THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF

INSTITUTE OF HOSPITALITY

(adopted by special resolution passed on 27 August 2026)

ARTICLE PAGE NO.

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("Institute")

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INTERPRETATION

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

"The Act"	means the Companies Act 2006;
"Address"	includes, in relation to a communication in electronic form, any number or address used for the purpose of such communications;

"Auditors"	means the auditors appointed at the annual general meeting of the Institute;
"Bye-Laws"	means those bye-laws made by the Supervisory Board in accordance with Article 37;
"Chairman"	means the chairperson of the Supervisory Board as appointed by the Supervisory Board from time to time;
"Chief Executive"	means the chief executive as appointed by the Supervisory Board from time to time;
"Communication"	communication includes a communication comprising sounds or images or both;
"Deputy Secretary"	means the person appointed by the Supervisory Board to act in place of the Secretary in accordance with Article 46;
"Electronic Form"	has the meaning given in section 1168 of the Act;
"Fellows"	has the meaning given to that term in Article 5(1);
"Institute Members"	has the meaning given to that term in Article 5(3);
"In writing"	means written or printed or partly written or partly printed;

"International Region"	means those overseas groups of the Institute established by the Supervisory Board in accordance with Article 42;
"Life Member"	has the meaning give to that term in Article 5(4);
"Member"	means a person whose name is entered in the Register of Members of the Institute and **Membership** shall be construed accordingly;
"Month"	means a calendar month;
"Non-Voting Members"	shall include persons belonging to any class of Membership other than Fellow, Institute Member or Life Member within the meaning of Article 5;
"Objects"	has the meaning given to that term in Article 12;
"President"	means the person appointed by the Supervisory Board to such position in accordance with Article 39;
"Seal"	means the corporate seal of the Institute;

"Secretary"	means the person appointed by the Supervisory Board as Company Secretary of the Institute in accordance with Article 46;
"Special Interest Group"	has the meaning given to that term in Article 44;
"Supervisory Board"	means the members for the time being of the Supervisory Board hereby constituted who are the directors and trustees of the Institute;
"Term of Office"	the period between successive Annual General Meetings;
"UK Region"	means a region of the Institute created by the Supervisory Board in accordance with Article 41 below.
"Vice Chairman"	means the vice chairperson of the Supervisory Board as appointed by the Supervisory Board from time to time;
"Voting Members"	shall include Fellows, Institute Members and Life Members;

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.

Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.

A reference to a statute or statutory provision shall include all subordinate legislation made from time to time under that statute or statutory provision.

MEMBERSHIP

General Membership

2. The Fellows, Institute Members, Life Members and such other persons as shall be admitted to Membership in accordance with these regulations and none others, shall be Members, and shall be entered in the Register of Members accordingly.

3. Every Member undertakes to contribute to the assets of the Institute, in the event of the same being wound up while he/she is a Member or within one year after he/she ceases to be a Member, for payment of the debts and liabilities of the Institute contracted before he/she ceases to be a Member, and of the costs, charges and expenses of winding-up and/ or the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.

Members Subject to Bye-Laws

4. The election of any person to Membership, his/her transfer to any class of Membership and the subscription payable to each class of Membership shall be subject to Bye-Laws. The Supervisory Board may, at its discretion, increase, reduce, remit or compound the annual subscription or the arrears of annual subscription, of any Member.

5. The Voting Members 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 Supervisory Board or have been outstandingly successful in the profession;

Institute Members

2) Institute Members shall be such persons as were members and associate members of the Hotel and Catering Institute and members of the Institutional Management Association on 27th November 1971 and the Institute of Hospitality at 16^{th} January 2007 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 Supervisory Board;

Life Members

3) Life Members shall be those Members of the Institute who in the opinion of the Supervisory Board have performed outstanding service to the Institute and who the Supervisory Board have determined shall be admitted as Life Members.

Non-Voting Grades of Membership

6. The Supervisory Board may from time to time by means of Bye-Laws determine the conditions upon which persons may become Non-Voting Members.

