



**The Companies Acts 2006 as amended  
Company limited by Guarantee**

**ARTICLES OF ASSOCIATION  
of  
THE INSTITUTE OF HEALTHCARE ENGINEERING  
AND ESTATE MANAGEMENT**

**(COMPANY NUMBER 895080 - CHARITY NUMBER 257133)**

(Adopted by Special Resolution passed on [DATE] 2025).

**1 INTERPRETATION**

1.1 In these Articles the following expressions shall have the following meanings:

**Address** means the postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Institute.

**Affiliate Member** means a person admitted by the Institute into one of the categories of non-voting affiliate membership (as set out in the Standing Orders).

**Articles** means the Articles of Association as from time to time altered by special resolution.

**Auditors** means the appointed auditors of the Institute from time to time, or in relation to Article 11.5 such other independent body appointed for counting ballots or polls.

**Branch** means a branch of the Institute comprising members who reside in a particular country, state or geographic region, the boundaries of which shall be determined by the Executive Council.

**Branch Committee** means the elected committee to manage a Branch.

**Branch Committee Members** means elected members of the Branch Committee including the Branch Officers.

**Branch Officers** means the chair, honorary secretary and honorary treasurer of a Branch.

**Chair** has the meaning given in Article 22.10.

**Chair of the meeting** means the person appointed to chair a general meeting in accordance with Article 34 or an Executive Council meeting in accordance with Article.

**Code of Professional Conduct** means the Code and Rules of Professional Conduct and Disciplinary Regulations of the Institute, as prescribed in the Standing Orders, and as amended from time to time.

**Companies Act** means the Companies Act 2006.

**connected person** has the meaning given in section 118 of the Charities Act 2011, which, at the date of the adoption of these articles, means in relation to the Institute:

- (a) a charity trustee or trustee for the charity;
- (b) a person who is the donor of any land to the Institute (whether the gift was made on or after the establishment of the Institute),
- (c) a child, parent, grandchild, grandparent, brother or sister of any such trustee or donor,

- (d) an officer, agent or employee of the charity,
- (e) the spouse or civil partner of any person falling within any of paragraphs (a) to (d),
- (f) a person carrying on business in partnership with any person falling within any of paragraphs (a) to (e),
- (g) an institution which is controlled:
  - (i) by any person falling within any of paragraphs (a) to (f), or
  - (ii) by two or more such persons taken together, or
- (h) a body corporate in which:
  - (i) any connected person falling within any of paragraphs (a) to (g) has a substantial interest, or
  - (ii) two or more such persons, taken together, have a substantial interest.

**Electronic Form** has the meaning given in section 1168 of the Companies Act.

**eligible** in relation to a member, means a member who has not has some or all of their membership rights and privileges suspended or removed pursuant to the provisions in the Standing Orders.

**Executive Council** means the Executive Council of Management for the time being of the Institute.

**Executive Council members** means the charity trustees (as defined in section 177 of the Charities Act 2011) and directors of the Institute.

**Engineering Council** means the regulatory body of the UK engineering profession (or any successor body).

**Estate Management** means the planning, design, construction, use, management and maintenance of buildings, structures and grounds and associated services of health care facilities.

**Full Member** means a person admitted by the Institute into one of the categories of full membership with voting rights (as set out in the Standing Orders).

**General Meeting** means a general meeting of the Institute members duly convened and held in accordance with these Articles.

**hard copy form** has the meaning given in section 1168 of the Companies Act.

**Honorary Patron** means the Honorary Patron of the Institute from time to time.

**Healthcare Engineering** means the planning, design, construction, employment and maintenance of plant, equipment, machinery and apparatus used in the engineering and associated services of health care facilities.

**Institute** means The Institute of Healthcare Engineering and Estate Management.

**List of Members** means the list of members maintained by the Institute.

**M&F Committee** means the management and finance committee of the Institute (or any replacement committee of the same).

**Member** means all persons who are admitted to membership in accordance with these Articles and shall include all member grades detailed in the Standing Orders.

**Objects** means the charitable objects of the Institute as set out in Article 0.

**Overseas Branch** means a Branch outside of the United Kingdom.

**President** means the president of the Institute from time to time.

**President Elect** means the person(s) elected from time to time to be the successor President.

**Relevant Executive Council Member** means any Executive Council member or former Executive Council member.

**Statutes** means the Companies Act, the Charities Act 2011 and every other statute or regulation concerning companies or registered charities and effecting the Institute.

**Standing Orders** means the Standing Orders of the Institute as amended from time to time, forming part of the rules of the Institute. The Standing Orders expand on these Articles by providing guidance and regulation on matters including membership of the Institute.

