

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION – REVISED AND ADOPTED 20th June 2019

INSTITUTE OF WORKPLACE AND FACILITIES MANAGEMENT LIMITED

COMPANY NUMBER: 02849598

1. The Registered office of the Institute shall be situated in England.
2. OBJECTIVES
 - a. The main objects of the Institute shall be to promote the practice, science and profession of facilities management on behalf of and for the benefit of its members.

In furtherance of its objects, but not otherwise, the Institute shall:

 - i Foster and administer the membership organisation.
 - ii Promote and develop the knowledge, skills and best practices of facilities management.
 - iii Promote professional qualifications by examination and/or assessment and establish and regulate nationally recognised Qualifications as an examining body.
 - iv Seek to co-operate with, and co-ordinate actions with organisations and persons whose functions and actions relate to facilities management.
 - v Determine standards of professional conduct for those in membership of the Institute.
 - vi To advance the understanding of the FM industry for the benefit of the Members and for the wider general public through development, promotion, knowledge, education and dissemination of available information within the industry.
 - b. Ancillary to and in furtherance of the main objects, but not otherwise, the subsidiary objectives for which the Institute is established are:
 - i To act as a learned society for facilities managers and those involved in facilities management within commerce, industry, central and local government, health service, education, not-for-profit and voluntary sectors and wheresoever otherwise appropriate and to act as a technical and educative body for the public dissemination of technical information in the field of facilities management.
 - ii To organise and hold meetings, conferences, lectures, displays and demonstrations and make like arrangements for the dissemination of information in the field of facilities management.
 - iii To facilitate the exchange of information and ideas among the members of the Institute and others in related fields and to diffuse information on significant matters affecting facilities management and to print, publish, issue and circulate papers, periodicals, books, circulars and data and use such other means of communication as may be appropriate.
 - iv To further the discovery of and investigate and make known the nature and merits of inventions, discoveries, practices and procedures which may further the efficiency and effectiveness of facilities management.
 - v To co-operate with Departments of Central Government, local authorities and associations thereof, learned societies, research and development organisations, academic establishments and such other

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bodies as may contribute to the advancement of education in, and the promotion of the best practices of facilities management, to give such bodies facilities for conferring with and ascertaining the views of members of the Institute and other persons engaged in facilities management in respect of matters directly or indirectly affecting the same and to confer, send representatives to and communicate with all or any such bodies in regard to the same.

- vi To become a member of, or amalgamate or co-operate as appropriate with, any charitable organisation, institution, society or body whose objects are wholly or in part similar to the Institute.
 - vii To establish or support as appropriate any charitable association or institution and to subscribe or guarantee money for charitable purposes which further the objects of the Institute.
 - viii To examine by such means as it may require the qualifications of candidates for any class of membership of the Institute:
 - (a) To admit such persons to be Individual Members of the Institute on such terms, and to confer on them such rights and privileges, as may be expedient.
 - (b) To admit such companies or partnerships to be "Corporate & Group" Members on such terms and to confer on them such rights and privileges, as may be expedient.
 - ix To procure and maintain recognition of the status of those engaged in facilities management in the interests of the profession itself and, through the authority vested in that status, take actions to enhance the efficiency and the effectiveness of facilities management; except that the Institute shall not support with its funds or through its actions any objects 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.
 - x To invest the monies of the Institute not immediately required for its purposes in the name of the Institute or of trustees or nominees on its behalf in such manner as the Board shall determine in or upon any of the investments mentioned in the First Schedule of the Trustee Act 2000 but without any restriction as to the proportion of funds to be invested in any range of investments mentioned in the said Act and may from time to time vary such investment.
 - xi To borrow or raise money for the purposes of the Institute and to secure any monies so borrowed or raised by debentures, mortgages or charges on all or any part of the property and assets of the Institute.
 - xii To appeal for, accept and receive any property, donations or subscriptions.
 - xiii To purchase, take on lease or in exchange, hire or otherwise acquire for the purposes of the Institute any real or personal property and any interest therein whatsoever and any rights or privileges and hold the same in perpetuity or otherwise: and to construct, maintain or alter any buildings or erections.
 - xiv To sell mortgage, let, dispose of or turn to account all or any of the property or assets of the Institute.
 - xv Subject as provided by Article 3, to pay or grant pensions or annuities to officers, employees, former officers and former employees of the Institute, and family and dependants of such persons.
 - xvi To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
3. The income and property of the Institute shall be applied solely to the promotion of its objects as set forth above and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Institute.