Number of Members Unlimited

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

Exemption

8. The Supervisory Board may at its discretion, grant full or partial exemption from the educational requirements for Membership.

Privileges of Members

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

Privileges are Personal

10. The rights and privileges of every Member shall be personal to him/herself, and shall not be transferable or transmissible by his/her own act, or by operation of the law.

Duties of Members

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

12. The Objects for which the Institute is established are:-

    (1) the promotion of standards in the practice of good catering and accommodation management (“**the Practice**”); and

    (2) the advancement of education and training in the Practice, in particular promoting research and dissemination of the useful results of such research.

13. In furtherance of its Objects (but not further or otherwise), the Institute shall have the following powers:

    (1) to establish and maintain appropriate standards of competence and conduct of those engaged or about to engage in the Practice;

    (2) to promote conduct and support research into the Practice and to publish the results of such research;

    (3) to promote establish and support standards and codes of practice for those engaged in the Practice;

(4) to hold conferences, meetings, seminars and discussions, the reading of papers and the delivery of lectures;

(5) to publish, produce and distribute or to assist in the publication, production and distribution of books, writings and other information, including periodicals as well as occasional publishings and pictures, diagrams and other visual aids, including slides and films for the information and circulation of those engaged in the Practice;

(6) to establish and maintain a library collection of literature, films or other material;

(7) to devise and impose upon those engaged in the Practice means for testing the qualifications of candidates for admission to Membership by examination in theory and in practice or by any other tests and to grant certificates to successful candidates (provided that no certificate shall be issued which does not state clearly on the face of it that it is not issued by or under the authority of the Department for Business, Enterprise and Regulatory Reform and the Department for Innovation, Universities and Skills or by any Government Department or authority but is issued by the authority of the Institute only).

(8) to hold examinations and tests of knowledge and experience in the Practice;

(9) to institute and establish training courses, scholarships, grants awards and prizes;

(10) to confer, consult, maintain contact and co-operate with any authorities, associations, societies, institutions or bodies, or persons established or to be established in the United Kingdom of Great Britain and Northern Ireland or elsewhere whose work is relevant to the Practice and to promote the Practice;

(11) to hold or promote exhibitions connected with the Practice;

(12) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be necessary for

the attainment of the Objects and to construct, maintain and alter any buildings or erections necessary for the work of the Institute;

(13) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be expedient with a view to the attainment of its Objects;

(14) to appeal for, solicit, accept and receive donations, subscriptions, annuities or other payments for the purposes of the Institute;

(15) to borrow or raise or secure the payment of money on such reasonable terms and on such security, if any, as may be thought fit;

(16) to invest or apply the moneys of the institute not immediately required for its purposes in the purchase of or at interest upon the security of such shares, stocks, investments or property on whatsoever nature whether producing income or not or in such other manner (including the making of loans without security 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;

(17) to establish or promote or concur in establishing or promoting any company or companies (whether as subsidiaries of the Institute or otherwise) for any purpose calculated to benefit the Institute and to acquire and hold or dispose of shares, stock or securities of any such company and to guarantee the payment of any obligations of any such company;

(18) to procure the Institute to be registered or recognised in any part of the world outside the United Kingdom;

(19) to establish and support or aid in the establishment and support of any charitable associations or institutions having similar objects to the Institute and to subscribe or guarantee money for exclusively charitable purposes;

(20) to amalgamate, affiliate or co-operate with and subscribe to any charitable association, society, company or corporation having objects wholly or partly

the same as those of the Institute and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such association, society, company or corporation: provided that the Institute shall not amalgamate, affiliate with or subscribe to any association, society, company or corporation which shall not prohibit the distribution of its income and property among its members to an extent at least as great as imposed on the Institute under or by virtue of Article 14;

(21) to establish or promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Institute or for any other purpose which may seem directly or indirectly calculated to benefit the Institute and to place, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities or any such company;

(22) to draw, make, accept, endorse, discount and execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments;

(23) to improve, manage, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Institute;

(24) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;

(25) to create any depreciation fund, reserve fund, sinking fund or any other special fund for any purpose necessary to the interests of the Institute;

