

Royal Charter and Bye-laws

1981; Amended 1989, 1992, 1994, 1998
and 2008



The British Standards Institution

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ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth,

Defender of the Faith: TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS by a Royal Charter (hereinafter called "the original Charter") dated the twenty-second day of April in the year of our Lord One thousand nine hundred and twenty-nine His Majesty King George the Fifth constituted a Body Corporate and Politic by the name of "The British Engineering Standards Association":

AND WHEREAS by a Supplemental Charter dated the fifth day of November One thousand nine hundred and thirty-one the name of the said Association was altered to "The British Standards Institution" (hereinafter called "the Institution") reflecting the expansion in the type of work undertaken by the Association for different industries:

AND WHEREAS We were graciously pleased to grant Supplemental Charters to the Institution in the years One thousand nine hundred and sixty-eight and One thousand nine hundred and seventy-four:

AND WHEREAS by its humble Petition the Institution has represented unto Us that it would be conducive to the best interests of the Institution and its Members if the constitution of the Institution were revised and consolidated by the grant of a further Supplemental Charter:

NOW THEREFORE KNOW YE that We having taken the said Petition into our Royal Consideration by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have granted and declared and by these Presents for Us, Our Heirs and Successors do hereby grant and declare as follows:

1 The provisions of the original Charter and the Supplemental Charters of 1931, 1968 and 1974 (except in so far as they incorporate the British Engineering Standards Association, confer upon it perpetual succession and a Common Seal and alter its name to "The British Standards Institution") are hereby revoked but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed thereunder.

2. The Institution shall by name have perpetual succession and a Common Seal, with power to alter, break and make anew the said Seal at their discretion, and by the same name to sue or be sued in all Courts and be for ever able and capable in law to acquire, have, take and hold for the purposes of the Institution any land, tenements or hereditaments whatsoever and to hold the same in perpetuity and from time to time grant, sell, demise, alienate, exchange, mortgage or otherwise dispose of the same or any part thereof and by the name aforesaid to do all other matters incidental or appertaining to a Body Corporate, but so that the Institution shall apply its profits (if any) or other income in promoting its objects and not at any time pay any dividends to its Members. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Institution or to any member of the Board or any constituent body thereof in return for services actually rendered.

- 3 The objects and purposes for which the Institution is constituted are:
- (a) to co-ordinate the efforts of companies and persons for the improvement, standardization and simplification of materials, products and processes, so as to simplify production and distribution, and for the improvement, standardization and simplification of systems for the management of business, safety, technology, services and the environment and to eliminate the wastage of time and material involved in the production of an unnecessary variety of patterns and sizes of articles for one and the same purpose;
 - (b) to set up, sell and distribute standards of quality for goods, services, and management systems and prepare and promote the general adoption of British and international standards and schedules in connection therewith and from time to time revise, alter and amend such standards and schedules as experience and circumstances may require;
 - (c) to register, in the name of the Institution, marks of all descriptions, and to prove and affix or license the affixing of such marks or other proof, letter, name, description or device;
 - (d) to advertise, promote, sell and deliver the services of systems assessment, registration, product and materials inspection, testing and certification, training, consultancy and arbitration, provided that this object shall not be pursued in a manner that would prejudice the objects set out in paragraphs (a) to (c) of this Article;
 - (e) to take such action as may appear desirable or necessary to protect the objects or interests of the Institution.
4. The Institution shall have powers in pursuance of the above-mentioned objects but not further or otherwise:
- (a) to promote, establish or maintain or assist in the promotion, establishment or maintenance of any company and to hold, sell, deal in or dispose of the whole or part of the holding of the Institution of any securities of whatsoever nature issued by or in any such company;
 - (b) to acquire, subscribe for and hold either in the name of the Institution or in that of any nominee any securities of whatsoever nature issued by any company wheresoever incorporated or carrying on business and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to sell, deal in or dispose of the whole or part of the holding of the Institution of such securities;
 - (c) to acquire and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the present and future undertaking, property or assets of any company or person;
 - (d) to register, licence, purchase or otherwise acquire intellectual property of any description;
 - (e) to amalgamate or enter into partnership or any joint venture or other arrangement with, or to co-operate or participate in any way with or take over or assume any obligation of, or to assist or subsidise any person;
 - (f) to sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the present and future undertaking, property and assets of the Institution for any consideration;
 - (g) to control, finance, manage and co-ordinate the administration and operation of any company for the time being directly or indirectly controlled by the Institution and to procure the provision of services of all kinds including managerial and other executive, supervisory and consultancy services for or in

relation to any such company upon such terms as the Board may think fit and generally to act or carry on business as a holding company in respect of any such company;

