THE COMPANIES ACTS 1948 TO 1985
AND
THE COMPANIES ACT 2006

Company Limited by Guarantee and Not Having a Share Capital
Company registered No. 1240103

DOCUMENT B
President & Chair of Council

ARTICLES OF ASSOCIATION
OF
THE INSTITUTE OF CORROSION

As amended by:
Special Resolution passed on 2nd August 1990
Special Resolution passed at the AGM on 20th October 1993
Special Resolution passed at the AGM on 9th November 2000
Special Resolution passed at the AGM on 22nd November 2001
Special Resolution passed at the AGM on 9th November 2006
Special Resolution passed at the AGM on 22nd November 2013
Special Resolution passed at the AGM on 19th November 2020

Incorporated on 12th January 1976

[Note: renamed "The Institute of Corrosion" upon issue by Companies House of Change of Name Certificate:
Formerly known as "The Institution of Corrosion Science and Technology"]
GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<table>
<thead>
<tr>
<th>Words</th>
<th>Meanings</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Act</td>
<td>The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force</td>
</tr>
<tr>
<td>The Institute</td>
<td>The Company being the Institute of Corrosion</td>
</tr>
<tr>
<td>The Council</td>
<td>The Council of Management for the time being of the Institute constituted from time to time in accordance with Article 38</td>
</tr>
<tr>
<td>The Secretary</td>
<td>The Honorary Secretary or any other person appointed by the Council to perform the duties of the Secretary</td>
</tr>
<tr>
<td>Member</td>
<td>A person admitted as a full member of the Institute pursuant to successful Application in accordance with Article 6 and having the rights and privileges and obligations attributed to members as defined and contained in the Act and also as set out in these Articles or any Bye-Laws generally</td>
</tr>
<tr>
<td>Affiliated Member</td>
<td>A person eligible in accordance with these Articles and any Bye-Laws to participate in the activities of a branch, division or committee of the Institute and admitted pursuant to successful application in accordance with Article 9 and having the rights and privileges and obligations contained in these Articles or any Bye-Laws generally but who shall not become a Member unless such person is admitted as a member of the Institute in accordance with Article 6</td>
</tr>
<tr>
<td>Member</td>
<td>In relation to the Institute a Member or Affiliated Member</td>
</tr>
<tr>
<td>Trustees/Directors</td>
<td>The Trustees/Directors comprise: the President, Immediate Past-President, Vice-President, Hon. Treasurer and Hon. Secretary</td>
</tr>
<tr>
<td>The Office</td>
<td>The registered office of the Institute</td>
</tr>
<tr>
<td>The Seal</td>
<td>The common seal of the Institute</td>
</tr>
<tr>
<td>The United Kingdom</td>
<td>Great Britain and Northern Ireland</td>
</tr>
<tr>
<td>Month Calendar</td>
<td>Month</td>
</tr>
<tr>
<td>In Writing</td>
<td>Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form</td>
</tr>
<tr>
<td>Audit</td>
<td>Audit to include Independent Examination and/or Audit Exemption Report where permitted by Charity Law and Auditor to include Person or Organisation permitted by Law to undertake an Independent Examination/ Audit Exemption including by a Reporting Accountant</td>
</tr>
</tbody>
</table>

Any words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender.

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

2. The provision of Table A of The Companies Regulations 2007 (Table A to F) shall not apply to the Institute.

3. The number of members with which the Company proposed to be registered is 1500 but the Council may from time to time register an increase of members.

4. The provisions of Section 113 of the Companies Act 2006 shall be observed by the Institute and every member of the Institute shall either sign a written consent to become a member or sign the register of members on becoming a member.

5. The Institute is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP: GENERAL

6. Subject to Article 11, any person expressing an interest in the science, technology or engineering practice of
corrosion and its control may apply to become a Member according to the procedure laid down by the Council from time to time and who submits with such application a signed form of consent whereby they agree to be bound by the provision of the Memorandum and Articles of Association of the Institute.

7. All those admitted to Membership of the Institute shall be considered as belonging thereto, until their names have been removed by the Institute from the register.

8. The names of successful applicants shall not be entered in the register until such entrance fees and subscriptions as may be prescribed by the Council have been paid.

9. This Article has been withdrawn (Affiliated Membership).

10. This Article has been withdrawn (Affiliated Membership).

11. The Council shall in all cases have absolute discretion in deciding whether to accept or reject any application for membership or particular category of membership of the Institute and shall not be bound to assign any reason for its decision but nothing herein contained shall entitle the Council to discriminate by reason of race, colour, sex, creed, religion or political views.