(26) to indemnify the Members or any other nominee for any liability incurred by them as a result of acting as the representatives of the Institute provided that nothing in this clause shall entitle them to any indemnity against liability arising through negligence or fraud or similar actions on their part;

(27) to employ remunerate and pay any persons or persons to supervise, organise, carry on or contribute to the work of or to advise the Institute; and

(28) generally to do all such acts as shall be necessary to achieve the Objects provided that all such activities and any other activities in which the Institute may engage in pursuit of its Objects shall be such only as may lawfully be undertaken by a body established for charitable purposes only under the laws of England and Wales;

provided that:

(i) in case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only dela with or invest the same in such manner as allowed by law, having regard to such trusts;

(ii) the Objects shall not extend to the regulation of relations between workers and employers; and

(iii) in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, 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 Supervisory Board of the Institute shall be chargeable for any such property that 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 Supervisory Board 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 or the Charity Commissioners over such Supervisory Board, 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.

14. The income and property of the Institute shall be applied solely towards the promotion of its Objects 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 Members and no Members shall be appointed to any office of the Institute paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the institute, provided that nothing herein shall prevent any payment in good faith by the Institute:

(1) of reasonable and proper remuneration to any Member, officer or servant of the Institute (not being a member of its Supervisory Board) for any service rendered to the Institute;

(2) of interest at a rate not exceeding 2% below the Bank of England's minimum lending rate for the time being in force or 3% (whichever is greater) on money lent or reasonable and proper rent for premises demised or let by any Member;

(3) to any member of the Supervisory Board of reasonable out-of-pocket expenses;

(4) of fees, remuneration or other benefit in money or money's worth to a company of which a Member may be a member holding not more than one hundredth part of the capital of such company; or

(5) to any Member (who is a solicitor, chartered accountant, architect or other person who is engaged in any profession or business) of all usual and proper professional charges for work done by him or his firm in relation to the performance and execution of the Objects.

Cessation of Membership

15. Any person ceasing to be a Member from any cause whatsoever shall not, nor shall his/her personal representatives, have any claim upon or interest in the funds or property of the Institute by reason of his/her former Membership and this Article shall apply and be effective without prejudice to the right of the Institute to claim from such Member or his/her personal representatives any subscriptions or other

sums due from his/her or owing by him to the Institute at the time of him ceasing to be a Member.

Resignation of Members

16. Any Member may resign his/her Membership by giving notice in writing, to the Supervisory Board. 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 Supervisory Board's decision in this respect shall be final and binding on the Member) then that Member shall be liable to pay his/her annual subscription for the ensuing calendar year. When a member resigns from the Institute, he/she is not entitled to continue to display or use his/her Membership Certificate, nor to use the designatory letters which had been associated with his/her Membership.

Suspension and Termination of Membership

17.

(1) In the case of any Member:

(a) whose annual subscription or any other sum due from him/her 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 Supervisory Board and at which the Member shall have been given reasonable opportunity to be present and speak on his/her behalf, to have been guilty of dishonourable, disgraceful or unprofessional conduct prejudicially affecting his/her professional status or the reputation of the Institute, either before or after his/her admission to the Institute;

the Supervisory Board shall in any such case have power:

(i) to suspend his/her Membership for such period, upon such terms and subject to such conditions as the Supervisory Board shall in its absolute discretion think fit; or

(ii) to terminate his/her Membership and remove his/her name from the Register of Members.

(2) Any person excluded from the Institute under this clause may appeal to the Supervisory Board and shall thereupon have the right to demand that the matter shall be referred to three arbitrators (one chosen by the Supervisory Board 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 by virtue of this Article shall nevertheless continue to be liable for all subscriptions and other sums due from him/her to the Institute at the date of the cessation of his/her Membership.

SUPERVISORY BOARD

18. Subject always to the provisions of these Articles, the administration, direction and management of the affairs of the Institute shall be vested in the Supervisory Board.

19.

(1) The membership of the Supervisory Board may be determined by the Supervisory Board from time to time and shall be a minimum of 7 members and a maximum of 15 members.