**United Kingdom** means Great Britain and Northern Ireland.

- 1.2 Except where the context otherwise requires, words denoting the masculine gender shall include the feminine gender, words denoting the singular number only shall include the plural number and reference to persons shall include corporations.
- 1.3 Subject as aforesaid, any words or expressions defined in any Act, or any statutory modification thereof, shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
- 1.4 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.5 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.6 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.7 Expressions in these Articles referring to:
  - 1.7.1 **writing** shall mean 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, but excluding fax;
  - 1.7.2 **signed** shall include an electronic signature.
- 1.8 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.
- 1.9 Neither:
  - 1.9.1 the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2009/3229); nor

- 1.9.2 any other regulations or model articles contained in any statute or subordinate legislation,

shall apply to the Company, but the following shall be the articles of association of the Company.

## **2 OBJECTS**

The objects for which the Institute is established are to promote for the public benefit the art and science of Healthcare Engineering and Estate Management so far as applicable to Health Care and to advance for the public benefit research (including the publication of the useful results of such research) and education and training therein.

## **3 POWERS**

- 3.1 In furtherance of the above objects but not further or otherwise the Institute shall have the following powers:

- 3.1.1 To promote the education of students by any lawful means including conducting appropriate examinations to test the suitability of candidates for admission to membership of the Institute.
- 3.1.2 To promote and encourage throughout the world the acquisition, exchange and spread of knowledge and information about, and research into, Hospital Engineering and Estate Management and technology in all its Branches.
- 3.1.3 To provide and promote, or assist in providing or promoting, conferences and discussions on all aspects of Healthcare Engineering and Estate Management and technology in all its Branches and to provide a medium for discussion between persons interested in or connected with the same.
- 3.1.4 To publish and promote the publication of literature of all kinds in relation to Healthcare Engineering and Estate Management and technology in all its Branches and to maintain technical libraries of catalogues designs and other matters.
- 3.1.5 To encourage the discovery of and investigate and make known the nature and merits of inventions which may seem capable of being used by members or others, including physicians and surgeons, concerned with the furtherance of medical knowledge and allied subjects or the administration of hospital and allied institutions and to acquire any patents or licences relating to such inventions with a view to the use thereof by members and others gratuitously or upon such terms as seem expedient.
- 3.1.6 To establish, maintain, control and manage Branches of the Institute in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such Branches, and when thought fit, to dissolve the same or modify such rights, privileges, obligations or duties.
- 3.1.7 To purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property, and any rights or privileges, which may be necessary or convenient, for the purposes of the Institute, and to construct, erect, alter, improve and maintain any buildings which may from time to time be necessary or convenient for such purposes.
- 3.1.8 To appoint any trustees or agents to hold, administer and manage on behalf of the Institute all or any part of the property and assets of the Institute, on such terms as to remuneration or otherwise as the trustees determine may be reasonable.

- 3.1.9 To sell, exchange, let, demise, mortgage, manage, develop, dispose of or turn to account or otherwise deal with all or any of the property, rights or privileges of the Institute, as may be expedient with a view to the promotion of its objects.
- 3.1.10 To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property, or to place the same on deposit with any bank or banks as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any), as may for the time being, be imposed or required by law and subject also as hereinafter provided.
- 3.1.11 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 mortgage or charge of all or any part of the property of the Institute.
- 3.1.12 To accept property on trust and undertake and execute any Charitable Trust which may lawfully be undertaken by the Institute in furtherance of its objects either gratuitously or otherwise.
- 3.1.13 The procurer the Institute to be registered or recognised in any overseas country or place.
- 3.1.14 To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them.

Provided that:

- (a) 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.
- (b) The objects of the Institute shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (c) In case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Council 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 of the High Court or of the Charity Commissioners over such Executive Council 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.

#### **4 APPLICATION OF INCOME AND PROPERTY**

- 4.1 The income and property of the Institute, shall be applied solely towards the promotion of the Objects and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members.
- 4.2 Provided that nothing in Article 4.1 shall prevent:
  - 4.2.1 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;

- 4.2.2 the payment of interest at a reasonable rate, of reasonable and proper rent for premises demised or let by any member to the Institute,

but so that:

- (a) no member of the Executive Council shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees;
- (b) no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of the Executive Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute;
- (c) provided that Article (b) shall not apply to any payment to any company of which a member of the Executive Council may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share or profits he may receive in respect of any such payment.

## **5 MEMBERSHIP OF THE INSTITUTE**

- 5.1 The liability of the members is limited. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of its being wound up while they are a member or within one year after they cease to be a member, for:

- 5.1.1 payment of the debts and liabilities of the Institute contracted before they cease to be a member;
- 5.1.2 of the costs, charges and expenses of winding up; and
- 5.1.3 adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding £1.

