

THE COMPANIES ACT 1948 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
INSTITUTE OF HOSPITALITY**

(adopted by Special Resolution dated 16th January 2007)

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(adopted by special resolution dated _____ 2007)

INTERPRETATION

1. In these regulations, unless the context otherwise requires the following expressions shall have the following meanings:-

“The Act”	means the Companies Act 1948 (as amended);
“Address”	includes, in relation to an electronic communication, any number or address used for the purpose of such communications;
“The Institute”	means the above named Institute;
“Auditors”	means the auditors appointed at the annual general meeting of the Institute;
“Bye-Laws”	means those bye-laws made by the Executive Council in accordance with Article 35;
“Communication”	communication includes a communication comprising sounds or images or both;
“Voting Members of the Institute”	shall include Fellows, Honorary Fellows, Members and Life Members;

“Deputy Secretary”	means the person appointed by the Executive Council to act in place of the Secretary in accordance with Article 44;
“Electronic Communication”	means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa): (a) by means of a telecommunications system (within the meaning of the Telecommunications Act 1984);or (b) by other means but while in an electronic form;
“Executive Council	means the members for the time being of the Executive Council hereby constituted who are the directors and trustees of the Institute;
“Fellows”	has the meaning given to that term in Article 4(1);
“Honorary Fellows”	has the meaning given to that term in Article 4(2);
“International Branches”	means those overseas groups of the Institute established by the Executive Council in accordance with Article 40;
“In writing”	means written or printed or partly written or partly printed;
“Life Member”	has the meaning give to that term in Article 4(4);
“Member”	has the meaning given to that term in Article 4(3);
“Member of the Institute”	shall mean either Voting member or a Non-Voting Member of the Institute (as the case may be);
“Month”	means a calendar month;

“Non-Voting Members of the Institute”	shall include persons belonging to any class of membership other than Fellow, Member or Honorary Fellow or Life Member within the meaning of Article 4;
“Nominations Committee”	means the body responsible for nominating candidates for appointment to the President or Executive Councillor roles;
“President”	means the person appointed by the Executive Council to such position in accordance with Article 37;
“Seal”	means the corporate seal of the Institute;
“Secretary”	means the person appointed by the Executive Council as Company Secretary of the Institute in accordance with Article 44;
“Term of Office”	the period between successive Annual General Meetings;
“UK Branch”	means a branch of the Institute created by the Executive Council in accordance with Article 39 below.

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

Words importing persons include corporations.

Words importing the masculine gender include the feminine gender.

MEMBERSHIP

General Membership

2. The members of the Hotel and Catering Institute and the Institutional Management Association on the 27th day of November 1971 and such other persons as shall be admitted to membership in accordance with these regulations and none others, shall be Members of the Institute, and shall be entered in the Register of Members accordingly, but so that the Register of Members shall include Voting members only.

Members of the Institute subject to Bye-Laws

3. The election of any person to membership, his transfer to any class of membership and the subscription payable to each class of membership shall be subject to Bye-Laws. The Executive Council may, at its discretion, increase, reduce, remit or compound the

annual subscription or the arrears of annual subscription, of any Member of the Institute.

4. The Voting Members of the Institute shall be divided into the following classes:

Fellows (1) Fellows shall be such persons as are of such standing in the professions as to qualify for this class and shall have been members for a period as determined by the Executive Council or have been outstandingly successful in the profession;

Honorary Fellows: (2) Honorary Fellows shall be such persons as were Honorary Fellows of the Hotel and Catering Institute and the Institutional Management Association at the 27th November 1971 and such persons as the Executive Council may from time to time appoint, the appointment to be determined from time to time in accordance with Bye-Laws;

Members (3) Members shall be such persons as were members and Associate members of the Hotel and Catering Institute and members of the Institutional Management Association at the 27th November 1971 and such persons as shall satisfy the educational requirements of the Institute or such other persons whose qualifications and experience may be accepted by the Executive Council;

Life Members (4) Life Members shall be Voting Members of the Institute who in the opinion of the Executive Council have performed outstanding service to the Institute and who the Executive Council have determined shall be admitted as Life Members.

Non-Voting Grades of membership

5. The Executive Council may from time to time by means of Bye-Laws determine the conditions upon which persons may become Non-Voting Members of the Institute.

Number of Members of the Institute unlimited

6. For the purposes of registration, the number of Members of the Institute is taken to be unlimited.

Exemption

7. The Executive Council may at its discretion, grant full or partial exemption from the educational requirements for Membership of the Institute.

Privileges of Members

8. No Member of the Institute shall, by reason of his Membership of the Institute, be entitled to any privileges other than those which, by these Articles, attach to the specific class of the Institute to which he belongs.

Privileges are Personal

9. The rights and privileges of every Member of the Institute shall be personal to himself, and shall not be transferable or transmissible by his own act, or by operation of the law.

