

THE COMPANIES ACT 1985

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION

OF

**THE EUROPEAN INSTITUTE OF GOLF COURSE ARCHITECTS
(Amended by Special Resolutions of the Company passed on 29 April 2006)**

Interpretation

1. In these articles

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| "the Institute" | means The European Institute of Golf Course Architects incorporated under the Companies Act 1985. |
| "the Act" | means the Companies Act 1985 and when any provision of the Act is referred to the reference is to such provision as modified by any Statute for the time being in force. |
| "Secretary" | means any person or member appointed to perform the duties of the secretary of the Institute for all purposes of the Act. |
| "Europe" | means those countries listed in the Schedule hereto. |
| "the Council" | means the Council of the Institute. |
| "member" | means a member of the Institute in accordance with one of the categories of membership regulated under Clause 4 below. For the avoidance of doubt, "member" does not include "Honorary Member", "Graduate" or "Student" |

whose rights in respect of the Institute shall be as specified in these Articles.

"communication" and

"electronic communication" have the same meanings as in the Electronic Communications Act 2000

Those elected to the Council will be the directors of the Institute for all purposes of the Act and "director" and "shadow director" in the Act shall be construed accordingly.

In these Articles of Association the masculine includes the feminine and the neuter.

2. The maximum number of members of the Institute at the date of adoption of these Articles is one hundred but the Council may from time to time resolve to increase the maximum number of members.
3. The Institute is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP - CLASSES AND QUALIFICATION

4.1 Classes

In accordance with the qualifications required in these Articles of Association and any rules for membership from time to time made by the Council the classes of membership shall be:

Fellow

Senior Member

Associate Member

The Council may also elect persons to be known as Graduates, Honorary Members and Students.

4.2 Qualifications

All those persons who at the date of incorporation of the Institute were on the register of members shall be "Original Members" and the qualification for all persons joining since that date (3 July 2000) shall be the following:

4.2.1 Fellow - being historically a class of BIGCA membership acknowledging wide experience and outstanding service to that Institute.

4.2.2 Senior Member - being a class of membership acknowledging the practice of golf course architecture to the highest standard.

4.2.2.1 Candidates shall normally be Associate Members of the Institute and have provided evidence EITHER that during their term as Associate Member they have personally designed and supervised the construction to completion of at least six separate golf courses, of which at least four shall be full 18-hole golf courses, OR that during their term as an Associate Member and working as a full time architect, they have gained the equivalent experience (usually a minimum period of four years working in Europe) to become a Senior Member.

4.2.2.2 Candidates, not being Associate Members of the Institute, shall provide satisfactory evidence of full and individual responsibility for the design and supervision of construction to completion of at least ten separate golf courses, of which at least six shall be full 18-hole courses. In addition they shall present a paper to the Council on an agreed subject.

All candidates referred to in this clause 4.2.2 must further show satisfactory evidence of knowledge and at least 4 years' experience in all aspects of the design and supervision of the construction of golf courses in Europe.

All candidates referred to in this clause 4.2.2 shall make arrangement for Council members or those instructed by the Council to visit and inspect their own work or work substantially executed by them on behalf of a partner or employer and shall be interviewed by the Council.

4.2.3 Associate Member - being a class of membership acknowledging proficiency to practise as a golf course architect but possessing a limited range of experience.

Candidates shall normally be Graduates of the Institute and will have provided satisfactory evidence of at least two years' experience of working in golf course architecture in Europe or demonstrate that they have sufficient equivalent knowledge to work in Europe and an understanding of the prevailing geographic, climatic and planning issues involved. They shall have passed satisfactorily the Institute's Diploma or another certificate, diploma or degree course recognised by the Institute but the Council shall have discretion to admit to Associate Membership a person of equivalent talent, knowledge, qualification and experience, for which purpose the Council may require the submission of documentation, research, a thesis, drawings and other material to demonstrate that the necessary level has been achieved.

All candidates for Associate Membership must show a thorough working knowledge and some experience of the principal aspects of the profession of golf course architecture and have to demonstrate sufficient knowledge of the construction and maintenance of golf courses in Europe. Candidates shall be interviewed and their work shall be inspected by members of the Council or those instructed by the Council.

- 4.3 Qualification for membership shall be considered by the Council, whose decision shall be final.