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 for any services rendered to the Institute.

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- b. of interest on money lent by any member of the Institute or of its Board at a rate per annum not exceeding the base rate for the time being of any London Clearing Bank.
- c. of reasonable and proper rent for premises demised or let by any member of the Institute or of its Board.
- d. to any member of the Board or other Senior Volunteers of out-of-pocket expenses.
- e. of any premium in respect of any indemnity insurance to cover the liability of members of the Board and any officer of the Institute which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Institute: Provided that any such insurance shall not extend to any claim arising from any act or omission which any member of the Board or officer of the Institute knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether or not it was a breach of trust or breach of duty.

And provided that nothing herein shall prevent the gratuitous distribution among, or sale at a discount to members of the Institute of any books or other publications published by the Institute relating to all or any of its objects as above set forth nor to be deemed to exclude any member of the Institute from the benefit of any grant made in furtherance of any of the objects of the Institute nor prevent any member who may be a successful competitor at any competition, exhibition or show held, sponsored or promoted by the Institute or to the cost of establishing or holding of which the Institute may have subscribed out of its income or property, from receiving as such competitor any prize, medal or other recognitions which may, under the regulations affecting the said competition, exhibition or show, be awarded to him.

- 4. The liability of each member of the Institute is limited to one pound (Sterling).
- 5. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts or liabilities of the Institute contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding one pound.
- 6. If upon winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, shall be paid or distributed among the members of the Institute either in cash or in specie on a just and equitable basis.

7. MEMBERSHIP OF THE INSTITUTE

7.1 The Members of the Institute shall be the subscribers to the Memorandum of Association and such other persons as shall apply for admission and are approved by the Board as Individual Members or Corporate Members or Group Members or are admitted into membership in accordance with the criteria and procedures agreed by the Board.

7.2 Individual Members shall comprise the grades of:

- 7.2.1 Affiliate
- 7.2.2 Associate
- 7.2.3 Member
- 7.2.4 Certified Member
- 7.2.5 Fellow
- 7.2.6 Honorary Fellow
- 7.2.7 Companion

and the admission conditions and procedures for each grade shall be as set out in Article 10.

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- 7.3 The category of Corporate Member shall be such organisations as shall apply for admission and be admitted by the Board as Corporate Members or are admitted into membership in accordance with the criteria and procedures agreed by the Board.
- 7.4 The Category of Group Member shall be such organisations as shall apply for admission and be admitted by the Board as Group Members or are admitted into membership in accordance with the criteria and procedures agreed by the Board.
- 7.5 Corporate Members and Group Members can appoint an individual, the Main Contact, to exercise their rights at General Meetings. Any such appointment shall be in writing, and given to the Company Secretary.
- 7.6 The Board shall be empowered:
- 7.6.1 to invite into membership as an Honorary Fellow any person whether or not an Institute Member and who in the sole opinion of the Board has given significant and distinguished service to the facilities management profession at a senior level
 - 7.6.2 to designate a person who is an Institute Member a Fellow. A Fellow so designated shall remain an Individual Member subject to the provisions of these Articles.
 - 7.6.3 to set criteria and procedures for the admission of Honorary Fellows or Fellows under delegated authority from the Board.

8. ABBREVIATED TITLES

- 8.1 According to his grade of membership indicated below, an Individual Member shall be entitled to the exclusive use after his name of the following abbreviated title, which shall not be further abbreviated or changed in any other way:
- 8.1.1 Associate - AIWFM
 - 8.1.2 Member - MIWFM
 - 8.1.3 Certified Member - CIWFM
 - 8.1.4 Fellow - FIWFM
 - 8.1.5 Honorary Fellow - HonIWFM
 - 8.1.6 Companion of IWFM - ComIWFM

- 8.2 No Institute Member in any other grade of membership may use titles including the expression "IWFM" or similar after his name.

