

*The Companies Act 1929
The Companies Act 1985
(as amended by 1989 Act)*

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

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
*(As adopted and including all resolutions passed up to
8 June 2013)*
OF
**INSTITUTE OF BIOMEDICAL
SCIENCE**

Incorporated the 17th day of November 1942

LICENCE BY THE BOARD OF TRADE

Pursuant to Section 18 of the Companies Act, 1929.

WHEREAS it has been proved to the Board of Trade that INSTITUTE OF MEDICAL LABORATORY TECHNOLOGY, which is about to be registered under the Companies Act, 1929, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of the Act, and that is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

Now, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by fourteen members thereof on the seventeenth day of June, 1942, do by this their licence direct INSTITUTE OF MEDICAL LABORATORY TECHNOLOGY to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 22nd of June, 1942.

W.S. RAINBONE,
Authorised in that behalf by the
President of the Board of Trade.

No. 377268

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that INSTITUTE OF MEDICAL LABORATORY TECHNOLOGY (the word “Limited” being omitted by Licence of the Board of Trade) is this day incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at Llandudno this Seventeenth day of November One Thousand Nine Hundred and Forty-Two.

P. MARTIN,
Registrar of Companies.

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 377268

—
I hereby certify that

INSTITUTE OF MEDICAL LABORATORY TECHNOLOGY
(THE WORD “LIMITED” BEING OMITTED BY LICENCE OF THE BOARD OF
TRADE)

having by special resolution and with the approval of the Secretary of
State changed its name, is now incorporated under the name of

INSTITUTE OF MEDICAL LABORATORY SCIENCES

Given under my hand at London the 17th July 1975.

N. TAYLOR,
Assistant Registrar of Companies.

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 377268

I hereby certify that

INSTITUTE OF MEDICAL LABORATORY SCIENCES

having by special resolution changed its name,
is now incorporated under the name of

INSTITUTE OF BIOMEDICAL SCIENCE

Given under my hand at the Companies Registration Office,
Cardiff the 1st January 1994.

M. LEWIS,
an authorised officer.

The Companies Act 1929
The Companies Act 1985
(as amended by 1989 Act)

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
INSTITUTE OF BIOMEDICAL SCIENCE
(as amended by Special Resolutions passed up to 5 June 1993)

- 1 The name of the Company (hereinafter called 'the Institute') is 'INSTITUTE OF BIOMEDICAL SCIENCE'.
- 2 The registered office of the Institute will be in England.
- 3 The objects for which the Institute is established are:
To promote the study and to promote the development of biomedical science.

For the purpose of carrying out the above objects but not otherwise the Institute shall have the following powers:

- (A) To ascertain and notify the most up-to-date practice relating to all things connected with biomedical science
- (B) To exercise professional supervision over the members of the Institute with a view to maintaining a high standard of professional competence and conduct

- (C) To advance the knowledge of practitioners of biomedical science by devising and imposing means of testing their qualifications by examinations either in theory or in practice, or in both, and to issue diplomas or certificates to the successful candidates
- (D) To hold meetings and conferences for the delivery of lectures, for the reading of papers and for the discussion of scientific matters and other subjects of general interest
- (E) To issue copies of lectures and professional transactions to members and others interested in biomedical science
- (F) To collate and publish any information of service or interest to members or to the public at large and publish the results of research undertaken by the Institute
- (G) To form a library for the use of members and others interested in biomedical science
- (H) To promote and to provide for the carrying out of research and experimental work in connection with biomedical science and make, institute and establish grants, rewards and other benefactions in connection therewith and for such purposes to provide laboratories for the use of members and others interested in biomedical science
- (I) To purchase, lease, rent, hold and dispose of any building or hall to be used as a place of meeting for the members, or as a college, reading room, lecture hall, or library for the advancement of the above objects or any of them
- (J) To admit as members of the Institute persons who have paid the prescribed fees and who have satisfied the Council as to their fitness and who have been exempt from or passed the required examinations
- (K) To issue diplomas or certificates signifying admission into specified grades of membership of the Institute; provided always that no diploma or certificate shall be issued under this sub-clause which does not state clearly on the face of it that it

is not issued on the authority of any government department, but is issued by and on the authority of the Institute only