- 5.2 Membership of the Institute shall be limited to persons who agree in writing to become a member, meet the membership eligibility criteria and who are admitted to membership only in accordance with these Articles and the Standing Orders. Once admitted the member's name shall be entered on the List of Members.
- 5.3 The Executive Council may, on behalf of the Institute, establish different classes and categories of membership, with such rights (including voting rights), obligations and annual membership fees as are determined by the Executive Council from time to time as set out in the Standing Orders. All the categories of Full Member shall together constitute one class of member and all the categories of Affiliate Member shall together constitute another class of member.

## **6 CONDITIONS OF ADMISSION**

The Executive Council shall in all cases have absolute discretion in deciding the terms and conditions upon which persons shall, from time to time, be admitted to membership. All applications for membership of the Institute shall be made to the Institute in accordance with the Standing Orders. Without limiting the generality of the foregoing, the Institute shall be entitled in its absolute discretion to admit or refuse to admit any person to membership.

## **7 TERMINATION OF MEMBERSHIP**

- 7.1 Membership of a member shall automatically terminate:

- 7.1.1 upon the Executive Council being notified of the death of any member;

- 7.1.2 upon the resignation as a member by the member giving notice in writing to the Institute;
- 7.1.3 when, in the case of a body corporate, that member goes into receivership, administrative receivership, administration, liquidation, implements a moratorium of debts or other arrangement for the winding up of a company (if a company) or enters into any analogous procedure in any other jurisdiction;
- 7.1.4 when, in the case of a body corporate, that member ceases to trade or is dissolved or ceases to exist (unless, in the case of the member that is a public authority (as defined by section 2 of the Procurement Act 2023), its functions are transferred to a successor public authority);
- 7.1.5 when a member is expelled from membership in accordance with Article 8.2;
- 7.2 Notwithstanding the above Articles:
  - 7.2.1 a member who resigns, or whose membership lapses through non-payment of fees or subscriptions, after a complaint against them has been lodged with the Institution, shall be deemed to remain in membership until completion of the disciplinary process;
  - 7.2.2 termination of membership shall not release the member from any payment of any fees due to the Institute or from any other debts or liabilities owed to the Institute and the member shall not be entitled to any refund of membership fees paid.

## **8 EXPULSION FROM MEMBERSHIP**

- 8.1 The Executive Council may terminate the membership of any member without the members' consent by giving the member written notice if, in the reasonable opinion of the Executive Council, the member:
  - 8.1.1 has failed to pay the membership fees for at least three months after by the due date;
  - 8.1.2 is guilty of conduct which has or is likely to have:
    - (a) a serious adverse effect on the Institute; or
    - (b) bring the Institute or any or all of the members or any or all of the Executive Council members into disrepute; or
  - 8.1.3 is found guilty of professional misconduct by the Engineering Council or another professional body;
  - 8.1.4 has acted or has threatened to act in a manner which is contrary to the interests of the Institute as a whole and, if remediable, has failed to rectify that breach within 20 business days of service of a remediation notice; or
  - 8.1.5 has materially failed to observe any of the terms of these Articles; the Standing Orders or the rules, values and behaviours in the Code of Professional Conduct; or
  - 8.1.6 for any other reason stipulated in the Standing Orders.
- 8.2 Following such termination or expulsion, the member shall be removed from the List of Members.
- 8.3 The member shall be entitled to appeal a decision of the Executive Council by following the appeal process set out in the Standing Orders.

## **9 GENERAL MEETINGS**

- 9.1 The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Council, and shall specify the meeting as such in the notices convening it, provided that not more than eighteen months shall elapse between the date of one Annual General Meeting and that of the next.
- 9.2 Eligible members shall be entitled to attend General Meetings in person, by proxy, by authorised representative (in the case of an organisation), or by suitable means agreed by the Executive Council (including electronically), in which all participants may communicate with all other participants.
- 9.3 The Executive Council may whenever it thinks fit convene a General Meeting. General Meetings shall also be convened upon a requisition to the Executive Council stating the object of the meeting signed by or on behalf of the lower of:
- 9.3.1 twenty eligible Full Members ; and
  - 9.3.2 10% of the Full Members or, 5% of the Full Members if a General Meeting has not been held within the past 12 months.
- 9.4 Eligible members shall be entitled to receive notices of, and attend, speak at, and, in the case of Full Members, vote at any General Meeting convened by the Executive Council.
- 9.5 At least 21 clear days' notice in writing (exclusive both of the day it was served or deemed to have been served and of the day for which it is given) shall be given of every General Meeting specifying the place (and if the meeting is to be held electronically the means of joining the meeting), the date and the hour of meeting, and the general nature of business of the meeting, including the full text of any resolutions proposed to be passed at the General Meeting.
- 9.6 A General Meeting shall, notwithstanding that it is called by shorter notice than that specified by Article 9.6, be deemed to be duly called if it is so agreed:
- 9.6.1 in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - 9.6.2 in the case of any other meeting, by a majority in the number of members having a right to attend and vote at the meeting, being a majority together representing not less than ninety percent of the total voting rights exercisable at the meeting.
- 9.7 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.
- 9.8 A resolution in writing or in electronic form agreed by the requisite majority of all members entitled to receive notice of and vote at a General Meeting shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held provided that:
- 9.8.1 a copy of the resolution is sent or submitted to all the members eligible to vote on the resolution; and
  - 9.8.2 the requisite majority of eligible members have signified their agreement to the resolution in an authenticated document or documents which are received at the registered office (or to such address as the Executive Council may otherwise specify) within the period of 28 days beginning with the circulation date.

