

THE COMPANIES ACTS 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE INSTITUTE OF PROFESSIONAL INVESTIGATORS LIMITED

GENERAL

1. In these presents the words standing in the First Column of the Table next hereinafter contained shall bear the meaning set opposite them respectively in the Second Column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Act 1985
These presents	These Articles of Association and the regulations of the Institute from time to time in force
The Institute	The above named Institute
The Board of Governors	The Board of Governors for the time being of the Institute
The Office	The Registered Office of the Institute
The Seal	The Common Seal of the Institute
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
Member	Ordinary Members and Fellows of the Institute
Fellow	A person admitted to Fellowship of the Institute

In writing

Written, printed or lithographed, or partly one and partly the other and other modes representing or reproducing words in visible form, but not including pencil or other semi-permanent modes of writing.

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

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations

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

2. The number of members with which the Institute proposes to be registered is One hundred and seventy, but the Board of Governors may from time to time register an increase of members.
3. The provisions of Section 352 of the Act shall be observed by the Institute and every member of the Institute shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Institute is established for the purposes expressed in the Memorandum of Association.
5. The Subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Institute.

MEMBERSHIP

6. Student Membership may be granted on application to the Board of Governors upon terms and conditions regulated by the Bye-laws of the Institute.

Associate Membership may be granted on application to the Board of Governors upon terms and conditions regulated by the Bye-laws of the Institute.

Ordinary Membership

- (1) Any person who satisfies the Board of Governors that he has been employed as a Professional Investigator for at least three years and that he has sufficient professional knowledge and capability and

- (2) He has taken an examination acceptable to the Board of Governors in accordance with the Bye-laws of the Institute, shall be eligible for ordinary Membership, or
- (3) The Board shall have power to admit to Membership of the Institute any person who, provided he falls within Clause 6(1) above and has, in the opinion of the Board of Governors, already attained a high academic or professional position in investigation, at least equivalent to the requirements of 6(2) hereof

Life Membership

- (4) The Board of Governors may award a Life Membership to a Member in recognition of outstanding services to the Institute.

Companion

- (5) The Board of Governors may award the title Companion to a member who already holds 'Life Membership' in recognition of continued outstanding service to the Institute. Such Companion retaining his right of a vote at General Meetings.
(20/4/2001)

FELLOWS

7. Every Fellow shall be a professional investigator engaged fulltime in the profession of investigation who has been recommended by two Fellows and shall retain his Fellowship so long as he is an accepted Member of the Institute and who: -
 - (1) Has been a professional investigator for a period of at least three years, and
 - (2) Has satisfied the Board of Governors either by passing such written examination as may be set by the Examination Board or by submitting a thesis consisting of not less than eight thousand words appertaining to the profession which is considered by the Examination Board of sufficient merit to award a Fellowship, or
 - (3) If an Ordinary Member of the Institute has satisfied the Board either by passing such written examination as may be set or approved by the Examination Board or by submitting a thesis consisting of not less than eight thousand words appertaining to the profession which is considered by the Examination Board of sufficient merit to award a Fellowship

Honorary Fellowship

- (5) The Board of Governors may award a distinction of Honorary Fellowship to a Member of the Institute who, having retired from the profession through advanced age or ill-health, has nevertheless given outstanding service to the Institute, such Fellow retaining the right of vote at General Meetings. The Board of Governors may award the distinction of Honorary Fellowship to a non-Member for outstanding services to the Institute or to the profession of investigator, which Fellow shall have no voting rights at General Meetings.
8. The Board shall have power to admit to Fellowship of the Institute any person who, provided he has been a professional investigator for a period of at least three years, has in the opinion of the Board already attained a high academic or professional position in investigation. (26/10/02)