- (L) To form branches of the Institute in any part of the world
- (M) To apply for, promote and obtain any Act of Parliament, Provisional Order, or Licence from any relevant Minister, or other authority, for enabling the Institute to carry any of its objects into effect, or for effecting any modification to the Institute's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem to prejudice the Institute's interests directly or indirectly
- (N) To become a member of, affiliate or amalgamate with any other institute, company or association for the purposes of developing and/or furthering the objects of the Institute
- (O) To establish scholarships and prizes from the Institute's funds and/or by internal and/or external subscription
- (P) To appoint agents, bankers, attorneys, and other legal representatives in all parts of the world
- (Q) To draw, make, accept, endorse, negotiate and execute promissory notes, bills of exchange, and other negotiable instruments
- (R) To borrow money for the purposes of the Institute on such terms and on such security as may be thought fit
- (S) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (T) To mortgage, charge or otherwise give as security the whole or any part of the Institute's property, assets or undertaking with a view to the promotion of its objects
- (U) To establish a general trust fund for the investment and administration of moneys donated, bequeathed or otherwise given to

the Institute for scholarships, prizes, laboratories, research and other objects of the Institute

- (V) To acquire by subscription, purchase or otherwise, and to hold and sell, shares and stock in any company, society or undertaking
- (W) To establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this company
- (X) To acquire controlling or other interests in other companies, and to subsidise any company in which this company may be interested
- (Y) To do all such other things as shall further the above objects or any of them.

Provided that the Institute shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Institute would make it a Trade Union.

Provided also that in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Department of Education and Science, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or Trustees of the Institute shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or Trustees have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Department of Education and Science over such Council or Trustees, but they shall as regards any such property, be subject jointly and separately to such control or authority, as if the Institute were not incorporated.

In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall deal with the same only in such manner as allowed by law having regard to such trusts.

4 The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly, or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Institute.

Provided that nothing herein shall prevent the payment to any officer or servant of the Institute, or to any member of the Institute, in good faith, of reasonable and proper remuneration in return for any services actually rendered to the Institute, or prevent the payment of interest at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent, whichever is the greater, on money lent, or reasonable and proper rent for premises demised or let by a member to the Institute; but so that no member of the Council of Management or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, except as provided in the Articles of Association respecting the appointment and remuneration of examiners and lecturers and that (except as aforesaid) no remuneration or other benefit in money or moneys worth shall be given by the Institute to any member of such Council or Governing Body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Institute providing that the provisions last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall hold not more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payments.

5 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same have been approved by special resolution at a general meeting.

6 The liability of the members is limited.

7 Every member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up while he is a member, or

within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute contracted before he ceases to be a member and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not to exceed £1.

8 If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Institute but shall be given or transferred to some charitable institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

9 True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure takes place, and of the property, credits, and liabilities of the Institute; and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulation of the Institute for the time being in force such accounts shall be open to the inspection of the members. Once in each year, at least, the accounts of the Institute shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BERNARD EDLIN GILBEY,
39, Bavant Road, Norbury, S.W.16.
Medical Laboratory Technologist.

FREDK. R. CHOPPING,
“Charmant Dene”, Bath Road, Hounslow.
Medical Laboratory Technologist (Retired).

REGINALD JOHN BROMFIELD,
9, Barn Crescent, Stanmore, Middlesex.
Medical Laboratory Technologist.

FRANK WILLIAM JELKS,
4, Wallingford Avenue, London, W.10.
Medical Laboratory Technologist.

ALBERT NORMAN,
New Haw, Weybridge, Surrey.
Medical Laboratory Technologist.

CHARLES EDWIN LAYNG,
Mental Hospital, Bodmin, Cornwall.
Medical Laboratory Technologist.

GEORGE RONALD ARMSTRONG,
22, Heolbryn Rhiwbina, Cardiff.
Medical Laboratory Technologist.

HERBERT WILLIAM HARVEY,
5, Barnston Road, Aintree, Liverpool, 9.
Medical Laboratory Technologist.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ARTHUR MALE,
33, Hudson Avenue, Bradford, Yorks.
Medical Laboratory Technologist.

HARRY HOBSON,
35, Oriel Avenue, Oldham.
Medical Laboratory Technologist.

GEORGE HARPER,
52, Wellington Road, Birmingham, 20.
Medical Laboratory Technologist.

JAMES L. HERRICK,
5, Netherton Hill, Lennoxton, Glasgow.
Medical Laboratory Technologist.

ALEXANDER BUCHAN ANDREW,
171, Kennedy Street, Glasgow. C.4.
Medical Laboratory Technologist.

SIDNEY JAMES DENYER,
308, Dewsbury Road, Wakefield, Yorks.
Medical Laboratory Technologist.

Dated the Seventeenth day of June 1942.