(2) The membership of the Supervisory Board shall be directly appointed by the Nominations Committee and such appointment shall be ratified at the next Annual General Meeting.

Appointment of The Supervisory Board

20. The Nomination Committee may by ordinary resolution appoint a person who is willing to act to be a member of the Supervisory Board.

(1) Members of the Supervisory Board shall serve for a maximum of three Terms of Office and may be re-appointed for one further period of three Terms of Office. After six consecutive Terms of Office the Member must stand down and shall not be re-appointed until a period of thirty six months has elapsed from the date on which he/she stood down.

(2) At the Annual General Meeting one third of the members of the Supervisory Board 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 Supervisory Board who is subject to retirement by rotation he/she shall retire.

(3) The members of the Supervisory Board to retire by rotation shall be those who have been longest in office since their last appointment or reappointment.

21. No person who is not a paid up Member shall in any circumstances be eligible to hold office as a member of the Supervisory Board.

22. Casual vacancies arising in relation to appointed members on the Supervisory Board whether by death, resignation or other cause may be filled by the appointment of a Member nominated by the Supervisory Board. Any Member so appointed shall remain in office until the next Annual General Meeting and shall then be eligible to stand for appointment in any capacity.

23. Subject to the provisions of Article 24, the members of the Supervisory Board may act notwithstanding any vacancy in their body. Should there be more than four

vacancies, the remaining members may act as the Supervisory Board only for the purposes of admitting persons to membership of the Supervisory Board or of summoning a General meeting but not for any other purpose.

24. The quorum for the transaction of the business of the Supervisory Board may be fixed by the Supervisory Board but shall not be less than one third of their number or four members of the Supervisory Board whichever is the greater.

25. A resolution in writing signed by the required majority of the members of the Supervisory Board shall be as valid and effectual as if it had been passed at a properly constituted meeting of the Supervisory Board. Any such resolution may consist of several documents in the like form (including electronic form). A resolution in writing shall be deemed to have been passed upon the receipt by the Chairman of such number of signed copies as constitute the required majority as appropriate.

Telephone Communication

26. The contemporaneous linking together by telephone or similar communicating equipment of the Secretary and members of the Supervisory Board being in number not less than the quorum required for the transaction of the business of the Supervisory Board, whether in the United Kingdom or elsewhere in the world, shall be deemed to constitute a meeting of the Supervisory Board, so long as the following conditions are met:-

(1) the members of the Supervisory Board for the time being entitled to receive notice of any meeting of the Supervisory Board 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 Article 26(4), each of the members of the Supervisory Board 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/her presence to all other persons taking part in such meeting;

(4) unless he/she has previously obtained the consent of the chairman of the meeting a person may not leave the meeting by disconnecting his/her 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; and

(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.

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

Vacation of Office

28. The office of a member of the Supervisory Board shall be vacated:

(1) if he/she ceases for any reason to be a Voting Member;

(2) if he/she fails to attend at least two meetings of the Supervisory Board in any twelve consecutive months without the consent of the Supervisory Board and the Supervisory Board so resolve;

(3) if he/she becomes bankrupt or suspend payment, or compound with or make an assignment of his/her property for the benefit of his/her creditors;

(4) if he/she becomes of unsound mind;

(5) if he/she be convicted of an indictable offence;

(6) if by notice in writing he/she resigns from the Supervisory Board, as provided by Article 28 hereof;

(7) if he/she ceases to hold office by reason of any order made under Part IV Insolvency Act 1986;

(8) if he/she is removed from office by ordinary resolution duly passed pursuant to Section 168 of the Act, in which case 28 clear days' "special notice" of the resolution shall be given; or

(9) the Institute may appoint a Voting Member in his/her stead, but any person so appointed shall retain his/her office, so long only as the member in whose place he/she is appointed would have held the same if he/she had not been removed, and such appointment shall be subject to the same requirement of "special notice" as referred to in Article 28(8).

29. A member of the Supervisory Board may at any time resign from the Supervisory Board upon giving notice in writing to the Secretary of his/her intention to do so, and such resignation shall take effect from the date of the next following Supervisory Board meeting, unless otherwise agreed in writing between the Supervisory Board and the resigning member.