12. Any member may resign from the Institute by giving notice in writing duly signed to the Office of the Institute one month before the expiration of any financial year and by paying with such notice any unpaid subscription or fee for the current year; in default of such notice being so given, the member shall be liable to pay the subscription or fee for the ensuing year. Resignation does not affect liability for overdue subscription.

13. The rights of any member shall be personal and shall not be transferable and membership shall cease upon the death of the member or on their becoming of unsound mind, upon their becoming bankrupt or seeking an arrangement or composition with their creditors generally, if they resign pursuant to Article 14 or upon them ceasing to be a member pursuant to Articles 14 and 16.

14. If any member shall leave their subscription or fee in arrears for three months, and shall fail to pay such arrears within three months after a written application has been sent to them to their last known address, their name may be struck off the appropriate register pursuant to a resolution by the Council in that behalf at any time thereafter and they shall thereupon cease to be a member; no member whose subscription or fee is more than twelve months in arrears shall be entitled to enjoy or exercise any of the privileges of membership provided always that Council shall be free, at its discretion in specific cases, to waive the enforcement of this provision.

15. Anyone whose membership has ceased through non-payment of subscription or fee or for any other reason may apply for readmission. Such application shall be dealt with on its merits as if it were a new membership application.

16. Any member may be removed from the Institute by a resolution passed by the Council of the Institute by the votes of at least two-thirds of the Council members present at a Council meeting of which not less than twenty one days previous notice in writing (exclusive in every case both of the day on which it is served or deemed to be served and of the day on which it is given) specifying the intention to propose such a resolution shall have been sent to the member whose removal is in question and to all members of Council. Written notice of the general nature of the grounds on which such resolution is proposed shall be sent to the member whose removal is in question at least fourteen days (exclusive in every case both of the day on which it is served or deemed to be served and of the day on which it is given) before the meeting; provided that no such resolution shall be passed or have any operation or effect unless the member affected has been given such notice and a proper opportunity of being heard in their defence thereat.

17. Every member of the Institute shall be bound:
   (a) To pay such entrance fee and such annual subscription or fee as shall from time to time be prescribed by the Council and approved by a General Meeting.
   (b) To observe the provisions of the Memorandum of Association and of these Articles.
   (c) To observe the provisions of the Institute's Code of Professional Conduct.
   (d) To pay and make good to the Institute any loss or damage which the Institute may sustain through any wilful act or default of such member, but only if such act or default shall be a breach of the Memorandum of Association or these Articles or the Institute's Code of Professional Conduct.
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GENERAL MEETINGS

18. The Institute shall hold a General Meeting once in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and it shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last proceeding Annual General Meeting.

19. General Meetings, other than Annual General Meetings, may be held from time to time at such time and place as may be determined by the Council.

20. The Council may whenever they think fit convene a General Meeting and General Meetings shall also be convened on such requisition, or in default may be convened by such requisition, as provided by Section 307 of the Act.

21. At least twenty one days’ notice in writing shall be given of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least fourteen days’ notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it was served or deemed to be served and of the day on which it is given). The notice shall specify the place, the day and the hour of the meeting and in the case of special business the general nature of that business. The notice shall be given in manner hereinafter mentioned to such Members and persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Institute; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit. The Institute journal and/or website may be an appropriate vehicle to serve the notice.

22. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of officers and members of the Council in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

24. 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 fifteen Members personally present and entitled to vote shall be a quorum.

25. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum. The President of Council shall preside as Chair at every General Meeting of the Institute. In the absence of the President, General Meetings shall be chaired by the Immediate Past-President or failing that, by the Vice-President. If none of these is present within fifteen minutes from the time appointed for holding the meeting the Members present shall choose someone of their number to act as Chair.

26. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. At any General Meeting of the Institute a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the Chair or by at least three members present in person or by proxy and entitled to vote before or on the declaration of the result of the show of hands. Unless a poll is demanded, a
declaration by the Chair that a resolution has, on a show of hands, 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 book of proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. If a poll is duly demanded, it shall be taken at such time and place and in such manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The result of the poll shall be notified in the manner provided in Article 66.

28. No poll may be demanded on the election of a Chair of General Meeting, or on a question of adjournment, which shall, if necessary, be decided by a show of hands.

29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

30. 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 had been demanded.

VOTE OF MEMBERS

31. Subject as hereinafter provided, every Member shall have one vote.

32. Save as herein provided, no Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of their Membership shall be entitled to receive notice of the meeting and to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.

33. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote. A proxy must be a fully paid up Member.

