

THE INSTITUTE OF SCIENTIFIC AND TECHNICAL COMMUNICATORS

1. In these Articles the following words shall have the following meanings:

Word	Meaning
The Act	The Companies Acts 1985 to 1989 as amended by subsequent Acts
These Articles	These Articles of Association and the Bye-laws of the Institute from time to time in force
The Auditors	The Auditors for the time being of the Institute
The Institute	The Institute of Scientific and Technical Communicators
The Secretary	Any person appointed to perform the duties of the Secretary of the Institute
The Board	The Board of Management for the time being of the Institute
The Council	The Council for the time being of the Institute
The Officers	Those members of the Council appointed as Officers of the Institute by the Council and serving as members of the Board.
The Office	The registered office of the Institute
The Seal	The Common Seal of the Institute
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In Writing	Written, printed or lithographed or partly one and partly another and other models of representing or reproducing words in a visible form
By post	Sent by the public postal service as a pre paid, sealed or unsealed letter or open postcard or displayed in an official publication or journal of the Institute sent by post
By electronic form	Sent by electronic means under the meaning given in section 1168 of the Companies Act 2006, including, but not limited to, e-mail or fax.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include all genders.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Institute shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The Institute is established for the object expressed in the Memorandum of Association.
3. The provisions of Section 352 of the Act shall be observed by the Institute, and every member of the Institute shall sign a written consent to become a member or sign the Register of Members on becoming a member.

Membership

4. Membership of the Institute shall be open to those persons or bodies who, at the time of their application for admission, are wholly or in major part professionally engaged or employed in the field of scientific and technical communication. Temporary unemployment shall be disregarded for the purposes of this Article.
5. There shall be seven classes of Membership:
- (i) Fellows
 - (ii) Members
 - (iii) Entry-level
 - (iv) Associate Members
 - (v) Students
 - (vi) Honorary Fellows
 - (vii) Institutional Affiliates (i.e. Businesses, Companies & Educational Establishments).

6. Fellows and Members shall be designated as Corporate Members and shall have the right to vote at general meetings of the Institute. All other classes of membership shall not have the right to vote at general meetings.
7. The Board shall from time to time determine and publish criteria for admission to each class of membership of the Institute.
8. Every person who wishes to become a member of the Institute shall deliver to the Institute an application for membership in such form (if any) as the Board may require to be executed by him and the Board shall consider each application and shall grant membership in the appropriate class to each and every person who fulfils the criteria determined by the Board.
9. The Board may from time to time determine and publish requirements for continuing professional development by members.
10. A member shall pay to the Institute such subscription (if any) and at such times as the Board shall determine.
11. A member of the Institute may suffix her or his name with such designation as the Board may from time to time determine in relation to each category of membership.
12. The rights and privileges of every member of any class of membership shall be personal to himself and shall not be transferable or transmissible by his own act or by law except for the giving of proxies.
13. Every member shall, following his election, receive a certificate specifying the class of membership. This certificate shall remain the property of and shall on demand be returned to the Institute.

NEW MEMBERSHIP CATEGORIES

14. The Board may from time to time create additional categories of membership with no voting rights.
15. The Board shall from time to time publish the criteria for admission to any such new membership categories.

DETERMINATION OF MEMBERSHIP

16. Any member of the Institute may resign his or her membership at any time by giving notice in writing to the secretary addressed to him or her at the Office.
17. Membership of the Institute may be revoked by the Board in accordance with Article 18.
18. The Board may revoke the membership of any member of the Institute if the Board is satisfied that the member:
 - 18.1 has committed any material breach of any code of professional practice of the Institute in force from time to time;
 - 18.2 has failed to comply with any requirement imposed upon him or her for continuing professional development;
 - 18.3 is no longer active in the technical and scientific communication profession and has not been active in more than minimal way for the last three years;

