

The Institute of Fire Safety Managers

Established 1997



Memorandum and Articles of Association of The Institute of Fire Safety Managers

Version: 7

Summary:	This document details the Institute of Fire Safety Managers (IFSM) written rules by which it is run.	
Target Audience:	All Staff, Council and Members.	
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The Companies Acts 2006
Company Limited by Guarantee and not Having Share
Capital Memorandum and Articles of Association of
The Institute of Fire Safety Managers

Registered in England: No 5669063

Registered Offices:

IFSM House
Dunston Innovation Centre
Dunston Road
Chesterfield
S41 8NG

THE COMPANIES ACTS 2006 COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL MEMORANDUM OF THE
INSTITUTE OF FIRE SAFETY MANAGERS

1. The name of the Company (hereinafter called “the INSTITUTE”) is ‘THE INSTITUTE OF FIRE SAFETY MANAGERS’.
2. The Registered Office of the INSTITUTE will be situated in England.
3. The objects for which the INSTITUTE is established are:
 - (a) To represent the views of professional fire safety managers in all areas of their work.
 - (b) To encourage the exchange of information and knowledge between members and non-members and among all those with an interest in the promotion of good fire safety practices.
 - (c) To promote fire safety management, sound fire prevention and recognised fire safety practices in all places of work.
 - (d) To promote the recognition of formal qualifications as well as experiential and competency-based learning throughout industry, commerce and the public sector and to encourage liaison and exchange with other similar fire and safety organisations.
 - (e) To liaise with all official agencies connected with fire safety enforcement, fire prevention and fire safety, including other institutions, institutions of higher learning, technical bodies, Government departments, and other similar organisations.
 - (f) To establish and maintain a system of registration of those persons being members of the INSTITUTE or otherwise who are competent to undertake fire risk assessments.
 - (g) To promote the objects of the INSTITUTE by all other means available.
- 3.2 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the INSTITUTE may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the INSTITUTE.
- 3.3 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the INSTITUTE as may be thought expedient with a view to the promotion of its objects.
- 3.4 To undertake and execute any charitable trusts which may lawfully be undertaken by the INSTITUTE and may be conducive to its objects.
- 3.5 To borrow or raise money for the purposes of the INSTITUTE on such terms and on such security as may be thought fit.

- 3.6 To invest the monies of the INSTITUTE not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time be imposed or required by law and subject as hereinafter provided.
- 3.7 To establish and support or aid in the establishment and support of any charitable organisation or institution and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the INSTITUTE or calculated to further its objects.
- 3.8 Any or all the following as may be decided by Council in its absolute discretion:
- (a) To amalgamate with any companies, institutions, societies, or organisation having objects altogether or in part similar to those of the INSTITUTE or to purchase or otherwise acquire and undertake or to transfer property, assets, liabilities and engagements from, of or to any such companies, institutions, societies organisations.
 - (b) To lend money or give credit to such persons on such terms as may seem expedient, but not to carry on the business of a licensed moneylender.
 - (c) To secure by mortgage, charge, or lien upon the whole or any part of the INSTITUTE'S property or assets (whether present or future), including its uncalled capital, the discharge by the INSTITUTE or any other person of any obligation or liability
 - (d) To guarantee the performance of any obligation by any person whatsoever and to assume liabilities or undertake obligations in respect of the acts or omissions of any person and whether gratuitously or for any consideration.
 - (e) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of any government department or other authority for enabling the INSTITUTE to carry any of its objects into effect or for extending any of the INSTITUTE'S powers or for effecting any modification of the INSTITUTE'S constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the INSTITUTE or its Members.
 - (f) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies, or persons that may seem conducive to the INSTITUTE'S objects or any of these and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the INSTITUTE may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (g) To procure the INSTITUTE to be registered or recognised in any part of the world.
- (h) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (i) To do all such things as may be deemed incidental or conducive to the attainment of the above objects.

3.9 In case the INSTITUTE takes or holds 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.

3.10 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.

3.11 In case the INSTITUTE shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Skills, 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 Council of Management or Governing Body of the INSTITUTE shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management 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 Skills over such Council of Management or Governing Body but they shall as regards any property be subject jointly and separately to such control or authority as if the INSTITUTE were not incorporated.

4. The income and property of the INSTITUTE shall be applied towards the promotion of its objects as set forth in this Memorandum of the INSTITUTE.-No member of its Council of Management or Governing Body shall be appointed to any office of the INSTITUTE paid by salary or fees.