- (h) to lend money, and grant or provide credit and financial accommodation, to any company in the securities of which the Institution has an interest;
- (i) to borrow and raise money, accept money on deposit, secure, mortgage or charge or discharge any debt or obligation in any manner;
- (j) to enter into any guarantee, contract of indemnity, bond or suretyship;
- (k) to vest any property of the Institution in any company or person on behalf of the Institution and with or without any declaration of trust in favour of the Institution;
- (l) to invest the money of the Institution in any investment or securities and to deal with any investment so made;
- (m) to grant pensions to any of the employees or ex-employees of the Institution and make allowances or grant other relief to them or to their families or dependants;
- (n) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise;
- (o) to adopt such measures and take such steps and do all such other things as may in the opinion of the Board be incidental or conducive to the attainment of the objects of the Institution or the exercise of any of its powers.

AND it is hereby declared that in this Article 4 and the preceding Article 3 (where relevant) "company" shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, bond, loan, obligation, warrant, coupon, right to subscribe or convert or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits and "other" and "otherwise" shall not be construed *ejusdem generis* where a wider construction is possible.

5. The members of the Institution shall consist of all persons, companies, corporations, municipalities, public utility undertakings, partnerships, associations, scientific, professional or trade organisations, Government departments or public bodies from time to time accepted as Subscribing Members or serving as Committee Members in accordance with the Bye-laws for the time being of the Institution (hereinafter referred to as "the Bye-laws").

6. The affairs of the Institution shall be managed by a Board which shall be the governing body of the Institution.

7. The Board shall consist of such persons, with such qualifications, and to be elected or nominated in such manner, and to hold office for such periods, and on such terms as to re-election or re-nomination and otherwise, as may be prescribed by the Bye-laws.

8. The Board shall have the sole management of the income and funds of the Institution, the appointment of such officers as shall in the discretion of the Board be deemed necessary or useful for the Institution, and the entire management and superintendence of all the other affairs and concerns thereof, and may, but not if inconsistent with or contrary to the provisions of this Our Supplemental Charter, or the Bye-laws, do all such acts

and deeds as shall appear to it necessary or essential to be done for the purpose of carrying into effect the objects and views of the said Institution.

9. The Board may so far as it deems expedient delegate any of its powers in accordance with the Bye-laws. The Board may also delegate to the Chief Executive or Managing Director (as the case may be) or any other member of the Board such of its powers as it considers desirable to be exercised by such person. Any such delegation may be made subject to any conditions the Board may impose, and may be made either collaterally with or to the exclusion of its own powers, and may be revoked or altered.

10. The Bye-laws set forth in the Schedule hereto shall be the Bye-laws of the Institution until same shall be revoked, amended or added to in manner hereinafter provided.

11. The members of the Institution may from time to time make new Bye-laws and may revoke, amend or add to the Bye-laws or any of them. Provided that no such Bye-law, revocation, amendment or addition shall take effect until the same has been approved by resolution passed in General Meeting by a majority of the members present in person or by proxy and entitled to vote, and has been approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate of the Clerk of Our said Privy Council shall be conclusive evidence. And provided also that no such regulation, revocation, amendment or addition shall be inconsistent with any of the provisions of the original Charter and this Our Supplemental Charter.

12. The members of the Institution, by resolution passed by not less than three-fourths of such members as, being present in person or by proxy at a General Meeting and entitled so to do, vote thereon, may revoke, amend or add to any of the provisions of the original Charter and this Our Supplemental Charter and such revocation, amendment or addition shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that the original Charter and this Our Supplemental Charter shall thenceforth continue and operate as if they had originally been granted and made as so revoked, amended or added to. This Article shall apply to the original Charter and this Our Supplemental Charter as revoked, amended or added to in manner aforesaid.

