

**THE COMPANIES ACT 2006**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE JAMES HUTTON INSTITUTE**  
**(REGISTERED NUMBER SC374831)**

**Adopted by Special Resolution on 11 February 2021**

**Name**

1. The company's name is The James Hutton Institute (and in this document it is called the "**Institute**").

**Interpretation**

2. In these articles of association:

(1) The following terms shall have the following meanings:-

<b>Address</b>	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Institute;
<b>Appointments Code</b>	means such rules, procedures and practices as may be made or adopted from time to time by the Board or any authorised committee for the purpose of identifying and appointing Directors;
<b>Articles</b>	means these articles of association;
<b>Board</b>	means the board of directors of the Institute, as appointed and constituted pursuant to the Articles from time to time;
<b>Charities Act</b>	means the Charities and Trustee Investment (Scotland) Act 2005;
<b>Clear Days</b>	in relation to the period of a notice means a period excluding:  (i) the day when the notice is given or deemed to be given; and  (ii) the day for which it is given or on which it is to take effect;
<b>Companies Acts</b>	means the Companies Act 2006 and the Companies Acts as defined in section 2 thereof in so far as they apply to the Institute, including any statutory modification or re-enactment thereof for the time being in force;

<b>Connected Person</b>	means the persons referred to in section 68 of the Charities Act;
<b>Directors</b>	means the directors of the Institute, each being, for the purposes of the Charities Act , a charity trustee;
<b>Document</b>	includes, unless otherwise specified, any document sent or supplied in Electronic Form;
<b>Electronic Form</b>	has the meaning given in section 1168 of The Companies Act 2006;
<b>OSCR</b>	means the Office of the Scottish Charity Regulator;
<b>Secretary</b>	means any person appointed to perform the duties of the secretary of the Institute;
<b>United Kingdom</b>	means Great Britain and Northern Ireland.

- (2) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- (3) Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force at the date of adoption of these Articles.
- (4) Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **Liability of Members**

3. (1) The liability of the members is limited.
- (2) Every member of the Institute undertakes, if the Institute is dissolved while they are a member or within twelve months after they cease to be a member, to contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the Institute incurred before they ceased to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

## **Objects**

4. The Institute's objects ("Objects") are to conduct and promote research in biological, social, economic and environmental sciences so as to deliver science, knowledge, innovation and services that contribute to advances in agriculture and other land uses; resource and environmental management; social, economic and environmental sustainability; food, energy and water security; education; and health and well-being in Scotland and internationally.

## **Purpose-driven**

5. Without prejudice to the Objects and the provisions of Articles 6 and 7, the Institute exists as a purpose-driven organisation to advance the Objects and for no other purpose whatsoever.

## **Powers**

6. The Institute has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Institute has power:
  - 1) to carry on activities which further the Objects;
  - 2) to raise funds;
  - 3) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 4) to sell, lease or otherwise dispose of all or any part of the property belonging to the Institute;
  - 5) to borrow money and to charge the whole or any part of the property belonging to the Institute as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
  - 6) to cooperate with other organisations, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - 7) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - 8) to acquire and take over, merge with or to enter into any partnership or joint venture arrangement with any other charity;
  - 9) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - 10) to employ and remunerate such staff as are necessary for carrying out the work of the Institute;
  - 11) to:
    - (a) deposit or invest funds;
    - (b) employ a professional fund-manager; and