REGISTERED INVESTIGATORS

9. Each investigator employed full time either on salary or contract by a Fellow or Member of the Institute in private practice or by a Limited Company of which such Fellow or Member is a director must be registered with the Institute. It is the responsibility of the Fellow or Member to ensure that the requisite returns are submitted in respect of each employee. The Fellow or Member must also sign a declaration that all such enquiries have been made and the Fellow or Member is satisfied as to the character and suitability of the Investigator bearing in mind the high standard set by the Institute. These details must be registered with the Secretary within two months of the commencement of the investigator's employment. In the event of a Registered Investigator leaving the employment of the Fellow or Member details must be sent to the Secretary within one month. On cessation of the employment registration ipso facto will cease but reapplication may be made by the investigator on joining another firm or organisation which has the necessary prerequisites of registration. A Registered Investigator shall not be deemed to be a member of the Institute for any purpose, other than Articles 21, 22 and 23 of these presents.
10. A Fellow of the Institute shall be entitled to the exclusive use after his name of the initials F.I.P.I. An ordinary member will be entitled to use the initials M.I.P.I. An Associate Member will be entitled to use the initials A.I.P.I.
11. Subject to such regulations and on payment of such fees as the Board may from time to time prescribe the Institute shall issue to each member a certificate showing the category of participation to which he belongs. Each certificate shall remain the property of and shall on demand be returned to the Institute.

EXPENSES

12. Members of the Board of Governors attending General and Board Meetings are entitled to claim traveling expenses between their home and the meeting venue at an agreed casual car user's rate per mile if travel is by private transport, or full reimbursement of public transport fares, actually incurred, along with reimbursement of any taxi costs necessarily incurred for connection purposes at any stage of the journey. The Institute will also be liable for hotel and meal expenses for those Members attending at a rate authorised by the Treasurer. Board Members resident outside the United Kingdom are entitled to claim the foregoing reimbursements from their United Kingdom port of entry. Should the Board convene a meeting at a venue not being within the United Kingdom, then the Institute will not be liable for the expenses incurred by any Member of the Board.

PROFESSIONAL INDEMNITY INSURANCE

13. The Board recommends that all participants in private practice have effected or come within the scope of an approved Professional Indemnity Insurance scheme or have adequate alternative cover. The Board may call upon any participants to submit details of a policy and/or its cover.

SUBSCRIPTIONS

14. The annual subscription for all categories of participants and for registered investigators shall be as decided and required by the Board of Governors and published from time to time. In addition a registration fee is required from each person applying for participation and this will not be returned in the event of participation being refused. The annual subscription shall be due on the first day of April each year for the year commencing on that date. Participants of any category elected within the six months prior to the annual subscription date shall for that year pay 50% of the annual subscription.
15. Any Member whose annual subscription remains unpaid after three months shall not be entitled to attend any meetings of the Institute or to receive any notice or publication of the Institute that may be issued before he has paid his full subscription.
16. Any Member whose annual subscription remains unpaid for six months may by resolution of the Board be excluded from the Institute and he shall thereupon cease to be a Member. On demand he must forthwith return his certificate and cease to use his Institute title in any form.

17. The Board may re-admit to participation in any category to which he formerly belonged any person whose participation has been terminated from any cause provided the Board of Governors are satisfied that he is worthy of re-admission, and pays such amounts in respect of arrears of subscription and penalties as the Board may determine. In the event of the Board deciding to refuse re-admission they may do so without assigning any reason therefore.

TERMINATION OF MEMBERSHIP

18. Membership shall be deemed to have ceased if payment is not made by the 31st January of the current year or by such time as the Board shall determine, and notice shall be sent to the member advising him that membership has ceased. Such persons may be restored to Membership from the date of payment of the current subscription and accumulation of arrears.
19. Membership will be deemed to have ceased if the Board of Governors resolve that the conduct of a member has brought the Institute or the profession into disrepute. The Board of Governors shall be empowered to investigate written complaints against members and where necessary take whatever steps they consider are required to protect the good name of the Institute and the profession. The Board of Governors further reserves the right to treat as privileged information their deliberations and reasons for withdrawal of membership if they consider such action to be in the best interests of the Institute. Any Member shall have the right to address in person the Governors before the withdrawal of membership. Application in writing to the Secretary must be received within twenty-one days of notification.
20. Any member wishing to resign his category of membership may do so by giving notice in writing at least two months prior to the date on which the next annual subscription falls due. No part of the resigning Member's subscription or entry fee shall be returnable on resignation.
21. All members, which term only for the purposes of this and the next succeeding two sections shall be held to include Registered Investigators, shall be subject to the constitution of the Institute and such rules, regulations or code of conduct as the Institute may prescribe.
22. Deleted.
23. Complaints must be made in writing to the Secretary of the Institute.

