

THE INSTITUTE OF TRICHOLOGISTS

Articles of Association

(adopted by Special Resolution of the Company
passed at an Annual General Meeting held on
___ November 2020)

The Companies Act 2006

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

**ARTICLES OF ASSOCIATION OF
THE INSTITUTE OF TRICHOLOGISTS**

(adopted by special resolution of the Company passed on
_____ November 2020)

1. PRELIMINARY

1.1 In these Articles, the following words and expressions have the following meanings:

“the Act”	means the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being in force);
“the Articles”	means these Articles of Association of the Institute;
“Board of Governors”	means the directors of the Institute (and “Governor” has a corresponding meaning);
“Business Day”	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,
“Conflict”	means a situation in which a Governor has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Institute;
“Eligible Governor”	means a Governor who would be entitled to vote on the matter at a meeting of Governors (but excluding in relation to the authorisation of a Conflict pursuant to article 13, any director whose vote is not to be counted in respect of the particular matter);
“the Institute”	means the company (registered in England & Wales under no 208098) intended to be regulated by these articles;
“Memorandum”	means the memorandum of association of the Institute;
“month”	means a calendar month;
“the seal”	means the common seal of the Institute, if it has one;

“Secretary” means the secretary of the Institute or any other person appointed to perform the duties of the secretary of the Institute, including a joint, assistant or deputy secretary; and

“the United Kingdom” means Great Britain and Northern Ireland.

1.2 Expressions referring to "writing" shall, unless the contrary intention appears, include references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

1.3 When the context admits, words importing the masculine gender only shall include the feminine gender, words importing the singular shall include the plural and vice versa, and words importing persons shall include corporations.

1.4 Subject as aforesaid, words and expressions contained in these Articles shall, unless the context requires, bear the same meanings as in the Act.

2. For the purposes of registration, the number of members of the Institute was declared to be unlimited.

3. PROVISIONS FROM THE MEMORANDUM (AS AMENDED) TREATED, BY VIRTUE OF SECTION 28 OF THE ACT, AS PROVISIONS OF THE ARTICLES

3.1 The objects for which the Institute is established are:

- (a) to take over the whole or such part as may lawfully be taken over by the Institute of the assets and liabilities of the Company formerly known as "The National Institute of Trichologists, London, Limited" (now dissolved);
- (b) to provide instruction in the form of theoretical and practical lessons and demonstrations by qualified medical practitioners and qualified scientists in the science of hair culture and in the diagnosis of the appearances associated with the various diseases to which the hair and scalp are liable with the view to advancing the science of hair culture and promoting the scientific knowledge of all matters connected with the physical well-being of the human hair and the human scalp;
- (c) to promote and facilitate research in the science of hair culture and in relation to the scientific knowledge of all matters connected with the well-being of the human hair and the human scalp;
- (d) to give prizes and premiums for and in any other way encourage the invention or perfection of chemical, physical and other means of promoting the well-being of the human hair and the human scalp;
- (e) to encourage by the grant of prizes, scholarships or any other means the study of and to issue certificates of proficiency in subjects connected with the well-being of the human hair and human scalp after examination by duly qualified examiners selected from the scientific and medical profession provided that any certificate of proficiency shall on the face of it express that it merely shows the result of an examination by such examiners and is not issued under, in pursuance or by virtue of any statutory or government sanction or authority;
- (f) to consider all questions affecting trichologists and to initiate and watch over and, if thought necessary by the Board of Governors, to petition Parliament and to promote deputations in relation to measures affecting trichologists;
- (g) to support and protect the character, status, rights and interests of trichologists and to promote honourable practice to repress malpractices and to decide questions of professional usage or courtesy between and amongst trichologists;
- (h) to form or otherwise acquire and to maintain, extend and improve laboratories, clinics and libraries and to provide facilities for social intercourse for those interested in trichology and matters connected therewith;