## **10 PROCEEDINGS AT GENERAL MEETINGS**

- 10.1 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, the quorum shall be ten members present in person.
- 10.2 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 such time or such other place as the Executive Council shall appoint, being not later than thirty days after such adjournment. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 10.3 The Chair may adjourn a meeting from time to time, and from place to place as the Chair shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. 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.
- 10.4 The President shall chair at General Meetings. If the President is absent or is unwilling or unable to chair the meeting either the President Elect or Chair of the M&F Committee. In the absence of the President, President Elect and the Chair of the M&F Committee, the meeting shall stand adjourned to such time or such other place as the Executive Council shall appoint, being not later than thirty days after such adjournment.

## **11 VOTES OF MEMBERS**

- 11.1 On all occasions of voting, upon a show of hands, or at a poll, or on a ballot, every member who is eligible to vote (which will be set out in the Standing Orders) shall have one vote. No other person shall in any circumstances have any right to vote. No member may vote by proxy and on a ballot on the same resolution. The vote of a member shall not be counted unless the member has complied with the requirements specified in these Articles and in the Standing Orders.
- 11.2 At any General Meeting 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 Chair or by at least three members present in person and having the right to vote at the meeting. The demand for a poll may be withdrawn.
- 11.3 On a vote on a resolution at a meeting on a show of hands, a declaration by the Chair 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, 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. An entry in respect of such declaration in the minute book of the Institute shall also be conclusive evidence of that fact. This Article does not apply if a poll is demanded in respect of the resolution and the demand is not subsequently withdrawn.
- 11.4 A poll shall be a poll of all members present (in person or by proxy) and entitled to receive notice of and vote at the meeting at which the poll was directed or demanded. The manner of taking a poll shall be at the discretion of the Chair, for example electronically and / or by post and the provisions in the Standing Orders shall apply.
- 11.5 No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
- 11.6 In the case of an equality of votes, either on a show of hands or at a poll, the Chair of the meeting shall be entitled to a further or casting vote.
- 11.7 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.

## **12 PROXIES**

- 12.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 12.1.1 states the name and address of the member appointing the proxy;
  - 12.1.2 identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
  - 12.1.3 is signed by or on behalf of the member appointing the proxy, or, where it is submitted electronically, it is authenticated in such manner as the Executive Council may determine; and
  - 12.1.4 is delivered to the Institute in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the General Meeting (or adjourned meeting) to which they relate,
- and a proxy notice which is not delivered in such manner shall be invalid, unless the Executive Council members, in their discretion, accept the notice at any time before the meeting.
- 12.2 The Institute may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 12.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 12.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 12.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 12.4.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 12.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 12.6 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 12.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 12.8 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **13 AMENDMENTS TO RESOLUTIONS**

- 13.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
- 13.1.1 notice of the proposed amendment is given to the Institute in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
  - 13.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 13.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
- 13.2.1 the chair of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed; and
  - 13.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 13.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair of the meeting's error does not invalidate the vote on that resolution.

## **14 THE PRESIDENT & PRESIDENT ELECT**

- 14.1 At least six months before the expiry of the term of office of the incumbent President, the incumbent President and the Chief Executive shall nominate to the Executive Council one or more President Elect candidates to become the next President. After receiving such nomination (to which, for the avoidance of doubt, the Executive Council shall not be bound), the Executive Council shall decide who to elect as the President Elect and shall notify the incumbent President, Chief Executive and past Presidents of their decision. No person may be elected President under this Article for more than one consecutive period.
- 14.2 With Executive Council approval, the President Elect may serve on Executive Council for a period up to twelve months before taking over as the President.
- 14.3 Each President shall hold office for a two-year period from the conclusion of the Annual General Meeting at which such President takes office until the conclusion of the second successive Annual General Meeting following taking office.
- 14.4 With Executive Council approval, the immediate past President may serve on Executive Council for a period not exceeding twelve months following the conclusion of their term of office.