9. CERTIFICATES

- 9.1 Subject to such regulations and on payment of such fees as the Board may from time to time prescribe, the administrative office of the Institute will issue to any Institute Member a certificate showing the grade to which he or it belongs. These certificates shall remain the property of and on demand shall be returned to the Institute.

10. MEMBERSHIP RIGHTS AND OBLIGATIONS

- 10.1 The Board shall have the absolute right to determine admission conditions and procedures including the appropriate grade of applicants in accordance with the Bylaws and other regulations adopted for this purpose.
- 10.2 For voting rights see Bylaws: Tables 1 to 4.
- 10.3 Subject to Table 1 to 4 in the Bylaws, no other Institute Member shall have voting rights.
- 10.4 Every Institute Member shall be bound to further the objectives, interests and influence of the Institute to the best of his or its ability. Each Institute Member shall at all times act according to the Professional Code of Conduct, and in accordance with the requirements and the spirit of the Articles, Bylaws and Board Regulations. Any material contravention may lead to a disciplinary process.

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11. TERMINATION OF MEMBERSHIP

11.1 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Institute;
- (3) any sum due from the member to the Institute is not paid in full within two months of it falling due, or within such other period as may be defined by the Board (subject to the discretion of the Board);
- (4) the member is removed from membership by a resolution of the Board of Trustees in accordance with 11.5;
- (5) the member is removed from the register following a determination made in accordance with the Disciplinary Procedures for a breach of the Professional Code of Conduct.

11.2 An Institute Member ceasing to be a member of the Institute shall have no claim to any money paid by him or it to the Institute in respect of subscription, sponsorship, donations or any kind of fees.

11.3 The administrative office of the Institute shall keep a register of Institute Members in the manner and detail as determined by the Board which shall be the official evidence of membership to be used to determine the rights and obligations of Institute Members.

11.4 Any Institute Member whose membership has lapsed or ceased may be re-instated at the sole discretion of the Board in accordance with the Bylaws.

11.5 At its discretion, the Board may terminate the membership of any member who they deem is not pursuing the best interest of IWFMM or has a conflict of interest that is not easily reconciled or about whom they have received sensitive information in confidence from an official source which they cannot for legal reasons, or for the reputation of the individual concerned, divulge publicly.

12. PROFESSIONAL CONDUCT

The Code of Professional Conduct as decided by the Board is issued by the Board for compliance of all grades of membership under the following criteria:

12.1 All Institute Members must undertake, as a condition of membership of the Institute, to abide by the Code. Institute Members are bound by these Articles of Association, the Bylaws and by the Board Regulations of the Institute.

12.2 Institute Members are required to conduct themselves at all times in a manner befitting a professional person and under no circumstances engage in any act or behaviour that could bring themselves or the Institute into disrepute.

13. GENERAL MEETINGS

13.1 Institute Members in General Meeting shall constitute the highest authority of the Institute.

13.2 Only the following grades of member are allowed to vote at General Meetings; on written resolutions; and in elections:

13.2.1 Individual Institute Members holding the grade of Member, Certified Member, Fellow or Honorary Fellow

13.2.2 Corporate Members (the Main Contact)

13.2.3 Group Members (the Main Contact)

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- 13.3 The Institute shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall determine.
- 13.4 All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 13.5 The Board may, whenever they think fit, convene an Extraordinary General Meeting of the Institute and an Extraordinary General Meeting may also be convened either on receipt of a request by fifty Institute Members with entitlement to vote or as is provided by the Act, whichever is the lower figure.

14. NOTICE OF GENERAL MEETING

- 14.1 General Meetings shall be called by at least 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the time of the meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned to all Institute Members and to the auditors for the time being of the Institute.