34. A Member appointing a proxy to vote on their behalf shall do so in writing over their personal signature.

35. The instrument appointing a proxy shall be notified to the Office of the Institute not less than 48 hours before the time appointed for holding the meeting at which the person named in the instrument is authorised to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.

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

COUNCIL OF MANAGEMENT

37. Unless otherwise determined by a General Meeting the number of the members of the Council shall not be less than 15 nor more than 30 persons. Each member of Council shall be a Member of the Institute. Council shall have power to co-opt not more than 8 additional members of Council who shall hold office only until the end of the next Annual General Meeting.

38. The Council may from time to time and at any time appoint any Member of the Institute as a member of the Council, either to fill a casual vacancy or by way of addition to the Council pursuant to Article 37, provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain their office only until the end of the next Annual General Meeting but they shall be eligible for re-election and may be nominated in accordance with Article 44.

PRINCIPAL OFFICERS OF THE COUNCIL

39. There shall be a President, Vice-President, Immediate Past-President, Secretary and Honorary Treasurer and these shall be known as the Principal Officers of the Institute. The President shall preside as Chair at Meetings of the Council. In the absence of the President, Council Meetings shall be chaired by the Immediate Past-President or failing that, by the Vice-President. The Council shall in each year nominate from its number the Vice-President of the Institute.
CONSTITUTION OF THE COUNCIL

40. The Council shall consist of:

a) The Principal Officers of the Institute
b) The Chair or nominee of the Corrosion Engineering Division (“CED”)
c) The Chair or nominee of the Corrosion Science Division (“CSD”)
d) The Chair or nominee from the Committees of the various national and international Branches of the Institute as Council may establish from time to time

e) The Chairs of the various Standing Committees of the Institute which may include:
   • Professional Development and Training—Technical & Certification Committee
   • Professional Assessment Committee
   • and other such Standing Committees as Council may establish from time to time
f) At least 6 but not more than 12 other Members elected from the general membership of the Institute
g) The Members (if any) co-opted pursuant to Article 37

h) The Managing Director of CORREX Ltd

i) The Technical Secretary

j) The Technical Editor of Corrosion Management

41. The Management Committees of the CED and the CSD, the Branch and Standing Committees referred to in Article 40 are and shall at all times be validly constituted in accordance with Article 59.

ELECTION AND ROTATION OF MEMBERS OF THE COUNCIL

42. (a) Immediately following each Annual General Meeting all the Principal Officers and Council members shall retire and be replaced by their successors if not re-elected; no Principal Officer may serve for more than 2 consecutive years in any one office, except that the Secretary and Honorary Treasurer may be re-elected by Council at their discretion.

(b) The Immediate Past-President shall retire as soon as the current President retires and in turn takes this designation, and the Vice-President shall become the President.

(c) Immediately following each Annual General Meeting one-third of the Ordinary Members of Council (exclusive of those vacating office under Article 38 or *Article 50) shall retire or if the number is not a multiple of 3 then the number closest to but not exceeding one-third shall retire. The Ordinary Members of Council to retire in each year shall be those who have been longest in office since last being elected.

43. The Secretary and Honorary Treasurer shall be elected by Council.

44. (a) An election shall be held annually at the Annual General meeting in order to select from the candidates nominated pursuant to paragraph (b) of this Article (44) members of Council to fill those vacancies that will arise immediately following the Annual General Meeting pursuant to Article 42.

(b) Candidates shall each be nominated either by Council or by 3 Members of the Institute or by the Standing Committees or Branches provided that no candidate shall be nominated unless they are first a Member of the Institute. All such nominations with the written consent to act if elected shall be made in writing and sent to the Office of the Institute by the date fixed for receiving nominations, which date shall be at least 14 days prior to the date fixed for the AGM. The date of the AGM shall be fixed by Council and notice of the AGM shall be placed on the Institute website at least three weeks prior to that date, together with a notification of the number of vacancies to be filled.

(c) Not later than 14 days preceding the date fixed for the election at the AGM, a ballot list of candidates shall be placed on the members area of the Institute website. The ballot list shall contain the names, business and private addresses, occupations and titles of the candidates nominated in pursuance of Article 44(b) and also the names of those who are nominating them, and the vacancy to which such candidate’s election is sought which shall include the Vice-President nominated by the Council in accordance with Article 39.

45. The office of a member of the Council shall be vacated:
   (a) If a Receiving Order is made against them or they make any arrangement or composition with their creditors.
   (b) If they become of unsound mind.
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(c) If they cease to be a Member of the Institute.
(d) If by a notice in writing to the Institute they resign their office.
(e) If they are removed from office by a resolution duly passed pursuant to Section 168 of the Act.
(f) If so determined by the Professional Conduct Committee validly constituted in accordance with Article 59.