30. The Supervisory Board shall cause minutes to be produced for the purpose of all meetings of the Institute and Supervisory Board 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.

31. Three members of the Supervisory Board may, and on their request the Secretary shall at any time summon a meeting of the Supervisory Board by notice served on all the members of the Supervisory Board.

32. A meeting of the Supervisory Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Supervisory Board generally.

33. The Supervisory Board may permit attendance of observers at its meetings as it deems appropriate.

34. Questions arising at the meetings of the Supervisory Board 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 or, in his/her absence, the Vice Chairman shall be entitled to preside as Chair at all meetings of the Supervisory Board 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 Supervisory Board present shall choose one of their number to be Chair of the meeting.

35. All acts bona fide done by any meeting of the Supervisory Board or by any person acting as a member of the Supervisory Board shall, not-withstanding 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 Supervisory Board.

Powers of the Supervisory Board

36. In addition to the powers and authorities expressly conferred upon them by these Articles the Supervisory Board 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.

37. Without prejudice to the general powers conferred by the last preceding Article, the Supervisory Board 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 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 internationally;

(3) to appoint a Chief Executive, and to delegate authority to him/her to appoint 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 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/her widow or children, that may appear to the Supervisory Board 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;

(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 Objects;

(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; and

(19) to increase or reduce the size of membership of the Supervisory Board subject to due procedure under law and these Articles.

PATRON

38. The Supervisory Board shall have the power to appoint a respected figure to be the patron of the Institute ("**Patron**") and for such a period and purposes as it sees fit. Any such person invited shall not be a political figure and will not necessarily be a Member. The Supervisory Board shall have the right to remove the 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

39.

(1) The President shall be appointed by the Supervisory Board.

(2) The President shall be appointed from candidates put forward by the Supervisory Board for a maximum of three Terms of Office and may be re-appointed for one further period of three terms of Office. After six consecutive Terms of Office, the President must stand down and shall not be

re-appointed until a period of thirty-six months has elapsed from the date on which he/she stood down.

(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

40.

(1) There shall be a Chairman and a Vice Chairman of the Supervisory Board of the Institute.

(2) The Chairman shall be appointed by the Supervisory Board and can remain as Chair for as long as the Trustee term is adhered to. The Chairman will be subject to annual ratification by the Supervisory Board

(3) The Vice Chairman shall be appointed annually by the Supervisory Board.

UK REGIONAL ORGANISATION

41.

(1) No UK Region shall be formed unless there are at least one and a quarter percent of the Voting Members living or working in the area to be covered by the UK Region. Subject to the aforesaid, the Supervisory Board may, at their discretion create UK Regions in such districts as they may decide, and the Supervisory Board shall have power to dissolve any such UK Region at any time after it has been formed, or rearrange the UK Region boundaries, and

may make contributions towards or otherwise provide for all or any of the expenses of any UK Region on such terms as the Supervisory Board may think fit.

(2) All Members resident or working in the area of a UK Region shall be eligible for Membership of that UK Region though they may nominate otherwise.

(3) The Supervisory Board shall report to each annual general meeting the formation or dissolution of any UK Region and the change of the boundaries of any UK Region .

(4) A Member shall be enrolled and able to vote in only one UK Region.

(5) All UK Regions so created shall be subject to the Bye-Laws of the Institute.

INTERNATIONAL REGIONS

42.

(1) The Supervisory Board may upon application from time to time agree the establishment of International Regions where deemed appropriate in accordance with the requirements of the Bye-Laws, and the Supervisory Board shall have power to dissolve any such International Region at any time after it has been formed, or re-arrange the International Regional boundaries.

(2) All Members resident or working in the area of the International Region shall be eligible for Membership of that International Region though they may nominate otherwise.

(3) The Supervisory Board shall report to each annual general meeting the formation or dissolution of an International Region

(4) All International Regions so created shall be subject to the Bye-Laws of the Institute.

