



THE COMPANIES ACTS 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF THE INSTITUTE OF PROFESSIONAL INVESTIGATORS LIMITED

1. GENERAL

- a. In these presents the words standing in the First Column of the Table next hereinafter contained shall bear the meaning set opposite them respectively in the Second Column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Act 1985
These presents	These Articles of Association and the regulations of the Institute from time to time in force
The Institute	The above-named Institute
The Board of Governors	The Board of Governors for the time being of the Institute
The Office	The Registered Office of the Institute
The Seal	The Common Seal of the Institute
The United Kingdom	Great Britain and Northern Ireland



Month	Calendar Month
Member	Ordinary Members and Fellows of the Institute
Fellow	A person admitted to Fellowship of the Institute
Companion (26/10/19)	A person admitted to Companionship of the Institute
Armed Forces Veteran	An ordinary member or fellow who qualifies and is recognised as an Armed Forces Veteran.
In writing	Written, printed, emailed (20/3/24) or lithographed, or partly one and partly the other and other modes representing or reproducing words in visible form, but not including pencil or other semi-permanent modes of writing.
<p>Words importing the singular number only shall include the plural number, and vice versa.</p> <p>Words importing the masculine gender only shall include the feminine gender; and</p> <p>Words importing persons shall include corporations.</p>	

- b. Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Institute shall, if not inconsistent with the subject or context, bear the same meanings as in these presents.
- c. The number of members with which the Institute proposes to be registered is One hundred and seventy, but the Board of Governors may from time to time register an increase of members.



- d. The provisions of Section 352 of the Act shall be observed by the Institute and every member of the Institute shall sign a written consent as part of their application form (20/3/24) to become a member.
- e. The Institute is established for the purposes expressed in the Memorandum of Association.
- f. The Subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Institute.

2. MEMBERSHIP

- a. Membership may be granted to individuals on application to the Board of Governors and upon terms and conditions regulated by the Byelaws of the Institute. Membership is not transferable. Annual payable fees for all grades of Membership will be set by the Board.

b. ORDINARY MEMBERSHIP (MIPI)

- i Any individual who satisfies the Board of Governors that they have been employed as a Professional Investigator for at least 2 years and that has sufficient professional knowledge and capability,

OR



- ii Has taken and passed a professional examination relative to investigation acceptable to the Board in accordance with the Byelaws of the Institute,

OR

- iii The Board shall have power to admit to Membership of the Institute any person who, , in the opinion of the Board, has demonstrated that they have sufficient professional knowledge and capability. (26/10/19)

C. ARMED FORCES VETERAN MEMBERSHIP (MIPI)

- i An Armed Forces Veteran member must qualify as a full ordinary member. They are required to submit their qualifying evidence to the Armed Forces scheme working group who will research and if satisfied ratify that they meet the IPI Veteran status. The Chairman of the Armed Forces working group will inform the Board of Governors that the applicant qualifies as a veteran. The Admissions committee will then consider and process the ordinary member application which is required for all Armed Forces veteran members. This qualification as a recognised veteran will entitle the member to a 10% discount on the Annual membership fees . (20/3/24)

d. LIFE / COMPANION MEMBERSHIP (CIPI)

- i The Board of Governors may award a Life Companion Membership (CIPI) to a member in recognition of outstanding services to the Institute and for members who have retired from the profession having been an IPI Member or Fellow for at least 10 years or in certain other exceptional circumstances at the discretion of the Board.(20/3/24)
- ii Life Companion members retain the right of a vote at General Meetings. (20/3/24)



e. RETIRED INVESTIGATORS (PREVIOUS MEMBERSHIP DESIGNATION)

- i Retired Members who have less than 10 years membership of the Institute and are no longer working as Investigators should inform the Board of Governors of their intention to retire and formally request retired member status. It is at the discretion of the Board of Governors to authorise Retired member status. The retired member would keep their IPI designation as at the date of their notified retirement from the Institute. Retired members will not be required to pay for their membership. They must not work as an Investigator or advertise their services as an IPI member once they have been given retired member status (20/3/24)

f. FELLOWS MEMBERSHIP (FIPI)

