLAND**



**ARTICLES
OF ASSOCIATION**

**The Institute of Auctioneers and
Appraisers in Scotland**

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1.	Definitions and Interpretation	1
1.1.	The definitions set out in this Article 1.1 apply in these articles.	
1.2.	The rules of interpretation set out in Articles 1.3 to 1.8 (inclusive) apply in these articles.	
1.3.	A reference to:	
(a)	a "person" includes a reference to:	
(i)	any individual, firm, partnership, unincorporated association or company wherever incorporated or situate; and	
(ii)	that person's legal personal representatives, trustees in bankruptcy and successors;	
(b)	"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales, Scotland or Northern Ireland which have an effect similar to that of bankruptcy;	
(c)	a "document" includes, unless otherwise specified, any document sent or supplied in Electronic Form; and	
(d)	a "company" shall include any company, corporation or other body corporate, wherever and however incorporated or established.	
1.4.	Unless the context otherwise requires:	
(a)	words denoting the singular shall include the plural and vice versa;	
(b)	words denoting a gender shall include all genders; and	
(c)	references to (or to any specified provision of) these articles or any other document shall be construed as references to these articles, that provision or that document as in force and as amended from time to time.	
1.5.	Unless stated to the contrary, a reference to a statute, statutory provision or subordinate legislation includes a reference to it as modified, replaced, amended and/or re-enacted from time to time (before or after the date of these articles) and any prior or subsequent legislation made under it but this Article 1.5 shall not operate so as to impose on any person any greater obligation than would otherwise apply.	
1.6.	Unless the context otherwise requires, words or expressions used in these articles shall have the same meaning as in the Act.	
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- 5.3. Notwithstanding any provision of these articles, a Member of the Institute shall not be prevented from receiving reasonable and proper remuneration for any goods or services supplied to the Institute.
6. Class of Members 5
- 6.1. The Institute shall consist of an unlimited number of Members.
- 6.2. The Members of the Institute shall be divided into five classes:
- (a) Corporate Members;
 - (b) Student Members;
 - (c) Associate Members;
 - (d) Fellow Members; and
 - (e) Honorary Members.
- 6.3. Notwithstanding Article 6.2 the General Council may establish different classes of membership from time to time.
7. Applications for Membership 5
- 7.1. With the exception of any person elected as a Honorary Member, no person shall become a Member of the Institute unless:
- (a) that person has completed an application for membership in a form approved by the General Council from time to time;
 - (b) that person has submitted a written recommendation in a form approved by the General Council from time to time and which is signed by the required number of signatories pursuant to Articles 8 to 11 (inclusive);
 - (c) that person has signed an undertaking in a form prescribed by the General Council from time to time, to observe these articles, code of practice and all byelaws, rules and regulations of the Institute for the time being in force and to deliver up to the Institute his certificate of admission on his ceasing to be a Member; and
 - (d) the General Council have approved the application.
- 7.2. The General Council shall at their discretion (subject only to these articles and to the byelaws, if any, for the time being in force) determine whether the applicant shall be admitted as a Member of the Institute, and their decision to admit or not to admit any person shall be final and the General Council shall not be bound to give any reason for their decision.
8. Application for Corporate Members 6
- 8.1. An applicant for Corporate Membership must be a business carrying on the Profession in Scotland who at the date of application for admission, and in the course of business, employ or engage not less than one Fellow Member or one Associate Member.
- 8.2. The General Council shall at its discretion approve any application for Corporate Membership subject to any conditions it may think fit and proper including, but not limited to, any probationary period.
- 8.3. In the event of a Corporate Member ceasing to have one Fellow Member or one Associate Member engaged in its business for a continuous period of one year it shall immediately cease to be a Corporate Member.
- 8.4. Any Fellow Member or Associate Member may apply for membership of the Institute as an individual Corporate Member and once accepted his membership will continue both as a Fellow Member or Associate Member and as an individual Corporate Member.

- 8.5. Any application for Corporate Membership must include a written recommendation signed by a minimum of three Fellow Members.
9. Application for Student Members 6
- 9.1. An applicant for Student Membership must:
- (a) be employed by a Corporate Member;
 - (b) be enrolled on a course of study relating to the Profession approved by the General Council; and
 - (c) have attained the age of sixteen years.
- 9.2. Any application for Student Membership must include a written recommendation signed by a minimum of two Fellow or Associate Members.
10. Application for Associate Members 6
- 10.1. An applicant for Associate Membership must either:
- (a) have satisfied the following conditions:
 - (i) be or have been a Student Member of the Institute;
 - (ii) have attained the age of 23 years; and
 - (iii) have completed such studies and/or passed such examinations as the General Council may require from time to time; or
 - (b) have at least ten years relevant experience in the Profession through being employed by a Corporate Member.
- 10.2. Any application for Associate Membership must include a written recommendation signed by a minimum of three Fellow or Associate Members.
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- 11.1. An applicant for Fellow Membership must be able to demonstrate a successful progression within the Profession and either:
- (a) have satisfied the following conditions:
 - (i) have attained the age of 23 years; and
 - (ii) completed such studies and/or passed such examinations as the General Council may require from time to time; or
 - (b) have at least ten years relevant experience as an Associate Member and have played a significant senior role in the day to day management of a Corporate Member.
- 11.2. Any application for Fellow Membership must include a written recommendation signed by a minimum of three Fellow Members of the Institute.
12. Annual Subscription Fee 7
- 12.1. With the exception of Honorary Members, every Member must pay to the Institute an annual subscription fee. The annual subscription fee payable by the Members shall be at such rate as may from time to time be determined by the Institute at the annual general meeting.
- 12.2. All annual subscription fees shall become payable three months after the date of the annual general meeting in each year.
- 12.3. Any Member accepted by the Institute nine months after the date of the annual general meeting in any year, shall pay to the Institute half the annual subscription fee payable in respect of that year.
- 12.4. In the case of a change in the class or status of a membership the Member shall pay any increase between his previous yearly subscription and the yearly subscription payable as a result of such change of class or status, provided that if such change shall occur nine months after the date of the annual general meeting in any year he shall pay only one half of such

increase.

12.5. The Institute may fix different levels of annual subscription fees for:

- (a) different classes of membership; and
- (b) practicing and non-practicing Members;

or on any other basis.

13. Levy for Corporate Members 8

13.1. All Corporate Members (including individual Corporate Members referred to in Article 8.4) shall pay a levy in respect of any year at any point during which:

- (a) the Member is based in Scotland and trades in livestock or carries on the business of livestock auctioneering; or

13.2. If any Corporate Member carries on more than one business referred to in Article 13.1, that Corporate Member shall pay a separate levy for each business. In the event of a dispute the General Council shall determine the number of businesses carried on by a Corporate Member.

13.3. The levy shall be at such rate as may from time to time be determined by the Institute at the annual general meeting.

14. Certificate of Admission as a Member 8

14.1. Every Member on payment of the annual subscription fee for the time being shall be entitled to a certificate of admission in such form as the General Council may from time to time prescribe.

14.2. A certificate of admission as a Fellow Member of the Institute shall entitle the holder to designate himself as a "Fellow of the Institute of Auctioneers and Appraisers in Scotland" and to take and use the initials "FIA Scot".

14.3. A certificate of admission as an Associate Member of the Institute shall entitle the holder to designate himself as an "Associate of the Institute of Auctioneers and Appraisers in Scotland" and to take and use the initials "AIA Scot".

14.4. A Member of the Institute shall be entitled to use the suffix "(Est)" after the foregoing initials if that individual has passed such examinations as the General Council may require from time to time.

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Every Member shall from time to time notify the General Council of a place of business or residence within Scotland to be registered as his place of address.

17. Transfer of Membership 9

The rights and privileges of every Member shall be personal to himself and shall not be transferable or transmissible either by his own act or by operation of law.

18. Termination of Membership 9

18.1. A Member may withdraw from membership of the Institute by giving three months' notice to the Institute in Writing provided that:

- (a) he shall pay any annual subscription fee or other sum due or to become due by him to the Institute before the expiration of such notice period; and
- (b) he shall deliver to the General Council his certificate of membership prior to the expiration of said notice period.

18.2. A person's membership terminates when that person dies or ceases to exist.

18.3. Any Member:

- (a) who shall fail in the observance of these articles or of any byelaws, regulation or rule of the Institute in force for the time being;
- (b) whose conduct in any respect is prejudicial to the interests of the Institute;
- (c) who has a bankruptcy order made against him;
- (d) who has agreed a composition with his creditors generally in satisfaction of his debts;
or
- (e) whose annual subscription fee or levy shall not have been paid within six months from the date the sum became due;

may be removed as a Member of the Institute by the General Council by a resolution approved by two-thirds of the General Council Members (exclusive of the Member whose removal is in question if he happens to be a General Council Member) present and voting at a meeting of the General Council.

18.4. The notice of any meeting held in connection with article 18.3 shall specify the intention to propose such resolution and the reason or reasons for the proposal. Notice of the meeting shall be sent to the Member whose removal is in question not less than fourteen days before the meeting and to all the General Council Members not less than seven days before the meeting. Any such Member shall be entitled to be heard orally at the meeting or in writing provided his written presentations are lodged with the company secretary not less than seven clear days before the meeting, but if personally present he shall retire from the meeting after being heard.

18.5. No person expelled pursuant to article 18.3 shall be readmitted as a Member of the Institute except by a resolution approved by three quarters of the General Council Members present and voting at a meeting of the General Council on a motion of which notice has been given.

18.6. Any Member ceasing by death, resignation, expulsion or otherwise to be a Member of the Institute shall not, nor shall his representatives have any claim upon or interest in the funds of the Institute, but notwithstanding such cessation of Membership the Institute shall be entitled to claim from him or his estate any arrears of subscription or other sums due from him to the Institute at the time of his ceasing to be a Member.

19. Honorary Members 10

19.1. Notwithstanding any other provision of these articles, the Institute may elect any person who has rendered, or who by reason of his position or experience may in the opinion of the Institute be able to render assistance in promoting the objects of the Institute, as an Honorary Member of the Institute.

19.2. Any person proposed to be elected as an Honorary Member shall be elected by a resolution approved by two thirds of Members (whether present in person or by proxy) at a duly constituted meeting of the Institute.

19.3. Honorary Members elected pursuant to this Article 19 shall have the authority to attend and participate in any meeting of the Institute and shall have a right to vote on any resolution.

20. General Council 10

20.1. The General Council of the Institute shall consist of:

- (a) representatives from each levy paying Corporate Member who operates a livestock market as part of their business (nominated and appointed in accordance with Article 21) ("Corporate Representative");
- (b) the Office Bearers (nominated, selected and appointed in accordance with Article 25);
and
- (c) any person or persons appointed in accordance with Article 26 ("Additional Representatives").

(each referred to as a "General Council Member")

20.2. No person shall be appointed as a General Council Member or Alternate unless:

- (a) they are a Fellow Member; or
- (b) if there are insufficient Fellow Members willing to be appointed as a General Council Member any person who is an Associate Member and has been trained in the Profession.

20.3. Notwithstanding any provision of these articles, a retiring General Council Member shall be eligible for re-appointment.

21. Appointment of Corporate Representatives 10

21.1. Subject to Article 20.2, each levy paying Corporate Member who operates a livestock market as part of their business shall nominate and appoint an eligible person who is willing to act to be appointed as a Corporate Representative by giving notice in Writing to the company secretary (or in any such other manner as the General Council may determine from time to time).

21.2. If a question arises as to whether a Corporate Member is eligible to appoint a Corporate Representative, that question shall be referred to the General Council whose ruling in relation to that Corporate Member is to be final and conclusive.

21.3. The notice must:

- (a) identify the nominated Member;
- (b) contain a statement signed by the nominated Member indicating that he is willing to act as a Corporate Representative;

and shall be submitted to the company secretary no later than 31 January in each year.

21.4. The appointment of each nominated Corporate Representative shall take effect from the next annual general meeting of the Institute and the appointment shall last for a term of one year.

21.5. Each levy paying Corporate Member who operates a livestock market as part of their business may at any time and from time to time remove their Corporate Representative of the General Council and appoint another eligible person in his place by written notice to that effect submitted to the company secretary.

21.6. Notwithstanding that an Office Bearer may be employed, engaged or affiliated in any way with a levy paying Corporate Member who operates a livestock market as part of their business that connected Corporate Member shall have the right to nominate and appoint a separate Corporate Representative to represent them on the General Council in accordance with this Article 21.

21.7. If any levy paying Corporate Member who operates a livestock market as part of their business is required to pay more than one levy in accordance with Article 13.2 any such Corporate Member shall still only be entitled to nominate and appoint one Corporate Representative.