- (i) to obtain parliamentary or other legal acknowledgement of the rights and status of trichologists, to help forward any bill that recognises them and to defend the same in such manner as may be considered necessary by the Board of Governors in the interests of trichologists;
- (j) to provide legal and other expert assistance to members in all questions affecting the profession provided that the laws affecting champerty and maintenance be not infringed;
- (k) to receive and hold upon trust or otherwise and to apply subscriptions, donations or benefactions of any description calculated, directly or indirectly, to promote the objects of the Institute. Provided that if the Institute shall acquire any funds or property upon any such trusts as to make the same subject to the jurisdiction of the Charity Commissioners for England and Wales the Institute shall observe all the directions of the said Commissioners and all statutory provisions or requirements in respect thereto;
- (l) to invest any moneys subject (or representing property subject) to the jurisdiction of the Board of Education or Charity Commissioners for England and Wales in or upon any investments authorised by law for the investment of trust funds and with such sanction as may be required by law with respect to moneys subject to the said jurisdiction;
- (m) subject to the provisions of the preceding sub-clause hereof, to invest and deal with the moneys of the Institute not immediately required in such manner as the Board of Governors may from time to time determine;
- (n) subject as to land to the provisions of section 19 of the Companies (Consolidation) Act 1908 (including any statutory modification or re-enactment thereof for the time being in force and only to the extent that such provisions remain applicable to the Company), to acquire by purchase, taking on lease or otherwise, lands and buildings and all other property real and personal which the Board of Governors may from time to time think proper to acquire and which may lawfully be held by the Institute and for the purposes of the Institute, to sell, improve, manage, develop, exchange, lease, mortgage, surrender, turn to account, dispose of or otherwise deal with the property of the Institute or any part thereof and to erect alter and maintain any buildings for the purposes of the Institute;
- (o) to borrow, raise or secure the payment of money in such manner as the Board of Governors shall think fit and, in particular, by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Institute charged upon all or any of the Institute's property (both present and future) and to purchase, redeem or pay off any such securities; and
- (p) to do all such other lawful things as are incidental or conducive to the attainment of the above objects, PROVIDED THAT:
 - i. the Institute shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Institute would make it a Trade Union; and
 - ii. in case the Institute shall take or hold any property subject to the Jurisdiction of the Charity Commissioners for England and Wales or Board of Education, 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 Governors or Trustees 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 Governors or Trustees, 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, the Charity Commissioners or the Board of Education over such Governors or Trustees, but they shall, as regards any such property, be subject (jointly and separately) to such control or authority as if the Institute were not incorporated in case the Institute shall take or hold any property

which may be so subject, the Institute shall only deal with the same in such manner as allowed by law having regard to such trusts.

- 3.2 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 these Articles, and no portion 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.
- 3.3 Nothing in these articles shall prevent the payment, in good faith, of reasonable and proper remuneration to any 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 at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institute.
- 3.4 A member of the Board of Governors or governing body of the Institute may be appointed to an office of the Institute or employed by the Institute to manage the affairs of the Institute or some part thereof and receive payment, in good faith, of reasonable and proper remuneration for the performance of that office or employment to be determined by the Board of Governors or governing body.
- 3.5 Save as provided by article 3.4 above no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Board of Governors or governing body, except repayment of reasonable payment of any out-of-pocket expenses and interest at the rate set out at article 3.3 above on money lent or reasonable and proper rent for premises demised or let to the Institute **PROVIDED THAT** this provision shall not apply to any payment to any railway, gas, electricity, water, cable, or telephone company of which a member of the Board of Governors or governing body may be a member or any other company in which such member shall not hold 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 such payment.
- 3.6 It is a condition of the authority granted for the Institute to continue to omit the word "Limited" at the end of its name that the objects of the Institute are the promotion of commerce, art, science, education, religion, charity or any profession, and anything incidental or conducive to any of those objects and that the Institute's article of association require its income to be applied in promoting its objects, prohibit the payment of dividends to its members, and require all the assets that would otherwise be available to its members generally to be transferred on its winding up either to another body with objects similar to its own, or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not such other body is a member of the Institute). The provision of these Articles necessary to meet the above-specified conditions shall be entrenched so that they shall not be altered without the prior written consent of ninety per cent. of all the persons entitled to attend, speak and vote at general meetings of the Institute from time to time.
- 3.7 The liability of the members is limited and every member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up during the time that he or she is a member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before the time at which he or she ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound.

4. MEMBERS

- 4.1 The members of the Institute shall be:
 - (a) the persons whose names were entered in the Register of Members of the Institute as members thereof at the date of the adoption of these Articles in their respective grades; and
 - (b) all persons whose names are thereafter placed with their consent in writing and by the authority of the Board of Governors upon the Register of Members of the Institute.

- 4.2 Notwithstanding anything in this article 4, any person who was a Fellow or a Member of the Institute on 20th January 2004 shall continue to be a Fellow or Member, as the case may be, after 20th January 2004.
- 4.3 Any person who, on the 20th January 2004, was a Graduate Member of the Institute shall be admitted to the grade of Associate Member with effect from 20th January 2004.
- 4.4 The following classes of person shall be eligible for enrolment upon the Register of the Institute as an International Affiliate (UK), an Affiliate, a Student Member, a Licentiate Member, as Associate Member, a Member, a Fellow, an Honorary Member or an Honorary Fellow of the Institute, as appropriate:

(a) **International Affiliate (UK):**

- i. Any person who resides outside the UK and is not enrolled upon the Register of the Institute at any other grade of membership;
- ii. who has demonstrated to the satisfaction of the Board of Governors, by such means as the Board of Governors from time to time consider appropriate, a professional knowledge of the science of the hair and scalp;
- iii. who has agreed in writing to abide by the Institute's Code of Professional Ethics and Practice and any other codes, rules or procedures published by the Institute from time to time and notified to him or her as applicable to International Affiliates (UK);
- iv. who has paid to the Institute all fees payable by International Affiliates (UK) as set the Board of Governors from time to time; and
- v. in respect of whom the Board of Governors has passed a resolution accepting that person as an International Affiliate (UK) of the Institute and approved the issue to him or her of an International Affiliate (UK) dated Certificate (to be renewed annually). Provided that:
 1. International Affiliate (UK) is not a "qualified grade of membership" and an International Affiliate (UK) shall have no right to attend, speak or vote at any meetings of the Institute and shall not be eligible for election to the Board of Governors;
 2. in recognition that International Affiliate (UK) is not a qualification with the Institute, an International Affiliate (UK) shall not be entitled to use or display (on his or her advertising materials or elsewhere) any post nominal letters, but shall be entitled to display on any correspondence or advertising material the words "International Affiliate (UK) of the Institute of Trichologists"; and
 3. the Board of Governors shall have the right to remove an International Affiliate (UK) from the Register of the Institute if a complaint is made against that International Affiliate (UK) and the Board of Governors (or a committee comprising two or more of them) considers such action to be justified in taking such action, it shall not be necessary to hold a hearing if the Board of Governors (or committee) considers that prompt action without a hearing is justified the International Affiliate (UK) shall receive notice of such action and shall be afforded a right of appeal.

(b) **Affiliate:**

- i. Any person who is not a trichologist or a student trichologist or otherwise a member of the Institute at any grade of membership;
- ii. who is employed in a trichology or medical clinic or in the manufacture or distribution of hair care products or in the provision of hair care services;
- iii. in respect of whom the Board of Governors has passed a resolution accepting that person as an Affiliate of the Institute; and

- iv. Affiliate is not a "qualified grade of membership" and an Affiliate shall have no right to attend, speak or vote at Institute meetings, shall not be eligible for election to the Board of Governors, and shall not be bound by the Institute's Code of Professional Practice and Ethics.
- (c) **Student Member:** Any person who is a Registered Student of the Institute shall also be a Student Member of the Institute Student Membership is not a "qualified grade of membership" and a Student Member shall have no right to attend, speak or vote at Institute meetings, shall not be eligible for election to the Board of Governors, and shall not be bound by the Institute's Code of Professional Practice and Ethics.
- (d) **Licentiate Member:** Any person in respect of whom the Board of Governors passes a resolution to the effect that:
- i. he or she has passed the appropriate examinations prescribed by and conducted under the supervision of the Board of Governors or in respect of whom the Board of Governors has in its absolute discretion granted exemption from such examinations, and
 - ii. he or she is a person properly qualified and suited to be admitted a Licentiate Member under regulations made by the Board of Governors from time to time.
 - iii. Any person appointed a Licentiate Member, provided that he or she has not resigned from or otherwise ceased to be a member of the Institute for any reason, shall be entitled to use the post-nominal letters "LIT".
- (e) **Associate Member:** Any person in respect of whom the Board of Governors passes a resolution to the effect that:
- i. he or she has passed the appropriate examinations prescribed by and conducted under the supervision of the Board of Governors or in respect of whom the Board of Governors has in its absolute discretion granted exemption from such examinations, and
 - ii. he or she is a person properly qualified and suited to be admitted an Associate Member under regulations made by the Board of Governors from time to time.
 - iii. Any person appointed an Associate Member, provided that he or she has not resigned from or otherwise ceased to be a member of the Institute for any reason, shall be entitled to use post-nominal letters "AIT".
- (f) **Member:**
- i. Any Associate Member in respect of whom the Board of Governors passes a resolution to the effect that:
 - 1. he or she has completed two years' professional practice as an Associate Member;
 - 2. he or she has, during that time, observed and upheld the ethical and professional standards of the Institute;
 - 3. he or she is not in arrear with any subscription due to the Institute;
 - 4. he or she has passed the appropriate examinations prescribed by and conducted under the supervision of the Board of Governors or in respect of whom the Board of Governors has in its absolute discretion granted exemption from such examinations; and
 - 5. he or she is a fit and proper person to be admitted a Member of the Institute.
 - ii. Any other person in respect of whom the Board of Governors passes a resolution to the effect that:
 - 1. he or she has qualifications of standing equal to or greater than those for the time being required for admission as an Associate Member; and