Other Persons - Classes and Qualification

4.4 Honorary Members

The Council may elect as Honorary Members those who have shown distinguished service to the game of golf and to the purposes for which the Institute has been created.

4.5 Graduates

The Council may elect as Graduates for a maximum four-year term persons who have gained an appropriate qualification in golf course architecture recognised by the Institute. During the four year term Graduates must apply and be accepted as an Associate Member. If they fail to do so they will relinquish their position in the Institute and should they wish to apply to become an Associate Member or Senior Member in the future they will need to do so as an external applicant once they have met the required criteria.

Those persons who have been Graduates for longer than 4 years at the date of this change to the Articles (29.04.06) shall have one further year from this date to apply and be accepted as an Associate Member.

4.6 Students

The Council may elect as Students persons engaged upon a Certificate, Diploma or Degree course recognised by the Institute, with the intention of entering the profession of golf course architecture. Students who gain their qualification and are invited to become Graduates must accept the invitation within 6 months or they will relinquish their position in the Institute and should they wish to apply to become an

Associate Member or Senior Member in the future they will need to do so as an external applicant once they have met the required criteria..

ADMISSION TO MEMBERSHIP

5. A person who is qualified for admission to one of the classes of membership and who wishes to be admitted to membership of the Institute (or already being a member wishes to attain a different class of membership) shall apply to the Institute in writing. His application (unless he is an Original Member):
- a) shall state his full name, home and/or business address,
 - b) shall identify the practice of which he is a proprietor, partner, director or employee,
 - c) shall list all academic and professional qualifications, professional experience and (where appropriate) the courses he has designed and supervised to completion, and
 - d) shall be supported in writing by two references;

and if it is an application for admission to Senior Membership:

- e) shall be supported by an undertaking signed by the applicant to observe in the event of his admission the provisions of these Articles and any rules of the Institute, and
 - f) shall contain an undertaking to serve on committees or the Council if so required.
- 6.1 Notice of any application for Senior Membership or transfer to a different class of membership, with such particulars as are required in accordance with Article 5, shall be given to the Council.

- 6.2 All elections of Senior Members, Associate Members, Graduates, Honorary Members and Students of the Institute and all transfers to a different class of membership shall be considered by the Council and decided by a majority of the votes of the members of the Council present and voting.
7. Every member shall be bound to further to the best of his or her abilities the objects interests and influence of the Institute and shall observe any rules made by the Council, including the Code of Professional Conduct and Practice, which rules the Council is hereby authorised to make and amend.
8. Retirement

Any Fellow, Senior Member or Associate Member who has ceased full time practice may apply to the Council to be designated as "Retired" and thereupon that person may retain the same privileges and obligations of his category of membership at the time of retirement but shall be entitled to pay such reduced subscription as may be determined in accordance with Article 9. Such persons shall appear on the register of members, annotated with the letter (R) (e.g. Fellow(R)).

MEMBERSHIP SUBSCRIPTIONS

- 9.1 Admission Fees will be payable on admission as a member.
- 9.2 Annual Subscriptions shall be payable by all members, Graduates and Students. These will be determined by the Council from time to time and confirmed at the Annual General Meeting next following a determination by the Council, but so that if any Fee or Subscription rate is not confirmed by a General Meeting, the rate to apply for the then current year shall be the rate last approved by a General Meeting increased in proportion to the increase (between the date of the last approval and the date of the General Meeting which fails to confirm a rate) in the Retail Price Index published by the British Government in London.

- 9.3 Annual Subscriptions shall be payable in Euros and calculated by reference to the Accounting Reference Period of the Institute from time to time as determined by the Council. Subscriptions shall be paid (whether or not requested by the Institute) on or before the end of May in each year for the then current Accounting Reference Period. In the case of any person who became a member after the start of the period during which payment is made, the Subscription due is to be apportioned on the basis of one twelfth being payable for every month or part of a month for which he shall have been a member. If a person ceases to be a member (or Graduate or Student) no refund of Admission or Administrative Fees or Annual Subscriptions will be made. No Admission or Administrative Fee is payable when a Student moves to Graduate. If a Graduate applies to be admitted as an Associate Member of the Institute no Admission Fee but, instead, an Administrative Fee will be payable. When an Associate Member applies to become a Senior Member an Administrative Fee will be payable. Administrative Fees will be at such reasonable rate as is determined by the Council.