GENERAL MEETINGS

24. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Governors and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Institute holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
25. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
26. The Board of Governors may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
27. Twenty-eight days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case of both of the day on which it is served or deemed to be served and the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Institute but with the consent of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
28. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.
29. Any motions for consideration at the Annual General Meeting and all nominations for election of the office bearers or the Board of Governors shall be in the hands of the Secretary not less than eight weeks before the date appointed for the Annual General Meeting signed by a proposer and seconder.

PROCEEDINGS AT GENERAL MEETINGS

30. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Governors and of the Auditors, the

election of members of the Board of Governors in the place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors.

31. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, so long as ten Members entitled to vote are present this shall constitute a quorum.
32. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Governors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
33. The chairman (if any) of the Board of Governors shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board of Governors, or if no such member be present, or if all the members of the Board of Governors present decline to take the chair, they shall choose some member of the Institute who shall be present to preside.
34. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

VOTES OF MEMBERS

35. 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 upon declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution had 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. The demand for a poll may be withdrawn.

36. Subject to the provisions of Article 40, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
37. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
38. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
39. 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.
40. Subject as hereinafter provided, every member shall have one vote, except in the event of a resolution for the winding up of the Institute, in which case the Ordinary Members shall not be entitled to vote.
41. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member at any General Meeting, except that Life Members and Honorary Fellows who are also Members shall have such rights. The same rights shall not extend to Honorary Fellows who are not Members.
42. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A Corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a member.
43. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
44. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy shall only be valid at the meeting for which the instrument was executed and at every adjournment thereof.

45. A vote given in accordance with the terms of 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 the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
46. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

THE INSTITUTE OF PROFESSIONAL INVESTIGATORS LIMITED

I

"of

"a member of THE INSTITUTE OF PROFESSIONAL INVESTIGATORS LIMITED

"hereby appoint

"of

"and failing him

"of

"to vote for me on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the to be held on the day of and at every adjournment thereof.

This form is to be used *in favour of the resolution
against

*Strike out whichever is not desired.

"As witness my hand this day of 20.."

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

BOARD OF GOVERNORS

47. Until otherwise determined by a General Meeting, the number of members of the Board shall not be less than five or more than nine except as provided by Clause 58 of these presents.
48. The first members of the Board shall be the persons named in the statement delivered under section 21 of the Companies Act 1976 as Directors.
49. The Officers of the Board shall consist of the Principal, Deputy Principal and Treasurer. These Office Bearers shall be elected by the Board of Governors.