## **15 THE HONORARY PATRON**

- 15.1 The Executive Council may appoint an Honorary Patron, to promote and represent the Institute and its activities from time to time. The Honorary Patron shall have no powers and shall not be an Executive Council member (unless prior to appointment as Honorary Patron, the person already held a category for Full Membership and has been as an Executive Council member made in accordance with these Articles and the Standing Orders). The Honorary Patron shall be a member of the Institute in such category as may be determined in accordance with the Standing Orders.

## **16 THE EXECUTIVE COUNCIL**

- 16.1 The Executive Council members are the directors and trustees of the Institute.
- 16.2 An Executive Council member must be a natural person aged 16 years or older.
- 16.3 An Executive Council member must be a member of the Institute who is eligible to vote.
- 16.4 No one may be appointed as an Executive Council member if they are disqualified from acting as a director or as a trustee under the provisions of Article 19.3 (disqualification).
- 16.5 The Executive Council shall comprise of one representative from each Branch, the President, the immediate past President but not any President Elect (unless such President Elect is also a branch representative).
- 16.6 An Executive Council member may not appoint an alternative director or anyone to act on their behalf at meetings of the directors.

## **17 POWERS OF THE EXECUTIVE COUNCIL**

- 17.1 The Executive Council shall manage the business of the Institute and may exercise all the powers of the Institute in furtherance of the Objects unless they are subject to any restrictions imposed by the Statutes, these Articles or any special resolution.
- 17.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 17.3 Any meeting of the Executive Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

## **18 APPOINTMENT OF EXECUTIVE COUNCIL MEMBERS**

- 18.1 Upon recommendation of the Executive Council at the time the Institute may by ordinary resolution:
- 18.1.1 appoint a person who is willing to act to be an Executive Council member; and
  - 18.1.2 determine the rotation in which any additional Executive Council members are to retire.
- 18.2 Each Branch may nominate any eligible persons who are members of that Branch as candidates for consideration by the Executive Council at the relevant time in accordance with the process set out in the Standing Orders.
- 18.3 No person other than a director retiring by rotation may be appointed a director at any General Meeting unless they are recommended for election by the Executive Council.
- 18.4 All members who are entitled to receive notice of a General Meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint an Executive Council member other than an Executive Council member who is to retire by rotation.
- 18.5 The Executive Council may appoint a person who is willing to act to be an Executive Council member to fill a vacancy. An Executive Council member appointed by a resolution of the Executive Council must retire at the next Annual General Meeting and must not be taken in to account in determining the Executive Council members who are to retire by rotation.
- 18.6 The appointment of an Executive Council member, whether by the Institute in General Meeting or by the other Executive Council members, must not cause the number of Executive Council members to exceed the maximum number of Executive Council members (as stipulated in the Standing Orders from time to time).
- 18.7 Any person appointed as a member of the Executive Council shall be entitled to be appointed for up to two terms of three years, following which they must not be re-appointed as a member of the Executive Council for one calendar year. The requirement to retire and the end of the second term of three years shall not apply if this would leave fewer than three Executive Council members.

## **19 RETIREMENT OF EXECUTIVE COUNCIL MEMBERS**

- 19.1 At each Annual General Meeting, the Executive Council members who have held office for three years must retire from office. This does not apply to the President, any President Elect(s) that are Executive Council members and the immediate past President (if an Executive Council member)
- 19.2 Subject to Article 18.7, Executive Council members retiring by rotation or retiring pursuant to Article 19.1, may offer themselves for reappointment by the members.

- 19.3 If an Executive Council member is required to retire at an Annual General Meeting by a provision of the Articles, the retirement shall take effect upon the conclusion of the meeting.

## **20 DISQUALIFICATION AND REMOVAL OF EXECUTIVE COUNCIL MEMBERS**

- 20.1 An Executive Council member shall cease to hold office if they:

- 20.1.1 cease to be an Executive Committee member by virtue of any provision in the Companies Act or is prohibited by law from being a director;
- 20.1.2 are disqualified from acting as a trustee by virtue of section 178 – 180 of the Charities Act 2011;
- 20.1.3 cease to be a member of the Institute;
- 20.1.4 resign as an Executive Council member by notice to the Institute and the notice has taken effect in accordance with its terms (but only if at least three Executive Council members will remain in office when the notice of resignation is to take effect);
- 20.1.5 are absent without the permission of the Executive Council members from three consecutive meetings and the Executive Council members resolve that their office be vacated;
- 20.1.6 die;