Duties of Members of the Institute

10. Every Member of the Institute shall be bound to further to the best of his ability the objects and interests of the Institute and shall observe all Bye-Laws lawfully made pursuant to these Articles.

Cessation of membership

11. Any person ceasing to be a Member of the Institute from any cause whatsoever shall not, nor shall his personal representatives, have any claim upon or interest in the funds or property of the Institute by reason of his former membership and this Article shall apply and be effective without prejudice to the right of the Institute to claim from such Member of the Institute or his personal representatives any subscriptions or other sums due from his or owing by him to the Institute at the time of him ceasing to be a Member.

Resignation of Members of the Institute

12. Any Member of the Institute may resign his Membership of the Institute by giving notice in writing, accompanied by his certificate of membership, to the Executive Council. If such notice is not received at the registered office of the Institute before the day on which the annual subscription becomes due (and the Executive Council's decision in this respect shall be final and binding on the Member of the Institute) then that Member of the Institute shall be liable to pay his annual subscription for the ensuing calendar year.

Suspension and Termination of Membership of the Institute

13.
 - (1) In the case of any Member of the Institute:
 - (a) whose annual subscription or any other sum due from him to the Institute is in arrears for four months from the date upon which payment becomes due;
 - (b) who has become of unsound mind;

- (c) who has been found on enquiry, conducted by the Executive Council and at which the Member of the Institute shall have been given reasonable opportunity to be present and speak on his behalf, to have been guilty of dishonourable, disgraceful or unprofessional conduct prejudicially affecting his professional status or the reputation of the Institute, either before or after his admission to the Institute.

The Executive Council shall in any such case have power:

- (i) to suspend his membership for such period, upon such terms and subject to such conditions as the Executive Council shall in its absolute discretion think fit; or
 - (ii) to terminate his membership and remove his name from the Register of Members.
- (2) Any person excluded from the Institute under this clause may appeal to the Executive Council and shall thereupon have the right to demand that the matter shall be referred to three arbitrators (one chosen by the Executive Council one by the aggrieved party and one by the two arbitrators) whose decisions shall be final and binding on both parties. Such arbitrators shall have the power by their award to annul the exclusion or to annul it subject to the performance of any conditions which the arbitrators may think fit to impose.
- (3) A person who shall have ceased to be a Member of the Institute by virtue of this Article shall nevertheless continue to be liable for all subscriptions and other sums due from him to the Institute at the date of the cessation of his membership.

EXECUTIVE COUNCIL

- 14. Subject always to the provisions of these Articles, the administration, direction and management of the affairs of the Institute shall be vested in the Executive Council.
- 15. Unless otherwise determined by the Institute in general meeting the membership of the Executive Council shall be constituted of 15 members as follows: 9 members directly elected by the voting membership of the Institute and 6 appointed members drawn from a list provided by the Nominations Committee each of whom shall be directors and trustees of the Institute.

Appointment of The Executive Council

Elected Council Members

- 16. Any paid up voting member of the Institute who may wish to nominate a person for election to the Executive Council shall deliver to the Secretary of the Institute, at least

sixty calendar days before the annual general meeting, a written notice in the prescribed form, signed by him and containing the name and address of the person being nominated for election to the Executive Council such notice to be also signed by or supplemented by a signed notice from another paid up voting member who wishes to second the nomination, accompanied by a statement of the nominee's policies and a written undertaking by the nominee to serve, if elected, any nominee may withdraw should they so wish. The nominee must be a paid up member of the Institute

17.

- (1) Provided candidates in excess of the number of vacancies have been nominated, ballot papers shall be sent by the independent body appointed for the purpose by the Executive Council, to all paid up Voting Members of the Institute at least forty five calendar days before the date of the annual general meeting. The ballot papers should be returned by post to the independent body, to be received at least fourteen days before the day of the annual general meeting.
- (2) If the number of candidates nominated by the membership is equal to or less than the number required then those so nominated will be deemed to be elected. The Executive Council shall in its discretion determine how any remaining vacancy shall be filled until the elections in the following year.
- (3) Each paid up Voting Member of the Institute shall be entitled to cast one vote in respect of each vacancy on the Executive Council. No ballot paper shall be valid if it has not been signed by the Voting Member of the Institute casting the vote. No vote in such postal ballot may be cast by proxy.
- (4) Representatives of the independent body shall count the votes and certify the result in writing to the Chairman of the annual general meeting. The Chairman shall announce the result at the meeting and if there is an equality of votes in the election, he shall announce this fact, and draw lots on behalf of the tied candidates to decide who amongst them is to be elected and the result of the drawing of lots shall be notified to the membership through the earliest edition of the house magazine.
- (5) Provided that the Chairman and the Members of the Institute present at the Annual General Meeting are satisfied that the postal ballot has been carried out in accordance with these Articles the Chairman shall announce the names of the persons successful in the ballot and declare them to be duly elected members of the Executive Council
- (6) Articles 73-77 shall apply to all notices sent out in connection with such postal ballot:

Appointed Council Members

- (7) Following the announcement of the election results the Executive Council will at its first meeting following the AGM consider candidates put forward by the Nominations Committee for appointment to the Executive and make the appropriate number of appointments to ensure the requisite number of required appointed Executive Council members are in place for the next Executive Meeting.
 - (8) Members of the Executive Council shall serve for a maximum of three Terms of Office and shall be eligible for re-election or re-appointment for one further period of three Terms of Office After six consecutive Terms of Office the Member must stand down and not offer himself for re-election or re-appointment until period of thirty six months has elapsed from the date on which he stood down.
 - (9) At the Annual General Meeting one third of the appointed and one third of the elected members of the Executive Council who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one member of the Executive Council who is subject to retirement by rotation he shall retire.
 - (10) The members of the Executive Council to retire by rotation shall be those who have been longest in office since their last election appointment or reappointment, but as between persons who became or were last re-appointed members of the Executive Council on the same day those to retire shall (unless they agree amongst themselves) be determined by a lot.
18. No person who is not a paid up member of the Institute shall in any circumstances be eligible to hold office as a Member of the Executive Council.
- 19.
- (1) Casual vacancies arising in relation to elected members on the Executive Council, whether by death, resignation or other cause may be filled by the Executive Council by the appointment of any paid up Voting Member of the Institute. Any member so appointed shall remain in office until the next Annual General Meeting and shall then be eligible to stand for election or appointment in any capacity.
 - (2) Casual vacancies arising in relation to appointed members on the Executive Council whether by death, resignation or other cause may be filled by the Executive Council by the appointment of a member nominated by the Nominations Committee Any member so appointed shall remain in office until the next Annual General Meeting and shall then be eligible to stand for election or appointment in any capacity.
20. Subject to the provisions of Article 29 the members of the Executive Council may act notwithstanding any vacancy in their body. Should there be more than four vacancies

the remaining members may act as the Executive Council only for the purposes of admitting persons to membership of the Institute, filling up vacancies in their body, or of summoning a General meeting but not any other purpose.

21. The quorum for the transaction of the business of the Executive Council may be fixed by the Executive Council but shall not be less than one third of their number or two members of the Executive Council whichever is the greater.
22. A resolution in writing signed by all the members of the Executive Council shall be as valid and effectual as if it had been passed at a properly constituted meeting of the Executive Council. Any such resolution may consist of several documents in the like form (including facsimile transaction) and signed by one or more of the Executive Council for the time being entitled to receive notice of a meeting of the Executive Council.
23. The contemporaneous linking together by telephone or similar communicating equipment of the Secretary and members of the Executive Council being in number not less than the quorum required for the transaction of the business of the Executive Council, whether in the United Kingdom or elsewhere in the world, shall be deemed to constitute a meeting of the Executive Council, so long as the following conditions are met:-
 - (1) the members of the Executive Council for the time being entitled to receive notice of any meeting of the Executive Council shall have received notice of any such meeting and be entitled to be linked by telephone for the purpose of such a meeting;
 - (2) Subject as provided in sub-regulation 4, each of the members of the Executive Council taking part and the Secretary must be able to hear each of such other persons taking part throughout the meeting;
 - (3) at the commencement of the meeting each participant must acknowledge his presence to all other persons taking part in such meeting;
 - (4) unless he has previously obtained the consent of the chairman of the meeting a person may not leave the meeting by disconnecting his telephone and shall conclusively be presumed to have been present and to have formed part of the quorum throughout the meeting. The meeting shall be deemed to have been validly conducted notwithstanding that a participant's telephone is accidentally disconnected during the meeting, and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected;
 - (5) a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if signed by the chairman of such meeting.

24. A member of the Executive Council shall be treated as present at a meeting of the Executive Council notwithstanding that he is not physically present if he is in communication with the meeting by telephone or similar communicating equipment. A member of the Executive Council who is in communication as aforesaid shall be counted as part of the quorum for such meeting.

