

No. 405555

THE COMPANIES ACT, 2006

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

Memorandum

AND

Articles of Association

OF

THE WELDING INSTITUTE

Date of Incorporation 6th March 1946

THE COMPANIES ACT, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

THE WELDING INSTITUTE

(as adopted by Special Resolution passed on 7th July 1993)

1. The name of the Company (hereinafter called "the Institute") is "THE WELDING INSTITUTE".*
2. The registered office of the Institute will be situated in England.
3. The objects for which the Institute is established are:
 - (1) To promote in every possible way the advancement of the science and practice of welding, joining and allied processes.
 - (2) To promote and organise research in all matters relating to the science, practice and economics of welding, joining and allied processes and to design and monitor the quality and performance of welded products and to undertake, make, supervise or assist in the making of experiments, tests and all kinds of evaluations and research relating to materials, building and development of plant, machinery and processes for welding and joining and their application to trade or industry.
 - (3) To establish, form, equip and maintain laboratories, workshops, factories, buildings and plant for the purposes of research, development and other scientific work in connection with welding and joining and their application to trade or industry.
 - (4) To raise and provide funds for any of the purposes herein set out and for payment to any person or persons, body or corporation in connection therewith.
 - (5) To prescribe appropriate standards of specialist education and qualification for persons engaged in welding, joining and allied processes and to undertake, supervise or encourage the education and training in all matters relevant to the advancement of welding and joining science and the practice of persons who are engaged or are likely to be engaged in the application of welding and joining in trade or industry paying due regard to the provision of instruction by existing organisations and to encourage and facilitate structured continuing professional development of Members in both technical and non-technical areas.
 - (6) To enable persons in welding and allied industries to meet and correspond and to facilitate the exchange of ideas concerning the science and practice of welding and joining and to promote and establish standard practices in engineering applications of welding and joining and to obtain official recognition of such standard practices where appropriate.

* The name of the Institute was changed from British Welding Research Association by Special Resolution on 28th March 1968, to The Welding Institute.

- (7) To invite from any person written or oral communications concerning or relating to the science and practice of welding and joining and to receive
- (8) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary works treating of or bearing upon welding and joining and their application to trade or industry and to establish, form and maintain museums, libraries and collections of statistics, scientific data and other information or objects relating to welding and joining and their application to trade or industry or to matters of interest to the Members thereof or to other Members of the Institute and to translate, compile, collect, publish, lend and sell and to secure or contribute to the translation, compilation, collection and publication by Parliament, government departments and other bodies or persons of any such literature, statistics and information and to disseminate the same by means of the reading of papers, delivering of lectures, organising seminars, giving of advice, appointment of advisory officers or otherwise.
- (9) To promote, organise, take part in, or assist in promoting or organising exhibitions of apparatus, drawings, models, machinery, plant, materials, demonstrations or experiments which may advance any of the objects of the Institute.
- (10) To retain or employ skilled professional or technical advisors or other workers in connection with the objects of the Institute and to pay therefore such fees or remuneration as may be thought expedient.
- (11) To found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of persons engaged in research into processes of welding and joining or allied processes whether in the laboratories of the Institute or elsewhere and to employ and remunerate instructors and supervisors for such persons as may be thought expedient.
- (12) To prepare, print and publish regulations and conditions for the teaching of and training in welding and joining in all their branches.
- (13)
 - (a) To prescribe standards or collaborate with other institutions in prescribing standards for the testing of welders and joiners.
 - (b) To operate as a certification body by establishing, promoting, maintaining and controlling certifications schemes relating to personnel, products and organisations in the field of welding, joining and allied processes.
- (14) To encourage the discovery of, and investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs affecting welding and joining and their application to trade or industry and to acquire any patents or licences relating thereto and to acquire and register any design or standardisation marks, whether for general or special purposes, with a view to the use thereof by Members of the Institute and others on such terms as may seem expedient and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.
- (15)
 - (a) To acquire, hold and dispose of controlling and other interests in the share or loan capital of any company or companies such that the objects of the Institute shall be promoted thereby.
 - (b) To provide financial, managerial and administrative advice, services and assistance for any company in which the Institute maintains an interest and for any other company..
- (16) To establish, promote, amalgamate with, or become a Member of, or affiliated to, or subscribe to, or correspond or communicate with, any society, association or institution or other bodies incorporated or unincorporated whether or not formed for

purposes of profit but formed with a view to the pursuit of common objects and such that the objects of the Institute shall be promoted thereby.

- (17) To establish, maintain, control and manage branches of the Institute in the United Kingdom and elsewhere and to determine the constitution, rights, privileges, obligations and duties of such branches and, when thought fit, to modify the same or dissolve such branches.
- (18) To apply to government departments, local government authorities or any public or private body or any person for, and to accept grants of, money and land or other assistance and to comply with any terms attached thereto so far as the same shall be consistent with the objects of the Institute herein set out and to discuss and negotiate with them schemes of research and other work and matters within the objects of the Institute.
- (19) To undertake and execute any trusts which may be conducive to the objects of the Institute or any of them.
- (20) To carry out any of the above-mentioned research or other scientific or technological work and to do all or any of the above-mentioned things, whether affecting welding and joining and their application to trade or industry as a whole or merely one or more particular parts or sections thereof or the business of any particular Member or group of Members or others, and in the case of work not affecting welding and joining and their application to trade or industry as a whole, to make such arrangement as to special payment by such particular sections or Members or group of Members or others as may be expedient, including entering into contracts or other arrangements whereby such work is undertaken at the sole cost and under the control of for the sole benefit of any such particular Member or group of Members or others.
- (21) To borrow or raise any money that may be required by the Institute upon such terms as may be deemed advisable and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Institute or by mortgage or charge on all or any part of the property of the Institute.
- (22) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (23) To invest the moneys of the Institute not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust moneys and in such manner as may from time to time be determined.
- (24) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purposes of the Institute and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Institute and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Institute.
- (25) To use the funds of the Institute in the employment of persons of learning or skill and the provision and use of buildings and of instruments, materials and appliances and of any of the equipment of the Institute for any studies which may be considered to have some bearing whether immediate or ultimate on practical problems involved in the nature or use of welding and joining or their application to trade or industry.
- (26) To collect, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to welding and joining and their application to trade or industry or likely to be useful thereto and to establish and maintain a bureau of information for the benefit of Members of the Institute or others.