43. The Supervisory Board may invite representatives from International Regions to attend Supervisory Board meetings in such numbers and frequency as the Supervisory Board shall from time to time determine. Representatives from International Regions who are not also members of the Supervisory Board shall not be entitled to vote at these meetings.

SPECIAL INTEREST GROUPS

44.

(1) The Supervisory Board 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 Supervisory Board may think fit.

(2) All Special Interest Groups so created shall be subject to the relevant Bye-Laws of the Institute.

DIRECTORS

45. The members of the Supervisory Board from time to time shall be the directors of the Institute who shall be responsible for the execution of the Supervisory Board’s policies and for the conduct of the business of the Institute.

SECRETARY

46. The Supervisory Board may appoint a Secretary for such term, at such remuneration and upon such conditions as it shall think fit. Any person appointed by the Supervisory Board to the office of Chief Executive may also be appointed as the Secretary but will not necessarily be so. The Supervisory Board may from time to

time appoint a Deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting.

47. The powers and duties of the Secretary, unless and until otherwise defined, amended or limited by the Supervisory Board, shall include the following:

(1) to keep the Register of Members and make all proper and necessary entries therein, as described in Article 71 hereof;

(2) to attend such meetings of the Institute and of the Supervisory Board as shall be determined from time to time by the Supervisory Board, and to make notes of the proceedings, and at every meeting to present the minutes of the previous such meeting; and

(3) to enter or cause to be entered in the minute books all proceedings of the Institute and the Supervisory Board 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.

48. 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 any grade. The Secretary or Deputy Secretary shall not be eligible to serve on the Supervisory Board or be appointed an examiner for any of the Institute's examinations.

GENERAL MEETINGS

General Meetings

49.

(1) The general meetings of the Members shall be

(i) annual general meetings; and

(ii) extraordinary general meetings.

50. All Members 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 57-68.

Date of Annual General Meetings

51. 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 Supervisory Board, 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

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

Calling of Extraordinary General Meetings

53. Pursuant to the provisions of section 303 of the Act, the Supervisory Board may, whenever it thinks fit, or shall upon the request from Voting Members representing at least 5% of the total voting rights of the Voting Members, 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

54. 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 by notice sent by post or by electronic form or otherwise served as hereinafter provided.

Absence of Notice

55. 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

56. The business of an annual general meeting shall be to receive and consider the accounts and balance sheet and the reports of the Supervisory Board and of the Auditors, to appoint members of the Supervisory Board 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

57. The quorum for a general meeting shall be thirty (30) Voting Members personally present and entitled to vote.

58. 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

59. 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 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

60. The Chairman or, failing him/her, the Vice Chairman shall chair a general meeting, and failing both, the Members present shall elect a member of the Supervisory Board or if no member of the Supervisory Board be present, or if all the members of the Supervisory Board present decline to take the chair then the Members of the Institute present shall choose one of their number to chair the meeting ("**the Chair**").

Conduct of Meetings

61. 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 Chair. 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 Supervisory Board) 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 present so agree.

(3) No Member 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

62. 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 present in person or by proxy and entitled to vote and unless a poll is so demanded, a declaration by the Chair 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 minutes of the Institute shall be conclusive evidence of the fact, without proof of the number of proportion of the votes recorded in favour of, or against that resolution. Votes on a poll shall be taken in accordance with Article 64(1). The demand for a poll may be withdrawn.

63.

(1) If a poll is duly demanded it shall be taken in such a manner as the Chair 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 Chair, shall be entitled to a second or casting vote.

(3) No poll shall be demanded on the election of a Chair or at any question of adjournment.

(4) A poll demanded on any other question shall be taken at such time as the Chair 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.

64. A resolution in writing signed by the required majority of the Voting Members shall be as valid and effectual as if it had been passed at a properly constituted general meeting. Any such resolution may consist of several documents in the like form (including in electronic form). A resolution in writing shall be deemed to have been passed upon the receipt by the Supervisory Board of such number of signed copies as constitute the required majority as appropriate.

Adjournment

65. The Chair 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

66. At all general meetings every Voting Member present in person shall have one vote.

67. Members may record their votes by proxy in accordance with the provisions of the next Article.

68.