13. And We do hereby, for Us, Our Heirs and Successors, grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things valid and effectual in law according to the true intent and meaning of the same, and shall be taken, construed and adjudged in the most favourable and beneficial sense for the best advantage of the Institution as well in Our Courts as elsewhere, notwithstanding any recital, mis-recital, uncertainty or imperfection in these Our Letters.

IN WITNESS WHEREOF We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the **first** day of **April**

in the **thirtieth** year of Our Reign.

Bourne

Schedule - Bye-laws of The British Standards Institution

SECTION I:

INTERPRETATION

WORDS

MEANING

The Institution
The Board

The British Standards Institution
The Board of the Institution or the members for the time being of the Board

Body

Any authority, association, corporation, municipality, company, public utility undertaking, partnership or scientific, professional or trade organisation, Government department or public body

Clear days

Where any act is required to be done a specified number of clear days before a specified date, at least that number of days must intervene between the day on which the act is done and that date.

Words importing the singular number shall, where the context admits, include the plural number and words importing the masculine gender shall include the feminine gender, and *vice-versa*.

SECTION II:

MEMBERS

1. There shall be two classes of members of the Institution, namely Subscribing Members and Committee Members, who shall have the respective qualifications, rights and privileges hereinafter set out.

2. Subscribing Members - Any person of whatever nationality and any Body, wherever constituted, formed or incorporated, who or which has applied to the Institution for membership as a Subscribing Member, is accepted for membership and pays the relevant annual subscription shall be a Subscribing Member. A Subscribing Member may also be a Committee Member, but in such event shall retain all his qualifications, rights and privileges as a Subscribing Member.

3. Committee Members - Any person serving on the Board or on an Advisory Council or Committee of the Institution shall be a Committee Member during the period of such service.

4. The Chief Executive or Managing Director (as the case may be) shall have the authority to reject any application for membership as a Subscribing Member. Upon acceptance as a Subscribing Member, the name and address of that person or Body shall be entered in the Register of Subscribing Members.

5(a) Membership subscription rates shall be determined by the Board on the advice of the Chief Executive or Managing Director (as the case may be). Any changes shall be notified to the earliest possible Annual General Meeting and individually to each Subscribing Member.

(b) In the event of a Subscribing Member disputing the amount of an annual subscription for any year, the matter may be referred to the Board which, after taking the views of both that Subscribing Member and the Chief Executive or Managing Director (as the case may be), shall finally decide the amount of such annual subscription.

6 Subject to Bye-law 47(a), every person who is entered in the Register of Subscribing Members or is the authorized representative of any Body which is entered in the Register shall be entitled to vote at any General Meeting of the Institution and shall otherwise have full rights of membership. Members of the Board shall also have the right to attend and vote at General Meetings whether or not they are Subscribing Members, or representatives of Subscribing Members.

7 A member shall cease to be a Subscribing Member of the Institution:

- (a) if his subscription shall be in arrears for more than three calendar months from the date on which the subscription became due, unless within that period reference to the Board pursuant to Bye-law 5(b) shall have been made;
- (b) if he shall by three months' previous notice in writing resign his membership;
- (c) if the member, being a body corporate, has an effectual order made or resolution passed for its winding-up or shall enter into any liquidation (other than for the purpose of a bona fide reconstruction or amalgamation);
- (d) if the member, being an individual, shall die or, being a firm or partnership, shall be dissolved or in any case becomes bankrupt or compounds with his or its creditors or becomes incapable by reason of mental disorder, or is convicted by a competent tribunal of any offence which in the opinion of the Board renders him or it unfit to be a member; or
- (e) if at a meeting of the Board of which the member shall have twenty-one days' notice, in writing, and at which he shall have been given an opportunity of being heard, at least two-thirds of the number of members of the Board present at that meeting vote in favour of a resolution that it is undesirable in the interests of the Institution that the member shall remain a member of the Institution.