- (27) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to assist the recruitment of or to benefit employees or ex-employees of the Institute or the dependents or connections of such persons and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (28) To procure the Institute to be registered or recognised in any part of the Commonwealth or in any foreign country or place.
- (29) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects or any of them.
- (30) To provide guarantees for any company in which the Institute maintains an interest or for trusts established to benefit employees or ex-employees of the Institute

Provided always that nothing herein contained shall empower the Institute to carry on the business of industrial assurance, liability assurance, marine, aviation and transport insurance, motor vehicle insurance, ordinary long-term insurance, pecuniary loss insurance, personal accident insurance and property insurance business or any business of assurance or insurance as defined in the Companies Act, 1967, The Insurance Companies Act, 1982, or any Act extending, amending or re-enacting the same or to reinsure any risks comprised in any such business as aforesaid.

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

Provided also that in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science or any authority exercising corresponding jurisdiction outside 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 Council or governing body of the Institute shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would such Council or governing body have been if no incorporation had been effected and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science or any such other authority as aforesaid over such Council or governing body but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

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

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Institute or to any Member of the Institute in return for any services actually rendered to the Institute or for any material, labour, plant or power supplied for experimental purposes nor prevent the payment of interest at a rate not exceeding six per cent per annum for the time being on money lent or payment of a reasonable and proper rent for premises demised or let by any Member to the Institute but so that no Member of the Council or governing body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any Member of such Council or governing body except by way of repayment of out-of-pocket expenses or the payment of interest at the rate aforesaid on money lent or the payment of a

reasonable and proper rent for premises demised or let to the Institute (or any remuneration to any Member of the Council may be a Member or share-holder holding less than one-hundredth part of its capital or to any other corporate body or to any firm with the previous consent of the Department of Trade and Industry and Members shall not be bound to account for any share or profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any Member of the Institute whether a Member of the Council or not from exercising any process and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention or patent resulting from the work of the Institute.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum and Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.
6. The fourth and fifth clauses of this Memorandum contain conditions to which a licence granted by the Board of Trade to the Institute in pursuance of Section 18 of The Companies Act, 1929, is subject.
7. The liability of the Members is limited.
8. Every Member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up while he is a Member, within one year after he ceases to be a Member for payment of the debts and liabilities of the Institute contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £5.
9. If upon the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Institute but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof such institution or institutions to be determined by the Members of the Institute on or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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

Articles of Association

OF

THE WELDING INSTITUTE*

(as adopted by Special Resolution passed on 17 June 2009)

1.

- (i) In the construction of these presents the following words and expressions shall have the following meanings respectively unless the subject matter or content otherwise requires.

EXPRESSION	MEANING
"The Act"	The Companies Act 2006.
["address"]	Shall include any number or address used for the purposes of sending or receiving notices, documents or information by electronic means.
["authorised signatories"]	Has the meaning given to it by section 44(3) of the Act.
"The Core Research Programme"	That programme of research work funded by the subscriptions of Industrial Members.
"The Council"	The Council for the time being of the Institute as a body or a quorum of the Members thereof at a Council meeting.
["electronic form and electronic means"]	Have the meanings given to them by section 1168 of the Act.
"The Executive Board"	The Board of senior executives of the Institute appointed by the Council on the recommendation of the Chief Executive.
"The Institute"	The above-named Company.
"Month"	Calendar month.
"The Office"	The registered office of the Institute.

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EXPRESSION	MEANING
“These presents”	These Articles of Association and the regulations of the Institute from time to time in force.
“The Professional Board”	The Professional Board for the time being of the Institute.
“The Research Board”	The Research Board for the time being of the Institute.
“The Seal”	The common seal of the Institute.
“The Secretary”	Any person appointed to perform the duties of Secretary of the Institute whether temporarily or otherwise.
“The Society”	The Welding and Joining Society.
“The United Kingdom”	Great Britain and Northern Ireland.
“Welding”	Welding, joining and allied processes and associated activities.
“In Writing” and “Written”	Means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- (ii) Words importing the singular number only shall include the plural number and vice versa.
 - (iii) Words importing the masculine gender only shall include the feminine gender.
 - (iv) References to persons shall include corporations and firms or other unincorporated associations.
 - (v) [“Notices” includes all written communications to Members.]
 - (vi) Subject as aforesaid, any words or expressions defined in the Act or any statutory modification 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 in these presents
2. For the purpose of Registration, the number of Members of the Institute was declared to be unlimited.
 3. The provisions of Sections 113 and 114 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.