Provided that a meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- 14.1.1 in the case of a meeting called as the Annual General Meeting by all Institute Members entitled to attend and vote thereat; and
- 14.1.2 in the case of any other meeting by majority in number of the Institute Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Institute Members
- 14.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

15. PROCEEDINGS AT GENERAL MEETINGS

- 15.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall consist of not less than thirty Institute Members who are entitled to vote. For the avoidance of doubt, the quorum shall include those Members voting by proxy (subject to two Members being present at the meeting).
- 15.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Institute 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 time and place as the meeting shall appoint and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Institute Members present shall be a quorum.
- 15.3 The Chairman of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to preside, those present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose an Individual Member of the Institute who shall be present to preside.
- 15.4 The Chairman appointed according to Article 15.3 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 as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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- 15.5 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands or by electronic voting device unless before or upon the declaration of the result of the show of hands a poll be demanded:
- 15.5.1 by the Chairman according to Article 15.3 or
 - 15.5.2 by at least three Individual Members present in person or
 - 15.5.3 by any Institute Member present in person and in receipt of proxy and representing not less than one-tenth of the total voting rights of all the Institute Members having the right to vote at the meeting
- 15.6 Unless such a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried, and an entry to that effect in the minute book of the Institute shall be conclusive evidence thereof, without proof of the number or portion of the votes recorded in favour or against that resolution.
- 15.7 If a poll is demanded, it shall be taken immediately, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 15.8 No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
- 15.9 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.
- 15.10 The demand for a poll shall not operate to prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

16. VOTES OF MEMBERS

- 16.1 Individual Members in the grade of Certified Member, Member, Fellow, and Honorary Fellow shall have one vote, subject as herein otherwise provided. Corporate and Group Members shall each have one vote in their own right, vested in their Main Contact. In the case of Group Members and Corporate Members, the vote will be in addition to any votes held by the Group's Individual Members (including its Main Contact).
- 16.2 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or shall be in such email or electronic format as is prescribed by the Company Secretary from time to time.
- 16.3 A written instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed (or a copy thereof certified by a solicitor) shall be deposited in the Office not less than forty-eight hours before the time appointed for holding the meeting at which the person so named shall be entitled to vote.. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 16.4 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.

17. THE BOARD

- 17.1 The Board shall consist of up to 13 Board Members, being the Chairman, who must be an elected Member of the Institute, up to 6 other elected Members of the Institute, up to 3 co-opted Board Members who need not be Members of the Institute, the CEO and up to 2 other members of the Executive.
- 17.2 Elected Members of the Board will serve for 3 years. They may offer themselves for re-election but the maximum length of consecutive service for any Board member, except for the Executive, is 6 years. After serving for 6 consecutive years on the Board, at least a further 2 years (or such period of approximately 2 years as is determined by the timing of the AGM) must elapse before the ex-Director can return to the

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Board. In exceptional circumstances the term of office for any vacancy may be reduced to less than three years by the Board, prior to the election, in order to allow for a staggered succession. The composition of the Board is set out in Table 1 of the Bylaws unless otherwise determined by ordinary resolution of the Institute Members in General Meeting.

- 17.3 Co-opted Directors shall serve for a period of up to three years from the date of the Annual General Meeting following their appointment date. Following this period they may be appointed for up to a further three years in total; with a maximum service of six years.
- 17.4 For all directors a year in office shall be from the end of one Annual General Meeting until the end of the following Annual General Meeting. If a director is appointed or elected between Annual General Meetings the three years shall commence at the Annual General Meeting following their appointment.
- 17.5 The Board can fill any vacancy for an Elected Director by appointing an eligible Individual Member until the next annual general meeting or election. Any time served on the Board to fill a vacancy will not count towards determining a director's maximum term of office.
- 17.6 All elected Board Members will be elected by a vote taken amongst all Members, Certified Members, Fellows, Honorary Fellows, Companions and Corporate and Group Members. The election must be in accordance with election procedures that have been set by the Board.
- 17.7 Eligibility criteria are shown in Table 1 of the Bylaws.
- 17.8 From the date of their appointment or election to the Board, members will automatically (within 3 months of appointment and at a time agreed with the Company Secretary) cease to hold any Chair or Deputy Chair role on any non-Board committee. A vacancy arising in any committee or group as a result will be filled as a casual vacancy, in accordance with the relevant constitutional provisions.
- 17.9 The Institute may from time to time in General Meeting increase or reduce the number of members of the Board and determine when such increase or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

18. THE MEMBERS' COUNCIL

- 18.1 Region and SIG Chairs will together form the Members' Council, unless otherwise determined by ordinary resolution of the Institute Members in General Meeting.
- 18.2 Eligibility criteria are shown in Table 2 of the Bylaws.
- 18.3 The role of Members' Council is to help to encourage, engage with and ensure good communications with and between IWFM's Regions and SIGs, to encourage and ensure good communications with and between members, and to help form IWFM's research agenda.