- 18.4 is in default for a period of three months in the payment of any subscription payable to him to the Institute after two requests for payment have been issued, unless the Board considers there to be extenuating circumstances; or
 - 18.5 has acted or omitted to act in such a way as to bring the Institute into disrepute;
 - 18.6 has acted or omitted to act in such a way as to seriously damage, or risk seriously damaging, the technical and scientific communication profession; or
 - 18.7 has been convicted of any arrestable criminal offence other than an offence under the road traffic legislation for which a fine or non-custodial sentence is imposed.
19. Provided always that any Member who ceases to be a Member for whatever reason shall remain liable for all subscriptions and other sums due from him. No part of a Member's subscription is repayable on his resignation or the revocation of his Membership.
 20. Any Member whose membership lapses as a result of non-payment of subscriptions may be re-admitted, at the discretion of the Board, on payment of the application fee and an annual subscription for the appropriate class.

General Meetings

21. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every General meeting shall be held not more than fifteen months after the holding of the last preceding General Meeting, and that so long as the Institute holds its first Annual General Meeting.
22. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
23. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition as is provided by Section 132 of the Act, or on a requisition in writing by not fewer than fifty Corporate Members.
24. At least twenty-one days notice in writing of every Annual General Meeting and of every meeting convened to pass a special resolution and at least fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to all members, and such other persons (including the Auditors) as are under these Articles or under the Bye-laws (if any) or under the Act entitled to receive such notices from the Institute; but with the consent of all Corporate Members or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a general meeting may be convened by such notice as those Members may think fit.
25. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting or any resolution passed thereat.

Proceedings at General Meetings

26. All business that is transacted at an Extraordinary General Meeting shall be deemed special, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of: the income and expenditure account and balance sheet, and the report of the Board and of the Auditors; the election of members of the Board, and the appointment of, and the fixing of the remuneration of, the Auditors.
27. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, fifteen Corporate Members personally present shall be a quorum.
28. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of Corporate 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 at such other date, time and place as the Chairman of the meeting shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Corporate Members present shall be a quorum.
29. The President of the Institute for the time being shall preside as Chairman at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or if he shall be unwilling to preside, the Corporate Members present shall choose some member of the Board, or if no such member of the Board be present, or if all the members of the Board present decline to take the chair, the Corporate Members present shall choose some Corporate Member of the Institute who shall be present to preside.
30. The Chairman of any General Meeting may (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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members other than those from whom a formal apology for absence has been received shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
31. Save as otherwise provided in these Articles, the proceedings at all General Meetings shall be governed by such Standing Orders (if any) as are from time to time adopted by the Institute and by commonly accepted practice, insofar as such commonly accepted practice is not inconsistent with the express provisions of any Standing Orders.
32. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Corporate Members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman of the meeting or by at least five Corporate Members present in person or by proxy and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect made in the minute book 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 that motion. The demand for a poll may be withdrawn.
33. Subject to the provisions of Article 34, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

34. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
35. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
36. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members

37. At all meetings of the Institute every Corporate Member shall on a show of hands or on a poll have one vote only. Every Associate Member, Student, Honorary Fellow and Institutional Affiliate Members shall have the right to be present at such meetings and to speak thereat but shall have no right to vote or to demand a poll. On a poll votes may be cast personally or by proxy.
38. No objection shall be raised to the qualification of any voter except at the meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
39. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing and witnessed. A proxy must be a Corporate Member of the Institute.
40. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed, or a notarially certified copy of that power of authority, shall be deposited with the Chairman of the meeting or the Secretary of the Institute not less than 48 hours before the time for holding the meeting or the adjourned meeting or the poll at which the person named in the instrument proposes to vote and in default the instrument of the proxy shall be treated as invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
41. An instrument appointing proxy shall be in any reasonable and recognised form of which the Board shall approve and shall state the precise meeting at which it is to be used and whether it is to be used for or against a particular motion or as the proxy thinks fit.
42. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and any instrument appointing a proxy shall be deemed to confer authority to vote at any adjournment of a meeting for which the instrument of proxy was applicable.
43. A vote given in accordance with the terms of an instrument appointing a 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 intimation in writing of such death, insanity or revocation shall have been received by the Chairman of the meeting or at the offices of the Institute before the commencement of the meeting at which the proxy is used.