- 2. that the person's work fits him or her to be a Member notwithstanding that the person may not be, or may not previously have been, a Licentiate or Associate Member.
 - iii. Any person appointed a Member, provided that he or she has not resigned from or otherwise ceased to be a member of the Institute for any reason, shall be entitled to use the post-nominal letters "MIT".
- (g) **Honorary Member:**
- i. Any person whom the Board of Governors, by a vote passed by at least three-quarters of their number, shall have elected an Honorary Member;
 - ii. An Honorary Member shall not be entitled to use any post-nominal designatory letters of the Institute;
 - iii. For the avoidance of doubt, Honorary Membership shall not in any circumstances or by any person be deemed or stated or implied to be a professional qualification.
 - iv. Honorary Membership is not a "qualified grade of membership", and unless he or she is otherwise a qualified member of the Institute in his or her own right, an Honorary Member shall have no right to vote at Institute meetings, shall not be eligible for election to the Board of Governors, and shall not be bound by the Institute's Code of Professional Practice and Ethics.
- (h) **Fellow:**
- i. Any person who has, by way of academic research or the publication of an original thesis, added to the general knowledge of the subject of trichology, and in respect of whom the Board of Governors in its absolute discretion shall have passed a resolution deeming that person to be a fit and proper person to be admitted a Fellow;
 - ii. Any person appointed a Fellow, provided that he or she has not resigned from or otherwise ceased to be a member of the Institute for any reason, shall be entitled to use the post-nominal letters "FIT".
- (i) **Honorary Fellow:**
- i. Any person of high distinction who has made an outstanding contribution over a period of at least ten years, either to the Institute or to the profession of trichology, and in respect of whom the Board of Governors has, by positive votes in favour at two successive meetings of the Board and supported on each occasion by three-quarters of their number, passed a resolution to award that person the distinction of Honorary Fellowship;
 - ii. The total number of Honorary Fellowships awarded in any one year shall not exceed two, and the total number of Honorary Fellows shall not exceed eight at any one time;
 - iii. An Honorary Fellow shall be entitled to use the post-nominal designation "HonFIT";
 - iv. For the avoidance of doubt, Honorary Fellowship shall be deemed to be a "distinction" conferred by the Institute and shall not in any circumstances or by any person be deemed or stated or implied to be a professional qualification;
 - v. Honorary Fellowship is not a "qualified grade of membership", and unless he or she is otherwise a qualified member of the Institute in his or her own right, an Honorary Fellow shall have no right to vote at Institute meetings, shall not be eligible for election to the Board of Governors, and shall not be bound by the Institute's Code of Professional Practice and Ethics.
- (j) **Qualified Members:**

- i. The membership grades of Licentiate Member, Associate Member, Member and Fellow are deemed to be "qualified grades of membership", and all members within those grades are deemed to be "qualified members";
- ii. The membership grades of Affiliate, Student Member, Honorary Member and Honorary Fellow are deemed not to be "qualified grades of membership", and any member within those grades is not deemed to be a "qualified member" unless he or she is otherwise a qualified member in hrs or her own right.

(k) The Code of Professional Practice and Ethics:

- i. All members within the qualified grades of Licentiate Member, Associate Member, Member and Fellow shall be bound by the Institute's Code of Professional Practice and Ethics;
- ii. Unless he or she is otherwise a qualified member in hrs or her own right, members within the non-qualified grades of Affiliate, Student Member, Honorary Member and Honorary Fellow shall not be bound by the Institute's Code of Professional Practice and Ethics. Nonetheless, an Affiliate, a Student Member, an Honorary Member or an Honorary Fellow who, in the opinion of the Board of Governors, brings the Institute or the profession of trichology into disrepute may, in the absolute discretion of the Board of Governors, be removed from Student Membership and as a registered Student or as an Affiliate or from Honorary Membership or Honorary fellowship of the Institute as appropriate, and there shall be no right to a personal hearing into such proposed removal or to an appeal against the decision of the Governors.

(l) Corporate Members:

- i. The Board of Governors may in its absolute discretion admit any company, firm or partnership to be a Corporate Member of the Institute on payment of such subscription as the Board may in its absolute discretion determine, provided that such company, firm or partnership and the directors and principals thereof support for the aims and objectives of the Institute and do not engage in any activities to the detriment of the Institute or its arms or objectives;
- ii. Corporate Membership shall not carry any right of the company, firm or partnership or of the principals or directors thereof to vote at Institute meetings or to stand for office within the Institute or to propose motions to General Meetings of the Institute or to proclaim or imply that Corporate Membership of the Institute is a qualification of the Institute or implies endorsement of the Institute of that Corporate Member's products or services.

4.5 A member shall cease to be a member if the Board of Governors pass a resolution in accordance with article 5.2(g).

4.6 The rights and privileges of a member of the Institute are personal to that member and are not transferable or transmissible.

4.7 No member shall use, other than in conjunction with his or her own name, any designation or other indication of Institute membership or qualification. Specifically, business stationery or advertisements bearing a business or trading name different from that of the member and which does not also include the name of the member shall not include or imply endorsement by the Institute.

5. MANAGEMENT

5.1 The Institute shall be managed by a Board of Governors consisting of not less than five nor more than nine Governors, all of whom must at all times be members of the Institute.