CESSATION OF MEMBERSHIP

10. A member shall cease to be a member in any of the following circumstances:-
- 10.1 If a member shall have signified in writing, served at the registered office of the Institute, his wish to resign.
- 10.2 If the member in the opinion of the Council fails to comply with any of the member's undertakings to the Institute or any of the rules from time to time made by the Council or in such opinion is guilty of unprofessional or discreditable conduct and in any such case the Council (having notified the member of the matter concerned and given him the opportunity to be heard thereon) resolves to terminate his membership.
- 10.3 If the member (not being a Retired member or Honorary Member) fails to participate regularly in activities of the Institute and the Council resolves to terminate his membership.

- 10.4 If the member commits any act or omission which in the opinion of the Council is detrimental to the Institute and the Council (having notified the member of the nature of the act or omission to be considered and given the member the opportunity to be heard thereon) resolves to terminate his membership.
- 10.5 If the member is convicted of any criminal offence and the Council resolves to terminate his membership.
- 10.6 If the member becomes bankrupt or has a receiving order made against him or he makes an arrangement or composition with his creditors and the Council resolves to terminate his membership.
- 10.7 If the member becomes of unsound mind and the Council resolves to terminate his membership.
- 10.8 If the member fails to pay his or her subscription within a period of three months from the due date.

THE COUNCIL

11. The management of the affairs and business of the Institute shall be vested in the Council of the Institute which shall be composed of Council members duly elected at an Annual General Meeting or appointed under Article 13(h).
12. President, Vice President and other Officers

The Officers of the Institute shall be elected from amongst the Fellows and Senior Members who are members of the Council and shall be:

President

Vice President

and at the discretion of the Council

Honorary Treasurer

Honorary Secretary to the Council

The President and Vice President shall be elected by the members at the Annual General Meeting and shall serve from the conclusion of that meeting to the conclusion of the following Annual General Meeting. If there is more than one nomination for the Office of President or Vice President a secret ballot shall be held to select these Officers. The person attracting the greatest number of votes shall be elected to the Office. In the event of a tie the selection shall be achieved by the persons involved in the tie drawing lots.

The Honorary Treasurer and Honorary Secretary to the Council shall be elected by the Council at the first Council Meeting after the Annual General Meeting and shall serve from the conclusion of that meeting to the conclusion of the equivalent meeting the following year. In the event of a tie between nominees for these Offices the selection shall be achieved by the persons involved in the tie drawing lots.

Subject to Article 15(d) any retiring Officer may be re-elected.

13. Council

- a) The Council of the Institute shall be elected at an Annual General Meeting from amongst Fellows, Senior Members, and Associate Members. The Council shall comprise such maximum number of persons of such class of membership as the Institute may from time to time by resolution of its members at a General Meeting (which may be the General Meeting at which additional Council members are elected) resolve and unless and until any such resolution is passed such maximum number shall be eight persons of which a majority must be Fellows or Senior Members.

- b) The qualification for Council membership shall be membership of the Institute.
- c) The Council may co-opt a representative of the Graduates and/or a representative of the Students.
- d) Notice of vacancies on the Council which are anticipated as at the Annual General Meeting (whether from vacation of office by Council members pursuant to Article 14(a) below or from retirement of Council members (by rotation or otherwise) and having regard to the maximum number of Council members referred to in Article 13(a)) and a request for nominations to fill such vacancies shall be sent by the Institute to all members with the notice convening the Annual General Meeting.
- e) A member seeking election to the Council shall be nominated in writing to the Institute by not less than two other members of the Institute and shall submit his/her own written consent to such nomination to reach the Institute Secretary not less than 14 days prior to the date of the Annual General Meeting. Nominations received after that date shall be disregarded.
- f) If the number of nominations together with the number of Council members retiring at the Annual General Meeting (by rotation or otherwise) ("retiring Council members") who offer themselves for re-election equals or is less than the number of vacancies on the Council such nominees and such retiring Council members shall be deemed to be duly elected with effect at the Annual General Meeting.
- g) If the number of nominations together with the number of retiring Council members who offer themselves for re-election exceeds the number of vacancies on the Council the selection between all duly nominated persons and retiring Council members so offering themselves shall be determined by ballot at the Annual General Meeting. All ballot papers shall be signed by the

member voting and the count shall be conducted by the Institute Secretary (or in his absence by such person as the President may direct). The result of the vote (being the names of the successful candidates but not the number of votes cast for each candidate or details of which member voted for which candidate all which information shall be kept confidential by the Institute Secretary) shall be announced at the Annual General Meeting. Ballot papers will be destroyed by the Secretary after the Annual General Meeting.

