

THE COMPANIES ACT 1985 (as amended)

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

Memorandum of Association

(amended by special resolution passed on 18th June 1992, 13th June 1996 and 25 April 2009)

AND

Articles of Association

**(adopted by special resolution passed on 18th June 1992 and
amended by special resolutions passed on 17th June 1993,
13th June 1996, 18th June 1998, 15th October 1998, 14th June 1999,
10th February 2000, 14th June 2001, 27 March 2004
12 March 2005, 25 March 2006, 1 July 2006, 25 April 2009,
8 September 2010, 9 April 2011, 11 May 2013, 10th May 2014
and 10th May 2019)**

OF

**THE INSTITUTE OF AUTOMOTIVE
ENGINEER ASSESSORS**

Incorporated the 14th day of March 1939

THE COMPANIES ACT 1985 (as amended)

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

(amended by special resolutions passed on 18th June 1992, 13th June 1996 and 25 April 2009)

of

THE INSTITUTE OF AUTOMOTIVE ENGINEER ASSESSORS

1. The name of the Company (hereinafter called "the Institute") is "THE INSTITUTE OF AUTOMOTIVE ENGINEER ASSESSORS". *
2. The registered office of the Institute will be situate in England.
3. The objects for which the Institute is established are:
 - a) To promote and develop for the public benefit the science of the design, manufacture and related technology of motor vehicles and the science of the repair of and risks arising from the use of road vehicles and to further public education therein.
 - (b) To advance the study of the said sciences, to promote research work therein and in related subjects, and to publish the results of such research.

And for the purpose of furthering the aforesaid objects but not otherwise:

- (i) To act as an authoritative body for the purpose of consultation in matters of public and professional interest concerning the said sciences.
- (ii) To further instruction and training in the said sciences, to hold examinations and institute and maintain lectures, classes and education and training.

* The Institute was formerly called "The Institute of Automobile Assessors" and with the consent of the Department of Trade changed its name by special resolution on 14th August 1974.

- (iii) To hold meetings and seminars and discussion and education and training with a view to maintaining the highest possible standards of professional competence and practice; to conduct or promote investigations: to promote and facilitate public interest in and the exchange of information about the said sciences by holding lectures, discussion groups, seminars, public meetings and exhibitions: and generally to aid, promote and encourage the acquisition and advancement of knowledge in all or any of the matters aforesaid.
- (iv) To make grants of money, books, apparatus or other materials for the purpose of promoting education and research into the matters aforesaid: and for the purpose of such promotion to establish, form and maintain a Library.
- (v) To print, publish, sell, loan or distribute any communications made to the Institute or similar society, or any papers, communications, works or treatises on matters of general interest affecting the objects of the Institute.
- (vi) To provide or assist in providing courses of instruction and to establish standards of education and experience for the establishment of proficiency among its members.
- (vii) To procure, raise and collect voluntary contributions to the funds of the Institute by all lawful means from all persons willing to make such contributions and to take any gift of any property whether or not subject to any special trusts for any one or more of the objects of the Institute.
- (viii) To co-operate federate or amalgamate with, affiliate or become affiliated to any charitable body having purposes similar to those of the Institute and not formed or constituted for purposes of profit, and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body which the Institute may lawfully acquire.
- (ix) To borrow or raise money in such manner and upon such terms as the Institute shall think fit, and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property of the Institute.
- (x) To confer with, assist and inform legislatures, governments, councils and public bodies of every description and to apply to such legislatures, governments, councils and public bodies for funds to support the Institute's objects.
- (xi) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xii) Subject to the provisions of such Acts of Parliament as may be applied for the regulation of Companies from time to time, to acquire for the purposes of the Institute any land, tenements, or other property real or personal or any interest therein, within the United Kingdom of Great Britain and Northern Ireland, and to hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are required by law) to grant, demise or otherwise dispose of the same or any part thereof and to construct maintain and alter any buildings or erections with a view to the promotion of the objects of the Institute.
- (xiii) To establish, administer and contribute to any charitable fund from whence may be made donations or advances to necessitous persons who are or have been members of the Institute and or their dependants, and are in distressed circumstances.

- (xiv) To publish information whether in the form of a periodical journal or journals or otherwise.
- (xv) To print publish sell lend and distribute books pamphlets and treatises in the United Kingdom and elsewhere.
- (xvi) To establish and promote regional Branches and Divisions of the Institute.
- (xvii) To grant sums of money out of the funds of the Institute for the purposes or for the promotion of any of the objects of the Institute.
- (xviii) To do all such other things as shall further the attainment of the above objects or any of them.