22. Appointment and Removal of Alternate Corporate Representatives 11

22.1. Any levy paying Corporate Member who operates a livestock market as part of their business (the "Appointor Member") who has the right to appoint a Corporate Representative, may appoint any eligible person who is willing to act to be appointed as an alternate corporate representative (an "Alternate") to:

- (a) exercise the powers of the Appointor Member's Corporate Representative (the "Absent Corporate Representative"); and
- (b) carry out the responsibilities of the Absent Corporate Representative;

in the absence of the Absent Corporate Representative.

- 22.2. Any appointment or removal of an Alternate must be effected by notice in Writing to the Institute signed by the Appointor Member or in any other manner approved by the General Council.
- 22.3. The notice must:
- (a) identify the proposed Alternate; and
 - (b) in the case of a notice of appointment, contain a statement signed by the proposed Alternate indicating that he is willing to act as the Alternate of the Absent Corporate Representative.
23. Rights and Responsibilities of Alternates 12
- 23.1. An Alternate has the same rights, in relation to any General Council meeting or Unanimous Decision, as his Absent Corporate Representative.
- 23.2. Except as otherwise provided by these articles, an Alternate:
- (a) is deemed for all purposes to be a General Council Member;
 - (b) is liable for his own acts and omissions;
 - (c) is subject to the same restrictions as his Absent Corporate Representative; and
 - (d) is not deemed to be an agent of or for his Absent Corporate Representative.
- 23.3. Subject to the other provisions of these articles, a person who is an Alternate but is not otherwise a General Council Member:
- (a) shall be counted in the quorum at any General Council meeting in which he is Participating (but only if his Absent Corporate Representative would be counted in the quorum and is not Participating);
 - (b) may vote at any General Council meeting in which he is Participating (but only if his Absent Corporate Representative would be eligible to vote and is not Participating); and
 - (c) may participate in taking any Unanimous Decision (but only if his Absent Corporate Representative is an Eligible General Council Member for the purposes of that Unanimous Decision and does not himself participate in taking that Unanimous Decision).
- 23.4. No Alternate may be counted as more than one General Council Member for determining whether a quorum is Participating at any General Council meeting.
- 23.5. A General Council Member who is also an Alternate has an additional vote on behalf of his Absent Corporate Representative who:
- (a) is not Participating in the relevant General Council meeting; and
 - (b) would have been entitled to vote if that Absent Corporate Representative was Participating in it.
- 23.6. An Alternate is not entitled to receive any remuneration from the Institute for serving as an Alternate except such part of his Absent Corporate Representative's remuneration as his Appointor Member may direct by notice in Writing made to the Institute.
24. Termination of Appointment of Alternates 13
- 24.1. when his Appointor Member revokes the appointment by notice in Writing to the Institute specifying when it is to terminate;
- 24.2. on the occurrence (in relation to that Alternate) of any event which, if it occurred in relation to his Absent Corporate Representative, would result in the termination of his Absent Corporate Representatives' appointment as a General Council Member; or
- 24.3. when his Absent Corporate Representatives' appointment as a General Council Member terminates.

25. Appointment of Office Bearers

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25.1. Subject to Article 20.2, once in every two year period (at such time as the General Council may direct) each Member shall have the right to nominate a person (who is willing to act) to be considered as a candidate for election as an Office Bearer by giving notice in Writing to the company secretary (or in any such other manner as the General Council may determine from time to time).

25.2. The notice must:

- (a) identify the nominated Member;
- (b) identify the proposed office bearer role;
- (c) contain a statement signed by the nominated Member indicating that he is willing to act as an Office Bearer;
- (d) include a written recommendation signed by a minimum of three Fellow Members;

and shall be submitted to the company secretary no later than 31 January in each second year.

25.3. All nominations received pursuant to this Article 25 shall be considered by the General Council. The General Council shall at their discretion (subject only to these articles and to the byelaws, if any, for the time being in force) select the individuals who shall stand for election at the next annual general meeting.

25.4. Any person proposed to be appointed as an Office Bearer shall be elected by a resolution approved by the Members (whether present in person or by proxy or by corporate representative) at the next annual general meeting following their nomination and selection pursuant to this Article 25 and the appointment shall last for a term of two years.

25.5. Each Officer Bearer shall retire from office at the second annual general meeting after the annual general meeting at which he was previously elected.

25.6. Any general meeting at which an election of Office bearers ought to take place, if any vacancy is not filled, the retiring Office Bearers, or such of them as have not had their places filled up, shall continue in office until the next annual general meeting.

26. Appointment of Additional Representatives

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26.1. Subject to Article 20.2, each Member shall have the right to nominate a eligible person (who is willing to act) to be considered for appointment as an additional representative by giving notice in Writing to the company secretary (or in any such other manner as the General Council may determine from time to time).

26.2. The notice must:

- (a) identify the nominated Member;
- (b) contain a statement signed by the nominated Member indicating that he is willing to act as an Additional Representative;
- (c) include a written recommendation signed by a minimum of three Fellow Members;

and shall be submitted to the company secretary no later than 31 January in each year.

26.3. All nominations received pursuant to this Article 26 shall be considered by the General Council. The General Council shall at their discretion (subject only to these articles and to the byelaws, if any, for the time being in force) determine whether any nominated Member shall be appointed to the General Council in accordance with Article 26.4.

26.4. Notwithstanding Articles 26.1 to 26.3 (inclusive), the General Council may select and appoint up to a maximum of five persons (each of whom is willing to act) to be appointed as Additional Representatives. For the avoidance of doubt, any person shall be eligible for appointment by the General Council in accordance with this Article 26.4 regardless of whether or not a Member has nominated them pursuant to Articles 26.1 to 26.3. Their decision to appoint or

- not to appoint any person shall be final and the General Council shall not be bound to give any reason for their decision.
- 26.5. A person appointed pursuant to this Article 26 shall take office as an Additional Representative at the time of their appointment and shall continue in their role until the next annual general meeting. Thereafter they may continue to hold office if they are re-appointed as an Additional Representative by way of this Article 26.
27. Supplemental Appointment Processes 14
- 27.1. If any nomination, selection, appointment or election, should not take place as provided by these articles, the General Council may:
- (a) issue an order for a nomination, selection, appointment or election process to be conducted at such time and at such place as the General Council may think proper;
 - (b) allow the existing General Council Members to continue in office until the following annual general meeting; or
 - (c) nominate and appoint any duly qualified Member or Members of the Institute to fill the vacancy or vacancies.
- 27.2. Any question arising in connection with the nomination, selection, appointment or election of any General Council Member (other than the President) must be referred to the President whose decision is final.
- 27.3. Any question arising in connection with the nomination, selection, appointment or election of the President must be referred to the General Council whose decision is final (provided that in relation to that question the President is not entitled to vote).
28. General Council Authority 15
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30. General Council May Delegate 15
- 30.1. Subject to the other provisions of these articles, the General Council may delegate any of the powers which are conferred on them under these articles:
- (a) to a committee consisting of a Member or Members;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and/or conditions;
- 30.2. The General Council may at any time revoke any delegation made pursuant to Article 30.1 in whole or part, or alter its terms and/or conditions.
31. Committees 15
- 31.1. Committees to which the General Council delegate any of their powers must follow procedures which are based (as far as they are applicable) on those provisions of these articles which govern the taking of decisions by General Council Members.
- 31.2. The General Council may make rules of procedure for all or any committees, which shall prevail over rules derived from these articles if they are not consistent with them.
- 31.3. The General Council may from time to time nominate and appoint any person or persons who are not Members or General Council Members to be members of a committee of the General Council formed under Article 30. Unless otherwise determined by the General Council, any such person shall have the same rights (including voting rights) as any other member of the relevant committee.
32. General Council to Take Decisions Collectively 16

- 32.1. The general rule about decision-making by General Council Members is that any decision of the General Council must be either a Majority Decision or a Unanimous Decision.
33. Unanimous Decisions 16
- 33.1. A decision of the General Council is a unanimous decision (a "Unanimous Decision"):
- (a) if all Eligible General Council Members indicate to each other by any means that they share a common view on a matter; and
 - (b) had the matter in question been proposed as a resolution at a General Council meeting, the Eligible General Council Members would have formed a quorum at that meeting.
- 33.2. A Unanimous Decision may take the form of a resolution in Writing (where each Eligible General Council Member has signed one or more copies of it or to which each Eligible General Council Member has otherwise indicated agreement in Writing).
34. Calling a General Council Meeting 16
- 34.1. Any General Council Member may call a General Council meeting by giving notice of that meeting to the General Council Members or by authorising the company secretary (if any) to give such notice.
- 34.2. Notice of any General Council meeting must indicate:
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that the General Council Members Participating in that meeting will not be in the same place, how it is proposed that they should communicate with each other during that meeting.
- 34.3. Notice of a General Council meeting must be given to each General Council Member but need not be in Writing.
- 34.4. Notice of a General Council meeting need not be given to any General Council Member who waives his entitlement to notice of that meeting by giving notice to that effect to the Institute either before or not more than seven days after the date on which that meeting is held. Where such notice is given after the relevant meeting has been held, that does not affect the validity of that meeting or of any business conducted at it.
35. Chairing General Council Meetings 16
- 35.1. The President shall chair every General Council meeting if present and willing to do so.
- 35.2. If there is no President, or if the President is unwilling to chair the relevant meeting or is not present within 10 minutes of the time at which the relevant meeting was due to start, the Vice-President of the Institute shall preside as chairman of the meeting.
- 35.3. If there is no Vice-President, or if the Vice-President is unwilling to chair the relevant meeting or is not present within 10 minutes of the time at which the relevant meeting was due to start, the Junior Vice-President of the Institute shall preside as chairman of the meeting.
- 35.4. If there is no Junior Vice-President, or if the Junior Vice-President is unwilling to chair the relevant meeting or is not present within 10 minutes of the time at which the relevant meeting was due to start the General Council Members must appoint one of themselves to chair that meeting and that appointment must be the first business of that meeting.
36. Participation in General Council Meetings 17
- 36.1. Subject to the other provisions of these articles, General Council Members participate ("Participate") in a General Council meeting, or part of a General Council meeting, when they can each communicate to the others any information or opinions they have on any particular item of the business of that meeting (and for these purposes it is irrelevant where any

- General Council Member is or how they communicate with each other).
- 36.2. If all the General Council Members Participating in a General Council meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 36.3. Subject to Article 36.4, if a question arises at a General Council meeting or a meeting of a committee of General Council Members as to the right of any General Council Member to vote or count in the quorum at that meeting (or part of that meeting), the question may, before the conclusion of that meeting, be referred to the chair of the meeting whose ruling in relation to any General Council Member (other than the chair of the meeting) is to be final and conclusive.
- 36.4. If a question arises at a General Council meeting or a meeting of a committee of General Council Members as to the right of the person chairing the meeting to vote or count in the quorum at that meeting (or part of that meeting), that question is to be decided by a decision of the General Council Members Participating at that meeting (provided that in relation to that question, the chair of the meeting is not entitled to vote or count in the quorum).
37. Quorum for General Council Meetings 17
- 37.1. At a General Council meeting, unless a quorum is Participating, no proposal is to be voted on, except a proposal to call another meeting.
- 37.2. The quorum for General Council meetings is five unless the purpose of the meeting (or part of the meeting) is to consider the giving of an Authorisation and, by virtue of the provisions of Article 40.2, there are only four or less General Council Members whose vote would be counted and who would be counted in the quorum at that meeting (or part of that meeting), in which case those General Council Members alone shall constitute a quorum at that meeting (or part of that meeting).
- 37.3. If the total number of General Council Members for the time being is less than the quorum required, the General Council Members must not take any decision other than a decision:
- (a) to appoint further General Council Members; or
 - (b) to call a general meeting so as to enable the Members to appoint further General Council Members.
38. Voting at General Council Meetings 18
- 38.1. Subject to the other provisions of these articles, on each proposed resolution at a General Council meeting:
- (a) each Corporate Representative Participating shall have either one, two or three votes (as the case may be) as calculated and determined in accordance with Article 38.2;
 - (b) each Office Bearer Participating shall have one vote; and
 - (c) each Additional Representative Participating shall have one vote.
- 38.2. The number of votes each Corporate Representative Participating shall have on each proposed resolution at a General Council meeting will be calculated in accordance with the total value of livestock throughput the Corporate Representative's Corporate Member has attained within the year ending on the preceding 31 December. The number of votes shall be calculated as follows:
- (a) if the total value of the Corporate Member's livestock throughput is between £0 and £50,000,000 then the Corporate Representative shall be entitled to one vote;
 - (b) if the total value of the Corporate Member's livestock throughput is between £50,000,001 and £100,000,000 then the Corporate Representative shall be entitled to two votes; and