SECTION III :

BOARD

8 The Board shall consist of:

- (a) a Chairman to be elected annually by the Board from its members. No member of the staff of the Institution shall hold office as Chairman;
- (b) the Chief Executive or Managing Director (as the case may be) and not more than five other executives of the Institution (but including the Director of Standards) as may be appointed from time to time by the Board on terms approved by the Board, provided that the total number of executive members of the Board, when appointed, shall not exceed the total number of non-executive members. At the first Annual General Meeting after such appointment, any member of the Board appointed pursuant to this Bye-law 8(b) shall retire from office and be eligible for re-election with the approval of the Board;
- (c) not more than six non-executive members (not being executives of the Institution) to be appointed by the Board on terms approved by the Board. At the first Annual General Meeting after such appointment, any member of the Board appointed pursuant to this Bye-law 8(c) shall retire from office and be eligible for re-election with the approval of the Board.

9 Excluding the members retiring from the Board pursuant to Bye-laws 8(b) and (c), one-third (or the number nearest to but not exceeding one-third) of all of the other members of the Board who have been members of the Board from the date of the previous Annual General Meeting shall at each Annual General Meeting retire from office and be eligible for re-election with the approval of the Board. These members shall be those who have been longest in office since their last election but as between members last elected on the same day those retiring from office shall (unless they otherwise agree among themselves) be determined by lot.

10.(a) Each non-executive member of the Board may be paid remuneration for his services out of the funds of the Institution, the amount of such remuneration to be such as the Institution in General Meeting may from time to time determine. Any such determination may be expressed as an individual sum or rate or maximum amount for each member of the Board or as an aggregate sum or rate or maximum aggregate amount to be divided amongst all eligible members of the Board in such proportions and manner as those members of the Board may decide and, failing such a decision, equally. Where such determination is expressed as a maximum amount or a maximum aggregate amount, the sum paid shall, subject to such maximum, be such as the Board shall decide.

(b) The Board may pay out of the funds of the Institution to any member of the Board reasonable actual expenses, costs and charges properly incurred by him or to which he may become liable in the course of the discharge of his duties as a member of the Board, and may also pay to him reasonable actual travel, hotel and other expenses properly incurred by him in attending and returning from meetings of the Board or of any committee of the Board or General Meetings of the Institution.

(c) If any member of the Board shall at the Board's request perform or agree to perform any duties or render or agree to render any services which shall in the opinion of the Board be exceptional, that is to say, outside the ordinary scope of his duties as a member of the Board, the Board may give or agree to give special remuneration to such member by paying him a fixed sum out of the funds of the Institution, or by any other means which the Board may deem proper.

(d) Nothing in paragraph (a) of this Bye-law shall require remuneration payable to any executive member of the Board pursuant to any contract of employment made between him and the Institution to be determined or approved by the Institution in General Meeting. Such a Board member shall not receive any payment pursuant to either of paragraphs (b) or (c) of this Bye-law in respect of any matter if he is entitled to receive payment in respect of that matter pursuant to his contract of employment with the Institution.

11. The Board may from time to time appoint one of its number to be Deputy Chairman of the Board and may at any time remove him from that office.

12. A member of the Board shall vacate his office if:

(a) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) he becomes prohibited by law from being a company director; or

(c) he fails to attend three consecutive meetings of the Board without prior leave of absence from the Board; or

(d) he is, or may be, suffering from mental disorder and either-

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for detention or for the appointment of a receiver, *curator bonis* or other person to exercise powers with respect to his property or affairs; or

(e) he is convicted of an indictable offence;

and (in any such case) the Board resolves that he vacate his office.

13. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Five members shall be a quorum, of whom not more than two shall be executive members of the Board. Questions arising at any meeting shall be decided by a majority of votes except as provided by Bye-law 7(e). In case of an equality of votes the Chairman shall be entitled to a second or casting vote.

14. On the request of the Chairman or of three members of the Board, the Company Secretary shall at any time summon a meeting of the Board by notice served upon the members of the Board in accordance with the provisions of Bye-law 17.

15. A meeting of the Board at which a quorum is present shall, notwithstanding any vacancy, be competent to exercise all the authorities, powers and discretions for the time being vested in the Board.

16. Seven days' notice at least shall be given of every meeting of the Board, provided nevertheless that the Chairman or any three members may in case of urgency convene a meeting on less than seven days' notice. Every notice convening a meeting of the Board shall specify generally the business to be submitted to the meeting and shall be deemed to have been served on the second day next following that on which it shall be posted, and in proving such notice it shall be sufficient to show that the same was properly addressed and posted.