- 20.2 The Executive Council may resolve to remove an Executive Council member from office if an Executive Council member:

- 20.2.1 is guilty of conduct which has or is likely to have:
  - (a) a serious adverse effect on the Institute; or
  - (b) bring the Institute or any or all of the members or any or all of the Executive Council members into disrepute;
- 20.2.2 is found guilty of professional misconduct by the Engineering Council or another professional body;
- 20.2.3 has acted or has threatened to act in a manner which is contrary to the interests of the Institute as a whole and, if remediable, has failed to rectify that act within 20 business days of service of a remediation notice;
- 20.2.4 has materially failed to observe any of the terms of these Articles, the Standing Orders or the rules, values and behaviours in the Code of Professional Conduct; or
- 20.2.5 for any other reason stipulated in the Standing Orders.

## **21 REMUNERATION OF EXECUTIVE COUNCIL MEMBERS**

- 21.1 The Executive Council members must not be paid any remuneration.

## **22 PROCEEDINGS OF EXECUTIVE COUNCIL MEMBERS**

- 22.1 The Executive Council members may regulate their proceedings as they think fit, subject to the provisions of these Articles.

- 22.2 Any Executive Council member may call a meeting of the Executive Council members by providing at least one weeks' notice in writing to all other members of the Executive Council

specifying the place (and if the meeting is to be held electronically the means of joining the meeting), the date and the hour of meeting, and the general nature of business of the meeting.

- 22.3 Any two of the Chief Executive, President and President(s) Elect may call a meeting of the Executive Council members upon 48 hours' written notice where they consider such shorter notice necessary to meet the demands of the Institute.
- 22.4 The secretary must call a meeting of the Executive Council members if requested to do so by an Executive Council member.
- 22.5 The general rule about decision-making by Executive Council members is that any decision must be: (a) a decision taken at a meeting or (b) a written resolution taken in accordance with Article 22.15. Any decision shall be decided by a majority of votes. Only Executive Council members are entitled to vote at a Board meeting. Every Executive Council member has one vote on each decision.
- 22.6 In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.
- 22.7 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 22.8 No decision may be made by a meeting of the Executive Council unless a quorum is present at the time a decision is purported to be made. Present includes being present by suitable electronic means agreed by the Executive Council in which a participant or participants may communicate with all the other participants.
- 22.9 The quorum shall be two or the number nearest to one-third of the total number of Executive Council members, whichever is the greater, or such larger number as may be decided from time to time by the Executive Council.
- 22.10 An Executive Council member shall not be counted in the quorum present when any decision is made about a matter upon which that Executive Council member is not entitled to vote.
- 22.11 If the number of Executive Council members is less than the number fixed as the quorum, the continuing Executive Council members or Executive Council member may act only for the purpose of filling vacancies or of calling a General Meeting.
- 22.12 Subject to Article 23.1, the President shall chair at all Executive Council meetings. If the President is absent or is unwilling or unable to chair the meeting (or relevant part of the meeting), then (subject to Article 23.1) the President Elect or the Chair of the M&F Committee shall chair the meeting (or relevant part of the meeting).
- 22.13 If no-one has been appointed to chair the meeting or if the person appointed is unwilling to preside or is not present within ten minutes after the time-appointed for the meeting, the Executive Council members present may appoint one of their number to chair the meeting.
- 22.14 The chair of the meeting shall have no functions or powers except those conferred by the Articles or delegated to them by the Executive Council.
- 22.15 A resolution in writing or in electronic form agreed by a simple majority of all Executive Council members entitled to receive notice of a meeting of Executive Council members or of a committee of Executive Council members and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Council members or (as the case may be) a committee of Executive Council members duly convened and held provided that:
- 22.15.1 copy of the resolution is sent or submitted to all the Executive Council members eligible to vote; and

- 22.15.2 (subject to Article 29.3) a simple majority of Executive Council members has signified its agreement to the resolution in authenticated document or documents which are received at the registered office with the period of 28 days beginning with the circulation date (or to such address and within such period as the directors may otherwise agree).

The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

## **23 DECLARATION OF DIRECTOR'S INTERESTS**

- 23.1 An Executive Council member must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Institute or in any transaction or arrangement entered into by the Institute which has not previously been declared. An Executive Council member must absent themselves from any discussions of the Executive Council members in which it is possible that a conflict will arise between their duty to act solely in the interests of the Institute and any personal interest (including but not limited to any personal financial interest).

## **24 CONFLICTS OF INTERESTS**

- 24.1 If a conflict of interests arises for an Executive Council member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any provision in these Articles, the unconflicted Executive Council members may authorise such a conflict of interests where the following conditions apply:

- 24.1.1 the conflicted Executive Council member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 24.1.2 the conflicted Executive Council member does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- 24.1.3 the unconflicted Executive Council member consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to an Executive Council member or to a connected person.