- (c) if the total value of the Corporate Member's livestock throughput exceeds £100,000,001 then the Corporate Representative shall be entitled to three votes.
- 38.3. The total value of each levying paying Corporate Member's livestock throughput shall be calculated for the period between 1 January to 31 December in each year.
- 38.4. If a question arises at a General Council meeting as to the number of votes which a Corporate Representative is entitled to cast, that question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to that Corporate Representative is to be final and conclusive.
- 38.5. The General Council may amend any, or all of the throughput banding values set out in Article 38.2(a), (b) and (c), by way of a resolution to that effect of the General Council.
39. Casting Vote: General Council Meeting 18
- 39.1. If at any General Council meeting the numbers of votes for and against a proposal are equal, the President (or other General Council Member chairing the meeting) has a casting vote.
40. Situational Conflicts of Interest 18
- 40.1. Subject to the other provisions of these articles, the General Council Members may, in accordance with (but subject to) the provisions of section 175 of the Act and this Article 40, authorise any matter which would, if not authorised, result in a General Council Member (the "Conflicted General Council Member") being in breach of his duty under section 175 of the Act to avoid a situation in which he has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Institute (a "Conflict").
- 40.2. An authorisation given under Article 40.1 (an "Authorisation") (and any subsequent variation or termination of that Authorisation) will only be effective if:
- (a) any requirement as to the quorum at the General Council meeting at which the matter is considered is met without counting the Conflicted General Council Member (or any other interested General Council Member); and
 - (b) the matter was agreed to without the Conflicted General Council Member (or any other interested General Council Member) voting or would have been agreed to if his (or any other interested General Council Members') vote had not been counted.
- 40.3. The General Council Members may at any time:
- (a) make any Authorisation subject to such terms and conditions as they think fit; and
 - (b) vary or terminate any Authorisation (provided that this will not affect anything done by the relevant Conflicted General Council Member or the Institute in accordance with that Authorisation before any such variation or termination).
- 40.4. The Members may also authorise a Conflict by Ordinary Resolution (a "Member Authorisation") and may at any time, by Ordinary Resolution:
- (a) make any Member Authorisation subject to such terms and conditions as they think fit; and
 - (b) vary or terminate any Member Authorisation (provided that this will not affect anything done by the relevant Conflicted General Council Member or the Institute in accordance with that Member Authorisation before any such variation or termination).
- 40.5. If the Conflicted General Council Member receives an Authorisation or Member Authorisation in respect of a Conflict then (unless that Authorisation or Member Authorisation provides otherwise) the Conflicted General Council Member:
- (a) may vote at any future General Council meeting (or meeting of a committee of the General Council Members) on any resolution in respect of that Conflict (and if he does vote his vote shall be counted) and he shall be taken into account in

- determining whether a quorum is Participating at that meeting;
 - (b) may absent himself from the whole or any part of any General Council meeting (or meeting of a committee of the General Council Members) at which anything relating to that Conflict may be discussed;
 - (c) shall not be required to disclose to the Institute (or use for its benefit) any confidential information he obtains otherwise than in his capacity as a General Council Member, as a result of that Conflict where to do so would be a breach of any duty of confidence owed by him to a third party; and
 - (d) shall not be liable to account to the Institute for any benefit he or any of his Connected Persons derive as a result of that Conflict.
41. Transactional Conflicts of Interest 20
- 41.1. If a General Council Member (the "Transaction General Council Member") is in any way directly or indirectly interested in a proposed or existing transaction or arrangement with the Institute (the "Transaction") he must declare the nature and extent of that interest to the other General Council Members in accordance with the provisions of the Act.
- 41.2. Subject to the provisions of the Act, Article 41.1 and the terms of any relevant Authorisation or Member Authorisation, the Transaction General Council Member:
- (a) may be a party to, or otherwise be interested in, the Transaction;
 - (b) may vote at any General Council meeting (or meeting of a committee of the General Council Members) on any resolution in respect of the Transaction (and if he does vote his vote shall be counted) and he shall be taken into account in determining whether a quorum is Participating in that meeting; and
 - (c) shall not be liable to account to the Institute for any benefit he or any of his Connected Persons derive as a result of the Transaction and the Transaction shall not be liable to be avoided on the ground of his interest.
42. Records of Decisions to be Kept 20
43. Directors' Discretion to Make Further Rules 20
44. Byelaws, Rules and Regulations 20
- 44.1. The General Council may make, subject to these articles, such byelaws, rules and regulations as they may think fit for:
- (a) regulating the examination of candidates for election as Members of the various classes of the Institute;
 - (b) determining the fee payable by candidates at such examinations; and
 - (c) the times and places at which the examinations are to be held.
- 44.2. The General Council may repeal or alter any such byelaw, rule or regulation.
45. CPD 21
- 45.1. The General Council may establish requirements for and prescribe the format of the continuing professional development of Members through relevant education, study or examination recognised by the General Council so as to maintain and develop Members professional knowledge, skills and abilities.
- 45.2. The General Council may repeal or alter any such requirements from time to time.
46. Funds 21
47. Termination of General Council Member Appointment 21
- 47.1. A person ceases to be a General Council Member if he:
- (a) ceases to be a Member;

- (b) a registered medical practitioner who is treating him gives an opinion in Writing to the Institute stating that he has become physically or mentally incapable of acting as a General Council Member and may remain so for more than three months;
 - (c) notification is received by the Institute from him that he is resigning from office and that resignation has taken effect in accordance with its terms’;
 - (d) is concerned or participates in the profits of any contract with the Institute otherwise than as permitted by these articles ;
 - (e) in the case of a Corporate Representative, is removed in accordance with Article 21.5.
- 47.2. If and whenever a General Council Member (other than a Corporate Representative) dies, resigns or is removed from or ceases to be a Member or otherwise vacates his office before the natural expiration of his term of office the General Council may appoint a Fellow Member in his place. Any person so appointed shall hold office until the next annual general meeting. Thereafter they may continue to hold office if reappointed in accordance with these articles.
48. General Council Member Expenses 21
- 48.1. General Council meetings or meetings of committees of the General Council; or
- 48.2. general meetings;
49. General Meetings of the Institute 22
- 49.1. An annual general meeting of the Institute shall be held in each year at such time and place as the General Council may appoint, but so that not more than fifteen months shall elapse between any two annual general meetings.
- 49.2. All general meetings of the Institute other than annual general meetings shall be called extraordinary general meetings.
50. Notice of General Meetings 22
- 50.1. Notice of:
- (a) an annual general meeting;
 - (b) any general meeting at which it is proposed to pass a Special Resolution; or
 - (c) any general meeting at which it is proposed to pass a resolution of which special notice has been given;
- shall be issued in Writing twenty one days’ prior to the proposed date of the relevant general meeting (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) in accordance with Article 51 to such Members who are, under the provisions of these articles, entitled to receive such notices.
- 50.2. Notwithstanding Article 50.1, a general meeting that has been called by a shorter notice than that specified in Article 50.1 shall be deemed to have been duly called if it is so agreed:-
- (a) in the case of an annual general meeting by all the Members entitled to attend and vote; and
 - (b) in the case of an extraordinary general meeting by a majority in number of the Members having a right to attend and vote, being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.
- 50.3. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive such notice shall not invalidate the proceedings at any general meeting.
51. Content of Notices 22
- 51.1. Notice of any general meeting must indicate:
- (a) its proposed date and time;
 - (b) where it is to take place; and

- (c) a statement that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a Member of the Institute.
- 51.2. In the case of an annual general meeting the notice shall also specify the meeting as such.
- 51.3. In the case of any general meeting at which business other than Ordinary Business is to be transacted, the notice shall specify the nature of the business, and if any resolution is to be proposed as an extraordinary resolution or as a Special Resolution, the notice shall contain a statement to that effect.
- 51.4. Where special notice is required for a resolution, that resolution will not be effective unless notice of the intention to move it has been given to the Institute at least 28 clear days before the meeting at which it is moved. The Institute shall give to the Members notice of such a resolution in the same manner and at the same time as it gives notice of the general meeting at which the resolution is to be moved, or, if that is not practicable, the Institute shall give them notice not less than 14 days before the general meeting.
52. Proceedings at General Meetings 23
- 52.1. Ordinary business shall mean business which is transacted at an annual general meeting, including:-
- (a) reading, considering and adopting the balance sheet, the reports of the General Council and auditors, and other accounts and documents required to be annexed to the balance sheet;
 - (b) the appointment of Corporate Representatives on the General Council;
 - (c) the appointment of Additional Representatives (if any) on the General Council;
 - (d) the election of the Office Bearers;
 - (e) fixing the remuneration of the auditors or determining the manner in which such remuneration is to be fixed; and
 - (f) fixing the annual subscription fee and the levy ("Ordinary Business").
- 52.2. All other business shall be deemed special business and any Member entitled to vote and wishing to bring before an annual general meeting any special business shall give notice of such special business to the company secretary of the Institute not later than sixty days before the relevant annual general meeting.
53. Quorum for General Meetings 23
- 53.1. No business other than the appointment of the Chairman of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 53.2. Subject to Articles 53.3 and 53.4, ten Qualifying Persons in attendance at a general meeting are a quorum.
- 53.3. Where more than one person is a Qualifying Person by virtue of their authorisation under section 323 of the Act to act as the representative of the same company in relation to that meeting all such persons shall be counted as one Qualifying Person for the purposes of Article 53.2.
- 53.4. Where more than one person is a Qualifying Person by virtue of their appointment as proxy of the same Member in relation to that meeting all such persons shall be counted as one Qualifying Person for the purposes of Article 53.2
54. Attendance and Speaking at General Meetings 24
- 54.1. A person is able to exercise the right to speak at a general meeting when he is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which he has on the business of the meeting.

- 54.2. A person is able to exercise the right to vote at a general meeting when:
- (a) he is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) his vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 54.3. The General Council may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 54.4. In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same place as each other.
- 54.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
55. Chairing General Meetings 24
- 55.1. The President shall chair every general meeting if present and willing to do so.
- 55.2. If there is no President, or if the President is unwilling to chair the relevant general meeting or is not present within 10 minutes of the time at which the relevant general meeting was due to start, the Vice-President shall preside as Chairman of the Meeting.
- 55.3. If there is no Vice-President, or if the Vice-President is unwilling to chair the relevant general meeting or is not present within 10 minutes of the time at which the relevant general meeting was due to start, the Junior Vice-President shall preside as Chairman of the Meeting.
- 55.4. If there is no Junior Vice-President, or if the Junior Vice-President is unwilling to chair the relevant general meeting or is not present within 10 minutes of the time at which the relevant general meeting was due to start the Members must appoint a Member to chair that meeting and that appointment must be the first business of that meeting.
56. Attendance and Speaking by Non-Members at General Meetings 24
- The Chairman of the Meeting may permit other persons who are not Members to attend and speak at any general meeting.
57. Adjournment of General Meetings 25
- 57.1. If the persons attending a general meeting within 30 minutes of the time at which the meeting was due to start do not constitute a quorum or if during a general meeting a quorum ceases to be present, the Chairman of the Meeting must adjourn it. The general meeting shall be adjourned in accordance with Article 57.4. At such adjourned meeting the quorum shall be those Members then present.
- 57.2. The Chairman of the Meeting may adjourn a general meeting at which a quorum is present if:
- (a) that meeting consents to an adjournment; or
 - (b) it appears to him that an adjournment is necessary to protect the safety of any person attending that meeting or ensure that the business of that meeting is conducted in an orderly manner.
- 57.3. The Chairman of the Meeting must adjourn a general meeting if directed to do so by that meeting.
- 57.4. When adjourning a general meeting, the Chairman of the Meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the General Council; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by that meeting.