MEMBERSHIP

5. The Membership of the Institute shall consist of:
 - (i) Industrial Members being such persons, corporations and other organisations as the Council has admitted or shall admit to membership as Industrial Members having paid an appropriate subscription in accordance with the provisions hereinafter contained.
 - (ii) Professional Members being such individuals as are acceptable to the Professional Board. The Professional Members shall be divided into the classes of Fellows, Senior Members, Members, Incorporated Members, Technicians, Senior Associates and Graduates, and the qualifications for the rights and privileges of such classes shall on the recommendation of the Professional Board be prescribed by the Council by bye-laws, rules or regulations.
 - (iii) Non-Corporate Members being such individuals as the Council shall admit to membership in the classes set out below on the recommendation of the Professional Board. The Non-Corporate Members shall be in the class of Associate or shall be Members of the Society and the qualifications for and rights and privileges of such classes shall on the recommendation of the Professional Board be prescribed by the Council by bye-laws, rules or regulations. Non-Corporate Members shall not be Members of the Institute within the meaning of the Act and these Articles and shall have such privileges and rights only as may be prescribed by the bye-laws, rules or regulations of the Institute for the time being in force.
 - (iv) Honorary Members being such individuals as the Council, subject to the bye-laws, rules and regulations from time to time in force, shall elect as Honorary Members in any Class of Membership in recognition of distinguished services to welding technology or for special services or causes. Provided that Honorary Members shall not as such be liable to the guarantee in Clause 8 of the Memorandum.
6. No Member other than an Industrial Member or a representative for the time being entitled to exercise the rights of an Industrial Member under Articles 7 to 9 inclusive or a Professional Member, shall be entitled to vote at General Meetings of the Institute. No person, other than an Industrial Member or a representative as aforesaid, shall be entitled to vote at General Meetings of the Industrial Members. No person other than a Professional Member shall be entitled to vote at General Meetings of the Professional Members.
7. Any firm or other unincorporated association desiring to obtain the advantages of membership of the Institute shall nominate one of its Members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. A firm or other unincorporated association which has nominated as its representative one of its Members as aforesaid, may from time to time revoke the nomination of such Member and, subject to the consent of the Council, nominate another representative in his place. Every person so applying for membership shall be subject to the same rules, bye-laws and regulations concerning elections and otherwise as any person not so nominated and shall if elected, have the same rights and be subject to the same liabilities and incidents as any person not so nominated subject, however, to the provisions of this Article. The firm or other unincorporated association shall deposit with the Council the nomination of such applicant for membership and shall give all information that may be reasonably required by the Council regarding such applicant.
8. All revocations and nominations mentioned in Article 7 shall be in writing signed in the case of a firm by all the Members and in the case of an unincorporated association by its Secretary or other authorised representative. Each such firm or other unincorporated association shall, at the date of such nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business and of the names and private address of each partner or Member thereof and all such further particulars as the Council shall require and thereafter shall give such particulars when and as often as may be required by the Council.

Any change in the constitution or nature of such firm or association or in the status of any of its Members shall be immediately notified in writing to the Council who, if they do not approve such change, shall be entitled (without prejudice to **Article 15**) to give notice in writing to the Member representing such firm or association to terminate his membership and to withdraw from the Institute and shall, at the same time, return a due proportion of such Member's subscription having regard to the unexpired period for which it is paid and thereupon such representative shall cease to act, or be entitled or recognised, as a Member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a Member to act as its representative.

9. (a) A corporation being a Member shall nominate a person from time to time to act as its representative in the manner provided in Section 375 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend meeting of the Institute and Industrial Members and vote thereat and generally exercise all rights of membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative and nominate another representative in his place. All such nominations and revocations shall be intimated in writing.
 - (b) If and so long as the nominated representative of a corporation is a Member of the Council, the provision of **Clause 4** of the Memorandum of Association will apply in relation to such corporation (as well as in relation to its representative) as if it were itself a Member of the Council and were not a corporate body.
 - (c) Any director or secretary of a corporation which is a Member (not being its representative nominated as aforesaid) or any partner in a firm which shall have nominated a representative who has been admitted to membership or approved as hereinafter provided (not being such a representative) may attend any meeting of the Institute without any right of voting thereat but the Members present at any meetings may exclude persons who are not Members from such meetings by a resolution passed by a majority of the Members present and entitled to vote and no special notice shall be required before the consideration of such resolution.
10. Subject as provided in **Article 5**, no person or corporation shall be admitted to membership of the Institute unless an application for membership shall have been signed by him or it or on his or its behalf setting out such particulars as the Council shall require.
11. (a) Subject as provided in **Article 5**, the Council shall have absolute discretion in deciding whether any person who applies for Industrial Membership shall or shall not be admitted to membership of the Institute.
 - (b) Subject to the bye-laws, rules and regulations from time to time in force the Professional Board shall have absolute discretion in considering the applications for election to Professional Membership and Non-Corporate Membership and for transfer from one such class of membership to another and shall recommended appropriately to the Council.
12. Any Industrial Member may withdraw from the Institute by giving notice in writing duly signed to the Secretary at least six months before the expiration of the Member's subscription year and on paying with such notice any unpaid subscription due in respect of the current and previous years and also any contribution which such Member shall have undertaken to make and the subscription for each and any subsequent year which such Member shall have guaranteed to subscribe on election and thereupon such Member shall be deemed to have ceased to be a Member from the date of the expiration of such membership subscription year. In default of such notice being so given a Member shall be liable to pay the subscription for the ensuing year and, in cases where any undertaking or guarantee has been given for subscriptions or donations for any given number of years, the Member shall continue to be liable thereunder.
13. Any Professional Member and any Non-Corporate Member may withdraw from the Institute by giving notice in writing to the Secretary at any time and paying with such notice any subscription that may be due.

14. Upon the retirement of any Member by notice as stated in **Articles 12 and 13**, the Member shall not be entitled under any conditions to any repayment for any subscription or contribution or any part thereof whether paid for the current year or for a year or years in advance.
15. Any Member may be removed from the Institute by a resolution of the Council passed by a majority of at least three-fourths of the Members present and voting at a special meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question and to all the Members of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting and he shall be entitled to be heard by the council at the meeting. On a Member being removed, the Council shall, except in the circumstances of Article 18 sub-section (c), return the due proportion of such Member's current subscription having regard to the unexpired period for which it is paid.
16. The rights of any Member shall be personal and shall not be transferable and shall cease upon (i) the Member failing to pay the annual subscription; (ii) in the case of an individual on his becoming insane or of unsound mind; (iii) on the Member ceasing to retain the qualifications on the grounds of which the Member was admitted to Membership; or (iv) the Member is wound-up or declared bankrupt (as the case may be). Nothing herein contained shall prejudice the rights of the Institute to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for Membership.