Vacation of Office

25. The office of a member of the Executive Council shall be vacated:
- (1) If he cease for any reason to be a Voting Member of the Institute
 - (2) If he fail to attend at the least two meetings of the Executive Council in any twelve consecutive months without the consent of the Executive Council and the Executive Council so resolve.
 - (3) If he become bankrupt or suspend payment, or compound with or make an assignment of his property for the benefit of his creditors.
 - (4) If he become of unsound mind.
 - (5) If he be convicted of an indictable offence.
 - (6) If by notice in writing he resigns from the Executive Council, as provided by Article 26 hereof.
 - (7) If he ceases to hold office by reason of any order made under Part IV Insolvency Act 1986
 - (8) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act
 - (9) In addition and without prejudice to the provisions of Section 303 of the Act, the Institute may by extraordinary resolution remove any member of the Executive Council before the expiration of his period of office, and may by an ordinary resolution appoint a Voting Member of the Institute where necessary in his stead; but any person so appointed shall retain his office, so long only as the member in whose place he is appointed would have held the same if he had not been removed.
26. A member of the Executive Council may at any time resign from the Executive Council upon giving notice in writing to the Secretary of his intention to do so, and such resignation shall take effect from the date of the next following Executive Council meeting.

27. The Executive Council shall cause minutes to be duly entered in books provided for the purpose of all meetings of the Institute, Executive Council and Working Parties and all business transacted at such meetings, any such minutes if purporting to be signed by the Chair of such meetings or by the Chair of the next succeeding meeting or by the President shall be receivable as prima facie evidence of the matters stated in such minutes.
28. Three members of the Executive Council may, and on their request the Secretary shall at any time summon a meeting of the Executive Council by notice served on all the members of the Executive Council.
29. A meeting of the Executive Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Executive Council generally.
30. The Executive Council may permit attendance of observers at its meetings as it deems appropriate.
31. Questions arising at the meetings of the Executive Council shall be decided by a majority of votes, each member present being entitled to one vote. In the case of an equality of votes, the Chair shall have a second or casting vote. The Chairman of the Executive Council or, in her/his absence, the Vice Chairman of the Executive Council shall be entitled to preside as Chair at all meetings of the Executive Council at which he/she shall be present but if at any meeting the Chairman or Vice Chairman is not present within five minutes after the time appointed for the meeting and willing to preside, the members of the Executive Council present shall choose one of their number to be Chair of the meeting.
32. The Executive Council shall appoint and constitute a Nominations Committee comprising the Chairman of the Executive Council and four other Fellows of the Institute who are not Executive Councillors, and such Working Groups (consisting of members of the Executive Council, other Voting Members of the Institute or any other specialist advisors) as the Executive Council may think fit.
33. All acts bona fide done by any meeting of the Executive Council or of any Working Party appointed by the Executive Council or by any person acting as a member of the Executive Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting aforesaid, or that they or any of them were disqualified, be deemed valid as if every such person had been duly appointed or had duly continued in office and was qualified to be member of such Executive Council.

Powers of the Executive Council

34. In addition to the powers and authorities expressly conferred upon them by these Articles the Executive Council may exercise all such powers and do all such acts and

things as may be exercisable or done by the Institute and are not hereby or by statute expressly directed or required to be exercised or done by the Institute in general meeting.

35. Without prejudice to the general powers conferred by the last preceding Article, but subject to the provisions of the Memorandum of Institute, the Executive Council shall have the following powers, that is to say, power:-

- (1) to purchase, take on lease, or in exchange, or otherwise acquire for the Institute and to sell or otherwise dispose of (but as to the sale or disposal of real property only if sanctioned by a general meeting of Members of the Institute and subject to any terms or conditions on which the same is held) any property, rights or privileges which the Institute is authorised to acquire, at such price and generally on such terms and conditions as they think fit; and in particular to purchase or take on lease or hire offices for the work of the Institute at such place as they may think fit;
- (2) to take all necessary steps to promote the formation or establishment of local and/or district centres in any part of the world in order to facilitate the administration of the affairs of the Institute and generally to extend the Membership of the Institute internationally;
- (3) to appoint a Chief Executive, clerks, agents and other employees for permanent, temporary or special services in the United Kingdom and elsewhere as they may from time to time think fit, and (subject to sections 177 and 179 of the Act) to determine their powers and duties, and fix their salaries and emoluments (if any), and to require security in such instances and to such amount as they think fit, and to suspend or dismiss any of them as occasion may require;
- (4) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Institute, its officers or otherwise concerning the affairs of the Institute, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Institute;
- (5) to make and give receipts, releases and other discharges for money payable to the Institute, and for claims and demands of the Institute;
- (6) to invest, place on deposit and deal with any of the monies of the Institute not immediately required for the purposes thereof, upon real securities, or in the purchase of freehold or leasehold hereditament in the United Kingdom, or in any mode in which the trustees are or shall be by law, in absence of special direction authorised to invest trust monies under their control, and from time to time vary or realise such investments;