## **25 DELEGATION**

- 25.1 The Executive Council may delegate any of their powers or functions to:

- 25.1.1 any person;
  - 25.1.2 a committee (which must include at least one Executive Council member);
  - 25.1.3 by such means (including by power of attorney);
  - 25.1.4 to such extent;
  - 25.1.5 in relation to such matters or territories,
- as they think fit.

- 25.2 Committees to which the Executive Council delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Executive Council.

- 25.3 The Executive Council may impose conditions when delegating, including :
- 25.3.1 the relevant powers are to be exercised exclusively by the person(s) or committee to whom they delegated
  - 25.3.2 whether there can be onward delegation, and if so, the extent of that onward delegation;
  - 25.3.3 that no expenditure may be incurred on behalf of the Institute except in accordance with a budget previously agreed with the Executive Council.
- 25.4 The Executive Council may revoke or alter a delegation.
- 25.5 All acts and proceedings of any committees must be fully and promptly reported to the Executive Council.

## **26 RULES AND STANDING ORDERS**

- 26.1 The Executive Council may from time to time make such reasonable and proper rules (including the Standing Orders and the Code of Professional Conduct) as they may deem necessary or expedient for the proper conduct and management of the Institute.
- 26.2 The rules may regulate the following matters but are not restricted to them:
- 26.2.1 the admission of members to the Institute (including the admission of organisations and companies to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - 26.2.2 the conduct of members of the Institute in relation to one another, and to the Institute's employees and volunteers;
  - 26.2.3 the setting aside of the whole or any part or parts of the Institute's premises at any particular time or times or for any particular purpose or purposes;
  - 26.2.4 the procedure at General Meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Act or by the Articles;
  - 26.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 26.3 The Executive Council shall publish, and review from time to time, a Code of Professional Conduct. In doing so they shall have due regard to the related Guidance published by the Engineering Council or a successor regulatory body.
- 26.4 The Institute in General Meeting has the power to alter, add to or repeal the any particular rule, except for the Code of Professional Conduct.
- 26.5 The Executive Council must adopt such means as they think sufficient to bring the rules and regulations to the notice of members of the Institute.
- 26.6 The rules and regulations shall be binding on all members of the Institute.
- 26.7 No rule shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

## **27 VALIDITY OF EXECUTIVE COUNCIL DECISIONS**

27.1 Subject to Article 26.5 all acts done by a meeting of the Executive Council, or of a committee of the Executive Council, shall be valid notwithstanding the participation in any vote of an Executive Council member:

27.1.1 who was disqualified from holding office;

27.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

27.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

(a) the vote of that Executive Council member; and

(b) that Executive Council member being counted in the quorum;

the decision has been made by a majority of the Executive Council at a quorate meeting.

27.2 Article 26.4 does not permit an Executive Council member or a connected person to keep any benefit that may be conferred upon them by a resolution of the Executive Council or of a committee of the Executive Council if, but for Article 26.3 the resolution would have been void, or if the Executive Council member has not complied with Article 22.13 (declaration of interests).

## **28 AUDIT**

Auditors shall be appointed by the Executive Council and their duties regulated in accordance with the Statutes, which shall include an audit of the accounts of the Institute once at least in every year.

## **29 BRANCHES**

29.1 Branches of the Institute may be formed in accordance with these Articles from time to time in any place deemed expedient by the Executive Council. The boundaries of each Branch shall be determined by the Executive Council in its absolute discretion. The Executive Council may make rules and regulations for governing the meetings and proceedings of such Branches and their conduct and management.

29.2 No Branch of the Institute shall be formed except by a resolution of the Executive Council.

29.3 The Executive Council may by resolution (passed by 75% of the Executive Council members eligible to vote on such a resolution and present at the Executive Council meeting) declare that a Branch has ceased to exist where, in the absolute discretion of the Executive Council, any of the following circumstances apply or any other reason stipulated in the Standing Orders applies:

29.3.1 where the branch regularly has fewer than 10 members participating in Branch meetings or Branch events or the Branch has otherwise become unviable;

29.3.2 where the branch is guilty of conduct which has or is likely to have:

29.3.3 a serious adverse effect on the Institute; or

(a) bring the Institute or any or all of the members or any or all of the Executive Council members into disrepute;

- (b) where the branch has acted or has threatened to act in a manner which is contrary to the interests of the Institute as a whole and, if remediable, has failed to rectify that act within 20 business days of service of a remediation notice;

29.3.4 where the branch has materially failed to observe any of the terms of these Articles, the Standing Orders or the rules.