Provided that:

- (1) in case the Institute shall take or hold any property which may be subject to any trusts the Institute shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (2) that in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members of the Council of the Institute shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of the Council have been if no Incorporation had been effected, and the Incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such members of the Council, but they shall, as regards such property, be subject jointly and separately to such control or authority as if the Institute were not Incorporated.
- (3) nothing herein contained shall be deemed to authorise the Institute to engage in any trading activities on a commercial scale;
- (4) the objects of the Institute shall not extend to the negotiation of relations between workers and employers or organisations of workers and organisations of employers.

4. The income and property of the Institute, whencesoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and no proportion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to an Officer or Servant of the Institute, or to any member of the Institute in return for any services actually rendered to the Institute nor prevent the payment of interest on money lent by any member of the Institute at a rate per annum not exceeding two per cent less than the minimum lending rate prescribed for the time being by the Bank of England or three per cent. whichever is the greater or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no member of the Council of the Institute shall be appointed to any salaried office of the Institute or any benefit in money or money's worth shall be given by the Institute to any member of such Council EXCEPT for any Services provided under Paragraph 4a below and except repayment of out-of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rents for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any Company in which a member of the Council shall hold not more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any payment.

- 4a. Trustees of the Institute shall be able to receive payment for Services provided to the Institute, both directly or provided by a Company in which the trustee has an Interest, so long as the Service is provided in accordance with a 'Written Agreement' duly approved and signed by the Council. The terms of this Agreement shall at all times comply with the Charities Act and appropriate legislation and any other conditions that the Council may from time to time implement.
5. The liability of the members is limited.
6. Every member of the Institute 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 ceased to be a member, for payment of the debts and liabilities of the Institute contracted before he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred pounds.
7. If upon the winding-up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other charitable Institution or Institutions, having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such Institution or Institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Institute; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being in force, such accounts shall be open to the inspection of members. Once at least in every year the accounts of the Institute shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN ANDREW WHITE	Drumbar, Mower Hill, Pinner, Middlesex	Engineer
CHARLES WILLIAM SHEPPARD	Marie, London Road, Ashford, Middlesex	Engineer
ARTHUR HOLLAND	18 Paxton Road, St. Albans, Herts.	Engineer
PAUL ANDRE HUDSON DELIGNY	18 Fairlands Avenue, Thomton Heath, Surrey	Engineer
WILLIAM HENRY BEDFORD	20 Gloucester Place, Brighton, Sussex	Engineer
PERCY WILLIAM PRIESTLEY	65 Redhill Drive, Edgware, Middlesex	Engineer
JAMES F. ARGENT	Haslar, Sandy Lane South, Wallington, Surrey	Engineer
KENNETH JOHN BEVAN	3 Francklyn Gardens, Edgware, Middlesex	Engineer
DOUGLAS EDWARD FRANCIS	Ryecroft, Bamet Lane, Totteridge, London N20	Engineer
FREDERICK ARTHUR THOMAS	118 Long Acre, London WC2	Engineer
JAMES RICHARDS	Springfield, Rabley Heath, Welwyn, Herts	Engineer

DATED the Eighth day of March 1939

WITNESS:

ALFRED GEORGE CHAPMAN
(Member of the Institute of Consulting Motor Engineers)
C/o Premier Motor Policies Limited,
Aldwych, London WC2.

THE COMPANIES ACT 1985 (as amended)

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

**NEW
ARTICLES OF ASSOCIATION**

**(adopted by special resolution passed on 18th June 1992 and
amended by special resolutions passed on 17th June 1993,
13th June 1996, 18th June 1998, 15th October 1998, 14th June 1999,
10th February 2000, 14th June 2001, 27 March 2004
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11th May 2019)**

of

THE INSTITUTE OF AUTOMOTIVE ENGINEER ASSESSORS

INTERPRETATIONS

1. In these Articles

- (i) "The Institute" means The Institute of Automotive Engineer Assessors.
- (ii) "The Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- (iii) "Secretary" includes any deputy or assistant secretary and any person appointed by the Council to perform the duties of the Secretary temporarily.
- (iv) "Recorded address" means the address of a member for the reception of communications as given in the proposal for his election or transfer or subsequently varied by notice in writing to the Secretary.
- (v) "Month" means calendar month.
- (vi) "Notice" includes a voting paper.
- (vii) "Independent Engineer" means a member who is practising on his own behalf as an Automotive Engineer Assessor and any member employed on the staff of such member.
- (viii) "Staff Engineer" means a member who is employed on the staff of an

Insurance Company or by any other body approved from time to time by the Council as an Automotive Engineer Assessor.