- i **Fellow (FIPI)** The Board of Governors may award the title Fellow (FIPI) in place of MIPI for meritorious service to the Institute. (26/10/19)
- ii **Honorary Fellowship** the Board of Governors may award a distinction of Honorary Fellowship to a Member of the Institute who, having retired from the profession through advanced age or ill-health, has nevertheless given outstanding service to the Institute, such Fellow retaining the right of vote at General Meetings. The Board of Governors may award the distinction of Honorary Fellowship to a non-Member for outstanding services to the Institute or to the profession of investigator, which Fellow shall have no voting rights at General Meetings.
- iii The Board shall have power to admit to Fellowship of the Institute any person who, provide he has been a professional investigator for a period of at least three years, has in the opinion of the Board already attained a high academic or professional position in investigation. (26/10/02)



g. CORPORATE MEMBERSHIP

- i The IPI welcomes organisations engaged in or associated with Professional Investigation to Corporate Membership with an annual membership fee payable to the Institute. Admittance and terms are at the discretion of the Board. Adherence to our Code of Conduct is a condition that applies to all of our memberships. Corporate membership affords one vote at an AGM or EGM. (26/10/19)

h. POST NOMINALS AND CATEGORIES

- i An individual full member will be entitled to use M.I.P.I. A Fellow of the Institute shall be entitled to use F.I.P.I. A Companion of the Institute shall be entitled to use C.I.P.I. (26/10/19). A trainee or student at the Institute is not entitled to refer to themselves as members of the Institute, their title would be trainee or student at the Institute. (20/3/24)
- ii Subject to such regulations and on payment of such fees as the Board may from time to time prescribe the Institute shall issue to each member a certificate and/or a membership card showing the category of membership to which they belong. Each certificate/membership card shall remain the property of and shall on demand be returned to the Institute. (26/10/19)

3. EXPENSES

- a. Members of the Board of Governors attending General and Board Meetings are entitled to claim traveling expenses between their home and the meeting venue at an agreed casual car user's rate per mile if travel is by private transport, or full reimbursement of public transport fares, actually incurred, along with reimbursement of any taxi costs necessarily incurred for connection purposes at any stage of the journey. The Institute will also be liable for hotel and meal expenses for those Members attending at a rate authorised by the Treasurer.



Board Members resident outside the United Kingdom are entitled to claim the foregoing reimbursements from their United Kingdom port of entry. Should the Board convene a meeting at a venue not being within the United Kingdom, then the Institute will not be liable for the expenses incurred by any Member of the Board.

4. PROFESSIONAL INDEMNITY INSURANCE

- a. The Board may decide to purchase and maintain liability insurance at the expense of the Institute.
- b. The Board recommends requires that all members and participants in private practice have in place or come within the scope of an approved Professional Indemnity Insurance scheme or have adequate alternative cover, as stipulated by the Industry Code of Ethics and Professional Conduct. The Board may call upon any participants to submit details of a policy and/or its cover. (20/3/24)

5. SUBSCRIPTIONS

- a. The annual subscription for all categories of membership shall be as decided and required by the Board of Governors and published from time to time. This will not be returned in the event of participation being refused. The annual subscription shall be due on the first day of April each year for the year commencing on that date. Participants of any category joining within the six months prior to the annual subscription date shall for that year pay 50% of the annual subscription. (26/10/19)
- b. Any Member whose annual subscription remains unpaid after one month shall not be entitled to attend any meetings of the Institute or to receive any notice or publication of the Institute that may be issued. (26/10/19)
- c. Any Member whose annual subscription remains unpaid for two months may by resolution of the Board be excluded from the Institute and shall thereupon cease to be a Member. On demand they must forthwith return their



certificate/membership card and cease to use his Institute title in any form.
(26/10/19)

- d. The Board may re-admit to Membership in any category to which he formerly belonged any person whose participation has been terminated from any cause provided the Board of Governors are satisfied that he is worthy of re-admission and pays such amounts in respect of arrears of subscription and penalties as the Board may determine. In the event of the Board deciding to refuse re-admission they may do so without assigning any reason, therefore. (26/10/19)

6. TERMINATION OF MEMBERSHIP

- a. Membership shall be deemed to have ceased if payment is not made by the 30th of April of the new Membership year or by such time as the Board shall determine, and notice shall be sent to the member advising him that membership has ceased. Such persons may be restored to Membership from the date of payment of the current subscription and accumulation of arrears.
(26/10/19)
- b. Membership will be deemed to have ceased if the Board of Governors resolve that the conduct of a member has brought the Institute or the profession into disrepute. The Board of Governors shall be empowered to investigate written complaints against members and where necessary take whatever steps they consider are required to protect the good name of the Institute and the profession. The Board of Governors further reserves the right to treat as privileged information their deliberations and reasons for withdrawal of membership if they consider such action to be in the best interests of the Institute. Any Member shall have the right to address in person the Governors before the withdrawal of membership. Application in writing to the Secretary must be received within twenty-one days of notification.
- c. Any member wishing to resign his category of membership may do so by giving notice in writing at least 14 days prior to the date on which the next annual subscription falls due. No part of the resigning Member's subscription or entry fee shall be returnable on resignation. (26/10/19)



- d. All members, which term only for the purposes of this and the next succeeding two sections shall be held to include Registered Investigators, shall be subject to the constitution of the Institute and such rules, regulations, or code of conduct as the Institute may prescribe.