- 57.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Institute must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the Institute's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- 57.6. No Member, except as provided for within Article 57.5, shall be entitled to any notice of any adjournment or of the business to be transacted at an adjourned meeting or of any business which might have been transacted at the meeting from which the adjournment took place.
- 57.7. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the relevant general meeting if the adjournment had not taken place.
58. Voting at General Meetings: General 25
- 58.1. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- 58.2. On a vote on a resolution on a show of hands at a general meeting every Fellow Member, Associate Member and Honorary Member present in person has one vote.
- 58.3. On a vote on:
- (a) a resolution on a poll at a general meeting; or
 - (b) a written resolution;
 - (i) every Fellow Member, Associate Member and Honorary Member (whether present in person or by one or more proxies) has one vote; and
 - (ii) every Corporate Member has one vote (whether present by one or more proxies or corporate representatives).
- 58.4. Student Members may attend any general meeting but they do not have any right to vote on any resolution or take part in the business to be transacted at the general meeting.
- 58.5. Notwithstanding any other provision of these articles, no Member who is six months in arrears with any subscription fee or sum payable by him to the Institute shall be entitled or take part in the business to be transacted at the general meeting or to vote on any resolution (whether present in person or by one or more proxies or corporate representatives).
59. Errors and Disputes 26
- 59.1. No objection may be raised to the qualification of any person voting at a general meeting except at that meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at that meeting is valid.
- 59.2. Any objection pursuant to Article 59.1 must be referred to the Chairman of the Meeting, whose decision is final.
60. Poll Votes 26
- 60.1. A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 60.2. A poll may be demanded by:
- (a) the Chairman of the Meeting;
 - (b) the General Council Members; or
 - (c) five or more persons having the right to vote on the relevant resolution.
- 60.3. A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken; and

- (b) the Chairman of the Meeting consents to the withdrawal;
- 60.4. Polls must be taken at such time and place and in such manner as the Chairman of the Meeting directs.
- 60.5. No poll may be demanded on the question of the election of the President.
- 60.6. Any poll in respect of a proposed adjournment of a general meeting must be taken immediately.
- 60.7. The demand for a poll shall not prevent the continuance of a general meeting for the transaction of any business other than the resolution regarding which the poll was demanded.
- 61. Casting Vote: General Meeting 27
- 62. Content of Proxy Notices 27
- 62.1. Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
 - (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be the proxy and the general meeting in relation to which he is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the General Council may determine; and
 - (d) is delivered to the Institute in accordance with these articles and any instructions contained in the notice of the general meeting to which the Proxy Notice relates.
- 62.2. A person appointed to act as a proxy in accordance with this Article 62 need not be a Member.
- 62.3. The Institute may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
- 62.4. Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 62.5. Unless a Proxy Notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the relevant general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as that general meeting itself.
- 63. Delivery of Proxy Notices 28
- 63.1. Any notice of a general meeting must specify the address or addresses (the "Proxy Notification Address") at which the Institute or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form.
- 63.2. Subject to Articles 63.4 and 63.5, a Proxy Notice must be delivered to the Proxy Notification Address not less than 24 hours before the general meeting or adjourned meeting to which it relates.
- 63.3. If a Proxy Notice is not delivered in accordance with Article 63.2 then the person purported to be appointed to act as a proxy shall not be entitled to vote at the meeting to which the Proxy Notice relates.
- 63.4. In the case of a poll taken more than 48 hours after it is demanded, a Proxy Notice must be delivered to the Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 63.5. In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be delivered:
 - (a) in accordance with Article 63.2; or

- (b) at the meeting at which the poll was demanded to the President or company secretary.
- 63.6. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it even though a valid Proxy Notice has been delivered to the Institute by or on behalf of that person.
- 63.7. An appointment under a Proxy Notice may be revoked by delivering to the Institute a notice in Writing given by or on behalf of the person by whom, or on whose behalf, the Proxy Notice was given to the Proxy Notification Address.
- 63.8. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned general meeting to which it relates.
- 63.9. If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by evidence in Writing of the authority of the person who executed it to execute it on the person appointing the proxy's behalf.
64. Amendments to Resolutions 28
- 64.1. An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- (a) notice of the proposed amendment is given to the Institute in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before that meeting is to take place (or such later time as the Chairman of the Meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the resolution.
- 64.2. A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- (a) the Chairman of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 64.3. If the Chairman of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, his error does not invalidate the vote on that resolution.
65. Meetings of Corporate Members only 29
- 65.1. A meeting of the Corporate Members may be convened by:
- (a) the General Council;
 - (b) a requisition notice signed by five or more General Council Members; or
 - (c) a requisition notice signed by a person or persons representing a majority of Corporate Members.
- 65.2. The provisions of these articles relating to general meetings shall apply to every meeting convened in accordance with this Article 65 but so that the quorum shall be a person or persons (whether present by one or more proxies or corporate representatives) representing at least one third of the Corporate Members of the Institute.
- 65.3. Each Corporate Member (whether present by one or more proxies or corporate representatives) shall have one vote on a show of hands or on a poll.
66. Acts of the General Council 29
- All acts done by:
- (a) any meeting of the General Council; or
 - (b) any person acting as a General Council Member;

shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such General Council Member or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was duly qualified.

67. Means of Communication to be Used 29

67.1. Subject to the other provisions of these articles:

- (a) anything sent or supplied by or to the Institute under these articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Institute;
- (b) and subject to the provisions of the Act, the Institute may send or supply any documents or information authorised or required by any provision of these articles or the Act to be sent or supplied by the Institute to any Member by making them available on a website; and
- (c) any notice or document to be sent or supplied to a General Council Member in connection with the taking of decisions by the General Council may also be sent or supplied by the means by which that General Council Member has asked to be sent or supplied with such notices or documents for the time being.

67.2. A General Council Member may agree with the Institute that notices or documents sent to that General Council Member 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.

67.3. Section 1147(5) of the Act shall not apply in relation to documents and information sent or supplied by the Institute.

68. Company Seals 30

68.1. Any common seal may only be used by the authority of a resolution of the General Council Members.

68.2. The General Council Members may decide by what means and in what form any common seal is to be used.

68.3. Unless otherwise decided by the General Council Members, if the Institute has a common seal and it is affixed to a document, that document must also be signed by at least two Authorised Persons.

69. No Right to Inspect Accounts and Other Records 30

70. Investment of Surplus Capital 30

71. Reserve 31

72. Accounts and Auditors 31

72.1. Once at least in every year the General Council shall lay before the Institute at a general meeting a profit and loss account for the period since the preceding account, made up to a date not more than six months before such meeting.

72.2. A balance sheet shall be made out in every year and laid before the Institute at the general meeting made up to a date not more than six months before such meeting. The balance sheet shall be accompanied by a report of the General Council as to the state of the Institute's affairs and the amount, if any, which they propose to carry to a reserve fund or funds.

72.3. The balance sheet must be signed by two General Council Members and a printed copy of every balance sheet and the profit and loss account which is to be laid before a general meeting of the Institute (including every document required by law to be annexed thereto) together with a copy of every report of the auditors relating thereof and of the General

Council's report shall, not less than twenty one days before the date of the meeting, be sent to every Member of the Institute and to the auditors.

72.4. At each annual general meeting the retiring auditor shall, without any resolution being passed, be deemed to have been re-appointed until the conclusion of the next ensuing annual general meeting, unless:

- (a) he is not qualified for re-appointment;
- (b) a resolution has been passed at that meeting appointing some other person instead of him or providing expressly that he shall not be re-appointed; or
- (c) he has given to the Institute notice in writing of his unwillingness to be appointed;

in any such case the Institute shall at such meeting appoint some other person in lieu.

72.5. The General Council shall have power to fill a casual vacancy in the office of an auditor by appointing some person to hold such office until the conclusion of the next annual general meeting, but while any such casual vacancy continues the surviving or continuing auditor or auditors (if any) may act.

72.6. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Institute, be valid notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

72.7. The auditor shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting that any Member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor.

73. General Council Member Indemnity 32

73.1. Subject to Article 73.2, a Relevant General Council Member may be indemnified out of the Institute's assets against:

- (a) any liability incurred by him in connection with any negligence, default, breach of duty or breach of trust in relation to the Institute;
- (b) any other liability incurred by him as an officer of the Institute.

73.2. Article 73.1 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

74. General Council Member Insurance 32

75. Notices 32

75.1. Any notice may be given by the Institute to any Member, either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of Members. Any notice or other document required to be served upon the Institute may be served either personally, or sending it in a prepaid registered letter or by recorded delivery addressed to the Institute at its registered office from time to time.

75.2. A Member whose registered place of address is not in the United Kingdom may from time to time notify in Writing to the Institute some place of service in the United Kingdom and such place shall be deemed his registered place of address within the meaning of these articles.

75.3. Any notice sent by post shall be deemed to have been served upon the day next after the day when the letter is put into the post, and in proving such service it shall be sufficient to prove that such notice or envelope or wrapper containing same, was properly addressed and put in the post. When a given number of days' notice, or notice extending over any other period, is required to be given, the day of service and the day upon which such notice will expire shall not be included in such number of days or other periods.

76. Settlement of Disputes

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- 76.1. If and when any difference shall arise between the Institute and any of the Members or their representatives regarding any act, matter or thing made or done, or to be made or done, or omitted, or arising out of the relation existing between the parties by reason of these articles or of the Act or any of them such difference shall be forthwith referred to two arbiters (one to be appointed by each party in difference) or to an oversman to be chosen by the arbiters before entering on the consideration of the matters referred to them, and the decision of such arbiters or oversman shall be final and conclusive of the matters referred to their decision.
- 76.2. When any such difference has arisen, the Member or Members concerned, if present at any meeting of the Institute, General Council or any committee meeting of the General Council at which the question in dispute falls to be dealt with shall retire from the meeting while the question in dispute is under consideration.

Registered Number: SC013987

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

INSTITUTE OF AUCTIONEERS AND APPRAISERS IN SCOTLAND

(Adopted by Special Resolution passed on)

1. Definitions and Interpretation

1.1. The definitions set out in this Article 1.1 apply in these articles.

"Act"	the Companies Act 2006.
"Absent Corporate Representative"	has the meaning given in Article 22.1.
"Additional Representative"	has the meaning given in Article 20.1.
"Alternate"	has the meaning given in Article 22.1.
"Appointor Member"	has the meaning given in Article 22.1.
"Associate Member"	any Member of the Institute appointed pursuant to Article 10 and "Associate Membership" shall be construed accordingly.
"Authorisation"	has the meaning given in Article 40.2.
"Authorised Person":	(a) any General Council Member; (b) the company secretary (if any); or (c) any person authorised by the General Council for the purpose of signing documents to which the common seal is applied.
"Chairman of the Meeting"	the person chairing the relevant general meeting in accordance with Article 55.
"Conflict"	has the meaning given in Article 40.1.
"Conflicted General Council Member"	has the meaning given in Article 40.1.
"Connected Person"	a person connected with another within the meaning of section 1122 of the Corporation Tax Act 2010.
"Corporate Member"	any Member of the Institute appointed pursuant to Article 8 and "Corporate Membership" shall be construed accordingly.
"Corporate Representative"	has the meaning given in Article 20.1.

"Electronic Form"	has the meaning given in section 1168 of the Act.
"Eligible General Council Member"	in relation to any matter, the General Council Members who would have been entitled to vote on, and whose votes would have been counted in respect of, that matter had it been proposed as a resolution at a General Council meeting.
"General Council"	the board of General Council Members for the time being of the Institute.
"General Council Members"	together: (a) the Corporate Representatives; (b) the Office Bearers; and (c) the Additional Representatives; for the time being of the Institute (who are, for the avoidance of doubt, directors of the Institute).
"Fellow Member"	any Member of the Institute appointed pursuant to Article 11 and "Fellow Membership" shall be construed accordingly.
"Hard Copy Form"	has the meaning given in section 1168 of the Act.
"Honorary Member"	any Member of the Institute appointed pursuant to Article 19 and "Honorary Membership" shall be construed accordingly.
"Institute"	The Institute of Auctioneers and Appraisers in Scotland.
"Junior Vice-President"	the junior vice-president of the Institute from time to time.
"Majority Decision"	a majority decision taken at a General Council meeting.
"Member"	has the meaning given in section 112 of the Act.
"Member Authorisation"	has the meaning given in Article 40.4.
"Office Bearers"	means the President, Vice-President, Junior Vice-President and the Past President.
"Ordinary Business"	has the meaning given in Article 52.
"Ordinary Resolution"	has the meaning given in section 282 of the Act.
"Participate"	has the meaning given in Article 36.1 and "Participating" shall be construed accordingly.
"Past President"	the past president of the Institute from time to time.
"President"	the president of the Institute from time to time.
"Profession"	means the profession of Auctioneer and/or Appraiser in all its branches including without prejudice to this generality land agency.
"Proxy Notice"	has the meaning given in Article 62.1.