50. The Principal shall be a Fellow of the Institute, and shall have previously been a Member of the Board of Governors. He shall hold office for a period of TWO years and thereafter shall be eligible for re-election to that office by the Board of Governors, provided no such elected person shall hold the office of Principal for longer than a further consecutive term. A period of office shall commence on appointment and shall continue until the second Annual General Meeting following that appointment.
51. The Deputy Principal who shall also be known as Second Principal, shall be a Fellow of the Institute and shall have previously been a member of the Board of Governors. He shall hold office for three years and shall be eligible for nomination for the post of Principal.
52. Members of the Board of Governors who are Members of the Institute may co-opt a person to the Board who is not an Institute Member, provided that those Members do so unanimously. The co-opted non-Member will not have any right to vote at Board meetings, but their presence at Board meetings will be counted towards a quorum number as required by Article 58 (*post*).
53. Proposals for election to membership of the Board of Governors shall be made not less than eight weeks before the Annual General Meeting in writing to the Secretary signed by a proposer and seconder. All such nominees shall have been a member of the Institute for a period of not less than twenty-four months. In the event of the nominations for election exceeding the available places an election shall take place at the Annual General Meeting.
54. The Board shall appoint such sub-committees as may be necessary for the proper management of the Institute. In particular the Board shall appoint an Examination Sub-committee whose function shall be, subject to the final approval of the Board, to examine prospective participants or participants wishing to advance their status in the Institute. The constitution and management of the Examination Sub-Committee or Sub-committees shall be under the control of the Board.
55. All Meetings of the Board of Governors shall be chaired by the Principal, whom failing the Deputy Principal. If at any Meeting the Principal or Deputy Principal shall not be present or be willing to preside, the Members present shall choose some Member of the Board who shall be present, to preside.
56. Members of the Board of Governors shall be indemnified out of the funds and assets of the Institute from all costs, charges, damages and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in execution of the duties and powers imposed upon or given to them by the Institute.

POWERS OF THE BOARD

57. The business of the Institute shall be managed by the Board of Governors who may pay all expenses of, and preliminary and incidental to the promotion, formation, establishment and registration of the Institute as they think fit, and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by statute or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting shall invalidate any prior act of the Board of Governors which would have been valid if such regulation had not been made.
58. The members for the time being of the Board of Governors may act notwithstanding any vacancy in their body; provided always that in case the number of members of the Board of Governors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board of Governors for the purpose of admitting persons to Membership of the Institute, filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.

SECRETARY AND TREASURER

59. The Secretary shall be appointed by the Board of Governors. The provisions of Section 283 of the Act shall apply and be observed. The Board of Governors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The first Secretary of the Institute shall be the person named in the statement delivered under Section 282 of the Companies Act 1985. The provisions of this Article shall also apply to the Treasurer, and shall take effect as if the word "Treasurer" was substituted for the word "Secretary" throughout; provided that the first Treasurer shall be appointed by the subscribers to the Memorandum and Articles of Association. The Secretary, Assistant or deputy Secretary and Treasurer may be remunerated for their services as determined by the Board of Governors from time to time.
60. The Seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Board of Governors and in the presence of at least two members of the Board of Governors and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF GOVERNORS

61. The office of a member of the Board of Governors shall be vacated:-
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (b) If he becomes of unsound mind
 - (c) If he ceases to be a member of the Institute
 - (d) If by notice in writing to the Institute he resigns his office
 - (e) If he ceases to hold office by reason of any order made under Sections 295 to 300 of the Act
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act
 - (g) If he ceases to be a member by virtue of Section 293 of the Act
 - (h) If he acts contrary to such other circumstances as may be prescribed in the Byelaws

ROTATION OF MEMBERS OF THE BOARD

62. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board of Governors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
63. The members of the Board of Governors to retire shall be those who have been longest in the office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board of Governors shall be eligible for nomination for re-election. The Board can co-opt non-elected participants to the Board to fill vacancies arising on the Board and such co-opted participant or participants shall retire at the same time as the member whose vacancy he has filled would have retired.
64. 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 Board of Governors before the expiration of this period of office, and may by Ordinary

Resolution appoint another qualified member 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.

PROCEEDINGS OF THE BOARD OF GOVERNORS

65. The Board of Governors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
66. A member of the Board of Governors may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board of Governors by notice served upon the several members thereof. A member of the Board of Governors who is absent from the United Kingdom shall not be entitled to notice of a meeting.
67. A meeting of the Board of Governors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Board of Governors generally.
68. The Board of Governors may delegate any of their powers to committees consisting of such member or members of the Institute as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Governors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board of Governors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Governors. Committee Chairmen may submit to the Board details of Committee Members' expenses for attending the meeting, the reimbursement of such expenses in all or in part may be granted at the discretion of the Board.
69. All acts bona fide done by any meeting of the Board of Governors or of any committee thereof, or by any person acting as a member of the Board of Governors, 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 as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Governors.
70. The Board of Governors shall cause proper minutes to be made of all appointments of officers made by the Board of Governors and of the proceedings of all meetings of the Institute and of the Board of Governors and of committees thereof and all business

transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

71. A resolution in writing signed by all the members for the time being of the Board of Governors or of any committee thereof who are entitled to receive notice of a meeting of the Board of Governors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors or of such committee or sub-committee duly convened and constituted.