- (ix) "Region" means a Region established under Article 42.
- (x) "class of Member" means the distinction between a Corporate Member and a non-corporate member.
- (xi) "Grade" means the individual grade of membership within the two classifications

Unless the contrary intention appears, words importing the masculine gender shall include the feminine; and words in the singular shall include the plural and words in the plural shall include the singular.

2. For the purposes of registration, the number of members of the Institute was declared not to exceed 500, but it has since been increased to 1,100 and the Council may at any time register a further increase of members.
3. The provisions of Section 352 of the Act shall be observed by the Institute, and every member of the Institute shall either sign a written consent to become a member or sign the register of members on becoming a member.

MEMBERSHIP

There are two classes of membership:

4. (i) Corporate.

Corporate Members of the Institute shall consist of two grades of persons namely Fellows, and Members.

- (ii) Non-Corporate.

There shall be three other grades of persons to whom privileges in relation to the Institute may be granted. The said three grades shall comprise respectively Honorary Fellows, Associates and Affiliates, and these grades shall collectively be known as Non-Corporate Members of the Institute.

5. A Register shall be kept (hereinafter referred to as "the Register") containing the name, together with the class and grade for the time being, of each of the Corporate and Non Corporate Members of the Institute. The privileges and obligations of any member shall be those of the class and grade assigned to him in the Register. Those Affiliates that are formally engaged in an Institute learning programme and complying with the terms of the said learning programme, shall be entered onto the Institutes "Working Towards Register".
6. Registers of Members of Regions shall also be kept showing such particulars as the Council may direct.
7. Every Fellow, Member, Honorary Fellow, and Associate shall be given, upon application to the Secretary, a certificate of his admission to his grade of membership. Every such

certificate shall remain the property of the Institute and shall be returned to the Secretary when the person to whom it was issued has ceased to be a member.

**ABBREVIATED TITLES AND DESCRIPTION
OF MEMBERSHIP**

- 8 (i) Every Corporate Member and Honorary Fellow and Associate ~~and Affiliate~~ (removed May 2019) may use the title of the class to which he belongs or the appropriate abbreviation thereof as shown hereunder and shall not use any other title or abbreviation to describe his membership of the Institute.

Honorary Fellow	Hon.F.Inst.A.E.A
Fellow	F.Inst.A.E.A.
Member	M.Inst.A.E.A
Associate	A.Inst.A.E.A.
Affiliate	Aff.Inst.A.E.A deleted May 2019

The grade of Affiliate does not have any title of class or designatory letters and therefore any Non-Corporate Member holding this grade has no right to use any form of post-nominal title or abbreviation to describe his membership of the Institute.

- (ii) A member shall not use or permit to be used any of the said titles or descriptions in letters larger or bolder than those used in the name of the member which they follow.

QUALIFICATIONS FOR MEMBERSHIP

9. ~~Honorary Companions~~ Grade deleted September 2010

10. Honorary Fellows

The distinction of Honorary Fellowship may be conferred by resolution of a General Meeting upon persons not being members of the Institute who shall have rendered special service to the Institute and shall agree in writing to become Honorary Fellows of the Institute.

11. Fellows

A Corporate Member who has rendered special services to the Institute may be elected to Fellowship by resolution of a General Meeting of the Institute.

12. Members

A Member:

- (i) Shall have had relevant training that the Council shall from time to time shall determine
- (ii) Shall have passed at least 4 sections of the Institute's written examinations or equivalent.
- (iii) Shall have passed the Institute's Practical examination or equivalent within the last 4 years
- (iv) Shall have satisfied the Council that they are engaged as an engineer assessor in an Automotive Assessing role in connection with automotive damage claims.

Can provide a comprehensive education /relevant training record.

Equivalent examinations will be those that the Council shall from time to time shall determine.

13 ~~Incorporated Members~~ Grade deleted September 2010

14. Associates

Associates shall be persons who have satisfied the Council that they:

- (i) Shall have had relevant training that the Council from time to time shall determine.
- (ii) Shall have passed the Institute's oral examination within the last 4 years
- (iii) Shall have passed the Institute's Practical examination or equivalent within the last 4 years.

OR

- (i) Shall have had relevant training that the Council from time to time shall determine.
- (ii) Shall have passed two of the written sections of the IAEA examinations or equivalent.
- (iii) Shall have passed the Institutes Practical examination or equivalent within the last 4 years.

Equivalent examinations will be those that the Council shall from time to time shall determine.

15. ~~Graduates~~ Grade deleted September 2010

16. Affiliates:

- (i) **Affiliates** shall be persons who satisfy the Membership Committee that they meet the educational and employment requirements that the Council shall from time to time determine.