5.2 For the avoidance of doubt, the Board of Governors of the Institute shall be the directors of the company, and the Board of Governors may exercise all such of the powers vested in the Institute as are not by the Act or by these Articles required to be exercised by the Institute in

General Meeting and without prejudice to the generality of this article 5, the Board of Governors shall have power, subject to the provisions of these Articles:

- (a) from time to time to make regulations for admission to the benefit of the instruction or facilities for research offered by the Institute;
- (b) to appoint such persons to conduct the Institute examinations at such remuneration as the Board of Governors shall determine;
- (c) from time to time to make regulations as to the conduct of the Institute examinations and as to the conditions upon which students and members shall be admitted thereto and as to the fees payable thereon and as to the certificates to be granted to persons passing satisfactory examinations;
- (d) to appoint teachers and tutors and to confer the title of Professor (provided that there shall not concurrently be more than two such professorships, excluding professors who have retired and who shall be designated "Emeritus Professor") and to make arrangements for the instruction to be given by them and for the remuneration to be paid to them;
- (e) from time to time to make rules and regulations as to the conduct of the business of the Institute and as to the management of its property and as to the persons who are to sign cheques and other instruments on behalf of the Institute and generally as to the manner in which the property and funds of the Institute are to be dealt with;
- (f) to appoint and from time to time remove such officers (including a Secretary and Registrar, who may or may not be the same person) at such remuneration as the Board of Governors shall determine;
- (g) to appoint and from time to time remove such Members as the Board of Governors shall determine in accordance with the Code of Professional Conduct and Ethics;
- (h) to fix and from time to time to vary the amount of the annual subscriptions (if any) to be paid by members of the Institute of the various classes, and to sue for and recover such subscriptions in the name of the Institute;
- (i) from time to time to make declarations as to professional ethics and standards amongst those of its members practicing Trichology and to publish a Code of Ethics (howsoever called) and to establish mechanisms for upholding and enforcing the integrity of such Code(s); and
- (j) to delegate as it thinks fit any of its powers to any committee appointed by the Board or to any official of the Institute and to prescribe terms of reference for any such committee or in relation to such delegation.

5.3 Any document bearing the seal of the Institute and attested by two Governors or one Governor and the Secretary shall in the absence of proof to the contrary be deemed to have been duly sealed by the direction of the Board of Governors.

5.4 A receipt signed by the Secretary shall be an effectual discharge for moneys paid to or received by the Institute.

6. PRESIDENT AND VICE PRESIDENTS AND CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF GOVERNORS

6.1 The Board of Governors may each year appoint a person of distinction, whether or not a member of the Institute, to the office of President of the Institute. The term of office for the President so appointed shall commence at the close of the Annual General Meeting immediately following such appointment and shall cease at the close of the next Annual General Meeting thereafter.

6.2 In exercising its duty under the foregoing provisions, the Board of Governors may reappoint an incumbent President without limitation.

6.3 The President for the time being shall ex officio be entitled to receive all notices relating to meetings of the Board of Governors.

- 6.4 The Institute in General Meeting may, but only upon the recommendation of the Board of Governors, appoint any person to be a Vice President, and any person so appointed, subject to that person remaining a member of the Institute throughout, shall hold office as a Vice President for a period of five years.
- 6.5 A Vice President shall not as such be a member of the Board of Governors but the Board of Governors may at any time invite any person to attend any meeting(s) of the Board for the purpose of consultation, but any person so invited to attend any such meeting(s) shall not have any of the rights or privileges of a Governor or be entitled to vote thereat.
- 6.6 At the Annual General Meeting in every year, a Chairman of the Board of Governors shall be appointed by the Institute from among the Governors.
- 6.7 The Chairman for the time being of the Institute may appoint a member of the Board of Governors to be Vice Chairman, such Vice Chairman to hold office so long as he or she remains a member of the Board of Governors and so long as the Chairman remains in the office of Chairman.

7. REGISTERED OFFICE OF THE INSTITUTE

The Registered Office of the Institute shall be at such place in England as may from time to time be determined by the Board of Governors for its best advancement.

8. GENERAL MEETINGS

- 8.1 A General Meeting of the Institute shall be held in every year at such time and place as may be prescribed by the Board of Governors. Not more than fifteen months shall elapse between any two consecutive General Meetings.
- 8.2 The General Meetings referred to in article 8.1 shall be called Annual General Meetings. All other meetings of the Institute shall be called Extraordinary General Meetings. An Annual General Meeting shall be specified as such in the notices calling it.
- 8.3 The Board of Governors or the Chairman may, whenever it or he or she thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two members of the Institute may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

9. NOTICES OF GENERAL MEETINGS

- 9.1 An Annual General Meeting shall be called by twenty-one days' notice in writing at the least, and a meeting of the Institute other than an Annual General Meeting shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in General Meeting to such persons as are, under the Articles of the Institute, entitled to receive such notices. Provided that a meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent. of the total voting rights at that meeting of all the members.
- 9.2 Notice of every General Meeting shall be given in any manner authorised by these Articles to every qualified member and the Auditors for the time being of the Institute.
- 9.3 No other person shall be entitled to receive notices of General Meetings.
- 9.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