- (7) subject to the provisions of these Articles from time to time to make, vary and repeal Bye-Laws for the administration of the affairs of the Institute, its officers and servants, provided that no Bye-Law shall have any operation, validity or effect if it amounts to or involves such an alteration of or addition to these Articles as could only lawfully be made by special resolution;
- (8) to issue, sign, draw, endorse, negotiate, transfer and assign all cheques, bills, drafts, promissory notes, securities and instruments, negotiable and non-negotiable, to operate on the Institute's banking accounts;
- (9) to borrow any sum or sums of money for the purposes of the Institute and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit;
- (10) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such lawful acts, deeds and things in the name and on behalf of the Institute as they may consider expedient;
- (11) to pay all costs and expenses of and incidental to any of the aforesaid matters and things;
- (12) generally to adopt such lawful means, both in the United Kingdom and elsewhere, as they may think fit for carrying out the objects of the Institute from time to time;
- (13) to give, award or allow any superannuation payment or pension, gratuity or compensation to any employee of the Institute or his widow or children, that may appear to the Executive Council just or proper; whether or not any such person has or have a legal claim upon the Institute;
- (14) to offer such qualifications as it may think fit, and appoint examiners and moderators (with remuneration) in respect of the award of such qualifications. A member of the Executive Council shall not be barred from being an examiner or assistant examiner by virtue of this paragraph (14);
- (15) to appoint, remove or suspend officers, servants or agents on such terms and conditions as it thinks fit and agrees on, and fix such indemnities, guarantees, or securities (if any) to be taken from any of the officials of the Institute for the faithful discharge of their duties;
- (16) to appoint, remove or suspend examiners and moderators, as they think fit and to fix the term for which any such examiners and moderators are to hold office and prescribe their duties, and fix their remuneration;

- (17) to make such paid appointments as they consider necessary to enable the Institute to properly carry out its objectives as set out in the Memorandum of Institute;
- (18) to accept and hold in trust for the Institute any property belonging to the Institute or in which it is interested for any other purposes, and to execute all such deeds documents and things as may be requisite in relation to any such trust.

PATRON

- 36. The Executive Council shall have the power to appoint a respected figure to be the Patron of the Institute and for such a period and purposes as it sees fit. Any such person invited shall not be a political figure, will not necessarily be a Member of the Institute. The Executive Council have the right to remove Patron from office if he/she becomes unable or unsuitable (having regard in particular to the reputation of the Institute) to act in such a capacity.

PRESIDENT

- 37.
 - (1) The President shall be appointed by the Executive Council.
 - (2) The President shall be appointed from candidates put forward by the Nominations Committee for a maximum of four Terms of Office subject to an annual review.
 - (3) The function of the President shall be to act as a guardian of the standards of the Institute and to represent the Institute at the highest level in its relations with Government and other organisations. He/she shall not have responsibility for the day-to-day governance, direction and management of the Institute.

CHAIRMAN AND VICE CHAIRMAN

- 38.
 - (1) There shall be a Chairman and a Vice Chairman of the Executive Council of the Institute.
 - (2) The Chairman of Executive Council will be elected from among its own number for a maximum of four Terms of Office and will be subject to annual ratification by the Council.
 - (3) The Vice Chairman of Executive Council will be elected annually from among its own number.

UK BRANCH ORGANISATION

UK Branch Organisation

39.

- (1) No UK Branch shall be formed unless there are at least one and a quarter percent of the Voting Members of the Institute living or working in the area to be covered by the UK Branch. Subject to the aforesaid, the Executive Council may, at their discretion create UK Branches in such districts as they may decide, and the Executive Council shall have power to dissolve any such UK Branch at any time after it has been formed, or rearrange the UK Branch boundaries, and may make contributions towards or otherwise provide for all or any of the expenses of any UK Branch on such terms as the Executive Council may think fit.
- (2) All Members of the Institute resident or working in the area of a UK Branch shall be eligible for membership of that UK Branch though they may nominate otherwise.
- (3) The Executive Council shall report to each annual general meeting the formation or dissolution of any UK Branch and the change of the boundaries of any UK Branch.
- (4) A Member of the Institute shall be enrolled and able to vote in only one UK Branch.
- (5) All UK Branches so created shall be subject to the Bye-Laws of the Institute

INTERNATIONAL BRANCHES

International Branches

40.

- (1) The Executive Council may, upon application from time to time agree the establishment of International Branches where deemed appropriate in accordance with the requirements of the Bye-Laws, and the Executive Council shall have power to dissolve any such International Branch at any time after it has been formed, or re-arrange the International Branch boundaries.
- (2) All Members of the Institute resident or working in the area of the International Branch shall be eligible for membership of that International Branch though they may nominate otherwise
- (3) The Executive Council shall report to each annual general meeting the formation or dissolution of an International Branch

- (4) All International Branches so created shall be subject to the Bye-Laws of the Institute.
41. The Executive Council may invite representatives from International Branches to attend Executive Council meetings in such numbers and frequency as the Executive Council shall from time to time determine. Representatives from International Branches who are not also members of the Executive Council shall not be entitled to vote at these meetings.