17 ~~Certified~~ **Estimator** Grade deleted September 2010

EXAMINATIONS

18. (i) The Council shall cause to be held an examination to be called the Institute Examination for candidates seeking to become Members, in the cases in which an examination is or may be required.
- (ii) The Council shall also make and publish rules consistent with these Articles for such examination and shall have power from time to time to vary or rescind any such rules.
- (iii) Such rules shall contain the syllabus of the Institute Examination and a list of examinations set by other bodies required for membership.
- (iv) When Oral Examinations are held these shall be conducted by two or more members of the Council or such other members of the Institute as may be approved by the Council. The examiner must not have any interest in the candidates he examines.

ELECTION, TRANSFER AND RESIGNATION OF MEMBERS

19. The election of candidates for membership at any grade and the transfer of a member from one class to another shall be at the discretion of the Council.
20. Every proposal for election or for transfer shall be on a form approved by the Council and shall be proposed and seconded by Corporate Members and shall be forwarded to the Secretary together with such fees as the Council may from time to time determine.
21. At the discretion of the Council, the name, occupation and address of a candidate for election as Corporate or Non-Corporate Member or transfer to a different class or grade, together with the names of his proposer and seconder shall be published to all Corporate Members.
22. After the lapse of at least one month following such publication, during which any Corporate Member may communicate by letter with the Secretary respecting the qualifications or character of the candidate or applicant, the proposals and applications and all communications relative thereto shall be considered by the Council who may elect or transfer the candidate or applicant into such class as they may decide or take such other action as they think fit.
23. (i) When a candidate has been elected, the Secretary shall give him notice thereof in a form approved by the Council and his entrance fee and first annual subscription shall thereupon become due, but he shall not become a member and his name shall not be added to the Register until he has paid his entrance fee and first annual subscription.

23 (continued)

- (ii) When an applicant for transfer has been approved by the Council, the Secretary shall inform the applicant in a form approved by the Council, and any supplementary entrance fee and subscription payable under Article 26 shall thereupon become due. Where any such fee or subscription is payable the transfer shall not become effective and shall not be entered in the Register until payment has been made.
 - (iii) If any sum payable under this Article shall not be paid within such period as the Council may prescribe, the election or transfer, as the case may be, shall lapse.
24. The Council may re-admit to membership any person whose membership has terminated from any cause provided that he satisfies the Council that he is worthy of re-admission, meets the requirements of Articles 11, 12, 14 and 16 and pays such amounts (if any) in respect of entrance fee, arrears of subscription and other charges as the Council may determine.
25. A member of any class may at any time and by giving at least seven clear days' notice in writing to the Secretary resign from the Institute after payment of any sum due from him in respect of subscription and otherwise. Membership shall not be transferable and shall cease on death.

ENTRANCE FEES AND SUBSCRIPTIONS

26. (i) The entrance fee and annual subscriptions for the several classes of membership shall until otherwise determined by regulations made by the Council in accordance with Article 26(ii) hereof be those prevailing on the date on which was passed the Special Resolution whereby these Articles of Association of the Institute were adopted.
- (ii) The entrance fee, annual subscriptions and their associated conditions for the several classes of membership shall be determined from time to time by Resolutions to be formulated and published by the Council of the Institute and may vary between classes of membership but shall be uniform for any one class of membership. No such Regulations or amendments, revocations or additions shall be inconsistent with these Articles and shall not take effect until approved by the members in General Meeting.

CONDUCT OF MEMBERS

27. Every member of the Institute shall so order his conduct to abide by the rules of conduct of the Institute as from time to time in force and varied by the Council and shall in whatever capacity he may be engaged act in a strictly fiduciary manner towards clients and employers, towards others with whom his work is connected and towards other members.