(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 68(3), a Voting 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 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 Supervisory Board 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 in electronic form, where an address has been specified for the purposes of receiving communication via electronic form:

(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 in electronic form 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 is in an electronic form, 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.

FORM OF PROXY

THE INSTITUTE OF HOSPITALITY

(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 • 20•• 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/she 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 Supervisory Board not later than (48 hours) before the time of the Meeting.

(2) A Member may appoint a proxy of his/her 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

69. All Bye-Laws made by the Supervisory Board pursuant to Article 37(7) shall be made under Seal.

70. All Bye Laws so made together with any variation or repeal shall be reported by the Supervisory Board 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

71. The Secretary shall keep a register of all classes of Members and he/she shall enter therein the names, addresses and occupations of the Members and any other information which the Supervisory Boardy may determine from time to time in accordance with Section 113 of the Act.

72. The Institute may print and publish a list of Members with such of the said particulars and in such manner as the Supervisory Board may deem fit.

THE SEAL

73. The Supervisory Board 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 Supervisory Board and in the presence of the Chairman, failing whom the Vice Chairman or failing whom a member of the Supervisory Board so authorised by resolution of the Supervisory Board, and it shall be countersigned by the Secretary or the Deputy Secretary or by a second member of the Supervisory Board. The Seal may, with the authority of a resolution of the Supervisory Board, be affixed to the certificates of duly elected Members of any class, examination certificates and other documents approved by the Supervisory Board and such documents shall be signed by the Chairman, and by the Chief Executive failing whom the Secretary or the Deputy Secretary.

ACCOUNTS AND AUDIT

74. The Supervisory Board 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 Supervisory Board shall think fit. The books of account shall be kept in conformity with the requirements of Section 386 of the Act and shall always be open to the inspection of all members of the Supervisory Board.

75. 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 498 to 502 of the Act, or any re-enactment or statutory modification thereof for the time being in force.

76. Once at least in every calendar year the Supervisory Board 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 Supervisory Board and signed by two members of the Supervisory Board and the Secretary on behalf of the Supervisory Board. Every such balance sheet shall be accompanied by a report of the Supervisory Board 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 720 of the Act.

77. 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.

78. 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 at all reasonable times during business hours.

NOTICES

79. Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given in electronic form to an address for the time being notified for that purpose to the person giving the notice.

80. A notice may be served by the Institute on any Member either personally, by sending it by post in a prepaid letter, envelope or wrapper addressed to such Member at his/her registered address, by leaving it at that address or by sending it by electronic form to the address for the time being notified to the Institute by the Member.

81. Only such Members as have supplied an up to date registered address or, in relation to communication in electronic form, an up to date address notified for the purpose of such communication, shall be entitled to receive any notices from the Institute.

82. 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.

83. 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 in electronic form 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 in electronic form, at the expiration of 48 hours after the time it was sent.

84. Any notice required to be or which may be given by advertisement shall be sufficient if addressed to the Members generally and advertised on the Institute's website shall be deemed to be duly given on the day on which the advertisement appears on the website.

INDEMNITY AND RESPONSIBILITY

85. So far as permitted by the Act, every President, Chairman, Vice Chairman, member of the Supervisory Board, Secretary and other officer or servant of the Institute shall be indemnified by the Institute against, and it shall be the duty of the Supervisory Board 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/her as such officer or servant, or in any way in the discharge of his/her duties including travelling expenses.

86. Subject to the provisions of the said section, no President, member of the Supervisory Board or other officer shall be liable for the acts, receipts, neglects or defaults of any other member of the Supervisory Board 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 Supervisory Board 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/her office or in relation thereto.

DISSOLUTION

87. If upon the winding-up or dissolution of the Institute there remains any property whatsoever, the same shall not be paid to or distributed among the Members, but shall, subject to the making of adequate provision for the satisfaction of all its debts and liabilities, be given or transferred to some other charitable institution or institutions having charitable objects similar to the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as those prohibitions imposed on the Institute under or by virtue of Article 14, such charitable institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.