

Companies Act 1985 to 2006 Company limited by guarantee

MEMORANDUM OF ASSOCIATION of INSTITUTE OF HEALTH PROMOTION AND EDUCATION

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Dr John Robert Lloyd Dr Mark John Forshaw Mrs Sylvia Jean Cheater Dr Siobhain O'Riordan Professor Chitta Chowdhury Dr Derek Attwood Mr Ian Alexander Evans Ms Ruth Cross Professor Sylvia Tilford Miss Charlotte Jeavons Dr Angel Chater Dr Michael Craig Watson Mrs Kathleen Dawn Lewis

Date 5 April 2013

Authentication by each subscriber

1 OBJECTS

Companies Acts 1985 to 2006 Company limited by guarantee ARTICLES OF ASSOCIATION OF INSTITUTE OF HEALTH PROMOTION AND EDUCATION

- . 1.1 The Objects of the Charity are for the public benefit and are:
 - . To contribute to the development of knowledge, attitudes and behaviours that maintain and promote health and well-being ;
 - . To promote the development of environments conducive to the maintenance and promotion of health and well-being;
 - . To support the promotion and use of services designed to promote health and prevent disease;
 - . To act as a voice, as and where required, in support of actions designed to promote individual and population health.
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- . 1.2 This provision may be amended by special resolution but only with the prior written consent of the Commission.

- . 1.3 The Institute shall not support with its funds any objects 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.

2 POWERS

The Institute has the following powers, which may be exercised only in promoting the Objects:

- . 2.1 to initiate and promote the maintenance of accountability for all or any activities in the field of health promotion and health education consistent with legal, ethical and professional standards related to the promotion of health and prevention of disease;
- . 2.2 to encourage and promote research in health education and promotion research and the development of health promotion and health education as academic and practical disciplines
- . 2.3 to publicise and comment on courses for continuing professional development with the objective of raising standards of those practising within the field of health promotion and/or health education;
- . 2.4 to co-operate with other bodies and to bring together individuals and/or bodies for the interchange of views, experiences and for mutual consultation;
- . 2.5 to provide advice or information and to arrange seminars, conferences and discussion groups and act as a clearing-house for the exchange of ideas and information;
- . 2.6 to issue journals, bulletins or any other publications;
- . 2.7 to support and administer sectional or regional groups of the Institute when appropriate;
- . 2.8 to represent others working within the field of health promotion and health education;
- . 2.9 to accept gifts and to raise funds (but not by means of taxable trading);
- . 2.10 to borrow money;
- . 2.11 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);

- . 2.12 to acquire or hire property of any kind;
- . 2.13 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- . 2.14 to set aside funds for special purposes or as reserves against future expenditure;
- . 2.15 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Board considers necessary and having regard to the suitability of investments and the need for diversification);
- . 2.16 to delegate the management of investments to a financial expert, but only on terms that:
 - . 2.16.1 the investment policy is set down in writing for the financial expert by the Board
 - . 2.16.2 timely reports of all transactions are provided to the Board;
 - . 2.16.3 the performance of the investments is reviewed regularly with the Board;
 - . 2.16.4 the Board is entitled to cancel the delegation arrangement at any time;
 - . 2.16.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - . 2.16.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt; and
 - . 2.16.7 the financial expert must not do anything outside the powers of the Institute;
- . 2.17 to arrange for investments or other property of the Institute to be held in the name of a nominee company acting under the direction of the Board or controlled by a financial expert acting under its instructions, and to pay any reasonable fee required;
- . 2.18 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;

- . 2.19 to insure the property of the Institute against any foreseeable risk and take out other insurance policies to protect the Institute when required;
- . 2.20 subject to Article 3.3, to employ paid or unpaid agents, staff or advisers;
- . 2.21 to enter into contracts to provide services to or on behalf of other bodies;
- . 2.22 to establish or acquire subsidiary companies;
- . 2.23 to do anything else within the law which promotes or helps to promote the Objects.