SUBSCRIPTIONS AND ENTRANCE FEES

17. Subscriptions and entrance fees for Membership and for the different classes of Members may be fixed and altered from time to time by the Council by bye-laws or otherwise. Unless and until otherwise determined:
- (a) Industrial Members shall pay annual subscriptions in accordance with a subscription scale or scales (subject to a minimum subscription or subscriptions) approved by the Council for the time being. Provided always that in fixing the annual subscription for any Industrial Member, the Council may require that the subscribers shall agree in writing to continue to pay the said subscription wither Members or not and in a manner to bind their estates and assets for such period as may be determined by the Council.
- (b) Professional Members and Non-Corporate Members shall pay entrance fees and annual subscriptions in accordance with a subscription scale or scales approved by the Council.

The Council may also by bye-laws or otherwise make provision for Professional Members and Non-Corporate Members who have retired from business to enjoy privileges of Membership at reduced subscriptions or without paying further or any subscriptions.

DUTIES OF MEMBERS

18. Each Member of the Institute shall be bound:
- (a) to observe the provisions of these presents and of the Memorandum of Association and all bye-laws, rules and regulations of the Institute for the time being in force.

- (b) to pay and make good to the Institute any loss or damage which the Institute may sustain through any wilful act or default of such Member or any representative of such Member but only if such act or default shall be a breach of any provision of these presents or of the Memorandum of Association or of some bye-law rule or regulation of the Institute.
- (c) if an Industrial Member to treat and to require his or its employees to treat all information obtained by virtue of membership and which is not the subject of common knowledge nor openly published elsewhere as strictly confidential and not be to communicated either directly or indirectly to any corporation or person not an Industrial Member of the Institute without the written consent of Council acting by its agent the Executive Board and to continue to abide by this provision in the event of his or its ceasing to be a Member. Any breach of this condition shall empower the Council, by the procedure laid down in **Article 15**, to remove from the Institute the Member concerned but removal in such circumstances shall, notwithstanding the provisions of **Article 15**, not release such Member from the liability to pay the full amount of the subscription or contributions which he shall have undertaken to pay.

RESEARCH

- 19. Neither a Professional Member nor a Non-Corporate Member shall be entitled to require discovery of or any information regarding any research work undertaken by the Institute.
- 20. No Industrial Member shall be entitled to require discovery of or any information respecting any research work or make use of any information concerning research except in strict accordance with the rules and regulations made by the Council.
- 21. Every Member of the Research Board or of the Council and the Chief Executive of the Institute and every officer or other responsible person employed in the business of the Institute shall, before entering upon his duties, sign an undertaking to observe a strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge in exercise of his duties or while occupying such office or in the course of such employment as aforesaid and not to use or otherwise take advantage in his private capacity of special knowledge so obtained or put into operation any invention or process of which he shall have obtained knowledge as aforesaid except, as regards Industrial Members, to the extent to which and as and when he shall be entitled to do so in common with other Industrial Members of the Institute in strict accordance with the rules and regulations made by the Research Board as provided by these presents.
- 22. Nothing in **Articles 20 and 21** shall prevent discussion, disclosure or publication as between Members of the Research Board or the Council and of the Institute or its officers relating to research undertaken, or proposed to be undertaken, by the Institute subject to any rules and regulations which may from time to time be made by the Council with regard thereto or prevent the use of any information obtained by any Member of the Research Board or of the Council or of the Institute in the ordinary course of his own business or the continued user of any process already employed in such business though research may subsequently bring such process to the knowledge of the Institute.
- 23. Every employee of the Institute engaged on research or other technical work shall contract in writing that he will in consideration of his employment hold exclusively for the benefit of and assign to the Institute, at the cost of the Institute, all rights and ownership in any discoveries, inventions, designs or other results arising in the course of such employment upon such research or other technical work.

THE COUNCIL

24. The business of the Institute shall be co-ordinated and directed by the Council. The Council shall consist of not more than 32 Members, of whom not more than 12 (in these Articles called 'the Industrial Council Members') shall be Industrial Members or persons who have been nominated to act as representatives of such Members pursuant to **Article 9** or the representatives nominated by firms or unincorporated associations pursuant to **Article 7**, and not more than 12 (in these Articles called 'the Professional Council Members') shall be Professional Members in the classes of Fellow, Senior Member or Member.

The Industrial Council Members shall be elected by the Industrial Members in accordance with **Article 25** and the Professional Council Members shall be elected by the Professional Members in accordance with **Article 26**.

The elected Members of the Council shall have power to co-opt not more than eight additional Members. The number of the co-opted Members of the Council shall at no time exceed one-third of the elected Members.