Witness to the above Signatures -

E.C. CHIDWICK,
49, Holders Hill Avenue,
Hendon, N.W.4.
Chartered Secretary.

The Companies Act 1929
The Companies Act 1985
(as amended by 1989 Act)

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

INSTITUTE OF BIOMEDICAL SCIENCE

*(as adopted and including all resolutions passed up to 8 June
2013)*

GENERAL

1 In these articles:

Definitions

- (A) 'The Act' means the Companies Act 1985.
- (B) When any provision of the Act is referred to, the reference is to such provision as re-enacted or modified by any statute for the time being in force.
- (C) Unless the context otherwise requires, expressions defined in the Act or any statutory modifications thereof in force when these regulations become binding on the Institute, shall have the meanings so defined.
- (D) 'The Institute' means the INSTITUTE OF BIOMEDICAL SCIENCE.
- (E) 'The Seal' means the Common Seal of the Institute.
- (F) 'The Office' means the registered office of the Institute.

- (G) 'The Council' means the Council of Management of the Institute.
- (H) 'Regulations' means regulations for membership and entry to examinations published from time to time by the Council.
- (I) 'Region' means an area the boundaries of which shall be determined by the Council from time to time for the purposes of articles 44 and 45.
- (J) A 'corporate member' will be any Licentiate (admitted under article 3B), Member (admitted under article 3A), or Fellow (admitted under article 3).

Admitted members

2 The present members of the Institute and such other persons as the Council shall from time to time admit to membership shall be members of the Institute and shall be divided into the following corporate classes: Fellows, Members and Licentiates, and the non-corporate class of Associate.

CLASSES OF MEMBERS

Fellows

3 Fellows shall be admitted as such by the Council provided that every applicant for admission shall satisfy the Council that:

- (i) he is a Member of the Institute;
- (ii) he is a fit and proper person to become a Fellow both in character and in the nature of his training and occupation;
- (iii) he has passed the necessary examinations or is exempt therefrom;

Members

3A Members shall be admitted as such by the Council provided that every applicant for admission shall satisfy the Council that:

- (i) he is a Licentiate of the Institute;
- (ii) he is a fit and proper person to become a Member both in character and in the nature of his training and occupation;
- (iii) he has passed the necessary examinations or is exempt therefrom;

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| 3B | Licentiates shall be admitted as such by the Council provided that every applicant for admission shall satisfy the Council that: | Licentiates |
| | (i) he is a fit and proper person to become a Licentiate both in character and in the nature of his training and occupation; | |
| | (ii) he has passed the necessary examinations or is exempt therefrom. | |
| 4 | The Council may make such regulations as it may from time to time think fit for the registration of Associates. | Associates |
| 5 | Every application for membership shall be made to the Council upon a form to be provided by the Institute. | Applications |

EXAMINATIONS

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| 6 | Without prejudice to the provisions of articles 7 and 8, the Council shall supervise and approve professional examinations for candidates for admission to any grade of membership and shall be satisfied as to the standard of education and training of candidates who present themselves for such examinations. | Supervision and approval |
| 7 | The Council may make, alter, amend or revoke from time to time regulations for all examinations conducted by it or on its behalf. | Regulations |
| 8 | The Council may exempt any person or any class or classes of member from: | Exemption |
| | (i) passing any of the examinations conducted by it or on its behalf before admission to any class of membership; and | |
| | (ii) any other criterion set out in these articles for admission as a member to any class of membership. | |
| 9 | The Institute may issue Advanced Specialist Diplomas. These will not relate to or affect a person's admission to any class of membership. | Advanced Specialist Diplomas |
| 10 | Every diploma issued by the Institute shall be issued under the seal of the Institute and shall be the property of the Institute. | Diplomas |
| 11 | A Fellow may use the initials FIBMS after his name, a Member may use the initials MIBMS after his name and a Licentiate may use the initials LIBMS after his name provided, in | Professional designations |

each case, that he remains a member of the Institute and is not disqualified from membership whether for non-payment of his subscription or for any other reason. No other persons shall indicate their membership of the Institute by the use of initials.