- 29.4 Each Branch shall be managed by the Branch Committee elected annually and shall consist of the three Branch Officers, as a minimum, and not more than 10 Branch Committee Members in total. If a Branch is unable to appoint a Branch Committee filling all three Branch Officer roles, the Executive Council may by resolution declare that the Branch has ceased to exist.
- 29.5 The quorum for a meeting of a Branch Committee shall be four members present in person (except where only the Branch Officers have been appointed, when the quorum shall be three).
- 29.6 Any Branch Officer or Branch Committee Member may resign their office by submitting their resignation in writing to the Branch Committee. The resignation will take effect in accordance with its terms.
- 29.7 The office of a Branch Committee Member will be vacated if that Branch Committee Member:
- 29.7.1 would, if they were an Executive Council, ceases to be an Executive Council member by virtue of any provision in the Companies Act or is prohibited by law from being a director;
  - 29.7.2 is disqualified from acting as a trustee by virtue of section 178 – 180 of the Charities Act 2011;
  - 29.7.3 ceases to be a member of the Institute;
  - 29.7.4 resigns as a Branch Committee Member by notice to the Branch and the notice has taken effect in accordance with its terms;
  - 29.7.5 is absent without permission from three consecutive committee meetings and the Branch Committee resolve that their office be vacated;
  - 29.7.6 at a meeting of the Branch Committee especially convened for that purpose, at which not less than two-thirds of the Branch Committee are present, a resolution is passed by not less than three-fourths of those present and voting on the resolution declaring their office to be vacated;
  - 29.7.7 dies;
- 29.8 The Executive Council or the Branch Committee may resolve to remove a Branch Committee Member from office if a Branch Committee member:
- 29.8.1 is guilty of conduct which has or is likely to have:
    - (a) a serious adverse effect on the Institute; or
    - (b) bring the Institute or any or all of the members or any or all of the Executive Council members into disrepute;
  - 29.8.2 is found guilty of professional misconduct by the Engineering Council or another professional body;
  - 29.8.3 has acted or has threatened to act in a manner which is contrary to the interests of the Institute as a whole and, if remediable, has failed to rectify that act within 20 business days of service of a remediation notice;

29.8.4 has materially failed to observe any of the terms of these Articles, the Standing Orders or the rules, valued and behaviours in the Code of Professional Conduct; or

29.8.5 for any other reason stipulated in the Standing Orders.

### **30 INDEMNITY**

30.1 The Institute may indemnify a Relevant Executive Council Member against any liability incurred by them in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act.

### **31 MINUTES**

31.1 The directors must keep minutes of all:

31.1.1 appointments of officers of the Institute;

31.1.2 proceedings at meetings of the Institute;

31.1.3 meetings of the Executive Council and committees of the Executive Council including:

(a) the names of the directors present at the meeting;

(b) the decisions made at the meeting; and

(c) where appropriate the reasons for the decisions.

### **32 MEANS OF COMMUNICATION TO BE USED**

32.1 Subject to these Articles, anything sent or supplied by or to the Institute under the articles may be sent or supplied in any way in which the Companies Act provides for documents or information which are authorised or required by any provision of the Companies Act to be sent or supplied by or to the Institute.

32.2 Subject to the Articles, any notice or document to be sent or supplied to an Executive Council member in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

32.3 Any notice to be given to or by a person pursuant to the Articles:

32.3.1 must be in writing; or

32.3.2 must be given in electronic form.

32.4 The Institute may give notice to a member either:

32.4.1 personally; or

32.4.2 by sending it by post in a prepaid envelope addressed to the member at their address; or

32.4.3 by leaving it at the address of the member; or

32.4.4 by giving it in electronic form to the member's email address.

32.5 A member who does not register an address with the Institute or who registers only a postal address that is not within the United Kingdom or Ireland shall not be entitled to receive any notice from the Institute.

- 32.6 A member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting for the purposes for which it was called.
- 32.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 32.8 Proof that an electronic form of notice was given shall be conclusive where the Institute can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act.
- 32.9 In accordance with section 1147 of the Companies Act notice shall be deemed to be given:
- 32.9.1 48 hours after the envelope containing it was posted; or
- 32.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

### **33 SECTIONS AND GROUPS**

Any section or group may be formed from time to time by members interested in any particular Branch of the science and art of healthcare engineering or estate management, but no such section or group shall be formed except with the sanction of a resolution of the Executive Council, and each section or group shall at all times comply with all requirements or regulations prescribed by the Executive Council which may at any time rescind or withdraw the resolution or alter its prescribed requirements and regulations.

### **34 DISSOLUTION**

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 but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute by virtue of these Articles, such institution or institutions to be determined by the members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.