25. The Industrial Council Members shall be elected and appointed by Council. Council Members shall serve for a period of three years and shall retire at the Council meeting next, following expiration of the three year period from the date of appointment or reappointment. The Council member shall be eligible for reappointment and may be reappointed by Council but, no person shall serve on the Council as an Industrial Council Member for a consecutive period exceeding six years. The Industrial Council Members may at any time and from time to time appoint any person to be an Industrial Council Member to fill a casual vacancy occurring amongst themselves on the Council. Any person so appointed shall hold office only until the next following Council Meeting and shall then be eligible for re-election. The Industrial Members may, at a separate General Meeting, by Ordinary Resolution of which special notice has been given in accordance with section **312** of the Act, remove any Industrial Council Member before the expiration of his period of office notwithstanding anything in these regulations. Council may appoint another person in place of an Industrial Council Member removed from office under the power contained in the immediately preceding sentence and without prejudice to the power of the Industrial Council Members by themselves to fill a casual vacancy as aforesaid. A person appointed in place of an Industrial Council Member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become an Industrial Council Member on the day on which the Industrial Council Member in whose place he is appointed was last elected as a Member of the Council. No other person shall be eligible for election as an Industrial Council Member
26. The Professional Council Members shall be elected and appointed by Council. The Professional Council Members shall, with the approval of the Council, formulate rules and regulations in relation to such elections. Council Members shall serve for a period of three years and shall retire at the Council meeting next, following expiration of the three year period from the date of appointment or reappointment. The Council member shall be eligible for reappointment and may be reappointed by Council, but no person shall serve as a Professional Council Member for a consecutive period exceeding six years. The Professional Council Members may at any time and from time to time appoint any Professional Member in the classes of Fellow, Senior Member and Member to be a Professional Council Member to fill a casual vacancy occurring amongst themselves on the Council. Any person so appointed shall hold office only until the end of the next Council Meeting and shall then be eligible for re-election. The Professional Members may at a separate General Meeting, by Ordinary Resolution of which special notice has been given in accordance with section **312** of the Act, remove any Professional Council Member before the expiration of his period of office notwithstanding anything in these regulations. Council may appoint another person in place of a Professional Council Member removed from office under the power contained in the immediately preceding sentence and without prejudice to the power of the Professional Council Members by themselves to fill a vacancy as aforesaid. A person appointed in place of a Professional Council Member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become an Professional Council Member on the day

on which the Professional Council Member in whose place he is appointed was last elected as a Member of the Council.

27. A Member of the Council co-opted under **Article 24** shall retire from office at the close of the Council Meeting three years after his last co-option as a Member of the Council)]. A co-opted Member of the Council so retiring shall be eligible for re-co-option immediately.
28. The Council shall elect its own Chairman who shall serve as Chairman for a period of three years but at Council's request he may serve for a further consecutive period of one year. Upon completion of his three or four year term he shall not be eligible for re-election as Chairman.

Notwithstanding the provisions of **Articles 25 and 26**, the Chairman shall be entitled to serve as a Member of the Council for such period in excess of six years as may be required to enable him to serve as Chairman of the Council for a period of three years and for a further consecutive period of one year if requested by Council. The Chairman shall not whilst so serving be subject to retirement under the provisions of **Articles 25 and 26** nor shall he be taken into account in determining the number of Members of the Council who are to retire in each year.

THE RESEARCH BOARD

29. The Research Board shall be appointed by the Council and shall consist of not more than 30 and not less than 12 persons unless and until otherwise determined by the Council
30. All Members of the Research Board shall be Industrial Members or representatives of such Members or persons having attained distinction in some discipline relevant to Welding.

THE PROFESSIONAL BOARD

31. The Professional Board shall consist of not more than 32 and not less than 12 persons and, until otherwise determined by the Professional Board, up to fifteen registered by the Engineering Council as chartered engineers may be elected by those of the Professional Members who are Fellows, Senior Members and Members voting in their classes, up to two registered by the Engineering Council as respectively an Incorporated Engineer and an Engineering Technician may be elected by the Professional Members who are Fellows, Senior Members, Members, Incorporated Members and Technicians, jointly voting in their classes, one Senior Associate and one Associate may be elected by the Professional Members and Associates jointly voting in their classes and up to ten may be elected by the Professional Members and Associates jointly voting in their branches. The Professional Council Members shall with the approval of the Council, formulate rules and regulations in relation to such elections. [Unless otherwise determined by the Professional Board, the Chairmen of the Membership, Education and Registration, and Welding and Joining Society Management Committees shall be *ex officio* voting Members of the Professional Board.]
32. All Members of the Professional Board except for the four persons who are an Incorporated Member, a Technician, a Senior Associate and an Associate shall be Professional Members in the classes of Fellow, Senior Member and Member.

MEMBERSHIP OF THE COUNCIL AND THE BOARDS

- 33.** The same person may be both a Member of the Council and a Member of the Research Board (if he is an Industrial Member or the representative of an Industrial Member or such a person as is included in the persons eligible to be Industrial Council Members pursuant to **Article 24**) or a Member of the Professional Board (if he is a Professional Member). But the same person may not at the same time serve on the Council as both an Industrial Council Member and a Professional Council Member. Subject to **Article 29** and **Article 31** the Council may fill any casual vacancy arising during the year on either the Research Board or the Professional Board and a Member so appointed shall retire on the same date as the Member whose place he was appointed to fill would have retired and shall be eligible for re-election or re-appointment.
- 34.**
- (a) One third of the Members of the Professional Board, or the numbers nearest thereto if the membership is not a multiple of three, shall retire each year but shall be eligible for re-appointment or re-election except that no person shall serve as a member of the Research Board or the Professional Board for a consecutive period exceeding six years unless elected Chairman within such period in which case the Chairman's service on such Board will be extended so far as it necessary to allow the Chairman to serve the term determined in accordance with **Article 49**.
 - (b) The time during which a person holds office of Chairman or Vice Chairman of the Professional Board shall not count towards his or her time as a member of the Board for the purposes of retirement under the first paragraph of this Article, neither will the office of Chairman or Vice Chairman of the Professional Board count towards the number of Members of the Professional Board for the purpose of determining the number of Members to retire each year.
- 35.** The office of a Member of the Council, or of either of the Boards, shall ipso facto be vacated:
- (a) If he becomes bankrupt or suspends payment or compounds with his creditors generally.
 - (b) If he is found to be suffering from mental disorder or becomes of unsound mind.
 - (c) If he is prohibited or disqualified from holding office by any order made pursuant to the Act, the Insolvency Act 1986 or any other statutory provision or otherwise becomes prohibited by law from holding office.
 - (d) If he is removed from office by a resolution duly passed under Section 168 of the Act.
 - (e) If by notice in writing to the Council he resigns his office.
 - (f) If he ceases to be a Member of or a representative of a Member of the Institute or a person eligible under **Article 24** for membership of the Council as an Industrial Council Member.
 - (g) If he is called upon in writing by at least three-fourths of all the other Members of the Council or the relevant Board as the case may be to resign his office.
- 36.** No act or resolution of the Council or of any of the Boards shall be invalidated by reason of the existence of any vacancy or vacancies among their Membership but if the number of the Members of the Council or Boards shall be reduced to less than 12 the Members thereof, for the time being, may act for the purpose only of filling vacancies, or in the case of the Council, summoning a General Meeting of the Institute.