- (c) arrange for the investments or other property of the Institute to be held in the name of a nominee;
- 12) to promote companies whose activities may further one or more of the above Objects, or may generate income to support the activities of the Institute, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the Institute all such functions as may be associated with a holding company;
  - 13) to prepare, edit, print, publish, issue, acquire and circulate any literary works or matters treating of or bearing on the said research work; to establish and maintain collections of material, literature and scientific data relating thereto and to disseminate information obtained therefrom;
  - 14) to encourage the discovery of, and investigate and make known the value and merits of inventions, improvements, processes, materials and designs;
  - 15) to manufacture and produce any article or commodity which may be made or produced in connection with the activities of the Institute;
  - 16) to enter into interest rate derivative transactions, upon such terms with or without security including charging any part of the property of the Institute, as the Institute shall think fit, and to hedge the Institute's exposure to fluctuations in the interest payable on borrowed monies;
  - 17) to seek financial accommodation by way of overdraft, loan or otherwise, government bonds, treasury bills, exchequer bills of whatever kind, commercial bonds, commercial paper, letters of credit, leases, indemnities, or advances made to or for the accommodation or at the request of the Institute and to enter into currency exchange and interest rate transactions including but not limited to dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars and any other foreign exchange or interest rate hedging arrangement and such other instruments as are similar to, or derived from any of the foregoing for the purposes of the Institute on such terms and conditions as are then current;
  - 18) to engage such consultants and advisers as are considered appropriate from time to time;
  - 19) to effect insurance of all kinds (which may include officers' liability insurance);
  - 20) to liaise with international, national or local governmental body or department, local authorities, government agencies, and other bodies, all with a view to furthering the Institute's objects;
  - 21) to provide indemnity insurance for the Directors;
  - 22) to do anything lawful in pursuit of the Objects, subject to any applicable requirement of the Charities and Trustee Investment (Scotland) Act 2005.

## **Application of Income and Property**

7. (1) The income and property of the Institute shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the Institute or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Institute.
- (b) A Director may benefit from trustee indemnity insurance cover purchased at the Institute's expense.
- (c) A Director may receive an indemnity from the Institute in the circumstances specified in Article 55.
- (3) None of the income or property of the Institute may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Institute.

## **Directors' Remuneration**

8. (1) Individual Directors (and connected persons) may receive payment as permitted by the Charities Act.
- (2) The Chair of the Institute and the chair of each committee of the Board shall be entitled to receive payment in terms of and subject to Article 8(1) in recognition of holding such position.

## **Members**

9. (1) The members of the Institute shall consist of the subscribers to the memorandum of association and such other persons as are admitted as members under the provisions of the Articles.
- (2) Only individuals appointed as Directors of the Institute may be admitted as members of the Institute.
- (3) Any person becoming qualified to be a member of the Institute by appointment as a Director, on accepting such office of Director, shall signify in writing to the Secretary their application and consent to become such member, and the Secretary shall thereupon enter the name and Address of such person in the register of members of the Institute and upon such entry that person shall become a member accordingly.
- (4) Any member of the Institute who ceases to be a Director for any reason whatsoever shall be deemed to have automatically resigned as a member of the Institute upon ceasing to be a Director, and their name shall be removed from the register of members accordingly.
- (5) Membership is not transferable and shall cease on death.
- (6) The Directors must keep a register of names and Addresses of the members.

## **Termination of membership**

10. Membership is terminated if:
- (1) the member dies;
  - (2) the member resigns by written notice to the Institute;
  - (3) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Institute that their membership is terminated. A resolution to remove a member from membership may only be passed if:
    - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
    - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Institute) has been allowed to make representations to the meeting.

## **General meetings**

11. (1) The Institute must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
12. The Directors may call a general meeting at any time.

## **Notice of general meetings**

13. (1) The minimum period of notice required to hold a general meeting of the Institute is fourteen Clear Days.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 20.
- (4) The notice must be given to all the members, and to the Directors and auditors.
14. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an incidental omission by the Institute.

## **Proceedings at general meetings**

15. (1) No business shall be transacted at any general meeting unless a quorum is present.

- (2) A quorum shall be five members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
16. (1) If:
- (a) a quorum is not present within fifteen minutes from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Directors shall determine.
- (2) The Directors must reconvene the meeting and must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.
17. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (2) If there is no such person or the person is not present within fifteen minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting.
- (3) If there is only one Director present and willing to act, that Director shall chair the meeting.
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
18. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
19. (1) Any vote at a meeting shall be decided by a show of hands, unless before or on the declaration of the result of the show of hands, a poll is demanded:
- (a) by the person chairing the meeting; or

- (b) by at least two members present in person or by proxy and having the right to vote at the meeting.
- (2) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

### **Content of proxy notices**

20. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- (a) states the name and Address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - (d) is delivered to the Institute in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Institute may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

21. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Institute by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Institute a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.