7. COMPLAINTS.

- a. Complaints must be made in writing to the Secretary of the Institute.

8. GENERAL MEETINGS

- a. 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 Board of Governors and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Institute holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- b. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings and all General Meetings may be held in person or by use of video conferencing media. (20/3/24)
- c. The Board of Governors may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 368 of the Act.
- d. Twenty-eight days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case of both of the day on which it is served or deemed to be served and the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of



that business, shall be given in manner hereinafter mentioned to such persons(including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Institute but with the consent of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the cast of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

- e. 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.
- f. Any motions for consideration at the Annual General Meeting and all nominations for election of the Board of Governors shall be in the hands of the Secretary not less than eight weeks before the date appointed for the Annual General Meeting signed by a proposer and seconder. (29/10/19)

9. PROCEEDINGS AT GENERAL MEETINGS

- a. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Governors and of the Auditors, the election of members of the Board of Governors in the place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors.
- b. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. So long as 5 members are present in person, this shall constitute a quorum. An AGM/EGM may be held online as decided by the Board and may proceed to business if a quorum is online and able to speak and vote. (18/9/20)
- c. If within half an hour from the time appointed for the holding of a General Meeting a quorum of 5 members is not present, the meeting, shall be dissolved and shall stand adjourned to the same day in the next week, at the same time,



at the same place or such other place as the Board of Governors 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. (18/9/20)

- d. The chairman (if any) of the Board of Governors shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board of Governors, or if no such member be present, or if all the members of the Board of Governors present decline to take the chair, they shall choose some member of the Institute who shall be present to preside.
- e. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so, directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 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.

10. VOTES OF MEMBERS

- a. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution had been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the



number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- b. Subject to the provisions of Article 40, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- c. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- d. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- e. The demand of 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.
- f. Subject as hereinafter provided, every member shall have one vote, except in the event of a resolution for the winding up of the Institute, in which case the Ordinary Members shall not be entitled to vote.
- g. Save as herein expressly 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 his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member at any General Meeting, except that Life Members and Honorary Fellows who are also Members shall have such rights. The same rights shall not extend to Honorary Fellows who are not Members.
- h. 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, but a proxy for a corporation may vote on a show of hands. A Corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a member.



- i. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- j. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarial certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy shall only be valid at the meeting for which the instrument was executed and at every adjournment thereof.
- k. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- l. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit: -

THE INSTITUTE OF PROFESSIONAL INVESTIGATORS LIMITED

I

"of

"a member of THE INSTITUTE OF PROFESSIONAL INVESTIGATORS LIMITED

"Hereby appoint

"of

"And failing him

"of



"To vote for me on my behalf at the (Annual or Extraordinary, or Adjourned,
as the case may be) General Meeting of the
to be held on the day of
and at every adjournment thereof.

This form is to be used *in favour of / against the resolution.

(*Strike out whichever is not desired.)

"As witness my hand this day of 20....."

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

11. BOARD OF GOVERNORS

- a. Until otherwise determined by a General Meeting, the number of members of the Board shall not be less than five or more than nine except as provided by Clause 58 of these presents.
- b. The first members of the Board shall be the persons named in the statement delivered under section 21 of the Companies Act 1976 as Directors.
- c. The Officers of the Board shall consist of the Principal, Deputy Principal and Treasurer. These Office Bearers shall be elected by the Board of Governors.
- d. The principal shall be a Fellow or Member of the Institute and shall have previously been a Member of the Board of Governors. They shall hold office for a period of TWO years and thereafter shall be eligible for re-election to that office by the Board of Governors. (26/10/19)