3 BENEFITS AND CONFLICTS

- . 3.1 The property and funds of the Institute must be used only for promoting the Objects and do not belong to the members but members who are not Board members or Connected Persons may be employed by or enter into contracts with the Institute and receive reasonable payment for services and associated goods supplied.
- . 3.2 A Board member must not receive any payment of money or other material benefit (whether directly or indirectly) from the Institute except:
 - . 3.2.1 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Institute;
 - . 3.2.2 the benefit of indemnity insurance as permitted by the Charities Act;
 - . 3.2.3 an indemnity in respect of any liabilities properly incurred in running the Institute (including the costs of a successful defence to criminal proceedings);
 - . 3.2.4 in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval or affirmation of the Members).
- . 3.3 No Board member or Connected Person may be employed by the Institute except in accordance with Article 3.2.4 or enter into any contract with the Institute to supply goods or services in return for a payment or other material benefit.
- . 3.4 Subject to Article 3.5, any Board member who becomes a Conflicted Board member in relation to any matter must:

- . 3.4.1 declare the nature and extent of his or her interest before discussion begins on the matter;
 - . 3.4.2 withdraw from the meeting for that item after providing any information requested by the Board;
 - . 3.4.3 not be counted in the quorum for that part of the meeting; and
 - . 3.4.4 be absent during the vote and have no vote on the matter.
 - . 3.5 When any Board member is a Conflicted member, the Board members who are not Conflicted members, if they form a quorum without counting the Conflicted member and are satisfied that it is in the best interests of the Institute to do so, may by resolution passed in the absence of the Conflicted Board member authorise the Conflicted member, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Board member, to:
 - . 3.5.1 continue to participate in discussions leading to the making of a decision and/or to vote, or
 - . 3.5.2 disclose to a third party information confidential to the Institute, or
 - . 3.5.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Board member or a Connected Person of any payment or material benefit from the Institute or
 - . 3.5.4 refrain from taking any step required to remove the conflict.
- 3.6 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Board member or Connected Person, only with the prior written consent of the Commission.

4 MEMBERSHIP

- . 4.1 The Institute must maintain a register of Voting Members.
- . 4.2 The subscribers to the Memorandum are the first Voting Members.
- . 4.3 Membership is not transferable.

. 4.4 There shall be the following classes of membership of the Institute for the purposes of the Companies Act:

4.4.1 Full Membership (with voting rights)

- . (a) Persons engaged within the field of health promotion and health education who hold a recognised professional qualification, or who, by virtue of their experience, satisfy the Board that they possess an understanding of the principles of health promotion and health education and are competent to undertake its practice; or
- . (b) Associate Members of five years standing who satisfy the Board that they are competent to undertake the practice of health promotion and education.
- . (c) A Full Member is entitled to use the initials M.I.H.P.E

- . 4.4.2 Fellowship: Full Members of the Institute who have been Full Members for five years may apply to the Board to change their membership status to that of a Fellow. There is no automatic right to be granted a Fellowship. Those elected by the Board to be Fellows shall be required to pay a higher annual membership fee than other members as determined by the Board. Failure to renew the appropriate annual subscription will result in the loss of Fellowship status. A Fellow shall be entitled to use the initials F.I.H.P.E.

- . 4.4.3 Associate Membership: Persons not engaged within the field of health promotion and health education but who hold an appropriate professional qualification in a field relevant to health as determined by the Board. An Associate Member shall be entitled to use the initials A.I.H.P.E.

- . 4.4.4 Corporate Membership: Organisations actually engaged or associated within the field of health promotion and health education. Corporate Members shall be entitled to all the facilities generally available to the membership of the Institute.

- . 4.4.5 Honorary Life Membership and Honorary Life Fellowship: An Honorary Life Membership or an Honorary Life Fellowship may, in exceptional circumstances, be conferred by resolution at an Annual General Meeting. An Honorary Fellowship shall be awarded to those persons, in the opinion of the Board, for outstanding contribution to theory and practice of health education and health promotion. An Honorary Fellowship requires formal approval at a meeting of the Board and at a general meeting. An Honorary Fellow is entitled to use the letters FIHPE(Hon) after their name. An Honorary Life membership will be awarded to those persons who have made an outstanding contribution to the activities of the Institute of Health Promotion and Education

- . 4.4.6 Retired Membership: members who have retired may continue their contact with the Institute after retirement as Retired Members for a reduced annual subscription.
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4.5.1 Student Membership: Students studying full-time, for a period of not less than one year for a professional qualification in a field directly or indirectly related to the promotion of health can be accepted as a member. Student Members shall pay a reduced annual subscription and registration fee as determined by the Board. On completion of their studies Student membership is terminated. On application a Student Member may be considered for transfer to another appropriate membership category. Subscription payments for the new category of membership would commence on 1st January in the year following completion of their student course.