## **Written resolutions**

22. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution, by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution, a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated Document which has been received at the Institute's registered office within the period of 28 days beginning with the circulation date of the resolution.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

## **Votes of members**

23. Every member shall have one vote.
24. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

## **Directors**

25. The Board shall be composed of the Directors appointed pursuant to the Articles.
26. No one may be appointed a Director if they would be disqualified from acting under the provisions of Article 36.
27. The number of Directors shall be not less than three and, unless otherwise determined by ordinary resolution, shall be a maximum of twenty.
28. A Director may not appoint an alternate Director or anyone to act on their behalf at meetings of the Directors.

## **Powers of Directors**

29. (1) The Board shall manage the business of the Institute and may exercise all the powers of the Institute unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- (2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

## **Period of Office**

30. Directors shall be appointed for an initial three year period, which may be extended by reappointment for a further period of up to three years. Exceptionally, a Director who has already served two terms of three years may be reappointed for a further period of up to three years, provided that no person may serve as a Director for a period in excess of 9 years in aggregate.
31. Details relating to appointments of Directors shall be set out in the Appointments Code which shall also set out appropriate transitional appointment arrangements.

## **Appointment of Directors**

32. The Board may resolve to:
  - (1) appoint a person who is willing to act to be a Director;
  - (2) reappoint any Director, subject to Article 30; and
  - (3) determine the rotation in which Directors are to retire.
33. The Institute may by ordinary resolution appoint any person as a Director at any general meeting, provided that such person:-
  - (1) is being reappointed as a Director pursuant to Article 30; or
  - (2) is recommended for appointment by the Directors; or
  - (3) not less than fourteen nor more than thirty-five Clear Days before the date of the meeting, the Institute is given a notice that:
    - (a) is signed by a member entitled to vote at the meeting;
    - (b) states the member's intention to propose the appointment of a person as a Director;
    - (c) contains the details that, if the person were to be appointed, the Institute would have to file at Companies House; and
    - (d) is signed by the person who is to be proposed to show their willingness to be appointed.
34. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight Clear Days' notice of any resolution to be put to the meeting to appoint a Director other than to reappoint a Director who is to retire by rotation.
35. Directors shall be appointed in accordance with the Appointments Code and shall comprise individuals who:
  - (1) the Board reasonably considers possess relevant and appropriate skills, experience and expertise;
  - (2) reflect the Institute's Objects;

- (3) reflect the interests of those bodies providing funding from time to time to the Institute;
- (4) reflect the interests of relevant government bodies and bodies and agencies, educational establishments and other research bodies from time to time;
- (5) reflect the interests of stakeholders and partners from time to time of the Institute's research and development;
- (6) are representative of the Institute's research programme from time to time; and/or
- (7) have relevant scientific, commercial, industrial or management experience.

### **Disqualification and removal of Directors**

36. A Director shall cease to hold office if they:

- (1) cease to be a Director by virtue of any provision in the Companies Acts or are prohibited by law from being a Director;
- (2) are disqualified from acting as a trustee by virtue of the Charities Act;
- (3) cease to be a member of the Institute;
- (4) are or may be, suffering from physical or mental incapacity and an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental health or incapacity for their detention or for the appointment of a receiver, curator bonis, guardian or other person to exercise powers with respect to their property or affairs or which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have (subject always to the Board of Governors having due regard to the Equality Act 2010);
- (5) resign as a Director by notice to the Institute (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- (6) are absent without the permission of the Directors from all Board meetings held within a period of six consecutive months and the Directors resolve that their office be vacated;
- (7) are required to resign by notice in writing signed by a majority of the other Directors in the circumstances contemplated by sub-section 66(5) of the Charities Act;
- (8) are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of any code of conduct or terms of office for Directors of the Institute in force from time to time; or
- (9) are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Companies Act.

### **Proceedings of Directors**

37. There shall be held in every calendar year at least four ordinary meetings of the Board, at such place and time as may be determined by the Board.

38.
  - (1) The Board may regulate its proceedings as determined by the Board from time to time, subject to the provisions of the Articles.
  - (2) Any Director may call a meeting of the Board, by written request to the Secretary, and on receipt of such a request the Secretary shall call a meeting of the Board.
  - (3) Questions arising at a meeting of the Board shall be decided by a majority of votes.
  - (4) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
  - (5) A meeting of the Board (or of any committee of the Board) may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
39.
  - (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
  - (2) The quorum for meetings of the Board shall be five Directors.
  - (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
40. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
41.
  - (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
  - (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
  - (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to them by the Directors.
42.
  - (1) A resolution in writing or in Electronic Form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held, provided that:
    - (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
    - (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated Document or Documents which are received at the registered office within the period of 28 days beginning with the circulation date.