37. The Institute may by Ordinary Resolution, of which special notice has been given in accordance with Section 312 of the Act, remove any Member of the Council from office pursuant to Section 168 of the Act before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Institute and such Member of the Council.

POWERS OF THE COUNCIL

38. The Council 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 statute or by these presents required to be exercised or done by the Institute in General Meeting or by these presents entrusted to the Research Board or the Professional Board.
39. Without prejudice to the general powers conferred by **Article 38**, and the other powers conferred by these presents, it is hereby expressly declared that the Council shall have the following powers, that is to say:
- (a) To make and impose, vary and repeal by-laws, rules and regulations for the administration and government of the Institute and for the purpose of prescribing standards of specialist education and qualifications for persons engaged in Welding and generally for carrying the objects of the Institute into effect. Provided always that the same shall not in any way affect, vary or alter the provisions contained in these presents.
 - (b) To determine how, and in what manner, the general expenses of the Institute are to be paid or provided for and how, and to what extent, reserves for particular purposes or generally are to be created and maintained.
 - (c) To purchase or otherwise acquire for the Institute 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.
 - (d) To ensure the fulfilment of any contracts or engagements entered into by the Institute by mortgage or charge on all or any of the property of the Institute or in such manner as they may think fit.
 - (e) To take offices or acquire premises for the use of the Institute and to appoint and, at their discretion, remove or suspend such managers, secretaries, officers, clerks, agents and servants whether engaged for permanent, temporary or special services and to determine their powers and duties and fix their remuneration and to require security in such instances and to such amounts as they think fit.
 - (f) To engage professional or other assistance in connection with the business of the Institute, and subject to the provisions of the Memorandum of Association, to pay reasonable fees or remuneration for the same as they may think fit.
 - (g) To appoint any person or persons, whether incorporated or not, to act as trustee or trustees to accept and hold in trust for the Institute, any property belonging to the Institute or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and (subject to the provisions of the Memorandum of Association) to provide for the remuneration of such trustee or trustees.
 - (h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Institute or 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.

- (i) To refer any claims or demands by or against the Institute to arbitration and observe and perform the awards.
- (j) To make and give receipts, releases and other discharges for money payable to the Institute and for the claims and demands of the Institute.
- (k) To borrow or raise any money that may be required by the Institute upon such terms as they may think fit but subject nevertheless to the provisions contained in the Memorandum of Association and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Institute or by mortgage or charge of all, or any part of, the property of the Institute.
- (l) To affix the Seal of the Institute to all deeds and documents requiring the same.
- (m) To determine who shall be entitled to sign on the Institute's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents.
- (n) To invest and deal with any of the moneys of the Institute, not immediately required for the purposes thereof, upon such securities for the time being authorised by law for the investment of trust funds and in such manner as they may think fit and from time to time to vary or realise such investments subject nevertheless to the provisions contained in the Memorandum of Association.
- (o) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Institute as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Institute.
- (p) To delegate any of their powers (other than their powers under **Article 15**) to committees consisting of Member of the Council and to appoint advisory committees, the members of which need not be Members of the Council or of the Research or Professional Boards, and to make and impose upon such committees such rules and regulations and to vary the same from time to time as they shall think fit.
- (q) To set up, constitute and organise local branches of the Society in the United Kingdom or overseas consisting of Members of the Society in such places as they think fit and to define the powers and duties of such local branches and to make and impose bye-laws, rules and regulations for the administration and government of such local branches and to delegate any of their power to such local branches as they may deem fit.
- (r) To apply for or oppose the application by others for concessions, rights, charters and legislative acts and authorisations from any government or authority and to apply for, oppose the application by others for, or seek the revocation of patents.
- (s) To appoint at any time and from time to time by power of attorney any persons to be the attorneys of the Institute for such purpose outside the United Kingdom with such powers and for such period and subject to such conditions as the Council may from time to time think fit but so that the Council shall not be at liberty to delegate to any such attorneys any of the discretions vested in the Council by these presents. Any such appointment may (if the Council think fit) be made in favour of the Member or any of the Members of any local branch established as aforesaid or in favour of any company or of the members, directors, nominees or managers of any company or firm and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Council shall think fit and may authorise any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers for the time being vested in them.
- (t) To exercise the powers conferred by Section 49 of the Act and such power shall accordingly be vested in the Council.

- (u) To exercise any further powers and to undertake any further duties that may lawfully be entrusted to them by the Members of the Institute from time to time.
- 40.** The Council may delegate any of their powers, except their power under **Article 15**, to the Executive Board and/or to a Finance and General Purposes Committee each of which shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of such Committees shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be suspended by any regulations made by the Council.
- 41.** Unless the Council shall otherwise determine, the Finance and General Purposes Committee shall consist of not more than 12 and not less than five Members of the Council. The membership of the said Committee shall include at least two Professional Council Members.

POWERS OF THE RESEARCH BOARD

- 42.** Subject to the provisions of **Articles 38 and 39**, the Research Board shall advise Council in regard to all technical matters relating to the Core Research Programme and the application of its results in industry.