"Proxy Notification Address"	has the meaning given in Article 63.1.
"Qualifying Person":	(a) a person who is a Member and who is entitled to vote on any resolution; (b) a person authorised under section 323 of the Act to act as the representative of a company in relation to the relevant general meeting; or (c) a person appointed as proxy of a Member (who is entitled to vote on any resolution) in relation to the relevant general meeting.
"Relevant General Council Member"	any General Council Member or former general council member of the Institute from time to time.
"Relevant Loss"	any loss or liability which has been or may be incurred by a Relevant General Council Member in connection with his duties or powers in relation to the Institute.
"Special Resolution"	has the meaning given in section 283 of the Act.
"Student Members"	any Member of the Institute appointed pursuant to Article 9 and "Student Membership" shall be construed accordingly.
"Transaction"	has the meaning given in Article 41.1.
"Transaction General Council Member"	has the meaning given in Article 41.1.
"Unanimous Decision"	has the meaning given in Article 33.1.
"Vice-President"	the vice-president of the Institute from time to time.
"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.

1.2. The rules of interpretation set out in Articles 1.3 to 1.8 (inclusive) apply in these articles.

1.3. A reference to:

- (a) a **"person"** includes a reference to:
 - (i) any individual, firm, partnership, unincorporated association or company wherever incorporated or situate; and
 - (ii) that person's legal personal representatives, trustees in bankruptcy and successors;
- (b) **"bankruptcy"** includes individual insolvency proceedings in a jurisdiction other than England and Wales, Scotland or Northern Ireland which have an effect similar to that of bankruptcy;

- (c) a "**document**" includes, unless otherwise specified, any document sent or supplied in Electronic Form; and
 - (d) a "**company**" shall include any company, corporation or other body corporate, wherever and however incorporated or established.
- 1.4. Unless the context otherwise requires:
- (a) words denoting the singular shall include the plural and vice versa;
 - (b) words denoting a gender shall include all genders; and
 - (c) references to (or to any specified provision of) these articles or any other document shall be construed as references to these articles, that provision or that document as in force and as amended from time to time.
- 1.5. Unless stated to the contrary, a reference to a statute, statutory provision or subordinate legislation includes a reference to it as modified, replaced, amended and/or re-enacted from time to time (before or after the date of these articles) and any prior or subsequent legislation made under it but this Article 1.5 shall not operate so as to impose on any person any greater obligation than would otherwise apply.
- 1.6. Unless the context otherwise requires, words or expressions used in these articles shall have the same meaning as in the Act.
- 1.7. Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.8. A reference to an "**Article**" is to an article of these articles.

2. Model Articles Shall Not Apply

Neither the model articles for private companies limited by guarantee prescribed pursuant to the Act, nor any other articles of association (whether prescribed pursuant to the Act or set out in any other statute, statutory instrument or other subordinate legislation concerning companies) shall apply to the Institute.

3. Object

The object for which the Institute is established is to provide a central organisation for auctioneers and appraisers in Scotland, and generally to do all such things as from time to time may be necessary or desirable to promote the interests of the Profession.

4. Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Institute in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- 4.1. payment of the Institute's debts and liabilities contracted before he ceases to be a Member;

- 4.2. payment of the costs, charges and expenses of winding up; and
- 4.3. adjustment of the rights of the contributories among themselves.

5. Application of Income and Property

- 5.1. The income and property of the Institute shall be applied solely towards the promotion of the objects of the Institute.
- 5.2. Subject to Article 5.3, none of the income or property of the Institute may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Institute.
- 5.3. Notwithstanding any provision of these articles, a Member of the Institute shall not be prevented from receiving reasonable and proper remuneration for any goods or services supplied to the Institute.

6. Class of Members

- 6.1. The Institute shall consist of an unlimited number of Members.
- 6.2. The Members of the Institute shall be divided into five classes:
 - (a) Corporate Members;
 - (b) Student Members;
 - (c) Associate Members;
 - (d) Fellow Members; and
 - (e) Honorary Members.
- 6.3. Notwithstanding Article 6.2 the General Council may establish different classes of membership from time to time.

7. Applications for Membership

- 7.1. With the exception of any person elected as a Honorary Member, no person shall become a Member of the Institute unless:
 - (a) that person has completed an application for membership in a form approved by the General Council from time to time;
 - (b) that person has submitted a written recommendation in a form approved by the General Council from time to time and which is signed by the required number of signatories pursuant to Articles 8 to 11 (inclusive);
 - (c) that person has signed an undertaking in a form prescribed by the General Council from time to time, to observe these articles, code of practice and all byelaws, rules and regulations of the Institute for the time being in force and to deliver up to the Institute his certificate of admission on his ceasing to be a Member; and

(d) the General Council have approved the application.

7.2. The General Council shall at their discretion (subject only to these articles and to the byelaws, if any, for the time being in force) determine whether the applicant shall be admitted as a Member of the Institute, and their decision to admit or not to admit any person shall be final and the General Council shall not be bound to give any reason for their decision.

8. Application for Corporate Members

8.1. An applicant for Corporate Membership must be a business carrying on the Profession in Scotland who at the date of application for admission, and in the course of business, employ or engage not less than one Fellow Member or one Associate Member.

8.2. The General Council shall at its discretion approve any application for Corporate Membership subject to any conditions it may think fit and proper including, but not limited to, any probationary period.

8.3. In the event of a Corporate Member ceasing to have one Fellow Member or one Associate Member engaged in its business for a continuous period of one year it shall immediately cease to be a Corporate Member.

8.4. Any Fellow Member or Associate Member may apply for membership of the Institute as an individual Corporate Member and once accepted his membership will continue both as a Fellow Member or Associate Member and as an individual Corporate Member.

8.5. Any application for Corporate Membership must include a written recommendation signed by a minimum of three Fellow Members.

9. Application for Student Members

9.1. An applicant for Student Membership must:

- (a) be employed by a Corporate Member;
- (b) be enrolled on a course of study relating to the Profession approved by the General Council; and
- (c) have attained the age of sixteen years.

9.2. Any application for Student Membership must include a written recommendation signed by a minimum of two Fellow or Associate Members.

10. Application for Associate Members

10.1. An applicant for Associate Membership must either:

- (a) have satisfied the following conditions:
 - (i) be or have been a Student Member of the Institute;
 - (ii) have attained the age of 23 years; and

- (iii) have completed such studies and/or passed such examinations as the General Council may require from time to time; or
 - (b) have at least ten years relevant experience in the Profession through being employed by a Corporate Member.
- 10.2. Any application for Associate Membership must include a written recommendation signed by a minimum of three Fellow or Associate Members.

11. Application for Fellow Members

- 11.1. An applicant for Fellow Membership must be able to demonstrate a successful progression within the Profession and either:
 - (a) have satisfied the following conditions:
 - (i) have attained the age of 23 years; and
 - (ii) completed such studies and/or passed such examinations as the General Council may require from time to time; or
 - (b) have at least ten years relevant experience as an Associate Member and have played a significant senior role in the day to day management of a Corporate Member.
- 11.2. Any application for Fellow Membership must include a written recommendation signed by a minimum of three Fellow Members of the Institute.

12. Annual Subscription Fee

- 12.1. With the exception of Honorary Members, every Member must pay to the Institute an annual subscription fee. The annual subscription fee payable by the Members shall be at such rate as may from time to time be determined by the Institute at the annual general meeting.
- 12.2. All annual subscription fees shall become payable three months after the date of the annual general meeting in each year.
- 12.3. Any Member accepted by the Institute nine months after the date of the annual general meeting in any year, shall pay to the Institute half the annual subscription fee payable in respect of that year.
- 12.4. In the case of a change in the class or status of a membership the Member shall pay any increase between his previous yearly subscription and the yearly subscription payable as a result of such change of class or status, provided that if such change shall occur nine months after the date of the annual general meeting in any year he shall pay only one half of such increase.
- 12.5. The Institute may fix different levels of annual subscription fees for:
 - (a) different classes of membership; and
 - (b) practicing and non-practicing Members;

or on any other basis.

13. Levy for Corporate Members

- 13.1. All Corporate Members (including individual Corporate Members referred to in Article 8.4) shall pay a levy in respect of any year at any point during which:
- (a) the Member is based in Scotland and trades in livestock or carries on the business of livestock auctioneering; or
 - (b) the Member trades in livestock or carries on the business of livestock auctioneering in Scotland.
- 13.2. If any Corporate Member carries on more than one business referred to in Article 13.1, that Corporate Member shall pay a separate levy for each business. In the event of a dispute the General Council shall determine the number of businesses carried on by a Corporate Member.
- 13.3. The levy shall be at such rate as may from time to time be determined by the Institute at the annual general meeting.

14. Certificate of Admission as a Member

- 14.1. Every Member on payment of the annual subscription fee for the time being shall be entitled to a certificate of admission in such form as the General Council may from time to time prescribe.
- 14.2. A certificate of admission as a Fellow Member of the Institute shall entitle the holder to designate himself as a "Fellow of the Institute of Auctioneers and Appraisers in Scotland" and to take and use the initials "FIA Scot".
- 14.3. A certificate of admission as an Associate Member of the Institute shall entitle the holder to designate himself as an "Associate of the Institute of Auctioneers and Appraisers in Scotland" and to take and use the initials "AIA Scot".
- 14.4. A Member of the Institute shall be entitled to use the suffix "(Est)" after the foregoing initials if that individual has passed such examinations as the General Council may require from time to time.

15. Code of Practice

The Institute may from time to time at their discretion and by Ordinary Resolution make and enact byelaws prescribing the code of conduct required from such Members or other matters not directly covered by these presents.

16. Member Details

Every Member shall from time to time notify the General Council of a place of business or residence within Scotland to be registered as his place of address.

17. Transfer of Membership

The rights and privileges of every Member shall be personal to himself and shall not be transferable or transmissible either by his own act or by operation of law.

18. Termination of Membership

18.1. A Member may withdraw from membership of the Institute by giving three months' notice to the Institute in Writing provided that:

- (a) he shall pay any annual subscription fee or other sum due or to become due by him to the Institute before the expiration of such notice period; and
- (b) he shall deliver to the General Council his certificate of membership prior to the expiration of said notice period.

18.2. A person's membership terminates when that person dies or ceases to exist.

18.3. Any Member:

- (a) who shall fail in the observance of these articles or of any byelaws, regulation or rule of the Institute in force for the time being;
- (b) whose conduct in any respect is prejudicial to the interests of the Institute;
- (c) who has a bankruptcy order made against him;
- (d) who has agreed a composition with his creditors generally in satisfaction of his debts; or
- (e) whose annual subscription fee or levy shall not have been paid within six months from the date the sum became due;

may be removed as a Member of the Institute by the General Council by a resolution approved by two-thirds of the General Council Members (exclusive of the Member whose removal is in question if he happens to be a General Council Member) present and voting at a meeting of the General Council.

18.4. The notice of any meeting held in connection with article 18.3 shall specify the intention to propose such resolution and the reason or reasons for the proposal. Notice of the meeting shall be sent to the Member whose removal is in question not less than fourteen days before the meeting and to all the General Council Members not less than seven days before the meeting. Any such Member shall be entitled to be heard orally at the meeting or in writing provided his written presentations are lodged with the company secretary not less than seven clear days before the meeting, but if personally present he shall retire from the meeting after being heard.

18.5. No person expelled pursuant to article 18.3 shall be readmitted as a Member of the Institute except by a resolution approved by three quarters of the General Council Members present and voting at a meeting of the General Council on a motion of which notice has been given.

18.6. Any Member ceasing by death, resignation, expulsion or otherwise to be a Member of the Institute shall not, nor shall his representatives have any claim upon or interest in the funds of the Institute, but notwithstanding such cessation of Membership the Institute shall be entitled to claim from him or his estate any arrears of subscription or other sums due from him to the Institute at the time of his ceasing to be a Member.

19. Honorary Members

19.1. Notwithstanding any other provision of these articles, the Institute may elect any person who has rendered, or who by reason of his position or experience may in the opinion of the Institute be able to render assistance in promoting the objects of the Institute, as an Honorary Member of the Institute.

19.2. Any person proposed to be elected as an Honorary Member shall be elected by a resolution approved by two thirds of Members (whether present in person or by proxy) at a duly constituted meeting of the Institute.

19.3. Honorary Members elected pursuant to this Article 19 shall have the authority to attend and participate in any meeting of the Institute and shall have a right to vote on any resolution.

20. General Council

20.1. The General Council of the Institute shall consist of:

- (a) representatives from each levy paying Corporate Member who operates a livestock market as part of their business (nominated and appointed in accordance with Article 21) ("**Corporate Representative**");
- (b) the Office Bearers (nominated, selected and appointed in accordance with Article 25); and
- (c) any person or persons appointed in accordance with Article 26 ("**Additional Representatives**").

(each referred to as a "**General Council Member**")

20.2. No person shall be appointed as a General Council Member or Alternate unless:

- (a) they are a Fellow Member; or
- (b) if there are insufficient Fellow Members willing to be appointed as a General Council Member any person who is an Associate Member and has been trained in the Profession.