46. The Secretary shall be appointed by the Council for such time, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and a person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. Any remuneration is subject to Article 4 of the Memorandum of Association.

THE SEAL

47. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least 2 members of the Council and of the Secretary, and the said members of Council and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

POWERS AND DUTIES OF THE COUNCIL

48. The Council shall direct and manage the property and affairs of the Institute and may regulate their own procedure as they think fit. Council may authorise payment of all expenses concerned with the promotion, formation, establishment and registration of the Institute as they think fit, and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts which may be exercised and done by the Institute, and as are not by statute or by these Articles required to be exercised or done by the Institute in General Meeting, but no regulation made by the Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made, provided that the Council may not, without the authority of a resolution of the Institute in General Meeting, borrow monies for the purposes of the Institute on the security of the property of the Institute or other available security. An exception would be the raising of a mortgage to buy a property to house the Offices of the Institute, should Council consider this is in the best interests of the Institute. Any act of the Council exercised on behalf of the Institute shall invalidate any prior act of the Council which would have been valid if such resolution had not been passed.

49. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of a summoning a General Meeting, but not for any other purpose.

PROCEEDINGS OF THE COUNCIL

50. (a) The Council shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that the Council shall meet at least 2 times between successive Annual General Meetings of the Institute. The Council may determine the quorum necessary for the transaction of business. Unless otherwise determined, seven, including two Principal Officers, shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes the Chair shall have a second or casting vote. Every member of Council qualified to vote shall have one vote only even although they may be serving in more than one capacity.

(b) If neither the President nor the Immediate Past-President nor the Vice-President is present within 15 minutes of the time for which the meeting was called, the Council may elect one of their members to take the Chair for that meeting only.

51. Only members of the Council shall be entitled to receive notice of or attend meetings of the Council unless visitors have been specifically invited by the Council. Three members of the Council may and, on the request of three members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council at the address for the time being for the relevant member of
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Council contained in the register of members. When a meeting is convened at the request of three members of Council the notice of meeting shall state the character of the business to be discussed and only business of which notice shall be so given shall be discussed at the meeting.

52. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Council generally.

53. The Council shall have power to create Branches and Divisions and to appoint Standing Committees or temporary or special committees to deal with such matters as Council may deem necessary and may delegate authority to such committees. Subject to those regulations, the terms of reference, constitution, powers and duties of each Branch, Division, Standing and temporary committee and special committee shall be laid down from time to time by the Council. They shall provide for the Chair and also their Officers such as Secretary and Treasurer of each Committee to be elected by the Committee itself by majority vote in accordance with Article 56 provided that only Members of the Institute shall be eligible for the Chair or positions as other Officers such as Secretary and Treasurer. The Principal Officers shall be ex-officio members of all Branch Committees and Division Management Committees and all Standing, temporary or special committees.

54. Members of Standing Committees shall be appointed by the Council and shall consist respectively of:
(a) Members of the Institute of the Council and Committees and
(b) Others.

Both Members and Others shall have voting rights on the relevant Standing Committee provided that those elected under (b) shall never exceed one-third of the total number of members of any committee. Members of such committees shall be subject to re-appointment annually by Council. The quorum for any meeting other than a general meeting of committee members or a Council Meeting shall be three members entitled to attend and vote. No resolution of any such standing committee shall be effective unless a majority present at the meeting at which such resolution is passed are Members.

55. No Act done by the Council whether ultra vires of the Council or not, which shall have received the sanction of a General Meeting, shall be afterwards impeached by a person included in the membership of the Institute on any ground whatever, and shall be deemed to be an act of the Institute, provided that, although ultra vires of the Council, it be within the powers of the Institute.

56. All acts done by any meeting of the Council or a committee or by any person acting as a member of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such body, or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such body or person had been duly appointed or had duly continued in office and been qualified.

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

Any such minutes of any meeting approved at the next succeeding meeting, shall be receivable as prima facie evidence of the matters therein stated.

58. A resolution in writing approved via electronic communication by all the members for the time being of the Council or any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it has been passed at a meeting of the Council or of such committee duly convened and constituted.