The Board

44. Unless otherwise determined by a general meeting, membership of the Board shall be constituted as follows:
 - (i) the President,
 - (ii) the Honorary Treasurer,
 - (iii) two other Council members

45. The Board shall be appointed by the Council from its elected members. The Council shall appoint a President and an Honorary Treasurer to serve as Officers of the Institute and members of the Board. The Council may at any time appoint any elected member of the Council to be a member of the Board either for the purpose of filling a casual vacancy or to replace a Board member who retires under the provisions of Article 46.
46. The members of the Board of the Institute shall serve as members of the Board until the conclusion of the second Annual General Meeting following their first appointment, however that appointment was made. Any Officer retiring in the manner aforesaid shall be eligible for re-appointment by the Council for a further term of one year with no limit on the total number of years he serves, provided that he remains an elected member of Council.

Disqualification or Removal of Members of the Board

47. A member of the Board shall cease to be a member of the Board if:
 - 47.1 he is removed from office pursuant to Article 48
 - 47.2 a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - 47.3 he becomes of unsound mind;
 - 47.4 he ceases to be a Corporate Member of the Institute;
 - 47.5 by notice in writing to the Institute he resigns his membership of the Board; or
 - 47.6 he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a director of a company.
48. In addition and without prejudice of the provisions of the Act, the Institute may by Special Resolution remove any member of the Board before the expiration of his term of office and may require the Council to appoint another qualified person of the Council's choice in his stead; but any person so appointed shall retain his office only until the following Annual General Meeting, after which he can be re-appointed by the Council, provided that he remains an elected member of Council.

Powers of the Board

49. The business of the Institute shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Institute as they think fit, and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by the Act or by the Articles required to be exercised or done by the Institute in general meeting, subject nevertheless to any such Bye-laws, being not inconsistent with the aforesaid Bye-laws or provisions, as may be prescribed by the Institute by way of Ordinary Resolution; but no Bye-laws made by the Institute in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
50. The members of the Board may act even if there is a vacancy in their body. However, if at any time there are fewer than three Members of the Board, it shall be lawful for them to act as the Board only to admit persons to membership of the Institute, fill vacancies in their body or summon a General Meeting, but not for any other purpose.
51. In carrying out their duties, the Board shall consult with the Council as the Board consider appropriate on all matters of concern to the Members, PROVIDED ALWAYS that the Board shall consult with the Council in relation to the matters referred to in Articles 7, 9, 10, 11, 14 and 15 and PROVIDED FURTHER that nothing in these Articles shall give the Council general control and management of the administration of the Institute or make them company directors.

Proceedings of the Board

52. The Board may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
53. Two members of the Board shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. Each member of the Board present shall have one vote and in case of an equality of votes the Chairman of the meeting shall not have a second or casting vote and the resolution shall not be passed.
54. The President shall preside at all meetings of the Board. If at any meeting the President is not present within ten minutes of the time appointed for the holding of the meeting, the members of the Board present shall choose one of their number to be Chairman of the meeting.
55. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Board generally.
56. All acts bona fide by any meeting of the Board or by any person acting as a member of the Board shall, even if it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
57. The Board shall cause proper minutes to be made of all elections and appointments of all directors or officers of the Institute and of the proceedings of all meetings of the Institute and of the Board and of committees of the Board and all business transacted at such meetings and any such minutes of any meetings if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
58. A resolution in writing signed by all the members for the time being of the Board who are entitled to receive notice of a meeting of Board shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted. Any such resolution may consist of several documents in like form (including facsimile transmission) and signed by one or more members of the Board.
59. A member of the Board shall be treated as present at a meeting of the Board notwithstanding that he is not physically present if he is in communication with the meeting by telephone, video conference or other telecommunication link and, for the purpose of these Articles, meetings of the Board shall include meetings held by telephone, video conference or other telecommunication link provided that:
 - 59.1 all members of the Board have received notice of the meeting and the means of communication to be employed thereat; and
 - 59.2 the telephone, video conference or telecommunication link is so arranged that it is possible for each member of the Board to hear and be heard by each other person participating in the meeting and the terms “meeting” and “meet” shall be construed accordingly.