- h) The Council shall have the power at any time to appoint any member to be a Council member, either to fill a casual vacancy or as an addition to the existing Council, but so that the total number of Council members shall not at any time exceed the maximum number fixed in accordance with these Articles. Any Council member so appointed shall hold office only until the next following Annual General meeting and shall then be eligible (subject to due compliance with Article 13(d)) for re-election but shall not be taken into account in determining the Council members who are to retire by rotation at such meeting. If not re-appointed at such meeting he shall vacate office at the conclusion of that meeting.

14 a) The office of a Council member shall be vacated :-

- i. If the Council member resigns his office by giving notice in writing to the Institute.
- ii. If he ceases to be a member.
- iii. If he becomes bankrupt or has a receiving order made against him or enters into any arrangements or composition with his creditors.
- iv. If he ceases to be a Council member by virtue of any provision of the Act or he becomes prohibited by law from being a director of a company.

- v. If he becomes of unsound mind.
 - vi. If he is removed from office by resolution duly passed under Section 303 of the Act or Article 14(b) below.
- b) in addition and without prejudice to the provisions of Section 303 of the Act, and notwithstanding anything in these Articles or in any agreement between the Institute and any Council member, the Institute may by Extraordinary Resolution remove any Council member before the expiration of his period of office and if such Extraordinary Resolution is passed may by Ordinary Resolution appoint another Council member in his stead. A person appointed in the place of a Council member so removed shall be subject to retirement at the same time as if he had become a Council member on the day on which the Council member in whose place he is appointed was last elected.

ROTATION OF COUNCIL MEMBERS

15. a) At every Annual General Meeting at least two of the Council members for the time being shall retire.
- b) The Council members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Council members on the same day those to retire shall (unless they agree otherwise among themselves) be determined by lot.
- c) A Council member retiring by rotation shall be eligible for re-election without nomination pursuant to Article 15(e).
- d) Neither the President nor the Vice President may, notwithstanding Article 15 (a) (b) and (c), continue in his office for more than three consecutive years, but he will be entitled to remain a member of the Council thereafter and will be eligible to be re-elected to the same office at the third Annual General Meeting after his retirement from office.

- e) No person other than a Council member retiring by rotation at the meeting shall be eligible for election to the office of Council member at any General meeting unless nomination has been made to the Institute in accordance with Article 13(e) above.

POWERS AND DUTIES OF COUNCIL MEMBERS

- 16. a) The activities of the Institute shall be managed by the Council who may exercise all such powers of the Institute as are not by the Act or by these Articles required to be exercised by the Institute in General Meeting subject nevertheless to such restriction, being not inconsistent with the Act or these Articles, as may be prescribed by the Institute in General meeting; but no restriction made by the Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if that restriction had not been made.
- b) A Council member who is in any way, whether directly or indirectly, interested in a contract or a proposed contract with the Institute shall declare his interest at a meeting of the Council in accordance with Section 317 of the Act.
- c) A Council member shall not vote in respect of any contract or arrangement in which he is interested and such interested Council member shall not in relation to a resolution on which he is not entitled to vote be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:-
 - 1) any arrangement for giving any Council member any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Institute; or

- 2) any arrangement for the giving by the Institute of any security to a third party in respect of a debt or obligation of the Institute for which the Council member himself has assumed responsibility in whole or in part under a guarantee or indemnity or by deposit of a security, or
 - 3) a matter in which he is interested only as an officer of the Institute.
- d) Any Council member may act by himself or his firm in a professional capacity for the Institute, and he or his firm shall be entitled to remuneration for professional services as if he were not a Council member; provided that nothing herein contained shall authorise a Council member or his firm to act as auditor to the Institute.
 - e) The Council may delegate any of their powers to Committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any Articles that may be imposed on it by the Council. Any conclusion or decision arrived at by any such committee shall not be effective except with the approval of a majority of the Council.
 - f) A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
 - g) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of any equality of votes the chairman (who shall not otherwise vote) shall have a casting vote.
 - h) All acts done by any meeting of the Council or, subject to Article 16 (e), by a committee of Council or by any person acting as a Council member shall, notwithstanding that it be afterwards discovered that there was some defect in

the appointment of any such Council member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council member.