4.1 Provided that nothing herein shall prevent any payment in good faith by the INSTITUTE:

- (a) of reasonable and proper remuneration to any member, officer, or servant of the INSTITUTE (not being a member of its Council or Governing Body) for any Services rendered to the INSTITUTE.

- (b) of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the INSTITUTE or of its Council or Governing Body.
- (c) to any member of its Council or Governing Body of out-of-pocket expenses.
- (d) to a company of which a Member of Council or Governing Body may be a member holding not more than one-hundredth of the capital of the company.

5. The liability of the members is limited.
6. 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/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the INSTITUTE, contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £20.
7. 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 among 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 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.

We, the several persons (all being companies limited by shares) whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of the INSTITUTE. We have hereunto affixed our signatures in the presence of the persons stated below.

NAMES OF FIRST SUBSCRIBERS

Name	Occupation
Gary Douglas Neilson WHITWORTH	Company Director
Peter Richard COWLAND	Fire Consultant and Trainer
Robert Walker DOCHERTY	Fire Consultant
John Gordon WILLIAMSON	Fire Consultant

THE COMPANIES ACTS 2006 COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL ARTICLES OF THE INSTITUTE OF FIRE SAFETY MANAGERS

1. INTERPRETATION

In these articles, unless the context requires otherwise:

The 'INSTITUTE' means the INSTITUTE OF FIRE SAFETY MANAGERS.

'The Act' means the Companies Act 2006 with any statutory amendment or re-enactment of it for the time being in force and any subordinate legislation made under its authority.

'Clear days', in relation to a period of notice, means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it takes effect.

'Council' means the elected Council for the time being of the Company.

The 'office' means the Registered Office for the time being of the Company.

'Corporate member' means any person or body corporate or partnership which is admitted to membership of the INSTITUTE who are Fellows, Members and Associates.

A 'non-corporate member' means any person or organisation or body corporate which is admitted to Technician grade, Student grade, Honorary grade, Affiliate membership of the INSTITUTE.

'Secretariat' means any person appointed to perform the duties of the secretary or secretariat of the INSTITUTE.

'By-Laws' mean the policies of the INSTITUTE.

'Director' refers to a non-paid (voluntary) role as part of the management team of the INSTITUTE.

'Chair' means Chair of Council.

'President' means the President of the INSTITUTE worldwide.

'Voting Member' means any member who is a corporate member.

‘Branch’ means an autonomous body or association of members of the INSTITUTE within a defined geographical location empowered by the INSTITUTE to carry on activities as a distinct body under the name of ‘the Institute of Fire Safety Managers Branch’.

‘Group’ means a group or body of members authorised to carry out activities under the name of ‘the Institute of Fire Safety Managers Group’.

Special interest group means a group or body of members authorised to carry out activities of a specific nature and/or interest under the name of ‘the Institute of Fire Safety Managers Special Interest Group’.

Words or expressions bear the same meaning as the Act.

The singular includes the plural, and the converse applies.

2. PRELIMINARY

The Regulations contained within Table C to the Companies (Tables A to F) Regulations 2006 shall not apply to the INSTITUTE.

3. CONSTITUTION AND MEMBERSHIP OF THE INSTITUTE

- 3.1 Each existing fully paid-up member of the unincorporated body known as the Institute of Fire Safety Managers as at the date of adoption of these Articles and such other persons who are eligible as Council shall admit to membership in accordance with the provisions of these Articles shall be members of the INSTITUTE. Any person may become a member of the INSTITUTE who, according to the grade in which he/she is placed, shall be qualified, and elected hereinafter mentioned and shall agree to become such a member; and shall pay such fees as from time to time prescribed and shall pay such fees as prescribed on transfer from one grade to another.
- 3.2 There shall be titles of membership and grades of membership termed Fellows, Members, Associates, Technicians and Students. The privileges and obligations, including the liability to expulsion or suspension of members of each membership grade and title, shall be such as the By-Laws prescribe. The qualifications, method, and terms of admission to each of the membership grades and titles shall be as set out in the By-Laws.
- 3.3 The rights and privileges of any member shall not be transferable or transmissible by their own act or operation of Law, except that a member may, subject to the terms of the Articles, appoint a proxy to attend and vote on their behalf at any General Meeting of the INSTITUTE.