SPECIAL INTEREST GROUPS

Special Interest Group Organisation

- 42.
- (1) The Executive Council may at their discretion create Special Interest Groups and shall have power to dissolve any Special Interest Group at any time after it has been formed and may make contribution towards or otherwise provide for all or any of the expenses of any Special Interest Group on such terms as the Executive Council may think fit;
- (2) All Special Interest Groups so created shall be subject to the relevant Bye-Laws of the Institute.

DIRECTORS

43. The members of the Executive Council from time to time shall be the directors of the Institute who shall be responsible for the execution of the Executive Council's policies and for the conduct of the business of the Institute.

SECRETARY

44. The Company Secretary shall be appointed by the Executive Council for such term, at such remuneration and upon such conditions as it shall think fit. Any person appointed by the Executive Council to the office of Chief Executive of the Institute may also be appointed as the Secretary but will not necessarily be so. The Executive Council may from time to time appoint a Deputy Company Secretary and any person so appointed may act in place of the Company Secretary if there be no Secretary capable of acting.
45. The provision of sections 283 and 286 of the Act shall be duly observed. Subject thereto the powers and duties of the Secretary, unless and until otherwise defined, amended or limited by the Executive Council, shall include the following:-
- (1) to keep the Register of Members and make all proper and necessary entries therein, as described in Article 68 hereof;

- (2) to attend such meetings of the Institute and of the Executive Council as shall be determined from time to time by the Executive Council, and to make notes of the proceedings, and at every meeting to present the minutes of the previous such meeting;
 - (3) to enter or cause to be entered in the minute books all proceedings of the Institute and the Executive Council and to take due care that all appropriate letters, papers and documents of every kind connected with the business of the Institute are properly filed and preserved.
46. Unless and until otherwise determined by the Institute in general meeting the Secretary and Deputy Secretary (if any) may be but need not be members of the Institute of any grade. The Secretary or Deputy Secretary shall not be eligible to serve on the Executive Council or be appointed an examiner for any of the Institute's examinations.

GENERAL MEETINGS

General Meetings

- 48.
- (1) The general meetings of Voting Members of the Institute shall be
 - (i) annual general meetings
 - (ii) extraordinary general meetings
 - (2) All Members of the Institute shall be entitled to attend general meetings of the Institute; Voting Members shall be entitled to vote thereat but in the absence of any decision to the contrary Non-Voting Members may attend but not vote at general meetings and Non-Voting Members so attending shall not count as "members present" in the construction of Articles 54-65.

Date of annual general meeting

47. The Institute shall hold a general meeting in every calendar year at its annual general meeting at such time and place as may be determined by the Executive Council , and shall specify the meeting as such in the notices calling it, provided that every annual general meeting shall be held no more than fifteen months after the holding of the last preceding annual general meeting.

Extraordinary General Meeting

48. All general meetings other than the annual general meeting shall be called extraordinary general meetings.

Calling of Extraordinary General Meetings

49. Without prejudice to the provisions of section 368 of the Act, the Executive Council may, whenever it thinks fit, and the Secretary shall on the requisition in writing of any (ten) members of the Executive Council or any fifty Voting Members of the Institute, forthwith proceed to convene an extraordinary general meeting of the Institute, and in the case of such requisition the following provisions shall have effect. The requisition must state the objects of the meeting and must be signed by the persons requisitioning such meeting and deposited at the registered office of the Institute and may consist of several documents in like form, each signed by one or more of the persons requisitioning such meeting.

Notice of General Meetings

50. Not less than twenty-one clear days' notice of every general meeting specifying the place, day and hour of meeting and in case of special business, the general nature of such business shall be given to the Auditors and the Voting Members of the Institute by notice sent by post or electronic communication or otherwise served as hereinafter provided.

Absence of Notice

51. The accidental omission to give any such notice to or the non-receipt of any such notice by any person entitled to receive the same shall not invalidate any resolution passed at any such meeting.

Business of General Meetings

52. The business of an annual general meeting shall be to receive and consider the accounts and balance sheet and the reports of the Executive Council and of the Auditors, to elect members of the Executive Council of the Institute and appoint Auditors and to transact any other business which under these Articles ought to be transacted at the annual general meeting. All other business and business transacted at an extraordinary general meeting shall be deemed special business.

Quorum for General Meeting

53. The quorum for a general meeting shall be thirty Voting Members of the Institute personally present and entitled to vote.
54. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business

If quorum not present

55. If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition shall be dissolved, but 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 at such other time as may be determined and if at such adjourned meeting a quorum is not present; those members who are present shall be a quorum and may transact the business for which the meeting was called.

Chair at General Meeting

56. The Chairman of Executive Council or, failing him, the Vice Chairman of Executive Council shall be Chair, and failing both, the members present shall elect a member of the Executive Council or if no member of the Executive Council be present, or if all the members of the Executive Council present decline to take the chair then the Members of the Institute present shall choose one of their number to be Chair of the meeting.