4.5 There shall be the following additional classes of member of the Institute which shall not confer the rights of membership under Companies Act: (Non Voting)

4.5.2 Student Membership is also available, subject to Board approval, on application, to Full or Associate Members who undertake full-time courses of study related to the practice within the field of health promotion and health education and payment of the registration fee applicable to Student Membership. Payment of the Student Member rate of annual subscription will commence on 1st January in the year following entry into the course of study or acceptance of Student Membership. On completion of the full course of study Student Members admitted to that class of membership under Article 5.5.2 will revert to the immediately preceding category of membership and shall commence payment of the appropriate annual subscription on 1st January in the year following completion of their course of studies.

5 PUBLIC ANNOUNCEMENTS

5.1 No member, group or branch shall take any public action or make any public announcement in the name of the Institute or otherwise do anything directly or

indirectly to represent that any proposal, action or statement of fact, opinion has the approval of the Institute; the Board alone may make an announcement and publications in the name of the Institute. However, officers who have been duly authorised by the Board may speak on behalf or represent, the Institute where appropriate.

6 ADMISSION TO MEMBERSHIP

- . 6.1 Membership is open to any individual or organisation who
 - . 6.1.1 submits an application in a form acceptable to the Board which shall include an undertaking to abide by its constitution;
 - . 6.1.2 is approved by the Board; and
 - . 6.1.3 (in the case of an application to be a Voting Member) who signs the register of members or consents in writing to become a member either personally or (in the case of an organisation) through an authorised representative.
- . 6.2 When a person has been approved by the Board and has paid the registration fee and the first annual subscription that person shall be a member of the Institute and shall be deemed to have agreed to be bound by these Articles and any regulations or bylaws made thereunder.
- . 6.3 The Board may at any time without stating any reason refuse to accept an application for membership from any individual or corporate body or refuse to accept the renewal of the subscription of any individual or corporate member provided they consider that it is contrary to the interests of the Institute to admit such person to membership.

7 CERTIFICATE OF MEMBERSHIP

7.1 Certificates of membership remain the property of the Institute and shall not be used by individual or corporate entities should membership cease.

8 TERMINATION OF MEMBERSHIP

8.1 A member shall cease to be a member of the Institute in the following events:

8.1.1 If the member has not paid his/her subscription when it falls due and fails to pay the subscription within the period fixed by the Articles (but in such a case the member may be reinstated without re-appointment and at the discretion of the Board on payment of the amount due in good time).

8.1.2 If the Board passes a resolution terminating the membership of a member in accordance with its disciplinary powers.

9 RESIGNATION

9.1 Any Fellow, Honorary Fellow, Full Member or Associate Member who may desire at any time to resign and who is not in arrears in the payment of the subscription payable to the Institute according to the regulations for the time being regulating the payment of the subscriptions may do so by communicating in writing by means of recorded delivery post addressed to the Honorary Secretary at the registered office of the Institute or by electronic notification to the Honorary Secretary and thereupon as from the date at which such communication of resignation shall be received as aforesaid, a Fellow, Honorary Fellow, Full Member or Associate Member shall cease to be a member of the Institute.

10 SUBSCRIPTION

- . 10.1 The annual subscription shall be payable by all classes of members at a rate to be determined at an Annual General Meeting. The first subscription shall be payable immediately upon admission to the Institute, and thereafter in advance on 1st January each year except that a member admitted during the months of October, November or December in any year who has generally paid his first annual subscription shall not be required to pay any annual subscription in respect of the following year. Membership is continuous and unless written notice of resignation is received by the Honorary Secretary not later than the 31st December in any year, a member shall be liable for the subscription for the following year. All members are to be required to undertake to abide by this regulation on application for admission to the Institute.
- . 10.2 Where a person transfers from one class of membership to another the subscription in respect of the new class shall become payable on the 1st January following the date of transfer.
- . 10.3 If by 1st July of any year any subscription remains unpaid, the Honorary Secretary shall apply to that member for payment, if the subscription is not paid within 28 days following the Honorary Secretary's application the member shall cease to receive the Institute's publications and notices (other than notices which the member is entitled to receive under the Companies Act). The names of all members whose subscriptions still remain unpaid shall immediately thereafter be removed from the register

of members in accordance with Article 8.1, unless the Board shall for some special reason or reasons otherwise determine. Those members who lapse or terminate their membership will no longer be entitled to use their designation AIHPE, MIHPE or FIHPE to which they were previously entitled.