- 3.4 Each applicant for membership shall apply in writing in a form prescribed by Council from time to time. The register of members shall include an entry for every member of his/her category for membership.
- 3.5 Members shall forthwith inform Council or its nominee of any facts or circumstances which are or may be material in assisting Council to decide whether the member's status has changed.
- 3.6 Membership of the INSTITUTE shall cease, and their name shall be removed from the register of members in all or any of the following cases: -
- (a) they cease to be a member.
 - (b) they are no longer eligible, under Article 3 for the category of membership specified for them in the register of members.
 - (c) they are expelled from membership under the relevant sections set out in the INSTITUTE'S By-Laws or
 - (d) they die.

4. GENERAL MEETINGS

- 4.1 The INSTITUTE shall hold an Annual General Meeting every year at such time and place as Council decides but not more than fifteen months shall elapse between one annual general meeting and the next.
- 4.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. An Extraordinary General Meeting shall be convened at any time Council so decides or on a members' requisition under section 368 of the Act.
- 4.3 The persons entitled to attend any General Meeting shall be the members for the time being of Council and members of the INSTITUTE whose membership is not for the time being suspended under the relevant sections of the By-Laws of the INSTITUTE. Council may allow any other persons to attend and, if invited by the chair, to take part in the proceedings of a General Meeting but no such person shall be entitled to vote.

5. NOTICE OF GENERAL MEETINGS

- 5.1 Every Annual General Meeting and every Extraordinary General Meeting at which a special resolution is to be considered shall be convened by giving every member of the INSTITUTE, Council members and the Company's Auditors (other than a member whose rights are suspended), at least twenty-one clear days written notice specifying the time

and the venue of the meeting and the general nature of the business to be transacted. Every other Extraordinary General Meeting shall be convened by giving at least fourteen clear days' notice as specified above. A General Meeting convened by giving a shorter period of notice than is specified above shall be deemed to have been properly convened in the circumstances provided in section 369 of the Act.

- 5.2 The accidental omission to give notice of a General Meeting to or the non-receipt of such notice by any person entitled to receive the notice shall not invalidate any resolution passed or proceedings had at the meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 No business shall be transacted at any General Meeting unless a quorum is present. A quorum for a General Meeting will be set at 2% of the number of persons entitled to vote on the business to be transacted, each being a member attending the meeting or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 6.2 If such a quorum is not present within one hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as Council decides. If such a quorum is not present within an hour after the time appointed for the adjourned meeting the members present shall be a quorum.
- 6.3 The Chair, Vice Chair or President of Council, failing this, one of the Vice Presidents shall preside as Chair at every General Meeting but, failing any of them, the members present and entitled to vote shall choose one of their number present to preside.
- 6.4 The Chair of a General Meeting at which a quorum is present may, with the consent of the meeting, 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, at least seven clear days' notice of the adjourned meeting shall be given.
- 6.5 A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by the Chair or by at least three members present in person. No poll shall be demanded on the election of the chair of a meeting or on a question of adjournment. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.

- 6.6 Unless a poll is duly demanded a declaration by the Chair 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 6.7 The demand for a poll may, before the poll is taken, be withdrawn with the consent of the Chair whereupon the result of any show of hands declared before the demand was made shall stand.
- 6.8 A poll shall be taken in such manner and at such time and place as the Chair directs and he/she may appoint scrutinisers and fix a time and place for declaring the result, which shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he/she might have.
- 6.10 A resolution in writing executed by or on behalf of each member who would have been entitled to vote on it if it had been proposed at a General Meeting at which he/she was entitled to be present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

7. VOTES OF MEMBERS

- 7.1 Every member who, being an individual, is present in person, shall have one vote on a resolution put to the vote at a General Meeting on a show of hands and, on a poll, every member so present shall have one vote. In incidences of election, the INSTITUTE permits online voting for all members prior to the General Meeting.
- 7.2 No objection shall be raised to the qualification of any person to vote except at the meeting or adjourned meetings at which the vote objected to be tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

8. COUNCIL

- 8.1 The affairs of the INSTITUTE shall be managed by Council which may exercise all the powers of the INSTITUTE not required by these Articles or by statutory authority to be exercised by the INSTITUTE in General Meeting. No alteration of the INSTITUTE'S Memorandum of Association and Articles shall invalidate any prior act of Council which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to Council by these Articles and a

meeting of Council at which a quorum is present may exercise all powers exercisable by Council.