59. Divisions, Branches, Standing Committees and other committees of the Institute may be established in the United Kingdom or elsewhere in accordance with the provisions of these Articles and of the Bye-Laws, and the Memorandum of Association of the Institute and in the event of any unnecessary overlaps of interest between the committees, the Council shall have power to arbitrate and rule. The appropriation and contribution of funds of the Institute towards the expenses of Divisions, Branches and committees within the United Kingdom and overseas shall be at the sole discretion of the Council.
NOTICES

60. A notice may be served by the Institute upon any Member, either in person or by email or by sending it through the post in a prepaid letter addressed to such member at their registered address as appearing in the register of members.

61. Any Member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which postal notices may be served upon them, shall be entitled to have notices served upon them at such address.

62. Email shall be the preferred method of communication for notices served by the Institute upon its Members, or for notices or applications sent to Council or the Secretary by Members or others.

63. Any notice served by email shall be deemed to have been received on the business day on which it is transmitted, or on the following business day if transmitted outside normal business hours (9.00am to 5.00pm UK time, or on Saturdays, Sundays or Public Holidays).

PROPERTY AND FUNDS

64. Any donation may be accepted by the Institute, subject to approval by Council.

65. All monies of the Institute in excess of such current balance in the hands of the Honorary Treasurer as the Council shall from time to time require the Honorary Treasurer to keep in hand to meet the current expenses of the Institute shall be invested subject to the provisions of the Memorandum of Association.

66. The Council shall endeavour to secure for the Institute the copyright of papers presented to the Institute and shall make provision to protect the Institute against actions at law for infringement of copyright or liability which may arise from the presentation or publication of such papers by the Institute.

67. The Council shall be under a duty to adopt all due means for the advancement of the Institute; to provide for properly conducting its business in all cases of emergency; and to arrange for the publication, in such a way as they may deem desirable, of the papers read at meetings of members of the Institute and discussions thereon and of such documents as may be calculated to advance the knowledge of the science, technology or engineering of corrosion and corrosion control.

68. The Council may cause to be published an official publication of the Institute which, as and when published, shall be sent to each Member. This publication may be used by the Council or by the Secretary of the Institute for the publication of such notices, including notices of General Meetings, results of ballots, and other information as the Council or the Secretary of the Institute shall think fit.

ACCOUNTS

69. The Council shall cause accounting records to be kept in accordance with Sections 386, 389 and 390 of the Act.

70. The accounting records shall be kept at the Office, or, subject to Section 389 of the Act, at such place or places as the Council shall think fit, and shall always be open to the inspection of the members of Council.

71. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute, or any of them, shall be open to the inspection of Members not being members of the Council, and no Member, (not being a member of the Council) shall have any right of inspecting any account or book or document of the Institute except as conferred by statute or authorised by the Council or by the Institute in General Meeting.

72. At the Annual General Meeting in every year the Council shall lay before the Institute a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to
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accompany the same shall not less than 14 clear days before the date of the meeting, subject nevertheless to the provisions of Sections 381 and 434 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinbefore directed to be served. The Auditors’ report shall be open to inspection and be read before the meeting as required by the Act. The Auditors’ report may appear in the relevant issue of the Institute journal.

AUDIT

73. Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

74. Auditors shall be appointed and their duties regulated in accordance with the Act.

INDEMNITY

75. Every member of the Council and other officer or servant of the Institute shall be indemnified by the Institute against, and it shall be open to the Council out of the funds of the Institute to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur, or become liable to, by reason of any contract entered into, or act or thing done by them as such officer or servant or in any way in the discharge of their duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 532 of the Act.

76. No member of the Institute shall directly or indirectly either alone or in conjunction with any other person firm or body and either whilst they are a member or at any time thereafter, provide or attempt or purport to provide any advice, or perform any services or functions on behalf of the Institute, or bind, or attempt or purport to bind the Institute, or assist any other person firm or body to do any of the same. Any member in breach of this Article shall indemnify and keep indemnified the Institute against any loss liability or damage occasioned thereby.

77. If and whenever any difference shall arise between the Institute and any of the members touching the construction of any of the Articles herein contained or any act matter or thing done or to be made or done or omitted or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these Articles or of the Act or either of them, such difference shall forthwith be referred to two Arbitrators – one to be appointed by each party difference – or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them and every such reference shall be conducted in accordance with the provisions of the Arbitration Act 1979.

DISSOLUTION

78. Article 7 of the Memorandum of Association relating to the winding-up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.

BYE-LAWS

79. The Institute may in General Meeting by resolution passed by the votes of at least two-thirds of the Members present and entitled to vote make, alter and add to Bye-Laws for regulating the affairs of the Institute. No Bye-Law alteration or addition shall be valid if inconsistent with or involving any alteration of any of the provisions of the Memorandum of Association or these Articles.