POWERS OF THE PROFESSIONAL BOARD

- 43.** Subject to the provisions of **Articles 38 and 39**, the Professional Board shall have control in regard to all matters concerning Professional and Non-Corporate Members and (subject as aforesaid and as provided by **Article 17**) the subscriptions and payments made to the Institute by Professional and Non-Corporate Members and any other contributions made specifically for professional purposes shall be at the disposal of the Professional Board for purposes of the Institute other than research.
- 44.** Without prejudice to the generality of the powers conferred by **Article 43**, the Professional Board shall:
- (a) lay down the requirements for election or transfer to the several classes of Professional Membership and Non-Corporate Membership;
 - (b) consider all applications for election to Professional Membership and Non-Corporate Membership and all applications for transfer from one class of membership to another and make recommendations for election in accordance with **Article 11**;
 - (c) establish standards of vocational competence for Welding personnel and co-operate with others in pursuance of this objective;
 - (d) arrange for the election of Members of the Management Committee of the Society and appoint its chairman and establish the terms of reference and method of working of the Management Committee of the Society through bye-laws, rules or regulations made for this purpose;
 - (e) advise the Council on the education, training and qualification of all grades of Welding personnel and on relations between the Institute and national, local and international educational authorities;
 - (f) advise the Council on all matters affecting the rights, privileges, duties and obligations of Professional Members and Non-Corporate Members, and;

- (g) administer the local branches of the Society in accordance with the bye-laws, rules and regulations referred to in **Article 39(q)**.

PROCEEDINGS OF THE COUNCIL AND THE RESEARCH AND PROFESSIONAL BOARDS

45. Save where the context otherwise requires the provisions of Articles 46 to 52 apply to the Council and the Research and Professional Boards.
46. The Council and the Boards 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, 15 shall be a quorum of the Council and 10 shall be a quorum of the Research Board and of the Professional Board. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. Provided that Professional Council Members shall not be entitled to vote on any resolution proposed at any meeting of the Council which affects only the research activities of the Institute.
47. A Member of the Council, or of either of the Boards, may and, on the request of such a member, the Secretary shall at any time summon a meeting of the Council or of the relevant Board as the case may be by notice served upon the several Members of the Council or relevant Board. A Member of the Council or of the relevant Board who has not supplied an address for the service of notices of meetings shall not be entitled to receive such notices.
48. Subject as regards the Council to the provisions of **Article 28**, the Council from time to time shall elect a Chairman and shall also elect a Chairman of each of the Boards and such Chairman shall be entitled to preside at all meetings at which he shall be present, but if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members present shall choose one of their Members to be Chairman of the meeting. The Council may also from time to time elect a Vice-Chairman of the Council and of each of the Boards. The period of office of the Chairman and Vice-Chairman of each Board shall be determined by the Council in compliance with the bye-laws if applicable.
49. A meeting of the Council or of the Boards 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 Council or the Boards as the case may be.
50. The Council and the Boards may delegate any of their powers to committees consisting of such member or members of their body 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 body appointing them. 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 Council and the Boards so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
51. The Boards may appoint advisory committees, the members of which need not be Members of the Council or the Boards, and any committee so appointed shall conform to the bye-laws, rules and regulations from time to time in force and to any special conditions imposed on it by the Council or the Boards.
52. All acts bona fide done by any meeting of the Council or the Boards or of any committee thereof or by any person acting as a member thereof 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.

- 53.** The Council shall cause minutes to be duly entered in books provided for the purpose:
- (a) of all appointments of officers;
 - (b) of the names of the Members of the Council present at each meeting of the Council and at any committee of the Council;
 - (c) of all orders made by the Council and committees of the Council;
 - (d) of all resolutions and proceedings of General Meetings and of meetings of the Council and committees.

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 receivable as prima facie evidence of the matters stated therein.

- 54.** A resolution in writing (other than a resolution for the removal of a Member of the Institute) signed by all the members for the time being of the Council, or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee, shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

OFFICERS

- 55.** The Council shall elect its own Chairman who shall serve as Chairman for a period of three years but at Council's request he may serve for a further consecutive period of one year. Upon completion of his three or four year term he shall not be eligible for re-election as Chairman.
- 56.** The Council may appoint one President and such number of Vice Presidents of the Institute as it may deem advisable. Such President and Vice Presidents shall be entitled to attend meetings of the Council and the Board and the Institute but shall have no right to vote as such at any such meetings. The President and Vice-Presidents for the time being shall be appointed for a period of two years and shall retire at the Council meeting next, following expiration of the two year period from the date of appointment or reappointment *,but at Council's request may serve for a further consecutive period of one year.* It shall not be necessary for any President or Vice-President to have any special qualification for office either by way of subscription or otherwise.
- 57.** The principal executive officer of the Institute shall be the Chief Executive of the Institute who shall be answerable to the Council and the Chief Executive of the Institute shall recommend to the Council the appointment of such members of the Executive Board as he considers necessary from time to time and such members of the Executive Board may be removed by the Council in consultation with the Chief Executive of the Institute.
- 58.** The Chief Executive of the Institute shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit and any Chief Executive of the Institute so appointed may be removed by them. The Council [may] in consultation with the Chief Executive of the Institute, from time to time appoint a Secretary and any Secretary so appointed may be removed by the Council in consultation with the Chief Executive of the Institute. The provisions of Sections 271 and 280 of the Act shall apply and be observed. The Council may in consultation with the Chief Executive of the Institute 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.

ACCOUNTS

- 59.** The Council shall, in accordance with Section 386 of the Act, cause proper accounting records to be kept with respect to:
- (a) all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Institute; and
 - (c) the assets and liabilities of the Institute.

Proper records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the affairs of the Institute sufficient to disclose with reasonable accuracy at any time the financial position of the Institute at that time and to show and explain its transactions.