SUSPENSION AND EXPULSION

- 28 (i) Where any allegation of misconduct is made against a member, the issues of:
- (a) whether the facts giving rise to each such allegation are established and, if so,
 - (b) whether the allegation amounts to misconduct and, if so,
 - (c) whether any and, if so, what action should be taken against the member concerned,
- will be determined in accordance with the Code of Conduct of Disciplinary Proceedings as promulgated by the Council of the Institute of Automotive Engineer Assessors from time to time.
- (ii) Where an allegation of misconduct is made against a corporate or non-corporate member:
- (a) which, if established, could render him liable to expulsion from the Institute, and
 - (b) either the member requests or the Council determines that it would be inappropriate to determine the allegation for the time being in accordance with the Code of Conduct of Disciplinary Proceedings, the Council may appoint a disciplinary committee in accordance with Article 57(i) and, upon receiving the report of that committee, suspend the member until such time as the allegation can be so determined.
- (iii) Where an allegation of misconduct is made against a corporate or non-corporate member:
- (a) which, if established, could render him liable to expulsion from the Institute, and
 - (b) the Council determines that for the purpose of determining the allegation in accordance with the Code of Conduct of Disciplinary Proceedings, it would be assisted by a report from a disciplinary committee, the Council may appoint a disciplinary committee in accordance with Article 57(i) and, upon receiving the report of that committee, proceed to determine the allegation in accordance with that Code.
- (iv) Where an allegation of misconduct is determined against a corporate or non-corporate member in accordance with the Code of Conduct of Disciplinary Proceedings, subject to Article 28(v) hereof, the Council may expel, suspend or reprimand the member as it thinks fit.
- (a) The Council shall give not less than 21 days' notice in writing of its intention to expel such a member.
 - (b) The name and address of a member expelled under this Article shall be published in such a manner as the Council may determine.
- (v) Where a corporate or non-corporate member of the Institute has had an allegation of misconduct determined against him, or has been suspended from membership of the Institute, or has been given notice of the intention of the Council to expel him from membership of the Institute, the member may appeal to the Adjudicator in accordance with the Code of Conduct of Disciplinary Proceedings. Where such an appeal is made, the Council shall not expel such a member unless and until that appeal has been dismissed.

THE COUNCIL

29. (i) The Council shall consist of:
The President
President Elect
Immediate Past president
Ten Elected Corporate Members, being either Fellows or Members;
who are or have been engaged as an engineer assessor by either an Insurance Company or associated company or Independent Assessing Practice.
- (ii) The President shall be elected by the Council from those Members who are Elected Fellows or Elected Members of the Council and shall remain President for two years and retire from the office of President at the Annual General Meeting. He shall not be eligible for re-election as President until the expiration of four years from the date of his retirement.
- (iii) The President Elect shall be elected by the Council from those Members who are Elected Fellows or Elected Members of the Council and shall remain President Elect for two years until taking up the post of President.
30. (i) At each Annual General Meeting the longest serving Elected members of The Council shall retire, in addition to Members retiring under Article 40, and those retiring shall be eligible for re-election.
- (ii) Members to the Council shall be elected for a minimum period of three years.
31. If not a member under Article 29(i) or not co-opted under Article 36 the Finance Officer shall be elected ex-officio to the Council but shall have no power to vote on resolutions placed before the Council
32. At least three calendar months prior to the Annual General Meeting, the Council shall cause to be sent to each Corporate Member notice of the number of vacancies on the Council to be filled at the ensuing Annual General Meeting, together with a list of members of the existing Council, showing in such list the number of meetings of the Council or committee meetings attended by each member during the year, and the total number of such meetings of the Council or committees to which each member has been summoned, and such list shall show which members of the Council retire from office and are deemed to be nominated for re-election.
33. As regards any candidate for nomination for election to the Council at any Annual General Meeting, other than one nominated for re-election, previous notice of such nomination in writing signed by four corporate members of the Institute shall be sent to the Secretary at least six weeks prior to the Annual General Meeting and such notice shall be accompanied by an intimation in writing from the candidate of his willingness to serve, if elected, as a member of the Council.

38. All acts done by any meeting of the Council or a committee of the Council or by any person acting as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
39. A member of the Council shall automatically vacate his office if by notice in writing to the Secretary he resigns his office or if he ceases to be a member of the Institute, or if he becomes bankrupt or of unsound mind and the Council resolve that his office be vacated. A member of the Council shall vacate his office on the passing of a resolution to that effect by the majority in number of members present and voting at any General Meeting of the Institute.
40. The Council may fill a casual vacancy in the office of President by appointing thereto any member eligible for election to that office or a Past President, and casual vacancies as Elected Fellows or Elected Members of the Council by appointing thereto members who are eligible for election to those offices respectively. A member appointed to fill a casual vacancy shall retire at the next Annual General Meeting. A vacancy in the Council not filled at an Annual General Meeting shall be deemed to be a casual vacancy.
41. If in the election to fill any class of vacancy there shall be an equality of votes the President or in his absence the member of the Council acting in his place shall have a casting vote.

REGIONS

42. Regions may be established by the Council in the United Kingdom and elsewhere as may seem expedient to the Council. The Council shall make such rules and regulations in connection therewith as it may think fit, and may grant sums of money either by loan or otherwise to any Region.