Conduct of Meetings

57. The following rules shall be applicable to all general meetings of the Institute:
- (1) All motions and amendments to motions shall be proposed and seconded before they can be put to the meeting. Amendments must be put in writing if required by the Chairman. Not more than one amendment to the original motion shall be placed before the meeting at one time.
 - (2) No matter which is not within the scope of the notice of the meeting shall be brought forward (otherwise than by the Executive Council) for discussion unless notice in writing of intention to bring forward the matter shall have been lodged with the Secretary ten clear days before the time fixed for the meeting or unless a majority of Members of the Institute present so agree.
 - (3) No Member of the Institute present other than the mover shall be entitled to speak more than once to each substantive motion and to each amendment except with the leave of the Chair provided that nothing in this paragraph shall be held to prevent any such Member of the Institute from addressing the Chair on a point of order. The mover of a substantive motion shall be entitled to address the meeting in reply.

Voting or Demand for Poll

58. 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 by at least two Members of the Institute present in person or by proxy and entitled to vote 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 minute book of the Institute shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution. Votes on a poll shall be taken in accordance with Article 65. The demand for a poll may be withdrawn.
- 59.
- (1) If a poll is duly demanded it shall be taken in such a 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.
 - (2) In the case of an equality of votes, whether on a show of hands or 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.
 - (3) No poll shall be demanded on the election of a Chairman or at any question of adjournment.
 - (4) A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.
 - (5) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Adjournment

60. The Chairman of a general meeting may, with the consent of the meeting, adjourn the same 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

VOTING POWERS

61. At all general meetings every Voting Member of the Institute present in person shall have a vote.
62. Members of the Institute may record their votes by proxy in accordance with the provisions of the next Article.

63.

- (1) On a poll votes may be given either personally or by proxy.
- (2) The appointment of a proxy shall be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the appointer. Subject to Article 65(3) a member may appoint more than one proxy to attend on the same occasion but only one proxy may vote in relation to any given resolution. Deposit of an instrument or proxy shall not preclude a Voting Member of the Institute from attending and voting at the meeting or any adjournment thereof.
- (3) The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:
 - (i) in the case of an instrument in writing, be deposited at the registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institute in relation to 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; or
 - (ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purposes of receiving electronic communications:
 - (a) in the notice convening the meeting; or
 - (b) in an instrument of proxy sent out by the Institute in relation to the meeting; or
 - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Institute in relation to the 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, and an appointment of proxy which is not deposited, delivered or received in a manner so permitted will be invalid.

- (4) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (5) A vote given in accordance with an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall

have been received by the Institute at the registered office or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received, before commencement of the meeting or adjourned meeting at which the proxy is used.

- (6) A proxy shall be a Member of the Institute.

Form of Proxy

THE HOTEL AND CATERING INTERNATIONAL MANAGEMENT INSTITUTE

(Extraordinary/Annual) General Meeting

I (full name in block capitals please) of..... (address)
 being a Member of the above named Institute
 hereby appoint the Chair of the Meeting/or (see note (2))
of.....
 as my proxy for me on my behalf of the (Extraordinary/Annual) General Meeting of the Company to be held on • 200• at • am/pm and at any adjournment thereof.

The Proxy is to vote as instructed in respect of the resolutions specified below. In the absence of any instructions the Proxy will vote or abstain as he thinks fit.

I direct that my vote be cast on the special resolution as indicated by an “X” in the appropriate box.

(Special/Ordinary) Resolution	For	Against
THAT•		

Notes

- (1) This form of proxy to be valid must be lodged with the appointed representative of the Executive Council not later than(48 hours) before the time of the Meeting.
- (2) A member may appoint a proxy of his own choice, in which case the words “The Chair of the Meeting or” should be deleted, and the name of the person appointed as proxy should be inserted in the space provided.
- (3) A proxy shall be a member of the Institute

- (4) Completion and return of this form of proxy will not preclude a Voting Member of the Institute from attending and voting in person, in this event the proxy form will be discounted

Signature

.....

Dated this

day of

year

.....

BYE-LAWS

- 64. All Bye-Laws made by the Executive Council pursuant to Article 35(7) shall be made under Seal.
- 65. All Bye Laws so made together with any variation or repeal shall be reported by the Executive Council to the next annual general meeting of the Institute at the same time as notice is given of such annual general meeting and any two Voting Members shall be competent to require by notice a debate on whether any Bye Law or the repeal or variation of a Bye Law shall be ratified by such an annual general meeting and in such event the relevant Bye Law shall have no effect unless it is so ratified

REGISTER OF MEMBERS

- 66. The Secretary shall keep a register of all classes of Members of the Institute and he shall enter therein the names, addresses and occupations of the members and any other information which the Council may determine from time to time: provided that the Register of Members kept pursuant to Section 352 of the Act shall include any voting members.
- 67. The Institute may print and publish a list of Members of the Institute with such of the said particulars and in such manner as the Executive Council may deem fit.