- e. The Deputy Principal who shall also be known as Second Principal, shall be a Fellow or Member of the Institute. They shall hold office for THREE years and thereafter shall be eligible for re-election to that office by the Board of Governors. (26/10/19)
- f. Members of the Board of Governors who are Members of the Institute may co-opt any person to the Board. provided that those Members do so unanimously. The co-opted non-Member will not have any right to vote at Board meetings, but their presence at Board meetings will be counted towards a quorum number as required by Article 58 (*post*). (26/10/19)
- g. Proposals for election to membership of the Board of Governors shall be made not less than eight weeks before the Annual General Meeting in writing to the Secretary signed by a proposer and seconder. All such nominees shall be a member of the Institute. In the event of the nominations for election exceeding the available places, an election shall take place at the Annual General Meeting. (26/10/19)
- h. The Board shall appoint such sub-committees as may be necessary for the proper management of the Institute. In particular the Board shall appoint an Examination Subcommittee whose function shall be, subject to the final approval of the Board, to examine prospective participants or participants wishing to advance their status in the Institute. The constitution and management of the Examination Subcommittee or Subcommittees shall be under the control of the Board.
- i. All Meetings of the Board of Governors shall be chaired by the principal, who failing the Deputy Principal. If at any Meeting the Principal or Deputy Principal shall not be present or be willing to preside, the Members present shall choose some Member of the Board who shall be present, to preside.
- j. Members of the Board of Governors shall be indemnified out of the funds and assets of the Institute from all costs, charges, damages, and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in execution of the duties and powers imposed upon or given to them by the Institute.



12. POWERS OF THE BOARD

- a. The business of the Institute shall be managed by the Board of Governors who may pay all expenses of, and preliminary and incidental to 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 as may be exercised and done by the Institute, and as are not by statute or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting shall invalidate any prior act of the Board of Governors which would have been valid if such regulation had not been made.
- b. The members for the time being of the Board of Governors may act notwithstanding any vacancy in their body; provided always that in case the number of members of the Board of Governors 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 Board of Governors for the purpose of admitting persons to Membership of the Institute, filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.

13. SECRETARY AND TREASURER

- a. The Secretary shall be appointed by the Board of Governors. The provisions of Section 283 of the Act shall apply and be observed. The Board of Governors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The first Secretary of the Institute shall be the person named in the statement delivered under Section 282 of the Companies Act 1985. The provisions of this Article shall also apply to the Treasurer and shall take effect as if the word "Treasurer" was substituted for the word "Secretary" throughout, provided that the first Treasurer shall be appointed by the subscribers to the Memorandum and Articles of Association. The Secretary, Assistant or deputy



Secretary and Treasurer may be remunerated for their services as determined by the Board of Governors from time to time.

- b. The Seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Board of Governors and in the presence of at least two members of the Board of Governors and of the Secretary, and the said members 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.

14. DISQUALIFICATION OF MEMBERS OF THE BOARD OF GOVERNORS

- a. The office of a member of the Board of Governors shall be vacated:-
 - i If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - ii If he becomes of unsound mind
 - iii If he ceases to be a member of the Institute
 - iv If by notice in writing to the Institute, he resigns his office.
 - v If he ceases to hold office by reason of any order made under Sections 295 to 300 of the Act
 - vi If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act
 - vii If he ceases to be a member by virtue of Section 293 of the Act
 - viii If he acts contrary to such other circumstances as may be prescribed in the Byelaws



15. ROTATION OF MEMBERS OF THE BOARD

- a. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year Board members who have served a period of three years shall retire. (26/10/19)
- b. A retiring member of the Board of Governors shall be eligible for re-election at an AGM. (26/10/19)
- c. In addition, and without prejudice to the provisions of Section 303 of the Act, the Institute may by Extraordinary Resolution remove any member of the Board of Governors before the expiration of this period of office and may by Ordinary Resolution appoint another qualified member in his stead. (26/10/19)

16. PROCEEDINGS OF THE BOARD OF GOVERNORS

- a. The Board of Governors may meet together in person or via video conference media for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- b. A member of the Board of Governors may, and on the request of a member of the Board, the Secretary shall, at any time, summon a meeting of the Board of Governors by notice serve upon the several members thereof. A member of the Board of Governors who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- c. A meeting of the Board of Governors 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 Board of Governors generally.



- d. The Board of Governors may delegate any of their powers to committees or working groups consisting of such member or members of the Institute as they think fit, and any committee or working group so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Governors. The meetings and proceedings of any such committee or working group shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board of Governors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Governors. Committee or working group Chairmen may submit to the Board details of Committee or working group Members' expenses for attending the meeting, the reimbursement of such expenses in all or in part may be granted at the discretion of the Board.
- e. All acts bona fide done by any meeting of the Board of Governors or of any committee or working group thereof, or by any person acting as a member of the Board of Governors, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Governors.
- f. The Board of Governors shall cause proper minutes to be made of all appointments of officers made by the Board of Governors and of the proceedings of all meetings of the Institute and of the Board of Governors and of committees or working group thereof and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- g. A resolution in writing signed by all the members for the time being of the Board of Governors or of any committee or working group thereof who are entitled to receive notice of a meeting of the Board of Governors or of such committee or working group shall be as valid and effectual as if it had been passed at a



meeting of the Board of Governors or of such committee, subcommittee or working group duly convened and constituted.