10. PROCEEDINGS AT GENERAL MEETINGS

- 10.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheet, and the reports of the Governors and Auditors, the election of Governors in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.
- 10.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, seven members present in person shall be a quorum.
- 10.3 Any member may participate at any General Meeting in person or by means of video conference, telephone or suitable electronic means agreed by the Governors and by which all those participating in the meeting are able to communicate with all other participants. If all of the members participating in the 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.
- 10.4 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, is convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Governors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 10.5 The Chairman, if any, of the Board of Governors shall preside as Chairman at every General Meeting of the Institute, or if there is no such Chairman, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice Chairman, if any, shall take the chair, and if for any reason the Vice Chairman is unwilling or unable so to do, the Governors present may choose one of their number to chair the meeting.
- 10.6 If at any meeting no Governor is willing to act as Chairman, or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
- 10.7 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 10.8 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
 - (a) the Chairman; or
 - (b) at least five members present in person; or
 - (c) any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 10.9 Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been earned or earned unanimously, or by a particular majority, or lost, or not earned by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
- 10.10 Except as otherwise provided in these Articles, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 10.11 In the case of an equality of votes, 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 shall be entitled to a second or casting vote.
- 10.12 A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 10.13 Subject to the provisions of the Act (including those relating to Special and Extraordinary Resolutions) a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Institute duly convened and held.

11. VOTES OF MEMBERS

- 11.1 Every member who is a qualified member (within the meaning ascribed to those words in article 4.4(j)) shall have one vote.
- 11.2 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
- 11.3 No member shall be entitled to vote at any General Meeting unless all moneys presently payable by that member to the Institute have been paid.
- 11.4 On a poll, votes may be given either personally or by proxy provided that only the Chairman of the General Meeting to which the appointment relates may be appointed to act as a proxy for a member.
- 11.5 The instrument appointing the said Chairman as proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.
- 11.6 The instrument appointing the said Chairman as proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of that power or authority, shall be deposited at the registered office of the Institute or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 11.7 The instrument appointing the said Chairman as proxy shall be in the following form or as near thereto as circumstances admit:

“The Institute of Trichologists

I [insert name], of [insert address], being a member of the above named Institute, hereby appoint the person who shall act as Chairman of the Meeting as my proxy to vote for me on my behalf at the [insert "Annual" or "Extraordinary" or "Adjourned" as the case may be] General Meeting of the Institute to be held on the [insert date] day of [month] [year] and at any adjournment thereof

Signed this [insert date] day of [month] [year]

This form to be used in favour of/against* the resolution Unless otherwise instructed the proxy will vote as he thinks fit.”

* Strike out whichever is not desired.
- 11.8 The instrument appointing the said Chairman as proxy shall be deemed to confer authority to demand or join in demanding a poll.

11.9 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no information in writing of such death, insanity or revocation as aforesaid shall have been received by the Secretary of the Institute before the commencement of the meeting or adjourned meeting at which the proxy is used.

12. PROCEEDINGS OF GOVERNORS

12.1 The Governors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Governor may, and the Secretary on the requisition of a Governor shall, at any time summon a meeting of the Governors. It shall not be necessary to give notice of a meeting of Governors to any Governor for the time being absent from the United Kingdom.

12.2 Any Governor may participate in a meeting of the Governors in person or by means of video conference, telephone or any suitable electronic means agreed by the Governors and by which all those participating in the meeting are able to communicate with all other participants. If all of the Governors participating in the 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.

12.3 The quorum necessary for the transaction of the business of the Governors may be fixed by the Governors and unless so fixed shall be three.

12.4 The continuing Governors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Institute as the necessary quorum of Governors, the continuing Governors or Governor may act for the purpose of increasing the number of Governors to that number, or of summoning a General Meeting of the Institute, but for no other purpose.

12.5 In the absence of the Chairman at any meeting of the Board of Governors, or if the Chairman is not present within five minutes after the time appointed for the commencement of the meeting, the Vice Chairman shall take the chair, and if for any reason the Vice Chairman is unwilling or unable so to do, the Governors present may choose one of their number to chair the meeting.

12.6 The Board of Governors may appoint such standing or ad hoc committees as the Board itself shall determine. The Chairman and members of any such committee shall be appointed by the Board on such terms as the Board may deem appropriate. The Board may delegate any of its powers to such committees, and any committee so established shall, in the exercise of the powers so delegated, operate within such terms of reference and conform to such regulations as the Board of Governors may from time to time determine.

12.7 In the Chairman of a committee is not present within five minutes after the time appointed for the commencement of a of a meeting of that committee, the committee members present shall elect one of their number to chair that meeting.

12.8 Subject to any terms of reference or regulations prescribed by the Board of Governors, a committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman of that meeting shall have a second or casting vote.