- . 10.4 The Board may for special reasons wholly or partly remit or waive payment of any subscription in any case and subject to any additional condition or conditions it may think fit.

11 REGISTER OF MEMBERS

11.1 The Board shall maintain a register of all Fellows, Honorary Fellows, Honorary Life Members, Full Members, Associate Members, Corporate Members, Student Members and Retired Members of the Institute and shall publish such register at such intervals as the Board shall decide.

12 HONORARY OFFICERS

- . 12.1 The following shall be the Honorary Officers of the Institute and shall be elected at the Annual General Meeting:

- . 12.1.1 The President Elect.

- . 12.1.2 Honorary Vice Presidents who shall not necessarily be members of the Institute and may be elected each year.

- . 12.1.3 The Honorary Secretary, Honorary Treasurer, Honorary Editor and Honorary Newsletter Editor may serve in office for five years with a further tenure of five years if the Voting Members of the Institute vote for the second term.

- . 12.2 At the Annual General Meeting held in the year during which the President's term of office expires the President Elect will officially be declared and adopt the office of President and shall act as Chairman until the occasion of the next Annual General Meeting and a President Elect shall be appointed to serve in such office until declared President under this Article. The President may serve on the Board in that office for two consecutive years, and (subject to remaining qualified) shall be entitled to serve for a further consecutive year as Past President

12.3 The Past President and President Elect may chair Board meetings in the absence of the President.

13 THE BOARD OF THE INSTITUTE

- . 13.1 The Board when complete consists of at least five and not more than fifteen persons who being individuals are over the age of 18, all of whom must support the Objects.
- . 13.2 The Board shall consist of the President, Past President (during the year immediately after ceasing to hold office as President), President Elect, Honorary Secretary, Honorary Treasurer, Honorary Editor and Honorary Newsletter Editor. If there are co-editors of the Journal normally only one will sit on the Board. In addition, eight members of the Institute who are Fellows, Honorary Fellows, Full Members or Associate Members shall be appointed. Vacancies will be filled by election carried out at the Annual General Meeting.
- . 13.3 If any Board member is a corporate body it must act through a named representative whose contact details are notified to the Board.
- . 13.4 An ordinary member shall be appointed to serve for a period of three years at the Annual General Meeting and if they remain eligible may be reappointed for a further term of three years.
- . 13.5 An ordinary member of the Board may not serve for more than two consecutive terms but may be reappointed under Article 13.4 if eligible, after a period of not less than two years has elapsed after ceasing to hold office.
- . 13.6 Upon relinquishing office, the following people will remain an Ordinary member of the Board for one year and then retire:
 - . 13.6.1 the President;
 - . 13.6.2 Honorary Secretary;
 - . 13.6.3 Honorary Treasurer;
 - . 13.6.4 Honorary Editor; and
 - . 13.6.5 Honorary Newsletter Editor.
- . 13.7 Upon relinquishing office the President shall carry the following titles:
 - . 13.7.1 during the first year Past President; and
 - . 13.7.2 during the following two years, Vice President, but for the

avoidance of doubt shall not be a member of the Board during such period.

- . 13.8 An Ordinary member of the Board shall be entitled to apply for appointment as an Honorary Officer during his or her term of office in such manner as the Board shall determine,
- . 13.9 The Board shall have powers to appoint special committees or subcommittees which may include in addition to the elected members of the Board, other members of the Institute and the representatives of other organisations or professional interests as required. At least one Board member shall be appointed to serve on each committee and subcommittee.
- . 13.10 Nominations for Honorary Officers and members of the Board shall be received by the Honorary Secretary, not less than 28 days before the Annual General Meeting. Notices of nomination must be in writing by a Voting Member of the Institute. All nominations must be accompanied by a notice in writing sent by the persons nominated indicating their willingness to be elected.
- . 13.11 Any casual vacancy occurring among the officers and any other members of the Board or in the office of auditor or any vacancy not filled at an annual general meeting may be filled by the Board, but a co-opted Board member holds office only until the next Annual General Meeting.
- . 13.12 The Board as charity trustees have control of the Institute and its property and funds.
- . 13.13 The affairs of the Institute shall be managed by the Board (subject to any direction, which may from time to time be given to the Institute at a general meeting) which shall have full power to do whatever the Board may from time to time consider expedient in furtherance of the Objects and in the interests of its members as a whole and in particular:
 - . 13.13.1 to arrange the programme of activities of the Institute
 - . 13.13.2 to further the Objects and in particular, to make known the work of the Institute to individuals and organisations having an interest in the practice of health promotion and health education
 - . 13.13.3 to develop liaison and relationships with other bodies having