ADMISSION, RESIGNATION AND EXPULSION OF MEMBERS

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| Admission | 12 | Upon its acceptance of any person into any class of membership the Council shall cause such person's name to be entered upon a register of members. Such register shall be kept at the Office. |
| Resignation | 13 | A member may resign by giving written notice to the Secretary; he shall nevertheless remain liable to the Institute for all fees, subscriptions or other sums due to the Institute at the date of his resignation. |
| Non-payment of subscriptions | 14 | <p>(i) If any member liable to pay a subscription to the Institute, otherwise than by authorised Direct Debit instalments, fails so to pay by 31 March in any year, he shall not be entitled to attend or vote at any general meeting of the Institute until all arrears of subscription have been paid.</p> <p>(ii) If any member liable to pay a subscription to the Institute, otherwise than by authorised Direct Debit instalments, fails so to pay by 31 March in any year, he shall not be entitled to receive any publication issued by the Institute, except on payment of such a charge as may be prescribed from time to time, until all arrears of subscription have been paid.</p> <p>(iii) If any member liable to pay a subscription to the Institute, otherwise than by authorised Direct Debit instalments, fails so to pay by the due date in any year, his name shall be removed from the register of members.</p> |

- (iv) If a subscription authorised to be paid by Direct Debit instalments remains unpaid 60 days after the due date of any instalment payment, then the member concerned shall not be entitled to attend or vote at any general meeting of the Institute or to receive any publication issued by the Institute, the whole subscription will immediately become due, and if this remains unpaid for a further 30 days then the member's name shall be removed from the register.

15 When the death of any person whose name appears on the said register has been properly notified, the Council shall cause his name to be removed from the said register. **Death**

16 A member shall cease so to be if the Council considers him to have been guilty of improper conduct rendering him unfit to be a member of the Institute. **Improper conduct**

Upon the Council receiving notice of any event which has rendered a member liable to have his name removed from the register such member shall be given notice thereof and invited to attend or be represented before the Council and to make such explanation as he may think fit.

17 Any person who has ceased to be a member of the Institute may be re-admitted, at the discretion of the Council, to the class of membership in which he was classified when he ceased to be a member or to a lower class, upon due application and payment of all fees and all subscriptions which may be determined by the Council from time to time. **Re-admission**

18 Every member shall furnish particulars of his address and any change thereof to the Secretary of the Institute. **Members' particulars**

FUNDS

Fees and subscriptions

19 Subject to the provision of this article, every member, other than Vice-Presidents, Honorary Fellows, Life Members, Honorary Members and members who may be absolved from payment by the Council by virtue of article 20 of these articles shall pay an annual subscription and every applicant for membership shall pay an administration fee and every candidate for examinations held by the Institute shall pay such fees as may be determined by the Council from time to time. The first annual subscription shall be payable on application for membership in accordance with Article 19A and thereafter the annual subscription shall be payable on the first day of January in each year, or by authorised Direct Debit instalments, provided that a Fellow may compound his annual subscription at rates to be determined from time to time.

19A The first annual subscription shall be made as follows:

- (i) Any applicant who becomes a member of the Institute during the period 1 January to 31 March during any year shall pay a subscription equal to the full annual subscription.
- (ii) Any applicant who becomes a member of the Institute during the period 1 April to 30 June during any year shall pay a subscription equal to three-quarters of the full annual subscription.
- (iii) Any applicant who becomes a member of the Institute during the period 1 July to 30 September during any year shall pay a subscription equal to one half of the full annual subscription.
- (iv) Any applicant who becomes a member of the Institute during the period 1 October to 31 December during any year shall pay a subscription equal to one-quarter of the full annual subscription.

20 The Council may release any member from the payment of all or any future annual subscriptions in a case of ill health or misfortune or retirement from active professional life.

**Release from
annual
subscriptions**

21 The Council may, with the sanction of the members at a general meeting, borrow any moneys for the purposes of the Institute on such terms as may be authorised thereat and secure the same by the issue of debentures, or otherwise, and pay interest thereon.

**Borrowing
powers**

22 Subject to the provisions of the memorandum of association, the Council may invest, bank or otherwise deal with any moneys not required for immediate use as it shall think fit and to all intents as though it were beneficially entitled thereto.

**Powers of
investment**

Notwithstanding the above the Council shall not exercise any power or discretion in such a way that the Institute shall cease to be legally charitable.

VICE-PRESIDENTS, HONORARY FELLOWS, LIFE MEMBERS AND HONORARY MEMBERS

23 Vice-Presidents shall comprise such Fellows as the Institute in general meeting may elect as Vice-Presidents.

**Vice-
Presidents**

A member who wishes to nominate a Fellow for election as a Vice-President shall cause to be delivered at the Office at least six months before an annual general meeting a written notice stating the name of the Fellow whom he wishes to nominate and the name of a member seconding such nomination together with the written consent of such Fellow to become a Vice-President.