- 60.** The accounting records shall be kept at the Office or at such other place or places as the Council shall think fit and shall always be open to the inspection of the Members of the Council and the Boards.
- 61.** The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute, or any of them, shall be open to the inspection of Members not being Members of the Council or the Boards and no Member (not being such a Member) shall have any right of inspecting any account or book or document of the Institute except as conferred by statute or authorised by the Council or by the Institute in General Meeting.
- 62.** The Executive Board shall lay before Council a proper income and expenditure account for the period since the last preceding account 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 Council and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being 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 14 clear days before the date of the meeting subject nevertheless to the provisions of Section 424 of the Act, be sent to the Auditors and to every Member of the Institute.

AUDIT

- 63.** Once at least in every year the accounts of the Institute shall be examined and the correctness of all relevant income and expenditure accounts and balance sheets ascertained by one or more properly qualified Auditor or Auditors.
- 64.** Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Act, the members of the Council being treated as the Directors mentioned in those sections.

GENERAL MEETINGS

- 65.** The Council may, whenever they think fit, convene a General Meeting and General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 303 of the Act. If at any time there are not within the United Kingdom, sufficient Members of the Council capable of acting to form a quorum, any Member of the Council or any two Industrial or Professional Members of the Institute (or one

Industrial and one Professional Member) may convene a General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Council. Any such meeting shall be held at a reasonable time and place.

66. Fourteen days' notice in writing at least of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of 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, whether by themselves or by their representatives, or of such proportion of them as is prescribed by the Act.
67. Any notice required to be given by the Institute to the Members, or any of them, and not expressly provided for by these presents or the Act shall be sufficiently given, if advertised once in one national newspaper.
68. The signature to any notice may be written or printed.
69. 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.

PROCEEDINGS AT GENERAL MEETINGS

70. All business shall be deemed special that is transacted at a General Meeting
71. 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, 10 Members (including duly authorised representatives of Members) personally present shall be a quorum.
72. 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 Council 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 persons present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
73. The Chairman of the Council 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 15 minutes after the time appointed for holding the same or shall be unwilling to preside, the persons present and entitled to vote shall choose some Member of the Council, or if no such Member be present or if all the Members of the Council present decline to take the Chair, they shall choose some Member or the representative of some Member of the Institute who shall be present to preside.
74. 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 30 days or more, notice of the adjourned meeting shall be given in the same manners for 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.
75. 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 the declaration of the result of the show of hands, demanded by the Chairman or by at least three persons present and entitled to vote 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. Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has 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.

76. A poll demanded on the election of a Chairman of a meeting, or on any question of adjournment, shall be taken forthwith. A poll demanded on any other question 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.
77. 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.
78. 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.

VOTES OF MEMBERS

79. Subject as hereinafter provided every Industrial Member shall have one vote for each five hundred pounds or part thereof of subscription paid (such figure to be increased but not reduced on an annual basis **from the date of adoption of these Articles of Association** by referring to any increase as shown by the General Index of Retail Prices published in the United Kingdom in the monthly digest of statistics by The Office for National Statistics) and every Professional Member shall have one vote provided that only Industrial Members or Professional Members as the case may be shall be entitled to vote on any resolution proposed at a General Meeting of the Institute which the Council has certified as affecting either only the research or only the professional activities of the Institute.
80. Save as herein expressly provided, no Member, other than a Member 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.
81. Votes may be given on a poll either personally or by proxy. On a show of hands, an individual Member present only by proxy shall have no vote. On a poll, or a show of hands, a corporation may vote by its representative.
82. 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 or under the hand of some officer duly authorised in that behalf. A proxy must be an Industrial or Professional Member or a representative of an Industrial Member.
83. 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 or other specified place within the United Kingdom not less than 48 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 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

- 84. 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.
- 85. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

The Welding Institute

I

of

a Member of The Welding Institute

hereby appoint

of

and failing him

of

to vote for me and on my behalf at the General Meeting of the Institute to be held on day of and at every adjournment thereof.

Signed this day of 20

This form is to be used $\frac{\text{in favour of}}{\text{against}}$ the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit.

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

NOTICES

- 86. Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. The Institute may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Institute by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Institute an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 87. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an

electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. The non-receipt by persons entitled to any notice of any document relating to any meeting or other proceeding shall not invalidate the relevant meeting or other proceeding

88. Any notice in writing, or other communication, shall be deemed duly served:
- (a) In the case of the personal service, at the time of delivery;
 - (b) In the case of service post, at the expiration of 48 hours after the envelope containing it was posted; or
 - (c) In the case of service by electronic means, at the expiration of 48 hours after the time it was sent.

THE SEAL

89. The Institute shall not be required to, but may at the discretion of the Council keep a common seal. If such a seal ("**the Seal**") is kept, then the Council shall provide for its safe custody and the Seal shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Executive Board or of one Member and the Secretary (as the case may be) shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchases or person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

INDEMNITY

90. Subject to the provisions of the Act, but without prejudice to any indemnity to which such person may otherwise be entitled, every Member of the Council, Chief Executive of the Institute, Member of the Executive Board, Manager, Secretary and other officer or servant of the Institute shall be entitled to be indemnified by the Institute against all losses, liabilities, costs and expenses (including travelling expenses) sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including, but without prejudice to the generality of the foregoing, any liability incurred by him
- (a) in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or
 - (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Institute.

But this Article shall only have effect in so far as its provisions are not avoided by the Act.

WINDING UP

91. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have the same validity and effect as if the provisions thereof were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

Pursuant to Section 18 of the Companies Act, 1929

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

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by twelve members thereof on the Nineteenth day of February, 1946, do by this their licence direct BRITISH WELDING RESEARCH ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by Order of the Board of Trade, this Twenty-first day of February 1946.

S N C FLEMING,

An Assistant Secretary to the Board of Trade

* The name of the Institute was changed from British Welding Research Association by Special Resolution on 28 March 1968 to The Welding Institute.