17. The Board shall cause proper minutes to be made of its meetings. If confirmed by the following meeting or by correspondence, any such minutes shall be conclusive evidence of the facts stated.

18. Membership of the Board shall be evidenced by records to be kept by the Company Secretary, which shall at all times contain the names and addresses of its members.

SECTION IV:

FINANCE

19. The Board shall cause true accounts to be kept:

- (a) of the assets and liabilities of the Institution;
- (b) of the income and expenditure and profit or loss of the Institution.

In carrying out these accounting functions, the Board shall ensure that separate accounts are prepared in respect of all activities related to the facilitation of standards (including their publication and dissemination, marketing, sale and all other activities relating to the promotion of their use) or of any subsidiary.

20. The Board may from time to time make conditions and rules as to the time and manner and extent of the inspection of the accounts and books of the Institution by members of the Board, and subject to such conditions and rules the accounts and books of the Institution shall be open to the inspection of members of the Board at all reasonable times during business hours on due notice being given.

21. There shall be an annual audit of the accounts of the Institution by Auditors, who shall be persons appropriately qualified to be appointed Auditors of a company under Part II of the Companies Act 1989, as amended from time to time.

22. True copies of the audited accounts shall be made available on request each year to all members entitled to vote, prior to the Annual General Meeting.

SECTION V:

COMMITTEES AND ADVISORY COUNCILS

23. The Board may establish such Committees and Advisory Councils as may be required for the convenient administration of the work of the Institution. Except as expressly provided by these Bye-laws, the Board shall determine the constitution and terms of reference of any Committee or Advisory Council and to whom it shall report.
24. The Board may enter into such agreements with other Bodies as it may think fit concerning their representation on any Committee or Advisory Council it has constituted and their participation in the work of that Committee or Advisory Council.
25. A Committee or Advisory Council shall have power to determine the constitution and terms of reference of any Committee as it may think desirable to deal with the work with which it is concerned and to enter into such agreements with other Bodies as it may think fit concerning their representation on any such Committee it has constituted and their participation in the work of that Committee,
26. The Committee concerned with the preparation of standards shall be known as the Standards Policy and Strategy Committee and may set up such Sector Policy and Strategy or Technical Committees as it may think desirable. The Standards Policy and Strategy Committee, Sector Policy and Strategy Committees, Technical Committees and Advisory Councils shall be representative of the respective interests of users, manufacturers, Government Departments and other persons or Bodies concerned with their work.
27. The Board shall appoint the chairman and members of the Standards Policy and Strategy Committee for such term of office not exceeding three years as it shall determine. They shall then be eligible for re-appointment for further terms of one year at a time; provided that an executive member may continue to serve as the chairman or as a member of the Standards Policy and Strategy Committee without fixed term of office, subject to the power of the Board at any time to remove such a person.
28. The function of a Technical Committee shall be to prepare a standard or to undertake such other work as may be referred to it.
29. Each Technical Committee shall be responsible to the Standards Policy and Strategy Committee or the appropriate Sector Policy and Strategy Committee which establishes it.
30. The Standards Policy and Strategy Committee or Sector Policy and Strategy Committee which establishes a Technical Committee shall appoint the chairman of that Committee. The chairman of a Technical Committee shall serve for an initial period not exceeding three years. Thereafter his term of office may be extended for such further periods, not exceeding three years at a time, as the Standards Policy and Strategy Committee or Sector Policy and Strategy Committee which establishes that Technical Committee may determine.
31. Once established, each Technical Committee shall remain in existence until formally dissolved by the Standards Policy and Strategy Committee or Sector Policy and Strategy Committee which established it, and shall act as a standing committee to which may be referred any question relative to the standards or other documents prepared by it.
32. Bye-laws 17, 18 and 19 shall apply *trattails mutandis* to a Committee or an Advisory Council.
33. The quorum for a meeting of a Committee or Advisory Council shall be three, excluding executives of the Institution.

SECTION VI :

BRITISH STANDARDS

34. Unless otherwise determined by the Board, no British Standard shall be issued in the name or on behalf of the Institution unless and until it has been signed by or on behalf of:

- (a) the chairman and secretary of the Technical or other Committee responsible for its preparation; and
- (b) the secretary of the appropriate Policy and Strategy Committee responsible for initiating the preparation of the relevant standard; and
- (c) the Chief Executive or Managing Director (as the case may be) or his designated nominee.