Each nomination so received shall be submitted first to the Council for its approval and, subject always to that approval being given, shall be submitted to the said annual general meeting.

Vice-Presidents shall not be required to contribute to the funds of the Institute except in the case of a winding up.

**Honorary
Fellows**

24 The Council may elect Honorary Fellows provided that the total number of such Fellows shall not exceed forty.

Honorary Fellows shall not be required to contribute to the funds of the Institute except in the case of a winding up.

**Life
Members**

25 The Council may elect any members to be Life Members if in the opinion of the Council such members have given long and valuable service in the interests of the Institute; provided that not more than four Life Members shall be elected in any one calendar year.

Life Members shall not be required to contribute to the funds of the Institute except in the case of a winding up.

**Honorary
Members**

26 The Council may elect any members who have retired from active professional life to be Honorary Members if in the opinion of the Council such members have given long and valuable service in the interests of the Institute or any of its branches.

Honorary Members shall not be required to contribute to the funds of the Institute except in the case of a winding up.

GENERAL MEETINGS

**Annual
general
meetings**

27 An annual general meeting shall be held once in every calendar year at such time (not more than fifteen months after the holding of the last preceding annual general meeting) and at such place as the Council shall appoint.

**Extra-
ordinary
general
meetings**

28 All general meetings other than annual general meetings shall be called extraordinary general meetings. The Council may, whenever it thinks fit, convene an extraordinary general meeting and it shall, upon a requisition made in writing by members representing not less than one-tenth of the total voting

rights of all the members of the Institute having a right to vote at the time at general meetings of the Institute, forthwith proceed duly to convene an extraordinary general meeting of the Institute.

29 If within 42 days from the date of the deposit of a requisition the Council does not proceed to convene an extraordinary general meeting, the requisitioners may themselves convene a meeting as provided for by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Institute with a right to vote may convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Council.

**Convening of
extraordinary
general
meeting on
requisition of
members**

NOTICE OF GENERAL MEETINGS

30 Not less than 21 days' notice of every general meeting (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given), specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given to the members entitled to attend and vote thereat and to the auditors of the Institute in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute; but with the agreement of such members as are prescribed by Section 369(3) of the Act a meeting may be convened by a shorter notice.

**21 days'
notice**

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 the same shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

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| Special
business | 31 All business shall be deemed special that is transacted at an extraordinary general meeting, as well as all that which is transacted at any annual general meeting, with the exception of the consideration of the income and expenditure accounts and balance sheets, and the reports of the Council and auditor, and the fixing of the remuneration of the auditor. |
| Quorum | 32 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, twenty-five members personally present and entitled to vote shall be a quorum. |
| No
quorum | 33 If within half an hour from the time appointed for the meeting a quorum is not 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, 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. |
| Chairman | 34 The President of the Institute shall preside as chairman at every general meeting, but if within fifteen minutes of the time at which any such meeting is due to commence, neither he, nor the Past President nor the President Elect shall be present, the meeting shall proceed to elect one of the members of the Council to the chair and the member so elected shall preside at that meeting. |
| Adjourn-
ment of
meetings | 35 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 ten days or more, notice of the adjourned meeting shall be given in the same manner as if it were an original meeting. Save as aforesaid it shall not be necessary to give any |

notice of adjournment or of the business to be transacted at an adjourned meeting.

36 All resolutions which it is desired to submit to the annual general meeting in any year shall be lodged at the Office not later than 31 January preceding the date of the meeting and all resolutions which it is desired to submit to an extraordinary general meeting shall be lodged at the Office not less than six weeks prior to the date of the meeting. Except in the case of a meeting convened upon the requisition of members, no resolution shall be submitted which has not been approved first by the Council.

**Times for
lodging
resolutions**

37 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 demanded (before or on the declaration of the result of the show of hands) by at least five members present in person or by proxy entitled to vote or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll is 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, or not carried by a particular majority, and an entry to that effect in the book of the proceedings of the Institute shall be conclusive evidence of the fact.

Voting

38 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.

Poll

A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

Equality of votes

39 In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

VOTES OF MEMBERS**Voting rights**

40 Subject to the provisions of article 39 above every member shall have one vote at a general meeting. Votes may be given personally or by proxy.

Member of unsound mind

41 A member in respect of whom an order has been made either under the Mental Health Act 1983 or by the Court of Protection may, whether on a show of hands or on a poll, by his committee or *curator bonis* or other person, vote by proxy.