- (2) The resolution in writing may comprise several Documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

### **Delegation**

43. (1) The Board may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- (2) Any such committee shall consist of two or more Directors, together with such other persons (who need not be members of the Board) as the Board may determine, but shall be chaired or convened by a Director.
- (3) The Board may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
  - (b) no expenditure may be incurred on behalf of the Institute except in accordance with a budget previously agreed with the Board.
- (4) The Board may revoke or alter a delegation.
- (5) All acts and proceedings of any committees must be fully and promptly reported to the Board.

### **Declaration of Directors' interests**

44. A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Institute or in any transaction or arrangement entered into by the Institute which has not previously been declared. A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Institute and any personal interest (including but not limited to any personal financial interest).

### **Conflicts of interest**

45. (1) If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interest where the following conditions apply:
  - (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
  - (c) the unconflicted Directors consider it is in the interests of the Institute to authorise the conflict of interest in the circumstances applying.

- (2) In this Article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person.

### **Validity of Directors' decisions**

46. (1) Subject to Article 46(2), all acts or decisions approved or undertaken by the Board, or of a committee of the Board, shall be valid notwithstanding the participation in any vote of a Director:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- provided that the decision has been made by a majority of the Directors at a quorate meeting without the vote of that Director being counted and without that Director being counted in the quorum.
- (2) Article 46(1) does not permit a Director or a Connected Person to keep any benefit that may be conferred upon them by a resolution of the Directors or of a committee of Directors if, but for Article 46(1), the resolution would have been void, or if the Director has not complied with Article 44.

### **Minutes**

47. The Directors must keep minutes of all:
- (1) appointments of officers made by the Directors;
  - (2) proceedings at meetings of the Institute; and
  - (3) meetings of the Board and committees of the Board including:
    - (a) the names of the Directors present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate, the reasons for the decisions.

### **Accounts**

48. (1) The Directors must prepare for each financial year accounts as required by the Companies Acts and the Charities Act. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Directors must keep accounting records as required by the Companies Acts.

## **Annual Report and Scottish Charities Register**

49. (1) The Directors must comply with the requirements of the Charities Act with regard to the transmission of accounts and Annual Return to OSCR.
- (2) The Directors must notify the OSCR promptly of any changes to the Institute's entry on the Scottish Charities Register.

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

50. Anything sent or supplied by or to the Institute under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Institute.
51. Any notice to be given to or by any person pursuant to the Articles:
  - (1) must be in writing; or
  - (2) must be given in Electronic Form.
52. (1) The Institute may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at their Address; or
  - (c) by leaving it at the Address of the member; or
  - (d) by giving it in Electronic Form to the member's Address.
- (2) A member who does not register an Address with the Institute or who registers only a postal Address that is not within the United Kingdom shall not be entitled to receive any notice from the Institute.
53. A member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting and of the purposes for which it was called.
54. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an Electronic Form of notice was given shall be conclusive where the Institute can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an Electronic Form of communication, 48 hours after it was sent.

## **Indemnity**

55. (1) The Institute shall indemnify any relevant Director against any liability incurred by them in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this Article a "relevant Director" means any Director or former Director of the Institute.

## **Rules**

56. (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they deem necessary or expedient for the proper conduct and management of the Institute, provided that no such rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles;
  - (b) the corporate governance of the Institute;
  - (c) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Institute in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Institute.
- (5) The rules or bye laws shall be binding on all members of the Institute.

## **Dissolution**

57. (1) The members of the Institute may at any time before, and in expectation of, its dissolution resolve that any net assets of the Institute after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Institute be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects;  
or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Institute, the Directors of the Institute may at any time before and in expectation of its dissolution resolve that any net assets of the Institute after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Institute be applied or transferred;



- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects;  
or
  - (c) to any charity or charities for use for particular purposes that fall within  
the Objects.
- (3) In no circumstances shall the net assets of the Institute be paid to or distributed among the members of the Institute (except to a member that is itself a charity) and if no resolution in accordance with Article 57(1) is passed by the members or the Directors the net assets of the Institute shall be applied for charitable purposes as directed by OSCR.