SECTION VII :

ASSOCIATED BODIES

35. The Board may enter into association with organisations concerned with standards in any part of the world.

SECTION VIII :

GENERAL MEETINGS

36. Annual General Meetings of members of the Institution entitled to vote shall be held for the purpose of electing members of the Board in the place of those retiring, for approving from time to time any remuneration to be payable to non-executive members of the Board, for the consideration of a report on the affairs of the Institution and of the audited annual accounts of the Institution, for the appointment of Auditors and for the transaction of any other business, which shall be deemed to be special business. Not more than fifteen months shall elapse between Annual General Meetings.

37. Any member entitled to vote shall have the right to have any matter concerning or relevant to the objects of the Institution included as special business in the notice of an Annual General Meeting, provided that written notice of the general nature of any such matter is received by the Chief Executive or Managing Director (as the case may be) by a date to be announced annually for this purpose in the Institution's journal circulated to all Subscribing Members.

38. The Chairman shall take the chair at all General Meetings held during his term of office or, if at any General Meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the members of the Board present shall choose one of their number to act or, if one of them only is present, he shall preside as chairman if willing to act. If none of the members of the Board are present, or if each of them present declines to take the chair, the persons present and entitled to vote on a poll shall elect one of their number to be chairman.

39. The Board or any seven members thereof may whenever they think fit convene an Extraordinary General Meeting of members entitled to vote. The Board shall, upon receipt of a requisition signed by not less than one hundred members of the Institution entitled to vote and stating the object of the meeting, convene an Extraordinary General Meeting to be held within two months from the date of receipt of the requisition. In default, the requisitionists may themselves convene an Extraordinary General Meeting for such purposes only as shall be specified in the requisition to be held on such day and at such place as (having due regard to Bye-law 41) the persons convening the same may determine.

40. Notice of every General Meeting shall be posted to each member entitled to vote at his address on the register of members at least 21 clear days prior to the date fixed for the meeting. Such notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of such business and shall include details of the procedure for the appointment of proxies to attend the General Meeting on behalf of members, which procedure shall be determined by the Board from time to time. The accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or action taken, at any meeting.

41. At any Annual General Meeting any member entitled to vote may move a resolution dealing with any matter concerning or arising out of the business of that meeting, provided always that he has given written notice of such resolution to the Chief Executive or Managing Director (as the case may be) not later than fourteen days before the date of the meeting. At any Annual General Meeting the chairman of the meeting may also allow any member to raise any matter for discussion concerning or relevant to the objects of the Institution.

42.(a) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The quorum shall be ten persons entitled to vote who are personally present. A Body which is a Subscribing Member shall be deemed to be personally present for the purposes of this Bye-law if represented by its authorized representative.

(b) If within half an hour from the time appointed for the 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 such day and to such time and place as may be appointed by the Chairman, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present shall be a quorum.

43. The chairman may, with the consent of any meeting at which a quorum is present, adjourn a meeting from time to time, and from place to place, as the meeting shall determine. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 28 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting.

44. At any General Meeting, subject to Bye-law 47, a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or upon the declaration of the result of the show of hands, a poll is demanded by the chairman of the meeting or by at least four members present in person and entitled to vote. Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has been carried, carried unanimously or by a particular majority, lost or not carried by a particular majority and an entry to that effect in the minute book of the Institution shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

45. If a poll be demanded, subject to Bye-law 47, 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 a resolution of the meeting at which the poll was demanded. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment. The demand for 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.

46.(a) On a show of hands every member who is, or is deemed to be, personally present at a General Meeting shall have only one vote, irrespective of whether he is present in more than one of the following capacities, that is to say, his personal capacity and as authorised representative of one or more bodies.

(b) On a poll votes may be given either personally or by proxy, and every member who is, or is deemed to be, personally present or is present by proxy shall have one vote.

(c) 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.

47. The Board shall cause proper minutes to be made of the proceedings of the Institution at General Meetings and of all business transacted at such meetings. If signed by the chairman of such meeting, or by the chairman of the following meeting of the Institution or Board, any such minutes shall be conclusive evidence of the facts stated.



Incorporated by Royal Charter
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