MEETINGS

43. The General Meetings of the Institute (in these Articles referred to as "meetings of the Institute") shall be of three classes, namely:
 - (i) Annual General Meetings
 - (ii) Ordinary Meetings
 - (iii) Extraordinary General Meetings
44. Annual General Meetings shall be held every calendar year and there shall not be a period exceeding fifteen months between such meetings at such places as the Council shall determine. Any member of the Institute shall be entitled to attend at Annual General Meetings but only corporate members shall be entitled to vote. Every corporate member present in person shall have one vote on a show of hands. On a poll every corporate member present in person or by proxy shall have one vote. The business of any Annual General Meeting shall include the presentation and consideration of the Annual Report of the Council and the Annual Accounts, the appointment and the fixing of the remuneration of the Auditors and the annual elections to the Council.

45. Ordinary Meetings shall be held at such times and at such places as the Council shall determine. Members of all classes shall be entitled to attend and each Corporate Member shall, unless the Council shall otherwise decide with respect to any particular meeting, be entitled to introduce visitors, the number of whom shall be notified to the Secretary not less than seven days before the date of the meeting. The business of Ordinary Meetings shall include the delivery of addresses or lectures or the presentation for discussion of papers on automobile assessing or allied subjects.
46. Extraordinary General Meetings shall be held at such times and at such places as the Council shall determine. An Extraordinary General Meeting shall also be convened by the Council whenever a requisition signed by twenty Corporate Members, specifying the objects of the meeting, is delivered to the Secretary. If the Council do not forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition, the requisitionists or any twenty Corporate Members may convene an Extraordinary General Meeting in any manner in which meetings may be convened by the Council. The business of an Extraordinary General Meeting shall be related to the constitution, affairs, business, direction or management of the Institute. Any member of the Institute shall be entitled to attend at Extraordinary General Meetings but only Corporate Members shall be entitled to vote. Every corporate member present in person shall have one vote on a show of hands. On a poll every corporate member present in person or by proxy shall have one vote.
47. At least twenty one clear days' notice shall be given of all meetings except Ordinary Meetings of the Institute specifying the place, the day and the hour of the meeting and the general nature of the business proposed to be transacted, and, in the case of an annual general meeting, the notice shall specify the meeting as such. Notice of a meeting of the Institute shall, subject to the provisions of Article 72, be given to all members who are entitled to attend that meeting. Corporate Members who are more than three months in arrear with their subscriptions shall not be entitled to receive any notices of meetings.
48. The accidental omission to give notice of a meeting of the Institute to, or the non receipt of notice of such a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT MEETINGS OF THE INSTITUTE

49. No business shall be transacted at any meeting of the Institute, unless a quorum is present at the time when the meeting proceeds to business. Five members entitled to attend the meeting shall be a quorum at an Annual General or Extraordinary General Meeting and five members shall be a quorum at an Ordinary Meeting. If within thirty minutes after the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.
50. The President, when present, shall be Chairman at meetings of the Institute, and in his absence the chair shall be taken by a member of the Council, but if no member of the Council is present and willing to act the meeting shall elect a Chairman from the Corporate Members present at the meeting, provided always that the President may in any case appoint a deputy to act in his place.
51. The Chairman may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business

shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, except that when a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.

52. The acceptance or rejection of votes by the Chairman shall be conclusive for the purpose of the decision of the matter in respect of which the votes are tendered, provided that, if any error be pointed out to him, the Chairman shall rectify the error at the same meeting.
53. At any meeting of the Institute a motion put to the vote of the meeting shall be decided on a show of hands or by the division of the members present at the meeting as may be decided by the Chairman unless a poll is, before or on the declaration of the result of the show of hands or division, directed by the Chairman or demanded by at least five of the members present or by a member or members present in person and representing one tenth of the total voting rights of all the members having the right to vote at the meeting. No poll shall be directed or demanded on the election of a Chairman or on a question of adjournment. Unless a poll be so directed or demanded, a declaration by the Chairman that a motion has on a show of hands or on a division been carried or lost, or carried or lost by a particular majority, and an entry to that effect in the minute book relating to meetings of the Institute, shall be sufficient evidence of the decision of the meeting. If when a bare majority is required there is an equality of votes, whether on a show of hands or on a division or on a poll, the Chairman of the meeting at which the show of hands or division takes place or at which the poll is directed or demanded or in his absence a member of the Council acting in his place shall be entitled to a second or casting vote.
54. (i) A poll shall be taken by means of postal voting papers and shall be a poll of all members who at the time of despatch of such papers shall be entitled to receive notice of a meeting of the same class as the meeting at which the poll was directed or demanded. The forms and contents of the voting papers, the arrangements for the despatch and return thereof, for the counting of the votes and for the conduct of the poll shall be as may be prescribed by Regulations made pursuant to Article 61.
- (ii) The Council shall cause the result of the poll to be published as soon as reasonably practicable after the ascertainment thereof by displaying it at the Registered Office of the Institute and in such other manner as the Council shall determine.