Deposit of instrument appointing a proxy

42 The instrument appointing a proxy shall be deposited at the Office 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, and in default the instrument of proxy shall not be valid.

Instrument of proxy

43 An instrument appointing a proxy shall be in writing, executed by the appointer and shall be in the following form -

‘INSTITUTE OF BIOMEDICAL SCIENCE’

I, _____, of _____
being a member of the Institute of Biomedical Science, and
entitled to vote, hereby appoint as my proxy

_____, of _____
a member of the Institute, or failing him the duly appointed
chairman, to vote in my name and on my behalf at the annual or
extraordinary general meeting of the Institute of Biomedical
Science to be held on the _____ day of _____
or any adjournment thereof. In the absence
of any conflicting instruction the proxy may vote as he thinks fit
or abstain from voting.

I instruct my proxy to vote as follows:

(Circle the desired option/s)

Resolution No. For/Against/Discretion

Resolution No. For/Against/Discretion

etc etc

Dated this day of Signed

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL

44 The Council shall be composed of not fewer than twelve and not more than thirty corporate members of the Institute, comprising: **Composition of Council**

- (i) the President, the Past President, the President Elect and the Treasurer, *ex officio*;
- (ii) not more than twelve persons elected by members of the Institute registered within the regions ('regional members'); and
- (iii) not more than twenty persons elected by the members of the Institute ('national members').

45 The members of the Council may from time to time appoint any other corporate member of the Institute to be a member (either national or regional) of the Council, whether to fill a casual vacancy or by way of addition to the Council, but so that the maximum numbers fixed as above shall not be exceeded thereby. Any member of the Council appointed under this article shall hold office only until the annual general meeting following next after his appointment, but then shall be eligible for election. Any regional member appointed under this article to fill a casual vacancy and elected at the next annual general meeting shall **Casual vacancies**

thereafter continue to hold office only for the remainder of the three year term of his predecessor when he shall retire and be eligible for election.

**Power to
act during
vacancy**

46 The members for the time being of the Council may act, notwithstanding any vacancy in their body, provided always that in case the Council shall at any time be or be reduced in number to fewer than six it shall be lawful for them to act as the Council for the purpose of filling vacancies in their body or calling a general meeting of the Institute, but not for any other purpose.

Expenses

47 The Institute shall pay such out-of-pocket expenses as may properly be incurred by the members of the Council in attending general meetings of the Institute or of the Council or of committees of the Council or otherwise performing duties on behalf of the Council.

**Statutory
retirement
age not to
apply**

48 The provisions of Section 293 of the Act shall not apply to the Institute.

DUTIES AND POWERS OF THE COUNCIL

**Management
and ‘No
detriment’**

49 The business of the Institute shall be managed by the Council who may exercise all such powers of the Institute as are not required either by the Act, or by these articles, to be exercised by the Institute in general meeting, subject nevertheless to the provisions of the Act and these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Institute in general meeting, but no regulations made by the Institute in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

Minutes

50 The Council shall cause minutes to be made in books provided for the purpose:

- (i) of all appointments of officers made by the Council;

- (ii) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council; and
- (iii) of all resolutions and proceedings at all meetings of the Institute, and of the Council and of any committee of the Council;

and every member of the Council present at any meeting of the Council or committee of the Council shall sign his name in a book to be kept for that purpose.

51 The Council may appoint examiners and lecturers as they think fit and may fix the term for which any such examiners and lecturers are to hold office, and prescribe their duties, and fix their remuneration. Provided always that the number of members of the Council receiving payment for acting as examiners and lecturers shall not at any one time exceed two-thirds of the total number of members of the Council for the time being and that the rates of fees paid to such Council members shall not exceed those paid to examiners and lecturers who are not Council members. Provided also that no such member of the Council shall vote upon any resolution concerning the appointment or remuneration of examiners or lecturers.

**Examiners
and
lecturers**

OFFICERS

52 The Council shall elect one of its number to be President of the Institute and that person shall take the chair at meetings of the Council. The President shall hold office for a period of two years and shall not be eligible for re-election until four years have elapsed since the completion of that term of office as President.

President

53 The immediate past President of the Institute shall be called the 'Past President' and shall preside at meetings at which the President is not present within 15 minutes of the time at which the meeting is due to commence. The Past President shall

**Past
President**

take office in such capacity on the same day as that on which the President takes office and shall hold office for one year. Following the termination of the one year term of office the office of Past President shall remain unoccupied until the current President of the Institute completes the term of office and automatically becomes the Past President. If the Past President shall be unwilling or unable so to act the Council may elect any other Fellow to act in that capacity.