The Council

60. The Council shall be elected by the Corporate Members of the Institute as provided for in Articles 67 and 68 save as otherwise provided in Article 63. The Council shall consist of the Board of the Institute and Ordinary members of Council.

61. The number of members of the Council, including the Board of the Institute, shall be not less than ten nor more than twenty.
62. Only Corporate Members of the Institute may be members of the Council
63. The first members of the Council shall be the subscribers to the Memorandum of Association, who shall appoint from their number the first Officers of the Institute.
64. The Council may from time to time appoint any eligible Corporate Member of the Institute as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, when his appointment shall be subjected to election as provided in these Articles. The number of members thus appointed shall not at any time exceed four (4) and no member so appointed shall serve as an Officer of the Institute.
65. Of the first Ordinary members of the Council, one-third, or if their number is not a multiple of three then the number nearest to one-third, shall retire at each of the first, second and third Annual General Meetings. Such members of the Council to retire at the first and second Annual General Meeting shall, in the absence of agreement, be selected from among them by lot. Subject to the aforesaid provisions, Ordinary members of the Council shall retire at the next Annual General Meeting upon having completed three consecutive years in office.
66. All Ordinary members of the Council to retire as provided in Article 65 shall be eligible for re-election to the Council for a further period of three years, with no restriction as to the total time they may serve.
67. Not later than twelve clear weeks before the notified date of the Annual General Meeting, a list of members of Council retiring at the next Annual General Meeting shall be sent by electronic form or by post to each member of the Institute. This shall be accompanied by a list of nominations proposed by Council for election of Ordinary members, and by a form for nominations by members. Each nomination shall be proposed and seconded by Corporate Members and endorsed by five supporters, three of whom shall be Corporate Members and two of whom may be non-Corporate members. Each nomination shall be accompanied by a statement of no more than 250 words of the nominee's background and reasons for wishing to serve on Council, to be distributed to all members no less than 21 days before the Annual General Meeting. The nomination form shall be signed or authenticated by the nominee as consenting to the nomination, in a manner approved by the directors, and sent to the Secretary so as to be received not less than six clear weeks before the notified date of the Annual General Meeting. Should the number of nominees for Council not exceed the number of vacancies, an individual vote for each applicant shall be held at the Annual General Meeting. Should the number of nominees for Council exceed the number of vacancies, a ballot vote will be held at the Annual General Meeting
68. Newly elected members of Council shall take up their appointments immediately after the conclusion of the Annual General Meeting at which they are declared elected. This shall apply notwithstanding any adjournment of the meeting, and if a meeting is adjourned the new members of Council shall hold office during the adjourned meeting.
69. The Council shall have power at any time and from time to appoint any non-Corporate Member of the Institute as a co-opted member of the Council until the third Annual General Meeting after their appointment provided that the total number of co-opted members shall not at any time exceed three. Co-opted members shall not have the right to vote at Council meetings, and shall not be considered as members of the Council for the purposes of these Articles.

70. A person may not become a member of the Council unless he has attained the age of 18 years. There shall be no limit as to the age at which a person, having become a member of the Council, may continue so to act.

Powers of the Council

71. The Council shall from its own number elect Officers of the Institute (including a President, Honorary Treasurer and, if desired, up to two Vice Presidents) and shall appoint the President, Honorary Treasurer and two other Council members to serve as Members of the Board.
72. The Council shall have power to provide a forum for the interchange of ideas between Members of the Institute and others by means of conferences, meetings, discussions, symposia and such other means as may be decided, provided that no business connected with the management or administration of the affairs of the Institute shall be transacted at any such meetings, and the Council may make, repeal and vary such regulations as they think fit for regulating attendances and proceedings at any such meetings, including the conditions under which visitors may be received or introduced.