12.9 All acts done by any meeting of the Board of Governors or of a committee, or by any person acting as a Governor, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Governor or person acting as aforesaid, or that one or any of them was disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Governor or member of that committee.

12.10 A resolution in writing, signed by all the Governors for the time being entitled to receive notice of a meeting of the Board of Governors, shall be as valid and effectual as if it had been passed at a meeting of the Governors duly convened and held.

13. GOVERNOR'S CONFLICT OF INTEREST

- 13.1 The Governors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any Governor which would, if not authorised, involve a Governor (an **'Interested Governor'**) breaching his duty under section 175 of the Act to avoid conflicts of interest.
- 13.2 Any authorisation under this article shall be effective only if:
- (a) to the extent permitted by the Act, the matter in question shall have been proposed by any Governor for consideration in the same way that any other matter may be proposed to the Governors under the provisions of these Articles or in such other manner as the Governors may determine;
 - (b) any requirement as to the quorum for consideration of the relevant matter is without counting the Interested Governor;
 - (c) the matter was agreed to without the Interested Governor voting or would have been agreed to if the Interested Governor's vote had not been counted.
- 13.3 Any authorisation of a Conflict under this article 13 may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - (b) provide that the Interested Governor be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Governors or otherwise) related to the Conflict,
 - (c) provide that the Interested Governor shall or shall not be an Eligible Governor in respect of any future decisions of the Governors in relation to any resolution related to the Conflict;
 - (d) impose upon the Interested Governor such other terms for the purposes of dealing with the Conflict as the Governors think fit;
 - (e) provide that, where the Interested Governor obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
 - (f) permit the Interested Governor to absent himself from the discussion of matters relating to the Conflict at any meeting of the Governors and be excused from reviewing papers prepared by, or for, the Governors to the extent they relate to such matters.
- 13.4 Where the Governors authorise a Conflict, the Interested Governor shall be obliged to conduct himself in accordance with any terms and conditions reasonably imposed by the Governors in relation to the Conflict.
- 13.5 The Governors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Governor prior to such revocation or variation in accordance with the terms of such authorisation.
- 13.6 A Governor is not required, by reason of being a Governor (or because of the fiduciary relationship established by reason of being a Governor), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 13.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Governor who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Institute:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Institute or in which the Institute is otherwise (directly or indirectly) interested;
- (b) shall be an Eligible Governor for the purposes of any proposed decision of the Governors (or committee of Governors) in respect of such existing or proposed transaction or arrangement in which he is interested;
- (c) shall be entitled to vote at a meeting of Governors (or of a committee of the Governors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
- (d) may act by himself or his firm in a professional capacity for the Institute (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Governor;
- (e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Institute is otherwise (directly or indirectly) interested;
- (f) shall not, save as he may otherwise agree, be accountable to the Institute for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

13.8 For the purposes of this article 13, references to proposed decisions and decision-making processes include any Governors' meeting or part of a Governors' meeting.

13.9 Subject to article 13.10, if a question arises at a meeting of Governors or of a committee of Governors as to the right of a Governor to participate in the meeting (or part of a meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to the Governor (other than the Chairman) shall be final and conclusive.

13.10 If any question as to the right of a Governor to participate in the meeting (or part of a meeting) arises in respect of the Chairman, the question is to be decided by a decision of the Governors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

14. BORROWING POWERS

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

15. DISQUALIFICATION OF GOVERNORS

15.1 The office of Governor shall be vacated if that Governor:

- (a) ceases for any cause to be a member of the Institute;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors;
- (c) becomes prohibited from being a Governor by reason of any order made under the Act;
- (d) becomes of unsound mind; or
- (e) is removed from office by a resolution duly passed pursuant to the Act or to these Articles.

15.2 The provisions of the Act relating to age shall not apply, and accordingly, no member shall be disqualified for election or appointment as a Governor and no Governor shall be required to vacate his office by reason of his or her attaining or having attained the age of seventy years or any other age.

16. ELECTION AND RETIREMENT OF GOVERNORS

- 16.1 At the Annual General Meeting of the Institute in every year, one-third of the Governors for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
- 16.2 The Governors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Governors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 16.3 A retiring Governor shall be eligible for re-election.
- 16.4 The Institute at the General Meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a member of the Institute thereto.
- 16.5 If at any General Meeting at which an election of Governors ought to take place or does take place the place(s) of the vacating Governor(s) is (are) not filled, the vacating Governor(s), or such of them as have not had their places filled, shall (if willing to act) be deemed to have been re-elected.
- 16.6 Any casual vacancy occurring in the Board of Governors may be filled by the Governors by appointing a member of the Institute to fill the vacancy, but the person so appointed shall be subject to retirement at the same time as if he or she had become a Governor on the day on which the Governor in whose place he or she is appointed was last elected a Governor.
- 16.7 The Institute may, by Extraordinary Resolution, remove any Governor before the expiration of his or her period of office and may, by an Ordinary Resolution, appoint another member to be a Governor in his or her stead. The person so appointed shall be subject to retirement at the same time as if he or she had become a Governor on the day on which the Governor in whose place he or she is appointed was last elected a Governor.
- 16.8 No person not being a retiring member of the Board of Governors seeking re-election shall, unless recommended by the Board of Governors for election, be eligible for election to the office of Governor at any General Meeting unless, not less than twenty-eight days nor more than three months before the meeting, the Secretary of the Institute has received that person's signed nomination by two members of the Institute and that person's signed consent to such nomination. On receipt of such nomination and consent, the Secretary shall certify in writing to the person nominated and to the persons nominating that the nomination and consent have been received, and the date of such receipt.
- 16.9 A Governor may resign by sending in his resignation in writing to the Secretary, and upon the expiration of thirty days from the date of receipt of such resignation or upon its earlier acceptance by the Board of Governors, he or she shall cease to be a member of the Board.