**President
Elect**

54 At least one year before a new President is due to take up office the Council may elect one of its number to be President Elect. The President Elect shall hold office in that capacity for one year prior to the next election of the President of the Institute. The President Elect shall take office in such capacity on the same day as that on which the Past President ceases to hold office. The President Elect shall preside at meetings at which the President is not present within 15 minutes of the time at which the meeting is due to commence.

**If no *ex
officio*
chairman**

55 If within 15 minutes of the time at which any meeting is due to commence, neither the President nor the Past President nor the President Elect (as the case may be) be present, the meeting shall proceed to elect one of the members of the Council to the chair, and the member so elected shall preside at the meeting.

Treasurer

56 The Council may appoint a Treasurer, who shall be a corporate member of the Institute and shall serve for a period of one year and be eligible for immediate re-election.

**Disqualifica-
tion**

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

57 No person shall remain a member of the Council if he:

- (i) becomes bankrupt; or
- (ii) becomes prohibited from being a member of the Council by reason of any order made under the Act; or

- (iii) has an order made in respect of him under the Mental Health Act 1983 or becomes of unsound mind; or
- (iv) resigns his office by notice in writing to the Institute; or
- (v) is directly or indirectly interested in any contract with the Institute and fails to declare the nature of his interest in manner required by Section 317 of the Act; or
- (vi) ceases for any cause to be a corporate member of the Institute; or
- (vii) is requested in writing by all the other members of the Council to resign.

ELECTION OF MEMBERS OF THE COUNCIL

58 At the close of the annual general meeting of the Institute held in each year, members of the Council shall retire in the following proportions: **Proportions due to retire**

- (i) one-third of the national members, or, if their number is not three or a multiple of three, then the number nearest one-third;
- (ii) all the regional members of the Council the date of whose last election to that office was more than 30 months prior to the date of such annual general meeting;
- (iii) all persons who are due to retire under the provisions of article 45 because they hold office by virtue of an appointment made by the Council under the said article.

**Determina-
tion of
retirement
dates**

59 The national members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

**Eligibility
for re-
election**

60 A retiring national or regional member of the Council shall be eligible for re-election subject to his having first been nominated for election under article 65.

**Election of
Council**

61 The election of members of the Council in the place of those retiring at any annual general meeting (if the number of candidates shall exceed the number of vacancies) shall be made by a ballot of the members of the Institute entitled to be present and vote at such meeting. Every such member of the Institute shall be entitled to vote on the election of national members of the Council; each regional member of the Council shall be elected by members of the Institute who are registered in the region for which the regional candidates stand.

**Ballot
papers**

62 Ballot papers containing the names of all candidates and clear and precise directions as to the number of vacancies and the method of voting, shall be sent by post to the members of the Institute not later than 21 days prior to the date of the annual general meeting and shall be received by scrutineers appointed by the Institute at the address shown on the ballot paper not later than 7 days prior to the said meeting and any ballot papers received after that date shall be void. The accidental omission to send a ballot paper to or the non-receipt of a ballot paper by a member or the non-receipt by the scrutineers of a completed ballot paper shall not invalidate the election. The decision of the Council as to whether for any reason any ballot paper completed or purported to be completed shall be rejected and the votes thereby cast or purported to be cast declared to be ineffective shall be final and binding on all parties. The result of the election shall be declared at the said annual general meeting. In the case of equality of votes, the chairman of the said meeting shall have a casting vote.

The provisions hereinafter contained in relation to notices shall apply *mutatis mutandis* to ballot papers.

63 The Institute may from time to time in general meeting increase or reduce either the minimum or the maximum numbers of members of the Council and may also determine in what rotation the increased or reduced number is to go out of office.

**Increase/
reduction
in Council**

64 The Institute may remove any national or regional member of the Council before the expiration of his period of office, by ordinary resolution of which special notice has been given in accordance with Section 379 of the Act, and may, by ordinary resolution, appoint another corporate member in his stead. The corporate member so appointed shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected a member of the Council.

**Removal
from office**

65 Any member of the Institute wishing to nominate a corporate member for election as a member of the Council shall cause to be delivered to the Office, at least 13 weeks before the meeting at which the result of such election is to be declared, (i) a written notice addressed to the Secretary stating the name of the corporate member nominated, (ii) the name of some other member who will second such nomination, and (iii) a written undertaking by the nominee to serve, if elected. If the number of such nominees shall be equal to or less than the number of vacancies the persons so nominated shall be deemed to be elected.