Committees

73. The Council may delegate any of its functions to committees. Such committees shall consist of such person as the Council thinks fit so long as the total number of persons not being Corporate Members of the Institute shall not exceed one third of the total number of members of the committee and such persons shall not be entitled to vote at meetings of the committee. Any committee so formed shall, in exercise of the powers so delegated, conform to all regulations imposed upon it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. The acts and proceedings of such committees shall be reported fully to the Council.

Area Groups

74. The Council may from time to time recognise Area Groups, consisting of members of the Institute drawn from within an area specified to Council, who will act together to arrange meetings and generally support the objects of the Institute as set out in the Memorandum of Association
75. Rules governing the conduct of the affairs and meetings of an Area Group shall be determined by the Council, subject always to the provisions of these Articles. The Council shall approve the boundaries of the area covered by an Area Group and shall have the power to dissolve an Area Group at any time after it has been formed.
76. The Board may, upon application by an Area Group, make an advance of funds towards a specific event to be held by that Area Group. Such an application must be made to the Board in advance of any commitment of funds in such form as the Board shall from time to time specify. The Board shall require the Area Group to provide a statement of account for the use of such funds and to refund any amount advanced in excess of the actual cost incurred in relation to the specified event.

Specialist Sections

77. Specialist Sections of the Institute may be formed by the Council and may comprise such classes or grades of membership of the Institute as the Council may think fit. Specialist Sections may be formed jointly with other organisations, subject to the approval of Board.
78. The Council shall determine the specialisations with which each Specialist Section shall deal, and shall make rules as to the conduct of the affairs and meetings of the Sections and as to the functions which they shall perform, subject always to the provisions of these Articles, and

shall have power to dissolve any Specialist Section at any time after it has been formed. The control of any Specialist Section may be vested in a committee appointed by the Council, and the Council may appoint as members of such a committee those members who have been provisionally selected (or elected) by the members desirous of forming a Specialist Section.

Secretary

79. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they think fit and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply. The Board may from time to time appoint an Assistant or Deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

The Seal

80. The Seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of a least two members of the Board or of one member of the Board and the Secretary and the said members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Institute such signature shall be conclusive evidence of the fact that the Seal has been properly affixed.

Bye-Laws

81. The Institute may from time to time by Ordinary Resolution make such Bye-laws as the Institute may deem fit and from time to time rescind or vary and make others in their stead, provided that such Bye-laws for the time being may not in any respect be repugnant to the laws of England or inconsistent with the express provisions of these Articles, and provided also that no Bye-laws shall be made under this power which would amount to such an addition to or alternation of these Articles as could only legally be made by Special Resolution. A Bye-law shall not make either valid or invalid any prior act which would have been invalid or valid if such Bye-law had not been made.

Accounts

82. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
83. The accounting records shall be kept at the Office, or subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall be open to the inspection of the Members of the Institute, of any approved organisation for so long as it is an approved organisation, of the officers of the Institute and of the Auditors.
84. At the Annual General Meeting in each year the Board shall in accordance with the provisions of the Act lay before the Institute a profit and loss account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Institute together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting at which they are to be laid, be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of general meetings in accordance with Section 240 of the Act in the manner in which notices are hereinafter directed to be served. The report of the Board and the Auditors' report shall be laid before the Institute in general meeting as required by Section 241 of the Act.

Audit

85. In accordance with the provisions of the Act once at least in every year the accounts of the Institute shall be examined and the correctness of the profit and loss account and balance sheet ascertained by Auditors.
86. The Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

Notices

87. A notice may be served by the Institute upon any Member, either personally or by post, addressed to such member at his registered address as appearing in the Register of Members.
88. Any Member described in the Register of Members by an address not within the United Kingdom shall not be entitled to receive notices of meetings from the Institute. Provided that, if such a member gives an address within the United Kingdom at which notices may be served upon him, then he shall be entitled to receive such notices at that address.
89. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

Indemnity

90. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.
91. No Officer, Ordinary Member, or servant of the Institute shall incur expenditure on behalf of or pledge the credit of the Institute without the prior written authority of the Board.

Communication by means of a website

92. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the company to a person by it being made available on a website.