- h. It is of the utmost importance and is a condition of membership, that the highest ethical and personal standards are maintained by members of the Institute at all times. Should any member become aware of information that might give reason to doubt the honesty, integrity or personal standing of a member which could reflect adversely on the Institute or the profession he should immediately bring it to the attention of the Chairman of the Ethics and Standards Committee in writing through the Secretary of the Institute.
- i. The Ethics and Standards Committee shall be nominated by the Board of Governors. It will comprise the Deputy Principal, or Senior Board Member, who will act as Chairman, and at least two other members, who need not necessarily be members of the Board.
- j. The Ethics and Standards Committee shall determine the Ethics and Standards of members of the Institute. The Committee shall be empowered to suspend from membership any member infringing such ethics and make recommendations to the Board of Governors for the termination of membership. A full report in writing of any action must be made to the Board of Governors for the termination of a membership. A full report in writing of any action must be made to the Board within two weeks of taking such action.

17. ACCOUNTS

- a. The Board of Governors shall cause accounting records to be kept in accordance with Section 221 of the Companies Act 1985 to be kept with respect to: -
 - i All sums of money received and expended by the Board of Governors and the matters in respect of which such receipts and expenditure take place.
 - ii All sales and purchases of goods by the Institute
 - iii The assets and liabilities of the Institute



- iv Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Institute and to explain its transactions.
 - v The accounting records shall be kept at the registered office of the Company or, subject to Section 12(6) and (7) of the Companies Act 1976 at such other place or places as the Board of Governors shall think fit and shall always be open to the inspection of the members of the Board of Governors.
 - vi Except as provided by law or authorised by the Board or an ordinary resolution of the Membership, no person is entitled to inspect any of the Institutes accounting or other records or documents merely by virtue of being a member. (26/10/19.)
- b. At the Annual General Meeting in every year the Board of Governors shall lay before the Institute a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Institute) made up to a date not more than ten 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 Board of Governors and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 239, 240, 241 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 hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 236 of the Companies Act 1985. 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 a person or persons, or accountant approved by the Board of Governors.
- c. 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 a person or persons, or accountant approved by the Board of Governors.

18. NOTICES

- a. A notice may be served by the Institute upon any member, either personally or by email or sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
(26/10/19)
- b. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom, at which notices may be served upon him, shall be entitled to have notices served upon him at such an address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive postal notices from the Institute. (26/10/19)
- c. Any notice, if served by post or email, shall be deemed to have been served on the day following that on which the letter containing the same is put in the post or sent by email, and in proving such service, it shall be sufficient to prove that the letter or email containing the notice was properly addressed.
(26/10/19)

19. ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

- a. In the event of a resolution to make any alteration in the Memorandum and Articles Association, only paid up Corporate, companions (CIPi), Fellows (FIPI) and ordinary Members (MIPI) of the Institute shall be entitled to vote.
(26/10/19)



20. DISSOLUTION

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

21. BYELAWS

- a. The Board of Governors may at any time make such Byelaws as deemed necessary for the purpose of regulating the business of the Institute and may similarly vary or rescind any of the Byelaws or substitute others in their stead provided no Bylaw shall be contrary to the provisions of the Companies Act or of these articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN GRAHAM GRANT
54, CRAIGLEA DRIVE
EDINBURGH EH10 5PF

Professional Investigator

JAMES DONALD COLE
40 BANKHEAD LANE
HOGHTON
PRESTON PR5 0AB

Professional Investigator

IAIN LAURIE CHALMERS
"SCHEILLON"
7 WESTER COATES ROAD
EDINBURGH EH12 5LU

Professional Investigator



MALCOLM WATSON THOMSON
21 HERIOT ROW
EDINBURGH EH3 6EN

Professional Investigator

RONALD LOW
71 ANNAN ROAD
DUMFRIES
SCOTLAND

Professional Investigator

CLIVE FREDERICK NAYLOR
"CALGARY", MAIN ROAD
BURSTWICK, NR HULL

Professional Investigator

BARRIE CHARLES PEACHMAN
WILLOW TREE FARM
LONG STRATTON
NORFOLK NR15 2TH

Professional Investigator

Dated the 4th day of July 1978

Witness to the above signatures:-

ROEBUCKS

Solicitors

12 RICHMOND TERRACE
BLACKBURN