**Nominations
for
membership**

66 If between the closing date for nominations for the election of members of the Council and the date of the meeting at which the result thereof is to be declared any person named in such ballot paper shall die or shall be disqualified for any of the reasons mentioned in article 57(i), (ii), (iii) or (vi), and the result of such ballot shall be that if such person were alive or had not been so disqualified he would have been elected to be a member of the Council, his election (but not that of any other persons elected by the same ballot) shall nevertheless be void. The

**Void
elections**

vacancy thereby caused and any vacancy caused by the number of candidates being less than the number of vacancies shall be deemed to be a casual vacancy occurring immediately after the said meeting which may be filled by the Council under article 45 hereof.

PROCEEDINGS OF COUNCIL

- Regulation of business** **67** The Council may meet for the despatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes of members present. In case of an equality of votes, the chairman shall have a second or casting vote. A committee appointed by the Council to deal with any matter or any five members of the Council may, and the Secretary on the requisition of such committee or members shall, at any time summon a meeting of the Council. A member of the Council shall not vote on any contract in which he has a financial interest or on any matter arising thereout and if he does so vote his vote shall not be counted.
- Council quorum** **68** The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall
- (i) be nine when the full Council exceeds twelve in number; and
 - (ii) in any other case be the full Council.
- Committees** **69** The Council may delegate any of its powers to committees consisting of three or more of its members as it thinks fit, but any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Council.
- Committee chairman** **70** A committee shall elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding

the same, the members present may choose one of their number to be chairman of the meeting.

71 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of members present. In the case of equality of votes, the chairman shall have a second or casting vote.

**Committee
voting**

72 A resolution determined on without any meeting of the Council and evidenced by writing under the hands of at least three-fourths of the members of the Council (notwithstanding that such resolution may be signed by members of the Council at different places or times) or under the hands of at least three-fourths of the members of a committee (notwithstanding that such resolution may be signed by such members at different places or times), shall be as valid and effectual as a resolution duly passed at a meeting of the Council or of such committee.

**Validity of
resolutions**

73 All acts done by any meeting of the Council or by a committee appointed by the Council, or by any person acting as a member of the Council, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any member of the Council or of any person acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every person had been duly elected or appointed and was qualified to be a member of the Council.

**Defective
elections**

NOTICES

74 A notice may be given by the Institute to any member either personally or by sending it by post to him to the address, if any, within the United Kingdom supplied by him to the Institute for the giving of notices to him.

**Notices:
how given**

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same was posted.

Notices: to whom given

75 Notices of every general meeting shall be given in manner hereinbefore authorised to every member entitled to attend and vote at such meeting, except those members who have not supplied to the Institute an address within the United Kingdom for the giving of notices of them, and notice thereof shall also be given to the auditor for the time being of the Institute. No other persons shall be entitled to receive notices of general meetings.

ACCOUNTS**Books of account**

76 The Council shall cause proper books of account to be kept with respect to:

- (i) all sums of money received and expended by the Institute and the matter in respect of which the receipt and expenditure takes place;
- (ii) all sales and purchases of goods by the Institute; and
- (iii) all assets and liabilities of the Institute.

Where books of account kept

77 The books of account shall be kept at the Office, or at such other place or places in England as the Council thinks fit, and shall always be open to the inspection of the members of the Council.

Accounts to be open for inspection

78 The accounts and books of the Institute shall be open to the inspection of members at all reasonable times during business hours, subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed by the Institute in general meeting.

Statutory accounts

79 From time to time, in accordance with the Act, the Council shall cause to be prepared and to be laid before the Institute in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in the Act.

80 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in general meeting, together with a copy of the auditor's report, shall be sent not less than 21 days before the date of the meeting of all persons entitled to receive notices of general meetings of the Institute.

**Distribution
of accounts**

AUDIT

81 An auditor shall be appointed and his duties regulated in accordance with the Act.

Audit

ADMINISTRATION

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

Seal

83 The Council may, from time to time, by resolution appoint a Secretary or a temporary substitute for the Secretary and such substitute shall for all the purposes of these articles be deemed to be the Secretary during the period for which he is appointed. The remuneration of such Secretary may be by way of salary or by way of any other increment or reward as the case may be determined by the Council from time to time.

Secretary

84 The Council may, from time to time, by resolution appoint such permanent or temporary officers as they may deem to be necessary, and may remunerate such officers by way of salary.

**Permanent
and
temporary
staff**

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