THE SEAL

- 68. The Executive Council shall provide for the safe custody of the Seal. The Seal shall not be affixed to any instrument (other than those below mentioned) except by the authority of a resolution of the Executive Council and in the presence of the Chairman of the Executive Council, failing whom the Vice Chairman of the Executive Council failing whom a member of the Executive Council so authorised by resolution of the Executive Council and it shall be countersigned by the Secretary or the Deputy Secretary or by a second member of the Executive Council. The Seal may, with the authority of a resolution of the Executive Council, be affixed to the certificates of duly elected members of any class, examination certificates and other documents approved by the Executive Council and such documents shall be signed by the Chairman of the

Executive Council, and by the Chief Executive failing whom the Company Secretary or the Deputy Company Secretary.

ACCOUNTS AND AUDIT

69. The Executive Council shall cause proper books of account to be kept at the registered office of the Institute, or at such other place or places as the Executive Council shall think fit. The books of account shall be kept in conformity with the requirements of Section 147 of the Act and shall always be open to the inspection of all members of the Executive Council .
70. Once at least in every calendar year the accounts of the Institute shall be examined and their correctness ascertained by an Auditor who shall be a Member or associate of one of the professional associations of accountants. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, or any re-enactment or statutory modification thereof for the time being in force.
71. Once at least in every calendar year the Executive Council shall lay before the Institute in general meeting an income and expenditure account for the period since the last preceding account, made up to a date not more than six months before such meeting, together with a balance sheet made up as at the same date. Such account and balance sheet shall be approved by the Executive Council and signed by two members of the Executive Council and the Secretary on behalf of the Executive Council. Every such balance sheet shall be accompanied by a report of the Executive Council and a report of the Auditor and a copy of such account, balance sheet and report shall, not less than twenty-one clear days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be read before the meeting and be open to inspection as required by Section 162 of the Act.
72. Every account of the Institute when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such error is discovered within that period the account shall forthwith be corrected and thenceforth be conclusive.
73. Subject to any reasonable conditions as to the time and manner of inspection the same that may from time to time be imposed by the Institute in general meeting, the books of accounts of the Institute shall be open to the inspection of the Voting Members of the Institute at all reasonable times during business hours.

NOTICES

74. Any notice to be given to or by any person pursuant to the articles shall be in writing or shall be given using electronic communication to an address for the time being notified for that purpose to the person giving the notice

75. A notice may be served by the Institute on any Member of the Institute either personally, by sending it by post in a prepaid letter, envelope or wrapper addressed to such Member of the Institute at his registered address, by leaving it at that address or by sending it by electronic communication to the address for the time being notified to the Institute by the Member.
76. Only such Members of the Institute as have supplied an up to date registered address or, in relation to an electronic communication, an up to date address notified for the purpose of such communication, shall be entitled to receive any notices from the Institute.
77. A Member present, either in person or by proxy, at any meeting of the Institute shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
78. Proof that the letter, envelope or wrapper containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent to the relevant address in accordance with guidance issued from time to time 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 expiration of 48 hours after the letter, envelope or wrapper 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.
79. Any notice required to be or which may be given by advertisement shall be sufficient if addressed to the members of the Institute generally and advertised once in any two London daily newspapers and shall be deemed to be duly given on the day on which the advertisement appears.

INDEMNITY AND RESPONSIBILITY

80. So far as allowed by Section 310 of the Act or any re-enactment or statutory modification thereof for the time being in force but not further or otherwise, every President, Chairman of the Executive Council, Vice Chairman of the Executive Council, member of the Executive Council, Secretary and other officer or servant of the Institute shall be indemnified by the Institute against, and it shall be the duty of the Executive Council out of the funds of the Institute to pay all costs, losses and expenses which any such officer or servant may lawfully incur or become liable by any reason of any contract properly entered into or act or deed properly done by him as such officer or servant, or in any way in the discharge of his duties including travelling expenses.
81. Subject to the provisions of the said section or any re-enactment or statutory modification thereof for the time being in force, no President, member of the Executive Council or other officer shall be liable for the acts, receipts, neglects or defaults of any other member of the Executive Council or officer, or for joining in any receipt or other act for conformity of the Institute, or for any loss or expense happening to the Institute

through the insufficiency or deficiency of title to any property acquired by order of the Executive Council for or on behalf of the Institute, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Institute shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious acts of any person with whom any monies, securities or effects shall be deposited or for any other loss, damage or misfortune, which shall happen in the execution of the duties of his office or in relation thereto.

DISSOLUTION

82. Clause 8 of the Memorandum of Institute relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.