MEETINGS OF THE COUNCIL

17. A meeting of the Council shall be convened at least once in every period of three months on not less than fourteen days' notice being given in writing or using electronic communications to an address for time being notified for that purpose to the person giving the notice, of the date time and venue of such meeting (which shall be deemed duly given if the date of the following meeting is fixed at the preceding meeting (all Council members being then present) notwithstanding that the agenda paper for that following meeting is circulated later (even if less than fourteen days before the date of that following meeting). Council meetings will be held in England or such locations as the Council may from time to time determine.
18. Three members of the Council (only one of whom may be an Associate Member) including the President shall constitute a quorum and in the absence of the President four members of the Council (only one of whom may be an Associate Member) shall constitute a quorum in the absence of which the meeting shall transact no business and shall be adjourned to a further meeting being convened for a date within thirty days at which meeting three members of the Council (only one of whom may be an Associate Member) shall constitute a quorum and shall be empowered to transact all the business of the meeting originally convened but no other business.
19. Unless otherwise herein decided all decisions of the Council shall be decided upon a show of hands by a simple majority of votes of the Council members. The President shall not vote in any issue unless a tied vote requires him to give a casting vote.
20. Whenever a vacancy in the office of President or Vice President arises other than at an Annual General Meeting the Council members shall choose from among their

own number a President and Vice President who shall serve in that capacity until the conclusion of the next Annual General Meeting. If the Council is unable to agree upon a single nomination to the Office for President or Vice President a secret ballot shall be held to select these Officers. All members of the Council present shall be eligible to cast a vote in such ballot including the nominees. The Council member attracting the greatest number of votes shall be elected to the Office. In the event of a tie the selection shall be achieved by the Council members involved in the tie drawing lots.

21. The President or in his absence at the relevant time the Vice President shall be chairman of meetings of the Council. If at any meeting the President or Vice President is not present within five minutes after the time appointed for holding the same the Council members present may choose one of their number to be chairman of the meeting who shall assume for that Meeting only all powers and responsibilities of the President.
22. The Institute shall in each calendar year hold a meeting (in addition to any other meetings in that year) as its Annual General Meeting. Not more than fifteen months shall elapse between Annual General Meetings. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. Annual General Meetings will be held in England or such locations as the Council may from time to time determine.
23. The Council may convene Extraordinary General meetings when the Council thinks fit and Extraordinary General Meetings shall also be convened on a members' requisition, as provided by Section 368 of the Act. At any such meeting no business shall be conducted other than that for which it was convened. In all other respects the convening and conduct of an Extraordinary General Meeting shall be in accordance with the Act and these Articles.

NOTICE OF GENERAL MEETING

24. An Annual General Meeting shall be called by thirty days' notice at least and an Extraordinary General Meeting called for the passing of a special resolution shall be called by twenty-one days' notice at least, and a meeting of the Institute other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by twenty one days' notice at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in general meeting, to all members and any other person who the Act provides must receive such notices from the Institute.
25. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

26. At each Annual General Meeting the Council shall submit a report upon the affairs of the Institute together with the accounts of the Institute made up to the last day of the Institute's financial year preceding the meeting. All business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet, the said report of the Council and the auditors' report, the election of Council members and the appointment of, and the fixing of the remuneration of, the auditors shall be deemed special business. Members of all classes, Honorary Members, Graduates and Students of the Institute may attend and address General Meetings, but voting shall be in accordance with Article 37.
27. At each Annual General Meeting an auditor shall be appointed whose appointment powers rights and duties shall be in accordance with the requirements of the Act.

28. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twelve members present in person shall be a quorum.
29. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the meeting such quorum ceases to be present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and or such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
30. The President of the Institute, or in his absence the Vice President, shall preside as chairman at every general meeting of the Institute, or if neither shall be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Council members present shall elect one of their number to be chairman of that meeting.
31. If at any meeting no Council member is willing to act as chairman in accordance with Article 30 or if no Council member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of that meeting.
32. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

33. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded
- (a) by the chairman; or
 - (b) by at least three members present in person, or
 - (c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

34. Except as provided in Article 33, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of a meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote but otherwise such chairman shall not vote at general meetings.
36. A poll demanded on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman directs,

and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

37. Entitlement to Vote, Majorities

37.1 The persons entitled to vote at General Meetings shall be as follows:-

- (a) Only Fellows and Senior Members shall be entitled to vote on any matter the effect of which is
 - (i) to alter the Memorandum or Articles of Association of the Institute or
 - (ii) to make any Rules or to amend any Rules which have been made, approved or adopted in General Meeting,
- (b) all the members (namely Fellows, Senior Members and Associate Members) shall be entitled to vote on any other matter.

Each person entitled to vote shall have one vote.

37.2 The majority required for any matter within paragraph (a)(i) above shall be a majority of no less than three fourths of the persons entitled to vote in accordance with that paragraph who do vote in person or by proxy. In all other cases matters shall be decided by a simple majority of the persons entitled to vote in accordance with paragraphs (a) or (b) above (as appropriate) who do vote in person or by proxy.

38. No member shall be entitled to vote at any general meeting if at the date of the meeting any subscription or other money due from him/her has been unpaid for more than sixty days after the due date for payment.

39. On a vote by show of hands or on a poll votes may be given either personally or by proxy.
40. The appointment of a proxy shall be executed by the appointor or his attorney duly authorised in writing. A proxy may only be another member.
41. The appointment of a proxy and the power of attorney or other authority, if any, under which it is executed or a copy of that power of attorney or other authority certified by a Notary or Solicitor shall -
- (a) in the case of an instrument in writing be deposited at the registered office of the Institute or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;
 - (aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Institute in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Institute in relation to that meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

42. The appointment of a proxy shall be in the following form or a form as near thereto as circumstances admit:

I of being a member of the above named Institute hereby appoint [the chairman of the meeting] [.....] as my proxy to vote for me on my behalf at the Annual [Extraordinary] General Meeting of the Institute to be held on the day of and at any adjournment thereof.

Signed this day of20[]

43. The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll.

44. A vote given in accordance with the terms of 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 of such death, insanity or revocation as aforesaid shall have been received by the Institute at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting at which the proxy is used.

In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

SECRETARY

45. The Company Secretary shall be appointed by the Council for such term at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

THE SEAL

46. At any time when the Institute has a Common Seal it shall only be used by the authority of the Council members. The Council members may determine who shall sign any instrument to which the seal is affixed being as a minimum a Council member and the Secretary or two Council members.

NOTICES

47. (a) Any notice to be given to or by any person pursuant to these Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.
- (b) The Institute may give any notice to a member personally or by sending it by post in a pre-paid envelope to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Institute by the member. A member whose registered address is not within the United Kingdom may give to the Institute an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, but even if he does not he shall be entitled to receive notices from the Institute.
- (c) A member present either in person or by proxy, at any meeting of the Institute or the Council shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

- (d) Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall in the absence of evidence of non-delivery, be sufficient evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of two business days after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

INDEMNITY OF OFFICERS

48. Subject to the provisions of the Act but without prejudice to any indemnity to which a Council member may otherwise be entitled every Council member or other officer or auditor of the company 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.

WINDING UP

49. The provisions of Clause 7 of the Memorandum of Association of the Institute relating to the winding up and dissolution of the Institute shall have effect as if the same were repeated in these Articles.

SCHEDULE

Countries in Europe

Albania
Andorra
Austria
Belarus
Belgium
Bosnia & Herzegovina
Bulgaria
Croatia
Cyprus
Czech Republic
Denmark
Estonia
Faeroe Islands
Finland
France
Germany
Gibraltar
Greece
Hungary
Iceland
Ireland
Italy
Latvia
Liechtenstein
Lithuania
Luxembourg
Macedonia (the former Yugoslav Republic of Macedonia)
Malta
Moldova
Monaco
Netherlands
Norway
Poland
Portugal
Romania
Russian Federation
San Marino
Serbia & Montenegro
Slovakia
Slovenia
Spain
Sweden
Switzerland
Turkey
UK
Ukraine
Vatican City State