20.3. Notwithstanding any provision of these articles, a retiring General Council Member shall be eligible for re-appointment.

21. Appointment of Corporate Representatives

21.1. Subject to Article 20.2, each levy paying Corporate Member who operates a livestock market as part of their business shall nominate and appoint an eligible person who is willing to act to be appointed as a Corporate Representative by giving notice in Writing to the company

secretary (or in any such other manner as the General Council may determine from time to time).

21.2. If a question arises as to whether a Corporate Member is eligible to appoint a Corporate Representative, that question shall be referred to the General Council whose ruling in relation to that Corporate Member is to be final and conclusive.

21.3. The notice must:

- (a) identify the nominated Member;
- (b) contain a statement signed by the nominated Member indicating that he is willing to act as a Corporate Representative;

and shall be submitted to the company secretary no later than 31 January in each year.

21.4. The appointment of each nominated Corporate Representative shall take effect from the next annual general meeting of the Institute and the appointment shall last for a term of one year.

21.5. Each levy paying Corporate Member who operates a livestock market as part of their business may at any time and from time to time remove their Corporate Representative of the General Council and appoint another eligible person in his place by written notice to that effect submitted to the company secretary.

21.6. Notwithstanding that an Office Bearer may be employed, engaged or affiliated in any way with a levy paying Corporate Member who operates a livestock market as part of their business that connected Corporate Member shall have the right to nominate and appoint a separate Corporate Representative to represent them on the General Council in accordance with this Article 21.

21.7. If any levy paying Corporate Member who operates a livestock market as part of their business is required to pay more than one levy in accordance with Article 13.2 any such Corporate Member shall still only be entitled to nominate and appoint one Corporate Representative.

22. Appointment and Removal of Alternate Corporate Representatives

22.1. Any levy paying Corporate Member who operates a livestock market as part of their business (the "**Appointor Member**") who has the right to appoint a Corporate Representative, may appoint any eligible person who is willing to act to be appointed as an alternate corporate representative (an "**Alternate**") to:

- (a) exercise the powers of the Appointor Member's Corporate Representative (the "**Absent Corporate Representative**"); and
- (b) carry out the responsibilities of the Absent Corporate Representative;

in the absence of the Absent Corporate Representative.

22.2. Any appointment or removal of an Alternate must be effected by notice in Writing to the Institute signed by the Appointor Member or in any other manner approved by the General Council.

22.3. The notice must:

- (a) identify the proposed Alternate; and
- (b) in the case of a notice of appointment, contain a statement signed by the proposed Alternate indicating that he is willing to act as the Alternate of the Absent Corporate Representative.

23. Rights and Responsibilities of Alternates

23.1. An Alternate has the same rights, in relation to any General Council meeting or Unanimous Decision, as his Absent Corporate Representative.

23.2. Except as otherwise provided by these articles, an Alternate:

- (a) is deemed for all purposes to be a General Council Member;
- (b) is liable for his own acts and omissions;
- (c) is subject to the same restrictions as his Absent Corporate Representative; and
- (d) is not deemed to be an agent of or for his Absent Corporate Representative.

23.3. Subject to the other provisions of these articles, a person who is an Alternate but is not otherwise a General Council Member:

- (a) shall be counted in the quorum at any General Council meeting in which he is Participating (but only if his Absent Corporate Representative would be counted in the quorum and is not Participating);
- (b) may vote at any General Council meeting in which he is Participating (but only if his Absent Corporate Representative would be eligible to vote and is not Participating); and
- (c) may participate in taking any Unanimous Decision (but only if his Absent Corporate Representative is an Eligible General Council Member for the purposes of that Unanimous Decision and does not himself participate in taking that Unanimous Decision).

23.4. No Alternate may be counted as more than one General Council Member for determining whether a quorum is Participating at any General Council meeting.

23.5. A General Council Member who is also an Alternate has an additional vote on behalf of his Absent Corporate Representative who:

- (a) is not Participating in the relevant General Council meeting; and
- (b) would have been entitled to vote if that Absent Corporate Representative was Participating in it.

- 23.6. An Alternate is not entitled to receive any remuneration from the Institute for serving as an Alternate except such part of his Absent Corporate Representative's remuneration as his Appointor Member may direct by notice in Writing made to the Institute.

24. Termination of Appointment of Alternates

An Alternate's appointment as an Alternate terminates:

- 24.1. when his Appointor Member revokes the appointment by notice in Writing to the Institute specifying when it is to terminate;
- 24.2. on the occurrence (in relation to that Alternate) of any event which, if it occurred in relation to his Absent Corporate Representative, would result in the termination of his Absent Corporate Representatives' appointment as a General Council Member; or
- 24.3. when his Absent Corporate Representatives' appointment as a General Council Member terminates.

25. Appointment of Office Bearers

- 25.1. Subject to Article 20.2, once in every two year period (at such time as the General Council may direct) each Member shall have the right to nominate a person (who is willing to act) to be considered as a candidate for election as an Office Bearer by giving notice in Writing to the company secretary (or in any such other manner as the General Council may determine from time to time).
- 25.2. The notice must:
- (a) identify the nominated Member;
 - (b) identify the proposed office bearer role;
 - (c) contain a statement signed by the nominated Member indicating that he is willing to act as an Office Bearer;
 - (d) include a written recommendation signed by a minimum of three Fellow Members;

and shall be submitted to the company secretary no later than 31 January in each second year.

- 25.3. All nominations received pursuant to this Article 25 shall be considered by the General Council. The General Council shall at their discretion (subject only to these articles and to the byelaws, if any, for the time being in force) select the individuals who shall stand for election at the next annual general meeting.
- 25.4. Any person proposed to be appointed as an Office Bearer shall be elected by a resolution approved by the Members (whether present in person or by proxy or by corporate representative) at the next annual general meeting following their nomination and selection pursuant to this Article 25 and the appointment shall last for a term of two years.
- 25.5. Each Officer Bearer shall retire from office at the second annual general meeting after the annual general meeting at which he was previously elected.

- 25.6. Any general meeting at which an election of Office bearers ought to take place, if any vacancy is not filled, the retiring Office Bearers, or such of them as have not had their places filled up, shall continue in office until the next annual general meeting.

26. Appointment of Additional Representatives

- 26.1. Subject to Article 20.2, each Member shall have the right to nominate a eligible person (who is willing to act) to be considered for appointment as an additional representative by giving notice in Writing to the company secretary (or in any such other manner as the General Council may determine from time to time).

- 26.2. The notice must:

- (a) identify the nominated Member;
- (b) contain a statement signed by the nominated Member indicating that he is willing to act as an Additional Representative;
- (c) include a written recommendation signed by a minimum of three Fellow Members;

and shall be submitted to the company secretary no later than 31 January in each year.

- 26.3. All nominations received pursuant to this Article 26 shall be considered by the General Council. The General Council shall at their discretion (subject only to these articles and to the byelaws, if any, for the time being in force) determine whether any nominated Member shall be appointed to the General Council in accordance with Article 26.4.

- 26.4. Notwithstanding Articles 26.1 to 26.3 (inclusive), the General Council may select and appoint up to a maximum of five persons (each of whom is willing to act) to be appointed as Additional Representatives. For the avoidance of doubt, any person shall be eligible for appointment by the General Council in accordance with this Article 26.4 regardless of whether or not a Member has nominated them pursuant to Articles 26.1 to 26.3. Their decision to appoint or not to appoint any person shall be final and the General Council shall not be bound to give any reason for their decision.

- 26.5. A person appointed pursuant to this Article 26 shall take office as an Additional Representative at the time of their appointment and shall continue in their role until the next annual general meeting. Thereafter they may continue to hold office if they are re-appointed as an Additional Representative by way of this Article 26.

27. Supplemental Appointment Processes

- 27.1. If any nomination, selection, appointment or election, should not take place as provided by these articles, the General Council may:

- (a) issue an order for a nomination, selection, appointment or election process to be conducted at such time and at such place as the General Council may think proper;
- (b) allow the existing General Council Members to continue in office until the following annual general meeting; or

- (c) nominate and appoint any duly qualified Member or Members of the Institute to fill the vacancy or vacancies.
- 27.2. Any question arising in connection with the nomination, selection, appointment or election of any General Council Member (other than the President) must be referred to the President whose decision is final.
- 27.3. Any question arising in connection with the nomination, selection, appointment or election of the President must be referred to the General Council whose decision is final (provided that in relation to that question the President is not entitled to vote).

28. General Council Authority

Subject to the other provisions of these articles, the General Council are responsible for the management of the Institute's business, for which purpose they may exercise all the powers of the Institute.

29. NOT USED

30. General Council May Delegate

- 30.1. Subject to the other provisions of these articles, the General Council may delegate any of the powers which are conferred on them under these articles:
- (a) to a committee consisting of a Member or Members;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and/or conditions;
- as they think fit.

- 30.2. The General Council may at any time revoke any delegation made pursuant to Article 30.1 in whole or part, or alter its terms and/or conditions.

31. Committees

- 31.1. Committees to which the General Council delegate any of their powers must follow procedures which are based (as far as they are applicable) on those provisions of these articles which govern the taking of decisions by General Council Members.
- 31.2. The General Council may make rules of procedure for all or any committees, which shall prevail over rules derived from these articles if they are not consistent with them.
- 31.3. The General Council may from time to time nominate and appoint any person or persons who are not Members or General Council Members to be members of a committee of the General Council formed under Article 30. Unless otherwise determined by the General Council, any such person shall have the same rights (including voting rights) as any other member of the relevant committee.

32. General Council to Take Decisions Collectively

- 32.1. The general rule about decision-making by General Council Members is that any decision of the General Council must be either a Majority Decision or a Unanimous Decision.

33. Unanimous Decisions

- 33.1. A decision of the General Council is a unanimous decision (a "**Unanimous Decision**"):
- (a) if all Eligible General Council Members indicate to each other by any means that they share a common view on a matter; and
 - (b) had the matter in question been proposed as a resolution at a General Council meeting, the Eligible General Council Members would have formed a quorum at that meeting.
- 33.2. A Unanimous Decision may take the form of a resolution in Writing (where each Eligible General Council Member has signed one or more copies of it or to which each Eligible General Council Member has otherwise indicated agreement in Writing).

34. Calling a General Council Meeting

- 34.1. Any General Council Member may call a General Council meeting by giving notice of that meeting to the General Council Members or by authorising the company secretary (if any) to give such notice.
- 34.2. Notice of any General Council meeting must indicate:
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that the General Council Members Participating in that meeting will not be in the same place, how it is proposed that they should communicate with each other during that meeting.
- 34.3. Notice of a General Council meeting must be given to each General Council Member but need not be in Writing.
- 34.4. Notice of a General Council meeting need not be given to any General Council Member who waives his entitlement to notice of that meeting by giving notice to that effect to the Institute either before or not more than seven days after the date on which that meeting is held. Where such notice is given after the relevant meeting has been held, that does not affect the validity of that meeting or of any business conducted at it.

35. Chairing General Council Meetings

- 35.1. The President shall chair every General Council meeting if present and willing to do so.
- 35.2. If there is no President, or if the President is unwilling to chair the relevant meeting or is not present within 10 minutes of the time at which the relevant meeting was due to start, the Vice-President of the Institute shall preside as chairman of the meeting.

- 35.3. If there is no Vice-President, or if the Vice-President is unwilling to chair the relevant meeting or is not present within 10 minutes of the time at which the relevant meeting was due to start, the Junior Vice-President of the Institute shall preside as chairman of the meeting.
- 35.4. If there is no Junior Vice-President, or if the Junior Vice-President is unwilling to chair the relevant meeting or is not present within 10 minutes of the time at which the relevant meeting was due to start the General Council Members must appoint one of themselves to chair that meeting and that appointment must be the first business of that meeting.

36. Participation in General Council Meetings

- 36.1. Subject to the other provisions of these articles, General Council Members participate ("**Participate**") in a General Council meeting, or part of a General Council meeting, when they can each communicate to the others any information or opinions they have on any particular item of the business of that meeting (and for these purposes it is irrelevant where any General Council Member is or how they communicate with each other).
- 36.2. If all the General Council Members Participating in a General Council meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 36.3. Subject to Article 36.4, if a question arises at a General Council meeting or a meeting of a committee of General Council Members as to the right of any General Council Member to vote or count in the quorum at that meeting (or part of that meeting), the question may, before the conclusion of that meeting, be referred to the chair of the meeting whose ruling in relation to any General Council Member (other than the chair of the meeting) is to be final and conclusive.
- 36.4. If a question arises at a General Council meeting or a meeting of a committee of General Council Members as to the right of the person chairing the meeting to vote or count in the quorum at that meeting (or part of that meeting), that question is to be decided by a decision of the General Council Members Participating at that meeting (provided that in relation to that question, the chair of the meeting is not entitled to vote or count in the quorum).