- 8.2 The first Council members appointed under these Articles shall be the persons holding such office immediately prior to the approval of these Articles.
- 8.3 Subject to any casual vacancies which may occur, at the first Annual General Meeting held after the approval of these Articles, Council shall consist of not more than fifteen members including the President, Chair & Vice Chair. All Council members shall have one vote to be exercised at their discretion in the business of Council.
- 8.4 Notwithstanding any other provisions of these Articles, there shall not at any one time be more than one Council member employed or otherwise connected with the same Company Group or Organisation unless agreed by a resolution supported by 75% of Council members at the time.

9. APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS

- 9.1 The business of the INSTITUTE will be managed by Council consisting of –
- (a) The President, a current or past Council member, self-nominated and elected at the Annual General Meeting biannually.
 - (b) The Chair, self-nominated and voted by Council, they shall retire after three years but are eligible for re-election.
 - (c) Vice-Chair, an optional role given to the past Chair for a period of three years otherwise elected by self-nomination and voted by Council.
 - (d) Council members up to a maximum of 12, self-nominated and elected at the Annual General Meeting, they shall retire after three years but are eligible for re-election.
- 9.2 Council shall consist of at least 5 members (excluding the President and Chair).
- 9.3 To be eligible for the role of Council member, a nominee must be:
- (a) A member of the Institute at any grade for three years or more and
 - (b) Have three sponsors, each of which must have been at Associate grade or above for three years or more.

10. THE MANAGEMENT TEAM

- 10.1 The day-to-day business of the INSTITUTE will be managed by the Management Team appointed by Council. The management team will consist usually of the Chair and staff at high management level.

11. PRESIDENT AND VICE PRESIDENTS

- 11.1 There shall be one President appointed by the members at the Annual General Meeting of the INSTITUTE. The President shall be appointed bi-annually and self-nominations for the position shall be asked for prior to the Annual General Meeting. If there is more than one candidate, an online ballot of all members will be carried out before, and the Chair will announce the result at the Annual General Meeting. In the case that there are no other nominations, the current President will be asked by the Chair to carry on for a further two years.
- 11.2 To be eligible for the role of President, a nominee must be:
- (a) Be an existing or past elected member of Council, and
 - (b) Have contributed to the INSTITUTE and
 - (c) Have three sponsors, each of which must have been at Associate grade or above for three years or more.
- 11.3 There shall be up to three Vice Presidents appointed by Council at its absolute discretion following its first meeting after the approval of the Articles which appointment will be reported to the Annual General Meeting for its approval.
- 11.4 The Three Vice Presidents in whom the responsibility of the strict adherence of these Articles and to the aims and objects of the Institution is vested will not be required to offer themselves for re-election but shall report their stewardship to each Annual General Meeting.
- 11.5 All Vice Presidents shall be members in good standing of the INSTITUTE and hold the grade of Fellow.
- 11.6 Life-Vice Presidents may be appointed at the Institute's Annual General Meeting on the recommendation of Council and in recognition of outstanding service to the Institute.
- 11.7 All Vice Presidents and Life Vice Presidents will sit on Council as ex officio members.

- 11.8 In the event of the dissolution of the INSTITUTE the Vice Presidents shall be empowered to instigate the proceedings in Clause 7 of the Memorandum of the INSTITUTE.

12. CO-OPTION OF COUNCIL MEMBERS

- 12.1 Council may from time to time co-opt members as it thinks fit to serve as Council members for such period as Council decides in each case. On the expiry of his/her term of office a co-opted Council member may be co-opted for a further term or put themselves up for election as a full Council member at the next Annual General Meeting.
- 12.2 Council may appoint any person it considers suitable to fill a casual vacancy occurring in its membership. A person so appointed shall be treated as having been elected for all purposes of these Articles except that he/she shall retire at the next Annual General Meeting at which he/she may gain membership and stand for election.
- 12.3 If the membership of Council falls to three then Council may act, even though inquorate, only to appoint such additional number of members as may be deemed necessary for the management of the INSTITUTE. For the avoidance of doubt, the quorum for any Council meeting shall be not less than half of the elected or appointed members.
- 12.4 The existence of a vacancy on Council shall not invalidate its day-to-day proceedings.

13. APPOINTMENT OF COMMITTEES AND SUB COMMITTEES

- 13.1 Council may appoint such Committees and Sub Committees it deems appropriate, and with such terms of reference and powers as may be necessary for their purpose.
- 13.2 The election of a person to Council shall be invalid if it would otherwise cause a breach of any of these Articles.
- 13.3 The President, Chair and a nominated member of permanent staff shall sit ex-officio on all Committee.

14. DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS

- 14.1 A person shall cease to be a Council member:
- (a) By virtue of any provision of the Act or he/she becomes prohibited by law from being a director.
 - (b) He/she is or becomes an undischarged bankrupt or makes any composition or scheme of arrangement with his/her creditors.

- (c) He/she resigns by giving the INSTITUTE written notice to that effect signed by him/her or under his/her authority or the body whom he/she represents ceases to be a Member of the INSTITUTE. In such case the Council member will be deemed to have resigned on the date the notice is received by the INSTITUTE.
- (d) He/she is removed from office under these Articles.
- (e) He/she is removed from office by a resolution passed under section 303 of the Act.

14.2 The INSTITUTE may by extraordinary resolution remove any Council member from office. If an elected Council member is so removed, then Council may appoint another person to fill the vacancy.

15. EXPENSES OF COUNCIL MEMBERS AND OFFICERS

Council members and Officers of the INSTITUTE may be reimbursed by the INSTITUTE for any expenses reasonably incurred by them in carrying out their duties in pursuance of the business of the INSTITUTE.

16. DIRECTORS INTERESTS

16.1 Subject to the provisions of the Act and provided he/she has disclosed to Council the nature and extent of any material interest of his/hers or another, a Council member: -

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the INSTITUTE or in which the INSTITUTE is otherwise interested.
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with or otherwise interested in, anybody corporate promoted by the INSTITUTE or in which the INSTITUTE is otherwise interested, and
- (c) shall not by reason of his/her office be accountable to the INSTITUTE for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction shall be liable to be avoided on the ground of any such interest or benefit.

16.2 For the purposes of Article 15: -

- (a) A general notice given to Council that a Council member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be

deemed to be a disclosure that the Council member has an interest in any such transaction of that nature and extent and

- (b) an interest of which a Council member has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers

17. PROCEEDINGS OF COUNCIL

- 17.1 Subject to these Articles, Council may regulate its proceedings as it thinks fit. Any two Council members may, and the Secretariat, at the request of any two Council members shall, call a meeting of Council. It shall not be necessary to give notice of any meeting to a Council member who is absent from the United Kingdom. Subject to that, every Council member shall be given at least seven clear days written notice of the time and venue of a Council meeting and the business to be considered unless the circumstances justify otherwise in any respect.
- 17.2 The quorum for the transaction of the business of Council shall be whichever is the greatest of three or one-half of the number of Council members for the time being except when the number shall be an odd number then the quorum will be the next lowest whole number.
- 17.3 The Chair will be elected by Council (See Article 18 below for eligibility criteria).
- 17.4 The Chair of Council shall preside at every Council meeting but, failing him/her, the nominated Vice Chair will preside, or Council members present shall choose one of their number to preside.
- 17.5 Subject to any provision in these Articles to the contrary, any question put to the vote at a Council meeting shall be decided by a simple majority of votes cast. In the event of an equality of votes the chair shall have a second or casting vote. A Council member shall not be entitled to vote on the question of his/her own appointment to any office or place of profit in the INSTITUTE or the terms of it.
- 17.6 Council may from time-to-time delegate such powers and allocate such duties to one or more of its members and such other persons as it thinks fit. If powers are delegated and/or duties allocated to two or more persons jointly then, subject to any directions given by Council, they shall confer among them, exercise the powers, and perform the duties as and when they reasonably decide or a majority of them does. For the purpose of the avoidance of doubt this article gives Council full powers to set up permanent or temporary committees, sub committees, working groups or other groups for any purpose it considers appropriate.

- 17.7 All acts *bona fide* done by Council or by anyone or person holding powers delegated by it, notwithstanding that it is later discovered that there was some defect in the appointment or qualification of one of its members or that person, shall be as valid as if the defect had not occurred.

18. CHAIR AND VICE CHAIR

- 18.1 The Chair will be appointed tri-annually by the Council members of the INSTITUTE. Nominations for the position shall be asked for from the Council members at the next Council meeting proceeding the Annual General Meeting. If there is more than one candidate, a vote will be carried out. Candidates will not be eligible to vote.
- 18.2 Each Immediate Past Chair will have the option to take over the role of Vice Chair. The Vice Chair will stay in office for three years until the next Chair becomes the Immediate Past Chair.
- 18.3 To be eligible for the role of Chair of Council, a nominee must be:
- (d) Be an existing elected member of Council, and
 - (e) Have served on Council as an elected member for at least five continuous years including the current year of nomination.