ETHICS AND STANDARDS COMMITTEE

72. (i) It is of the utmost importance and is a condition of membership, that the highest ethical and personal standards are maintained by members of the Institute at all times. Should any member become aware of information that might give reason to doubt the honesty, integrity or personal standing of a member which could reflect adversely on the Institute or the profession he should immediately bring it to the attention of the Chairman of the Ethics and Standards Committee in writing through the Secretary of the Institute.
- (ii) The Ethics and Standards Committee shall be nominated by the Board of Governors. It will comprise the Deputy Principal, or Senior Board Member, who will act as Chairman, and at least two other members, who need not necessarily be members of the Board.
- (iii) The Ethics and Standards Committee shall determine the Ethics and Standards of members of the Institute. The Committee shall be empowered to suspend from membership any member infringing such ethics and make recommendations to the Board of Governors for the termination of membership. A full report in writing of any action must be made to the Board of Governors for the termination of a membership. A full report in writing of any action must be made to the Board within two weeks of taking such action.

ACCOUNTS

73. The Board of Governors shall cause accounting records to be kept in accordance with Section 221 of the Companies Act 1985 to be kept with respect to: -
- (a) All sums of money received and expended by the Board of Governors and the

matters in respect of which such receipts and expenditure take place;

- (b) All sales and purchases of goods by the Institute
- (c) The assets and liabilities of the Institute

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Institute and to explain its transactions.

- 74. The accounting records shall be kept at the registered office of the Company or, subject to Section 12(6) and (7) of the Companies Act 1976 at such other place or places as the Board of Governors shall think fit, and shall always be open to the inspection of the members of the Board of Governors.
- 75. The Institute in General Meeting shall from time to time impose reasonable restrictions as to the time and manner of inspection by the members, other than members of the Board of Governors of the accounts and books of the Institute or any of them, and subject to such restrictions the accounts and books of the Institute shall be open to the inspection of such members at all reasonable times during business hours.
- 76. At the Annual General Meeting in every year the Board of Governors shall lay before the Institute a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Institute) made up to a date not more than ten months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Governors and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 239, 240, 241 of the Act, be sent to the Auditors and to all other 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 open to inspection and be read before the meeting as required by Section 236 of the Companies Act 1985.
- 77. Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by a person or persons, or accountant approved by the Board of Governors.

78. *Deleted*

NOTICES

- 79. A notice may be served by the Institute upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his

registered address as appearing in the register of members.

80. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom, at which notices maybe served upon him, shall be entitled to have notices served upon him at such an address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Institute.

81. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put in the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

82. In the event of a resolution to make any alteration in the Memorandum and Articles of Association, only Fellows and ordinary Members of the Institute shall be entitled to vote.

DISSOLUTION

83. Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.

BYELAWS

84. The Board of Governors may at any time make such Byelaws as deemed necessary for the purpose of regulating the business of the Institute and may similarly vary or rescind any of the Byelaws or substitute others in their stead provided no Bye-law shall be contrary to the provisions of the Companies Act or of these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

[Redacted]	Professional Investigator
[Redacted]	
[Redacted]	Professional Investigator
[Redacted]	
[Redacted]	Professional Investigator
[Redacted]	
[Redacted]	Professional Investigator
[Redacted]	
[Redacted]	Professional Investigator
[Redacted]	
[Redacted]	Professional Investigator
[Redacted]	

Dated the 4th day of July 1978

Witness to the above signatures:-

ROEBUCKS
Solicitors
12 RICHMOND TERRACE

| BLACKBURN