interests in common with the Institute

- . 13.14 The Board may delegate its day-to-day responsibilities to individual officers, all such persons as it thinks fit. Such officers or persons should always be accountable to the Board but may take decisions if immediate action is required.
- . 13.15 A Board member may not act as a Board member unless he/she
 - . 13.15.1 is a Voting Member; and
 - . 13.15.2 has signed a written declaration of willingness to act as a charity trustee of the Institute.
- . 13.16 A Board member's term of office as such automatically terminates if he/she:
 - . 13.16.1 ceases to be a Voting Member;
 - . 13.16.2 is disqualified under the Charities Act from acting as a charity trustee;
 - . 13.16.3 is incapable, whether mentally or physically, of managing his/her own affairs;
 - . 13.16.4 is absent without permission from three consecutive meetings of the Board;
 - . 14.16.5 resigns by written notice to the Board (but only if at least two Board members will remain in office); or
 - . 14.16.6 is removed by the Voting Members at a general meeting under the Companies Act.
- . 13.17 A technical defect in the appointment of a Board member of which the Board are unaware at the time does not invalidate decisions taken at a meeting.

14 PROCEEDINGS OF THE BOARD

- . 14.1 The Board must hold at least three meetings each year.
- . 14.2 A quorum at a meeting of the Board is five Board members.
- . 14.3 A meeting of the Board may be held either in person or by suitable

electronic means agreed by the Board in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.

- . 14.4 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by two thirds of all the Board members (other than any Conflicted Board member who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- . 14.5 Every Board member has one vote on each issue but, in case of equality of votes, the chairman of the meeting has a second or casting vote.
- . 14.6 A procedural defect of which the Board members are unaware at the time does not invalidate decisions taken at a meeting.

15 POWERS OF THE BOARD

The Board has the following powers in the administration of the Institute:

- . 15.1 To appoint (and remove) any person (who may be a Board member) to act as Honorary Secretary in accordance with the Companies Act.
- . 15.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Board member and all proceedings of committees must be reported promptly to the Board.
- . 15.3 To make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings.
- . 15.4 To make byelaws and rules consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- . 15.5 To make regulations consistent with the Articles and the Companies Act to govern the administration of the Institute and the use of its seal (if any).
- . 15.6 To establish procedures to assist the resolution of disputes or differences within the Institute.
- . 15.7 To exercise any powers of the Institute which are not reserved to the Members.

- . 15.8 The terms of reference, standing orders, byelaws, rules or regulations are subsidiary to the Articles and shall have no effect to the extent that they purport to alter, limit or otherwise change the scope or effect of any of the Articles.

16 GROUPS

16.1 The Board shall be empowered at its discretion, to authorise Fellows, Honorary Fellows, Full Members, and Associate Members of the Institute to form Groups, whether territorial or professional, for the better regulation of their activities within the Institute; provided that no such Group shall be formed without the prior permission of the Board and that all rules and regulations relating to the management of such Group shall conform to the constitution of the Institute and shall be approved by the Board and provided further that each such Group shall undertake to produce, at the request of the Board reports of its activities and copies of papers, the Board having the right at its discretion, to circulate such reports and papers to members as it thinks fit. No Group as such shall have power to secede from the Institute.