PROCEDURE, POWERS AND DUTIES OF THE COUNCIL

55. (i) The Council may meet together for the despatch of business and, subject to the provisions of these Articles, regulate their proceedings as they think fit and may act notwithstanding any vacancy in their body. The Council may appoint standing and special committees and, subject to the provisions of Article 57, may delegate any of their powers to any such committees. Subject as aforesaid, a Committee may be composed of members of the Council alone or members of the Council and other members of the Institute. All committees shall, in the exercise of powers delegated to them and in the transaction of business, conform to any directions that may be given to them by the Council and, subject thereto and to the provisions of Article 57, may regulate their proceedings as they think fit. Save as provided by Article 37, no business shall be transacted at a meeting of the Council or of any committee unless a quorum is present. A quorum shall consist of six members of the Council present in person or three members of the committee as the case may be.
- (ii) The President, or in his absence, the President-Elect shall take the Chair at all meetings of the Council and shall have a casting vote only.
- (iii) The Council shall, for the proper fulfillment of Clause 3b (xiii) be empowered to delegate the management of such a fund to a separately established body, subject to the following:
- (a) The fund shall be known as the 'IAEA Benevolent Fund'
 - (b) The fund may be separately registered with the Charity Commission
 - (c) The Council will elect a serving Council member, who is not already an elected Trustee of the IAEA Benevolent Fund, to become a Trustee of the IAEA Benevolent Fund.
 - (d) The Institute Elected Trustee shall NOT be eligible to be elected as Chairman of the IAEA Benevolent Fund.
 - (e) All amendments to the IAEA Benevolent Fund Trust Deed shall be endorsed by the Institute Council
 - (f) The Institute shall retain responsibility for only the administration of the Fund, but not the execution of the Objects of the Fund.
56. All or any of the members of the Council or any committee of the Council may participate in a meeting of the Council or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

57. (i) None of the powers or functions of the Council under Article 28 shall be delegated to a committee save only to a disciplinary committee appointed in accordance with Article 28 hereof, and any committee appointed for that purpose shall consist wholly of members of the Council.
- (ii) Any other committee to which any of the powers of the Council may be delegated shall consist, as to at least one-half of its members, of members of the Council and shall be governed by the following rules in addition to such directions as may be given to them by the Council pursuant to Article 55, namely:
- (a) The Chairman shall be a member of Council and shall have a casting vote only.
- (b) No motion purporting to exercise any power delegated by the Council shall be deemed to have been carried unless not less than three members of the Council voted on it and the number of members of the Council who voted for the motion exceeds the number (if any) of members of the Council who voted against it.
58. The President shall ex-officio be a member of all Committees appointed by the Council but shall not be entitled to vote at any meetings of such Committees.
59. The Council shall manage the property and the affairs of the Institute in accordance with these Articles and may exercise all such powers of the Institute as are not by these Articles or by law required to be exercised at a meeting of the Institute.
60. Any member of the Council may at any time request the Secretary to summon a meeting of the Council.
61. The Council shall formulate and publish Regulations regulating the conduct of a poll by means of postal voting papers and may from time to time revoke, amend or add to any Regulations so made provided that no such Regulations shall be inconsistent with these Articles. No such Regulation, revocation, amendment or addition shall take effect until the same has been approved at a Special Meeting of the Institute.
62. (i) The Council shall cause to be kept, proper and sufficient accounts of the capital funds, revenue and expenditure of the Institute and shall cause such accounts for the past year, together with the Report of the Auditors thereon, to be presented to each Annual General Meeting.
- (ii) A copy of the accounts that are to be presented to an Annual General Meeting, together with a copy of the Auditors' Report and of the Annual Report of the Council, shall, not less than twenty one clear days before the date of the meeting, be sent to all members of the Institute who are entitled to receive notice of the meeting and to such other members as may have asked that copies be sent to them.