19. EMPLOYMENT OF PAID STAFF

- 19.1 Council may from time to time authorise the employment of paid staff as is deemed necessary to administer the affairs of the INSTITUTE and the achievement of its aims and objectives.

20. MINUTES

- 20.1 Council shall cause written minutes, and these shall be kept for the purpose of all appointments of officers made by Council and of all proceedings at General Meetings of the INSTITUTE and meetings of Council, the Officers and anybody of persons exercising authority under these Articles.
- 20.2 No member as such, shall have any right to inspect any accounting records or other book or document of the INSTITUTE except as conferred by statute or authorised by Council or by ordinary resolution of the INSTITUTE.

21. ACCOUNTS

- 21.1 Council shall cause proper books and accounts to be kept with respect to all sums of money received and expended by the INSTITUTE, all sales, and purchases of goods by the INSTITUTE and the assets and liabilities of the INSTITUTE. A nominated employee of the INSTITUTE shall have the responsibility for the control of the assets of the INSTITUTE and for the keeping of proper records.
- 21.2 Council shall from time to time in accordance with the Companies Acts cause to be prepared and to be laid before the INSTITUTE in General Meeting such profit and loss accounts, balance sheets and reports are required by the Act.
- 21.3 A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the INSTITUTE in General Meeting together with a copy of the Auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of the INSTITUTE.

22. SEAL

Council shall provide for the safe custody of any Seal of the INSTITUTE which shall only be used by the authority of Council.

23. INDEMNITY OF COUNCIL

The members of Council and their representatives shall at all times be indemnified out of funds of the INSTITUTE against all losses costs and charges which they may occur in the execution of their lawful duties for the INSTITUTE.

24. BY-LAWS

- 24.1 By-Laws may from time to time be made, altered, repealed or added to, either by unanimous votes of the members of Council present or represented and voting at a Council meeting or by special resolution of the INSTITUTE.
- 24.2 By-Laws shall govern the activities of the INSTITUTE and its members save that no By-law which conflicts or is inconsistent with one of these Articles shall be considered to have any standing or authority.

25. DISSOLUTION

Clause 7 of the Memorandum of the INSTITUTE relating to the winding up and dissolution of the INSTITUTE shall have effect as if the provisions thereof were repeated in these articles.

26. NATIONAL REPRESENTATIVES

National Representatives may be appointed at the Annual General Meeting to represent the INSTITUTE in their own country.

27. CODE OF CONDUCT

All members of the INSTITUTE are bound to follow the code of conduct and abide by the ethics of the INSTITUTE as set out in the INSTITUTE'S 'Code of Ethics and Discipline'.

We, the several whose names are subscribed, are desirous of being formed into a Company in pursuance of the Articles the INSTITUTE and we have hereunto affixed our signatures in the presence of witnesses.

Name	Occupation
Gary Douglas Neilson WHITWORTH	Company Director
Peter Richard COWLAND	Fire Consultant and Trainer
Robert Walker DOCHERTY	Fire Consultant
John Gordon WILLIAMSON	Fire Consultant

Version Control

Change Record

Date	Author	Version	Page	Reason for Change
22/06/22	H Hilton	2	All	Updated to house style, updated registered address
06/09/22	R Docherty	3	12	Added section 10, Board of Directors
19/12/22	H Hilton	4	2,7	Updated to Companies Acts 2006
12/07/23	H Hilton	5	All	Chairman to Chair, structure changes to Council, Technician grade from corporate to non-corporate, Honorary grade & Affiliate membership noted as non-corporate. Board of Directors changed to Management Team. Online voting added. Removal of Notices, Subscriptions, Levies and Branches and Groups sections removed. Doc No. PF013 to 001A
16/10/23	H Hilton	6	20	Addresses removed
14/07/26	H Hilton	7	All	Update to company address.

Reviewers/contributors

Name	Position	Version Reviewed & Date
Helen Hilton	Business Manager	V2 – 22/06/22
Helen Hilton & Bob Docherty	BM & President	V3 – 06/09/22
Helen Hilton, Richard King, David White, Steve Thompson	BM, BDM, Chair, Partner Murphy Thompson Moore LLP	V5 – 12/07/23
Helen Hilton	Business Manager	V7 14/07/26