17 RECORDS AND ACCOUNTS

- . 17.1 The Board must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:
 - . 17.1.1 annual returns;
 - . 17.1.2 annual reports; and
 - . 17.1.3 annual statements of account.
- . 17.2 The Board must also keep records of:
 - . 17.2.1 all proceedings at meetings of the Board;
 - . 17.2.2 all resolutions in writing;
 - . 17.2.3 all reports of committees; and
 - . 17.2.4 all professional advice obtained.
- . 17.3 The Board shall cause proper books of account to be kept with respect to:

- . 17.3.1 sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place
- . 17.3.2 the sales and purchases of goods by the Institute; and
- . 17.3.3 the assets and liabilities of the Institute.
- . 17.4 Accounting records relating to the Institute shall be kept at the registered office of the Institute or at such places as the Board shall think fit and must be made available for inspection by any Board member at any time during normal office hours A copy of the Institute's constitution and latest available statement of account must be supplied on request to any Board member. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Institute's reasonable costs.

18 PLENARY MEETINGS

- 18.1 A plenary meeting open to all members of the Institute shall be held when appropriate at such places as the Board shall direct. At any such meetings, the business shall be the reading and discussion of papers: report and communications all subjects of interest to members and the discussion of such subjects.
- 18.2 No other business shall be transacted at the plenary meeting. Visitors may be introduced to any ordinary general meeting by any member.
- 18.3 A corporate member shall be entitled to delegate such number of persons as may from time to time be determined by the Board to attend plenary meetings as observers.

19 GENERAL MEETINGS

- . 19.1 Voting Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Honorary Secretary before the commencement of the meeting).
- . 19.2 General meetings are called on at least 14 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) at least 28 clear days' written notice setting out the terms of the proposed special resolution.
- . 19.3 There is a quorum at a general meeting if the number of Voting Members present in person or by proxy is at least ten.
- . 19.4 The chairman at a general meeting is the President, or if the President is

not present, the President Elect, or in the absence of both the President and the President Elect the chairman shall be elected by the Voting Members present in person or by proxy in his/her personal capacity as a Member and not as proxy for another Voting Member.

- . 19.5 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by ordinary resolution.
- . 19.6 Every Voting Member present in person or by proxy has one vote on each issue.
- . 19.7 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
- . 19.8 Except at first, the Institute must hold an Annual General Meeting in every year. The first Annual General Meeting must be held within 18 months after the Institute's incorporation.

19.9 Voting

Members must annually at the Annual General Meeting:

- . 19.9.1 receive the accounts of the Institute for the previous financial year;
- . 19.9.2 receive a written report on the Institute's activities;
- . 19.9.3 be informed of the retirement of those Board members who wish to retire or who are retiring by virtue of these Articles;
- . 19.9.4 elect Board members to fill the vacancies arising subject to compliance with Article 15.10;
- . 19.9.5 appoint reporting accountants or auditors for the Institute;
- . 19.10 Voting Members may also from time to time discuss and determine any issues of policy or deal with any other business put before them by the Board.
- . 19.11 A general meeting may be called by the Board at any time and must be called within 21 days of a written request from one or more Board members (being Voting Members), at least 10% of the Voting Membership or (where no general meeting has been held within the last year) at least 5% of the Voting Membership.

- . 19.12 A technical defect in the appointment of a Voting Member of which the Voting Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution.
- . 20 LIMITED LIABILITY The liability of Voting Members is limited.
- . 21 GUARANTEE Every Voting Member promises, if the Institute is dissolved while he/she remains a Voting Member or within one year after he/she ceases to be a Voting Member, to pay up to £1 towards:
 - . 21.1.1 payment of those debts and liabilities of the Institute incurred before he/she ceased to be a Voting Member;
 - . 21.1.2 payment of the costs, charges and expenses of winding up; and
 - . 21.1.3 the adjustment of rights of contributors among themselves.
- . 22 COMMUNICATIONS
 - . 22.1 Notices and other documents to be served on Voting Members or Board members under the Articles or the Companies Act may be served:
 - . 22.1.1 by hand;
 - . 22.1.2 by post;
 - . 22.1.3 by suitable electronic means; or
 - . 22.1.4 through publication in the Institute's newsletter.
 - . 22.2 The only address at which a member is entitled to receive notices sent by post is an address in the U.K. shown in the register of members.
 - . 22.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 22.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 22.3.2 two clear days after being sent by first class post to that address;
 - . 22.3.3 three clear days after being sent by second class or overseas post to that address;
 - . 22.3.4 immediately on being handed to the recipient personally; or, if earlier,

- . 22.3.5 as soon as the recipient acknowledges actual receipt.