63. Moneys of the Institute awaiting investment may be invested:
- (i) In or upon any investments authorised by Part I or II of the First Schedule of the Trustee Investments Act 1961, as amended from time to time; or
 - (ii) In or upon any of the securities of the government of any country within the British Commonwealth of Nations (hereinafter called "the Commonwealth") or of the government of any province or state within any such country that has a separate legislature, or of the government of the United States of America or of the government of Japan, or of the government of any state which is a member of the European Economic Community; or
 - (iii) In or upon any mortgages or other securities of any municipality, county or district council or local or public authority or board in any country within the Commonwealth, or in any province or state within any such country, or in the United States of America or in Japan or in any state which is a member of the European Economic Community, or
 - (iv) In or upon any mortgages or other securities the capital whereof or a minimum rate of interest or dividend whereon is guaranteed by the government of any country within the Commonwealth, or of any province or state within any such country that has a separate legislature, or by the government of the United States of America or by the government of Japan, or by the government of any state which is a member of the European Economic Community; or
 - (v) In or upon the bonds or mortgages or the fully paid guaranteed or preference or ordinary stock or shares of any company incorporated either by Royal Charter or under any general or specific Act of the United Kingdom Parliament or any general or special enactments of the legislature of any other country within the Commonwealth, or of the United States of America or of Japan, or of any state which is a member of the European Economic Community having an issued or paid up share capital of at least £750,000 or its equivalent at the current rates of exchange, being stocks or shares which are quoted upon a recognised stock exchange in any country within the Commonwealth or the United States of America or Japan or any state which is a member of the European Economic Community, and so that in the case of a company having shares of no par value such paid up capital shall be deemed to include the capital (other than capital surplus) appearing in the company's accounts in respect of such shares. Provided always that no investments shall be made in any ordinary stocks or shares unless the Company shall have paid dividends thereon at the rate of at least 5 per cent. per annum for at least four years prior to the date of the investment, or, in the case of shares having no par value, the company shall have paid a dividend thereon for at least six years prior to the date of investment, and that the total amount at any time standing invested in investments authorised by this sub-paragraph as shown by the books of the Institute shall not exceed $66 \frac{2}{3}$ per centum of the total amount at such time standing invested in any of the investments hereby authorised as appearing by such books. For the purpose of valuing the investments authorised by this sub-paragraph and held by the Institute the minimum price to be taken for each security shall be the cost price thereof to the Institute; or

- (vi) In the purchase of freehold ground rents of freehold or leasehold land, messuages, tenements and hereditaments within the United Kingdom, provided that as regards leaseholds, the term thereof shall have at least sixty years to run; or
 - (vii) Upon the security of freehold property, freehold ground rents, land charges or rent charges, by way of first mortgage, up to the limit of two-thirds of the value.
64. The Council may in the name of the Institute accept and retain in their existing state of investment for such periods as they shall think fit any securities, obligations, stocks, shares or other investments of whatsoever nature or denomination, whether or not authorised by Article 63, which the Institute may receive either as the whole or part of any benefaction however such benefaction be created, or in consequence of a capitalisation of profits or reserves.
65. The Council shall afford reasonable facilities for any member to inspect during business hours all books registers and papers of the Institute required by the Act to be made available for inspection by members. No member shall have any right to inspect any Institute document, account or book (other than books in the members' library), except as conferred by this Article or authorised by the Council.
66. Minutes shall be made in proper books provided for the purpose of all resolutions and proceedings at General Meetings and meetings of the Council and of all committees thereof, and every such minute shall, if signed by the Chairman of the meeting to which it relates, or by the Chairman of a subsequent meeting, be sufficient evidence of the facts therein stated.

THE SEAL

67. The Council shall provide for the safe custody of the Seal of the Institute and make rules for its use.

APPOINTMENT AND DUTIES OF OFFICERS

68. Subject to the provisions of the Act, the Secretary of the Institute shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Council.

INDEMNITY

69. Subject to the provisions of the Act but without prejudice to any indemnity to which each member of the Council and each member of any committee appointed pursuant to the provisions of Article 55 may otherwise be entitled, every such member or other officer or auditor of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.
70. Each member of the Council and each member of the Institute in his capacity as a member of the Council, or any committee, panel or other body appointed pursuant to these Articles or otherwise by or with the approval of the Council for the purposes of the Institute shall be accountable to the Institute in respect of his own acts only, and he shall not be so accountable for any acts done or authorised to which he shall not have expressly assented, and no member of any such body shall incur any personal liability to the Institute in respect of any loss or damage incurred through any act, matter or thing done, authorised or suffered by him, being done in good faith for the benefit of the Institute, although in excess of his legal power or incurred through any omission, error of judgement or oversight, on his part.

NOTICES

71. Any notice to be given to or by any person pursuant to these articles shall be in writing except that a notice calling a meeting of the Council or of any committee thereof need not be in writing.
72. The Institute may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Institute an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Institute.
73. A member present, either in person or by proxy, at any meeting of the Institute shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
74. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
75. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is put into a post office, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into such post office.

76. If, at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Institute is unable effectively to convene a General Meeting by notices sent through the post, a General Meeting may be convened by a notice advertised on the same date in at least two leading daily newspapers with appropriate circulation and such notice shall be deemed to have been duly served on all members entitled thereto on the day on which the advertisement appears. In any such case the Institute shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

WINDING UP

77. The provisions of Clause 7 of the Memorandum of Association relative to the winding up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these Articles.

END