17. MINUTES

- 17.1 Minutes shall be made of the proceedings at every General Meeting of the Institute and of the Board of Governors and of committees thereof.
- 17.2 Any such minutes, if purporting to be signed by the Chairman of the meeting at which the proceedings were had or by the Chairman at the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated, and until the contrary be proved, every meeting in respect of which minutes have been made shall be deemed to have been duly held and convened and all resolutions passed thereat to have been duly passed.

18. SECRETARY AND REGISTER

- 18.1 The Board of Governors shall appoint a Secretary and may appoint a Registrar. The offices of Secretary and Registrar may or may not be held by same person. The Secretary and the Registrar shall be appointed by the Governors for such terms, at such remunerations and upon such conditions as the Board may think fit, and any Secretary and any Registrar so appointed by the Board be removed by the Board.

18.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Governor and the Secretary shall not be satisfied by its being done by or to the same person acting both as Governor and as, or in place of, the Secretary.

18.3 The Registrar shall be responsible, under the direction and supervision of the Board of Governors, for the maintenance and upkeep of the Register of Qualified Trichologists and for all matters incidental thereto.

19. THE SEAL

The Board of Governors shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Governors or of a committee thereof authorised by the Board of Governors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Governors for the purpose.

20. ACCOUNTS

20.1 The Board of Governors shall cause proper books of account to be kept with respect to:

(a) all sums of money received and expended by the Institute and the matters in respect of which the receipts and expenditure take place; and

(b) the assets and liabilities of the Institute.

20.2 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.

20.3 The books of account shall be kept at the registered office of the Institute, or, subject to the Act, at such other place or places as the Governors think fit, and such books shall always be open to the inspection of the Governors.

20.4 Subject to any reasonable restrictions as to the time and manner of inspecting the same which may from time to time be imposed by the Institute in General Meeting, the accounts and books of the Institute shall be open to the inspection of members not being Governors at all reasonable times during business hours.

20.5 The Governors shall from time to time, in accordance the Act, cause to be prepared and to be laid before the Institute in a General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are applicable and as are referred to in the Act.

20.6 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in General Meeting, together with a copy of the Auditors' report, shall, not less than twenty-one clear days before the date of the meeting, be sent to every member of the Institute, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Institute is not aware.

21. AUDIT

Auditors shall be appointed and their duties regulated in accordance with the Act.

22. WINDING UP

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 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 articles 3.2 to 3.5 (inclusive), such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

23. ADMINISTRATIVE ARRANGEMENTS

23.1 Means of communication to be used

- (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) Any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.
- (c) A Governor may agree with the Institute that notices or documents sent to him in a particular way (for example, electronic mail) 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.
- (d) A notice, document or other information shall be deemed served on or delivered to the intended recipient:
 - i. if properly addressed and sent by prepaid first class post to an address in the United Kingdom, twenty-four hours after it was posted (or three Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least three Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - ii. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - iii. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - iv. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.
- (e) For the purposes of article 20.6, no account shall be taken of any part of a day that is not a Business Day.
- (f) In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

23.2 Rules or byelaws

The Governors may establish rules or bye laws governing matters relating to administration of the Institute that are required from time to time for the effective operation of the Institute (for example, the provisions relating to classes of members, membership fees and subscriptions and the admission criteria for members). If there is a conflict between the terms of these articles and any rules established under this article, the terms of these articles shall prevail

23.3 Indemnity and insurance

- (a) Subject to article 23.3(b), but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
 - i. each relevant officer shall be indemnified out of the Institute's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is

acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Institute's (or any associated company's) affairs; and

- ii. the Institute may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 23.3(a)i. and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- (b) This article 23.3 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- (c) The Governors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- (d) In this article 23.3:
- i. a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Institute; and
 - ii. a "**relevant officer**" means any Governor or other officer or former Governor or other officer of the Institute, but excluding any person engaged by the Institute as auditor (whether or not he is also a Governor or other officer), to the extent he acts in his capacity as auditor).