37. Quorum for General Council Meetings

- 37.1. At a General Council meeting, unless a quorum is Participating, no proposal is to be voted on, except a proposal to call another meeting.
- 37.2. The quorum for General Council meetings is five unless the purpose of the meeting (or part of the meeting) is to consider the giving of an Authorisation and, by virtue of the provisions of Article 40.2, there are only four or less General Council Members whose vote would be counted and who would be counted in the quorum at that meeting (or part of that meeting), in which case those General Council Members alone shall constitute a quorum at that meeting (or part of that meeting).
- 37.3. If the total number of General Council Members for the time being is less than the quorum required, the General Council Members must not take any decision other than a decision:
- (a) to appoint further General Council Members; or

- (b) to call a general meeting so as to enable the Members to appoint further General Council Members.

38. Voting at General Council Meetings

38.1. Subject to the other provisions of these articles, on each proposed resolution at a General Council meeting:

- (a) each Corporate Representative Participating shall have either one, two or three votes (as the case may be) as calculated and determined in accordance with Article 38.2;
- (b) each Office Bearer Participating shall have one vote; and
- (c) each Additional Representative Participating shall have one vote.

38.2. The number of votes each Corporate Representative Participating shall have on each proposed resolution at a General Council meeting will be calculated in accordance with the total value of livestock throughput the Corporate Representative's Corporate Member has attained within the year ending on the preceding 31 December. The number of votes shall be calculated as follows:

- (a) if the total value of the Corporate Member's livestock throughput is between £0 and £50,000,000 then the Corporate Representative shall be entitled to one vote;
- (b) if the total value of the Corporate Member's livestock throughput is between £50,000,001 and £100,000,000 then the Corporate Representative shall be entitled to two votes; and
- (c) if the total value of the Corporate Member's livestock throughput exceeds £100,000,001 then the Corporate Representative shall be entitled to three votes.

38.3. The total value of each levying paying Corporate Member's livestock throughput shall be calculated for the period between 1 January to 31 December in each year.

38.4. If a question arises at a General Council meeting as to the number of votes which a Corporate Representative is entitled to cast, that question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to that Corporate Representative is to be final and conclusive.

38.5. The General Council may amend any, or all of the throughput banding values set out in Article 38.2(a), (b) and (c), by way of a resolution to that effect of the General Council.

39. Casting Vote: General Council Meeting

39.1. If at any General Council meeting the numbers of votes for and against a proposal are equal, the President (or other General Council Member chairing the meeting) has a casting vote.

40. Situational Conflicts of Interest

40.1. Subject to the other provisions of these articles, the General Council Members may, in accordance with (but subject to) the provisions of section 175 of the Act and this Article 40, authorise any matter which would, if not authorised, result in a General Council Member (the

"**Conflicted General Council Member**") being in breach of his duty under section 175 of the Act to avoid a situation in which he has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Institute (a "**Conflict**").

40.2. An authorisation given under Article 40.1 (an "**Authorisation**") (and any subsequent variation or termination of that Authorisation) will only be effective if:

- (a) any requirement as to the quorum at the General Council meeting at which the matter is considered is met without counting the Conflicted General Council Member (or any other interested General Council Member); and
- (b) the matter was agreed to without the Conflicted General Council Member (or any other interested General Council Member) voting or would have been agreed to if his (or any other interested General Council Members') vote had not been counted.

40.3. The General Council Members may at any time:

- (a) make any Authorisation subject to such terms and conditions as they think fit; and
- (b) vary or terminate any Authorisation (provided that this will not affect anything done by the relevant Conflicted General Council Member or the Institute in accordance with that Authorisation before any such variation or termination).

40.4. The Members may also authorise a Conflict by Ordinary Resolution (a "**Member Authorisation**") and may at any time, by Ordinary Resolution:

- (a) make any Member Authorisation subject to such terms and conditions as they think fit; and
- (b) vary or terminate any Member Authorisation (provided that this will not affect anything done by the relevant Conflicted General Council Member or the Institute in accordance with that Member Authorisation before any such variation or termination).

40.5. If the Conflicted General Council Member receives an Authorisation or Member Authorisation in respect of a Conflict then (unless that Authorisation or Member Authorisation provides otherwise) the Conflicted General Council Member:

- (a) may vote at any future General Council meeting (or meeting of a committee of the General Council Members) on any resolution in respect of that Conflict (and if he does vote his vote shall be counted) and he shall be taken into account in determining whether a quorum is Participating at that meeting;
- (b) may absent himself from the whole or any part of any General Council meeting (or meeting of a committee of the General Council Members) at which anything relating to that Conflict may be discussed;
- (c) shall not be required to disclose to the Institute (or use for its benefit) any confidential information he obtains otherwise than in his capacity as a General Council Member, as a result of that Conflict where to do so would be a breach of any duty of confidence owed by him to a third party; and

- (d) shall not be liable to account to the Institute for any benefit he or any of his Connected Persons derive as a result of that Conflict.

41. Transactional Conflicts of Interest

- 41.1. If a General Council Member (the "**Transaction General Council Member**") is in any way directly or indirectly interested in a proposed or existing transaction or arrangement with the Institute (the "**Transaction**") he must declare the nature and extent of that interest to the other General Council Members in accordance with the provisions of the Act.
- 41.2. Subject to the provisions of the Act, Article 41.1 and the terms of any relevant Authorisation or Member Authorisation, the Transaction General Council Member:
 - (a) may be a party to, or otherwise be interested in, the Transaction;
 - (b) may vote at any General Council meeting (or meeting of a committee of the General Council Members) on any resolution in respect of the Transaction (and if he does vote his vote shall be counted) and he shall be taken into account in determining whether a quorum is Participating in that meeting; and
 - (c) shall not be liable to account to the Institute for any benefit he or any of his Connected Persons derive as a result of the Transaction and the Transaction shall not be liable to be avoided on the ground of his interest.

42. Records of Decisions to be Kept

The General Council must ensure that the Institute keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every Unanimous Decision and Majority Decision.

43. Directors' Discretion to Make Further Rules

Subject to the other provisions of these articles, the General Council Members may make any rule they think fit about how they take decisions and about how such rules are to be recorded or communicated to the General Council.

44. Byelaws, Rules and Regulations

- 44.1. The General Council may make, subject to these articles, such byelaws, rules and regulations as they may think fit for:
 - (a) regulating the examination of candidates for election as Members of the various classes of the Institute;
 - (b) determining the fee payable by candidates at such examinations; and
 - (c) the times and places at which the examinations are to be held.
- 44.2. The General Council may repeal or alter any such byelaw, rule or regulation.

45. CPD

- 45.1. The General Council may establish requirements for and prescribe the format of the continuing professional development of Members through relevant education, study or examination recognised by the General Council so as to maintain and develop Members professional knowledge, skills and abilities.
- 45.2. The General Council may repeal or alter any such requirements from time to time.

46. Funds

The General Council may promote, undertake, superintend, manage and administer any charitable or benevolent fund or funds provided or contributed by Members or others intended to assist necessitous Members or previous Members of the Institute, their widows, children or dependents, subject always to these and to the byelaws, if any, for the time being in force.

47. Termination of General Council Member Appointment

- 47.1. A person ceases to be a General Council Member if he:
- (a) ceases to be a Member;
 - (b) a registered medical practitioner who is treating him gives an opinion in Writing to the Institute stating that he has become physically or mentally incapable of acting as a General Council Member and may remain so for more than three months;
 - (c) notification is received by the Institute from him that he is resigning from office and that resignation has taken effect in accordance with its terms’;
 - (d) is concerned or participates in the profits of any contract with the Institute otherwise than as permitted by these articles ;
 - (e) in the case of a Corporate Representative, is removed in accordance with Article 21.5.
- 47.2. If and whenever a General Council Member (other than a Corporate Representative) dies, resigns or is removed from or ceases to be a Member or otherwise vacates his office before the natural expiration of his term of office the General Council may appoint a Fellow Member in his place. Any person so appointed shall hold office until the next annual general meeting. Thereafter they may continue to hold office if reappointed in accordance with these articles.

48. General Council Member Expenses

The Institute may pay any reasonable expenses which any General Council Member (or any Alternate) properly incurs in connection with his attendance at:

- 48.1. General Council meetings or meetings of committees of the General Council; or
- 48.2. general meetings;
- or otherwise in connection with the exercise of his powers and the discharge of his responsibilities in relation to the Institute.

49. General Meetings of the Institute

- 49.1. An annual general meeting of the Institute shall be held in each year at such time and place as the General Council may appoint, but so that not more than fifteen months shall elapse between any two annual general meetings.
- 49.2. All general meetings of the Institute other than annual general meetings shall be called extraordinary general meetings.

50. Notice of General Meetings

- 50.1. Notice of:
- (a) an annual general meeting;
 - (b) any general meeting at which it is proposed to pass a Special Resolution; or
 - (c) any general meeting at which it is proposed to pass a resolution of which special notice has been given;

shall be issued in Writing twenty one days' prior to the proposed date of the relevant general meeting (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) in accordance with Article 51 to such Members who are, under the provisions of these articles, entitled to receive such notices.

- 50.2. Notwithstanding Article 50.1, a general meeting that has been called by a shorter notice than that specified in Article 50.1 shall be deemed to have been duly called if it is so agreed:-
- (a) in the case of an annual general meeting by all the Members entitled to attend and vote; and
 - (b) in the case of an extraordinary general meeting by a majority in number of the Members having a right to attend and vote, being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.
- 50.3. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive such notice shall not invalidate the proceedings at any general meeting.

51. Content of Notices

- 51.1. Notice of any general meeting must indicate:
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) a statement that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a Member of the Institute.
- 51.2. In the case of an annual general meeting the notice shall also specify the meeting as such.

- 51.3. In the case of any general meeting at which business other than Ordinary Business is to be transacted, the notice shall specify the nature of the business, and if any resolution is to be proposed as an extraordinary resolution or as a Special Resolution, the notice shall contain a statement to that effect.
- 51.4. Where special notice is required for a resolution, that resolution will not be effective unless notice of the intention to move it has been given to the Institute at least 28 clear days before the meeting at which it is moved. The Institute shall give to the Members notice of such a resolution in the same manner and at the same time as it gives notice of the general meeting at which the resolution is to be moved, or, if that is not practicable, the Institute shall give them notice not less than 14 days before the general meeting.

52. Proceedings at General Meetings

- 52.1. Ordinary business shall mean business which is transacted at an annual general meeting, including:-
- (a) reading, considering and adopting the balance sheet, the reports of the General Council and auditors, and other accounts and documents required to be annexed to the balance sheet;
 - (b) the appointment of Corporate Representatives on the General Council;
 - (c) the appointment of Additional Representatives (if any) on the General Council;
 - (d) the election of the Office Bearers;
 - (e) fixing the remuneration of the auditors or determining the manner in which such remuneration is to be fixed; and
 - (f) fixing the annual subscription fee and the levy ("**Ordinary Business**").
- 52.2. All other business shall be deemed special business and any Member entitled to vote and wishing to bring before an annual general meeting any special business shall give notice of such special business to the company secretary of the Institute not later than sixty days before the relevant annual general meeting.

53. Quorum for General Meetings

- 53.1. No business other than the appointment of the Chairman of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 53.2. Subject to Articles 53.3 and 53.4, ten Qualifying Persons in attendance at a general meeting are a quorum.
- 53.3. Where more than one person is a Qualifying Person by virtue of their authorisation under section 323 of the Act to act as the representative of the same company in relation to that meeting all such persons shall be counted as one Qualifying Person for the purposes of Article 53.2.

- 53.4. Where more than one person is a Qualifying Person by virtue of their appointment as proxy of the same Member in relation to that meeting all such persons shall be counted as one Qualifying Person for the purposes of Article 53.2

54. Attendance and Speaking at General Meetings

- 54.1. A person is able to exercise the right to speak at a general meeting when he is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which he has on the business of the meeting.
- 54.2. A person is able to exercise the right to vote at a general meeting when:
- (a) he is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) his vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 54.3. The General Council may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 54.4. In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same place as each other.
- 54.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

55. Chairing General Meetings

- 55.1. The President shall chair every general meeting if present and willing to do so.
- 55.2. If there is no President, or if the President is unwilling to chair the relevant general meeting or is not present within 10 minutes of the time at which the relevant general meeting was due to start, the Vice-President shall preside as Chairman of the Meeting.
- 55.3. If there is no Vice-President, or if the Vice-President is unwilling to chair the relevant general meeting or is not present within 10 minutes of the time at which the relevant general meeting was due to start, the Junior Vice-President shall preside as Chairman of the Meeting.
- 55.4. If there is no Junior Vice-President, or if the Junior Vice-President is unwilling to chair the relevant general meeting or is not present within 10 minutes of the time at which the relevant general meeting was due to start the Members must appoint a Member to chair that meeting and that appointment must be the first business of that meeting.