22.4 A technical defect in service of which the Board are unaware at the time does not invalidate decisions taken at a meeting.

23 DISSOLUTION

- . 23.1 If the Institute is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:
 - . 23.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
 - . 23.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;
 - . 23.1.3 in such other manner consistent with charitable status as the Commission approves in writing in advance.
- . 23.2 A final report and statement of account must be sent to the Commission.
- . 23.3 This provision may be amended by special resolution but only with the prior written consent of the Commission.

24 INTERPRETATION

- . 24.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Institute.
- . 24.2 In the Articles, unless the context indicates another meaning: 'Annual General Meeting' means an annual general meeting of the Institute; 'the Articles' means the Institute's Articles of Association and 'Article' refers to a particular Article; 'Chairman' means the chairman of the Board; 'the Institute' means the company governed by the Articles; 'the Charities Act' means the Charities Acts 1992 to 2006; 'charity trustee' has the meaning prescribed by the Charities Act; 'clear day' does not include the day on which notice is given or the day of the meeting or other event;

'the Commission' means the Charity Commission for England and Wales or any body which replaces it;

'the Companies Act' means the Companies Acts 1985 to 2006;

'Conflicted Board member' means a Board member in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Board member or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Institute, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Institute;

'Connected Person' means, in relation to a Board member, a person with whom the Board member shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Board member's family or household or a person or body who is a business associate of the Board member, and (for the avoidance of doubt) does not include a company with which the Board member's only connection is an interest consisting of no more than 1% of the voting rights;

'Constitution' means the Memorandum and the Articles and any special resolutions relating to them;

'Board member' means a director of the Institute and 'Board' means the directors but where a Board member is a corporate body 'Board member' includes where appropriate the named representative of the Board member;

'custodian' means a person or body who undertakes safe custody of assets or of documents or records relating to them;

'electronic means' refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

'financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

'financial year' means the Institute's financial year;

'firm' includes a limited liability partnership;

'health promotion and education' means the organisation and execution of the influences affecting the environment, as well as individual knowledge attitudes and behaviour in matters concerning health with a view to enabling communities and individuals to maintain and promote personal and community health and well-being;

'Honorary Officers' are persons appointed to office under Article 14.1;

'Honorary Secretary' means the person appointed to perform duties of an honorary secretary;

'indemnity insurance' means insurance against personal liability incurred by any Board member for an act or omission which is or is alleged to be a breach of trust or breach of duty,

unless the act or omission amounts to a criminal offence or the Board member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

'material benefit' means a benefit, direct or indirect, which may not be financial but has a monetary value;

'member' and 'membership' refer to a member of any class of membership of the Institute;

'Memorandum' means the Institute's Memorandum of Association;

'month' means calendar month;

'nominee company' means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

'Ordinary member' is a member of the Board who is not an Honorary Officer;

'ordinary resolution' means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power. Where applicable, 'Members' in this definition means a class of Members;

'the Objects' means the Objects of the Institute as defined in Article 1;

'Resolution in writing' means a written resolution of the Board;

'special resolution' means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power. Where applicable, 'Members' in this definition means a class of Members;

'taxable trading' means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

'Voting Member' and 'Voting Membership' refer to company membership of the Institute within the classes of membership described in Article 5.4;

'written' or 'in writing' unless otherwise required by these Articles, refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;

'written resolution' refers to an ordinary or a special resolution which is in writing;

'year' means calendar year.

24.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

- . 24.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

- . 24.5 In the event of any ambiguity or difference of opinion concerning the interpretation of any term of reference, standing order, byelaw, rule or regulation and in relation to any matter not provided for in any term of reference, standing order, byelaw, rule or regulation reference shall be made in writing to the Honorary Secretary who shall be required to refer the matter to the Board. The decision of the Board shall be final and binding upon the members provided that no decision shall have the effect of altering, limiting or otherwise changing the scope or effect of any of the Articles.

- . 24.6 In the event of any ambiguity or difference of opinion concerning the interpretation of any Article, reference shall be made in writing to the Honorary Secretary who shall be required to seek appropriate legal advice on the matter.

- . 24.7 These articles may be changed only by means of a special resolution passed in accordance with the Companies Act.

FEBRUARY 5TH 2018