56. Attendance and Speaking by Non-Members at General Meetings

The Chairman of the Meeting may permit other persons who are not Members to attend and speak at any general meeting.

57. Adjournment of General Meetings

- 57.1. If the persons attending a general meeting within 30 minutes of the time at which the meeting was due to start do not constitute a quorum or if during a general meeting a quorum ceases to be present, the Chairman of the Meeting must adjourn it. The general meeting shall be adjourned in accordance with Article 57.4. At such adjourned meeting the quorum shall be those Members then present.
- 57.2. The Chairman of the Meeting may adjourn a general meeting at which a quorum is present if:
- (a) that meeting consents to an adjournment; or
 - (b) it appears to him that an adjournment is necessary to protect the safety of any person attending that meeting or ensure that the business of that meeting is conducted in an orderly manner.
- 57.3. The Chairman of the Meeting must adjourn a general meeting if directed to do so by that meeting.
- 57.4. When adjourning a general meeting, the Chairman of the Meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the General Council; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by that meeting.
- 57.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Institute must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the Institute's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- 57.6. No Member, except as provided for within Article 57.5, shall be entitled to any notice of any adjournment or of the business to be transacted at an adjourned meeting or of any business which might have been transacted at the meeting from which the adjournment took place.
- 57.7. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the relevant general meeting if the adjournment had not taken place.

58. Voting at General Meetings: General

- 58.1. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- 58.2. On a vote on a resolution on a show of hands at a general meeting every Fellow Member, Associate Member and Honorary Member present in person has one vote.
- 58.3. On a vote on:

- (a) a resolution on a poll at a general meeting; or
- (b) a written resolution;
 - (i) every Fellow Member, Associate Member and Honorary Member (whether present in person or by one or more proxies) has one vote; and
 - (ii) every Corporate Member has one vote (whether present by one or more proxies or corporate representatives).

58.4. Student Members may attend any general meeting but they do not have any right to vote on any resolution or take part in the business to be transacted at the general meeting.

58.5. Notwithstanding any other provision of these articles, no Member who is six months in arrears with any subscription fee or sum payable by him to the Institute shall be entitled or take part in the business to be transacted at the general meeting or to vote on any resolution (whether present in person or by one or more proxies or corporate representatives).

59. Errors and Disputes

59.1. No objection may be raised to the qualification of any person voting at a general meeting except at that meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at that meeting is valid.

59.2. Any objection pursuant to Article 59.1 must be referred to the Chairman of the Meeting, whose decision is final.

60. Poll Votes

60.1. A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote; or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

60.2. A poll may be demanded by:

- (a) the Chairman of the Meeting;
- (b) the General Council Members; or
- (c) five or more persons having the right to vote on the relevant resolution.

60.3. A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the Chairman of the Meeting consents to the withdrawal;

but any such withdrawal shall not invalidate the result of a show of hands declared prior to the demand for a poll being made.

- 60.4. Polls must be taken at such time and place and in such manner as the Chairman of the Meeting directs.
- 60.5. No poll may be demanded on the question of the election of the President.
- 60.6. Any poll in respect of a proposed adjournment of a general meeting must be taken immediately.
- 60.7. The demand for a poll shall not prevent the continuance of a general meeting for the transaction of any business other than the resolution regarding which the poll was demanded.

61. Casting Vote: General Meeting

If the number of votes for and against a proposal are equal, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded has a casting vote.

62. Content of Proxy Notices

- 62.1. Proxies may only validly be appointed by a notice in Writing (a "**Proxy Notice**") which:
- (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be the proxy and the general meeting in relation to which he is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the General Council may determine; and
 - (d) is delivered to the Institute in accordance with these articles and any instructions contained in the notice of the general meeting to which the Proxy Notice relates.
- 62.2. A person appointed to act as a proxy in accordance with this Article 62 need not be a Member.
- 62.3. The Institute may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
- 62.4. Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 62.5. Unless a Proxy Notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the relevant general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as that general meeting itself.

63. Delivery of Proxy Notices

- 63.1. Any notice of a general meeting must specify the address or addresses (the "**Proxy Notification Address**") at which the Institute or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form.
- 63.2. Subject to Articles 63.4 and 63.5, a Proxy Notice must be delivered to the Proxy Notification Address not less than 24 hours before the general meeting or adjourned meeting to which it relates.
- 63.3. If a Proxy Notice is not delivered in accordance with Article 63.2 then the person purported to be appointed to act as a proxy shall not be entitled to vote at the meeting to which the Proxy Notice relates.
- 63.4. In the case of a poll taken more than 48 hours after it is demanded, a Proxy Notice must be delivered to the Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 63.5. In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be delivered:
 - (a) in accordance with Article 63.2; or
 - (b) at the meeting at which the poll was demanded to the President or company secretary.
- 63.6. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it even though a valid Proxy Notice has been delivered to the Institute by or on behalf of that person.
- 63.7. An appointment under a Proxy Notice may be revoked by delivering to the Institute a notice in Writing given by or on behalf of the person by whom, or on whose behalf, the Proxy Notice was given to the Proxy Notification Address.
- 63.8. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned general meeting to which it relates.
- 63.9. If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by evidence in Writing of the authority of the person who executed it to execute it on the person appointing the proxy's behalf.

64. Amendments to Resolutions

- 64.1. An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
 - (a) notice of the proposed amendment is given to the Institute in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before that meeting is to take place (or such later time as the Chairman of the Meeting may determine); and

- (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the resolution.
- 64.2. A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
 - (a) the Chairman of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 64.3. If the Chairman of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, his error does not invalidate the vote on that resolution.

65. Meetings of Corporate Members only

- 65.1. A meeting of the Corporate Members may be convened by:
 - (a) the General Council;
 - (b) a requisition notice signed by five or more General Council Members; or
 - (c) a requisition notice signed by a person or persons representing a majority of Corporate Members.
- 65.2. The provisions of these articles relating to general meetings shall apply to every meeting convened in accordance with this Article 65 but so that the quorum shall be a person or persons (whether present by one or more proxies or corporate representatives) representing at least one third of the Corporate Members of the Institute.
- 65.3. Each Corporate Member (whether present by one or more proxies or corporate representatives) shall have one vote on a show of hands or on a poll.

66. Acts of the General Council

All acts done by:

- (a) any meeting of the General Council; or
- (b) any person acting as a General Council Member;

shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such General Council Member or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was duly qualified.

67. Means of Communication to be Used

- 67.1. Subject to the other provisions of these articles:
 - (a) anything sent or supplied by or to the Institute under these articles may be sent or supplied in any way in which the Act provides for documents or information which are

authorised or required by any provision of the Act to be sent or supplied by or to the Institute;

- (b) and subject to the provisions of the Act, the Institute may send or supply any documents or information authorised or required by any provision of these articles or the Act to be sent or supplied by the Institute to any Member by making them available on a website; and
- (c) any notice or document to be sent or supplied to a General Council Member in connection with the taking of decisions by the General Council may also be sent or supplied by the means by which that General Council Member has asked to be sent or supplied with such notices or documents for the time being.

67.2. A General Council Member may agree with the Institute that notices or documents sent to that General Council Member 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.

67.3. Section 1147(5) of the Act shall not apply in relation to documents and information sent or supplied by the Institute.

68. Company Seals

68.1. Any common seal may only be used by the authority of a resolution of the General Council Members.

68.2. The General Council Members may decide by what means and in what form any common seal is to be used.

68.3. Unless otherwise decided by the General Council Members, if the Institute has a common seal and it is affixed to a document, that document must also be signed by at least two Authorised Persons.

69. No Right to Inspect Accounts and Other Records

Except as provided by law or authorised by the General Council or an Ordinary Resolution of the Institute, no person is entitled to inspect any of the Institute's accounting or other records or documents merely by virtue of being a Member.

70. Investment of Surplus Capital

The General Council may invest any surplus capital and funds of the Institute, including any sums set aside as reserve funds, in the purchase or upon the security of land or other heritable property in Scotland, or of the debentures or other securities, or preference stocks or shares, deposits or other accounts and receipts of any Government or any banking, insurance or investment company, but so that monies, subject, or representing property, subject to any charitable trust shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

71. Reserve

The General Council may set aside out of the profits of the Institute such sums as they think proper as a reserve or reserves, which shall, at the discretion of the General Council, be applicable for meeting contingencies, or for any other purpose to which the profits of the Institute may be properly applied, and which pending such application may, at the like discretion, either be employed in the business of the Institute or be invested in such investments as the Council may from time to time think fit.

72. Accounts and Auditors

72.1. Once at least in every year the General Council shall lay before the Institute at a general meeting a profit and loss account for the period since the preceding account, made up to a date not more than six months before such meeting.

72.2. A balance sheet shall be made out in every year and laid before the Institute at the general meeting made up to a date not more than six months before such meeting. The balance sheet shall be accompanied by a report of the General Council as to the state of the Institute's affairs and the amount, if any, which they propose to carry to a reserve fund or funds.

72.3. The balance sheet must be signed by two General Council Members and a printed copy of every balance sheet and the profit and loss account which is to be laid before a general meeting of the Institute (including every document required by law to be annexed thereto) together with a copy of every report of the auditors relating thereof and of the General Council's report shall, not less than twenty one days before the date of the meeting, be sent to every Member of the Institute and to the auditors.

72.4. At each annual general meeting the retiring auditor shall, without any resolution being passed, be deemed to have been re-appointed until the conclusion of the next ensuing annual general meeting, unless:

- (a) he is not qualified for re-appointment;
- (b) a resolution has been passed at that meeting appointing some other person instead of him or providing expressly that he shall not be re-appointed; or
- (c) he has given to the Institute notice in writing of his unwillingness to be appointed;

in any such case the Institute shall at such meeting appoint some other person in lieu.

72.5. The General Council shall have power to fill a casual vacancy in the office of an auditor by appointing some person to hold such office until the conclusion of the next annual general meeting, but while any such casual vacancy continues the surviving or continuing auditor or auditors (if any) may act.

72.6. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Institute, be valid notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

- 72.7. The auditor shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting that any Member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor.

73. General Council Member Indemnity

- 73.1. Subject to Article 73.2, a Relevant General Council Member may be indemnified out of the Institute's assets against:

- (a) any liability incurred by him in connection with any negligence, default, breach of duty or breach of trust in relation to the Institute;
- (b) any other liability incurred by him as an officer of the Institute.

- 73.2. Article 73.1 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

74. General Council Member Insurance

The General Council may decide to purchase and maintain insurance, at the expense of the Institute, for the benefit of any Relevant General Council Member in respect of any Relevant Loss.

75. Notices

- 75.1. Any notice may be given by the Institute to any Member, either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of Members. Any notice or other document required to be served upon the Institute may be served either personally, or sending it in a prepaid registered letter or by recorded delivery addressed to the Institute at its registered office from time to time.

- 75.2. A Member whose registered place of address is not in the United Kingdom may from time to time notify in Writing to the Institute some place of service in the United Kingdom and such place shall be deemed his registered place of address within the meaning of these articles.

- 75.3. Any notice sent by post shall be deemed to have been served upon the day next after the day when the letter is put into the post, and in proving such service it shall be sufficient to prove that such notice or envelope or wrapper containing same, was properly addressed and put in the post. When a given number of days' notice, or notice extending over any other period, is required to be given, the day of service and the day upon which such notice will expire shall not be included in such number of days or other periods.

76. Settlement of Disputes

- 76.1. If and when any difference shall arise between the Institute and any of the Members or their representatives regarding any act, matter or thing made or done, or to be made or done, or omitted, or arising out of the relation existing between the parties by reason of these articles or of the Act or any of them such difference shall be forthwith referred to two arbiters (one to be appointed by each party in difference) or to an oversman to be chosen by the arbiters

before entering on the consideration of the matters referred to them, and the decision of such arbiters or oversman shall be final and conclusive of the matters referred to their decision.

- 76.2. When any such difference has arisen, the Member or Members concerned, if present at any meeting of the Institute, General Council or any committee meeting of the General Council at which the question in dispute falls to be dealt with shall retire from the meeting while the question in dispute is under consideration.