19. POWERS OF THE BOARD

- 19.1 Subject to the provisions of the Act, these Articles and to any directions given by Special Resolution of the Institute Members, the business of the Institute shall be managed by the Board, whose members are to act as directors of the Institute, which may exercise all the powers of the Institute. No alterations of these Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- 19.2 The Board shall approve the recruitment or promotion of all officers and servants that are recruited or promoted with the intention that they will be made Board Directors as part of their role.
- 19.3 The Board shall delegate the day to day running of the Institute to the Chief Executive to act in accordance with Board policies and procedures and Board Regulations.

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- 19.4 All transfers, payments, cheques, promissory notes, drafts, bills of exchange or other negotiable instruments and all receipts for monies paid to the Institute shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be in such manner as the Board shall from time to time by resolution determine.
- 19.5 Without prejudice to their general powers the Board may exercise all the powers of the Institute to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities, whether outright or as a security for any debt, liability or obligation of the Institute.
- 19.6 The members for the time being of the Board may act notwithstanding any vacancy in their body (Article 17.1); provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles as the quorum for meetings of the Board, it shall be lawful for them to act as the Board for the purposes of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
- 19.7 The Board may from time to time and at any time delegate any of their powers to Board Committees which shall include Advisory Groups, Working and Task Groups, consisting of such Institute Members, non-member experts, or members of the Board as they think fit, and any Board Committee so formed shall in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such Board Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by Board as aforesaid. The Board shall have as a minimum two Standing Committees: dealing respectively with constitutional and ethical matters and audit and risk matters, and whose terms of reference will be set from time to time by Board Regulation.
- 19.8 The Board may appoint any person or persons who are not members of the Board or Institute Members to serve as members in an advisory capacity on any Board Committee appointed under the provisions of the last preceding Article and may also empower any such Board Committee to co-opt any such person or persons to serve as members thereof in an advisory capacity. No persons so appointed or co-opted as aforesaid shall be entitled to vote at any meetings of the Board Committee in question or be counted in a quorum for the purposes of any such meeting.
- 19.9 The Board, by a majority vote following due debate, has the authority to remove the Chair of any Committee and replace with a new Chair,.

20. PRESIDENT, VICE PRESIDENTS AND PATRON

The Board shall have power from time to time to appoint, for any period so decided by the Board and at any time to remove a President and one or more Vice Presidents or Patron of the Institute. Persons so appointed shall while in office be given notice of all Board meetings and be entitled to attend them, although they shall not by virtue of such office be counted as members of the Board nor be entitled to vote at the Board meetings. Such persons shall be at liberty to resign office at any time.

21. DISQUALIFICATION OF MEMBERS OF THE BOARD

The office of a member of the Board shall be vacated:

- 21.1 if a receiving order is made against him or he makes any arrangement or composition with his creditors.
- 21.2 if he becomes prohibited from being a director by reason of any order made under the Company Directors Disqualification Act 1986 (CDDA 1986).
- 21.3 if he is, or may be, suffering from mental disorder and either:
- 21.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 or other such act as may be applicable from time to time, or
- 21.3.2 an order is made in a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or of the appointment of a receiver curator bonis or other person to exercise powers with respect to his property or affairs.

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- 21.4 if appointed as an elected member, he ceases to be an eligible Individual Member of the Institute.
- 21.5 if by notice in writing to the Institute he resigns his office.
- 21.6 if he is absent for more than three consecutive meetings of the Board or four in total in any period of twelve consecutive months and the Board resolve that his office be vacated.
- 21.7 if he ceases to hold office by virtue of any provisions of the Company Directors Disqualification Act 1986.
- 21.8 if he commits a serious breach or persistent minor breaches of the Code of Conduct or does not fulfil the terms of reference for the office he holds.

22. ELECTION OF MEMBERS OF THE BOARD

- 22.1 Timing and eligibility is shown in Table 1 of the Bylaws.
- 22.2 In addition and without prejudice to the provisions of the Act, the Institute may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office and may appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

23. PROCEEDINGS OF THE BOARD

- 23.1 The Board shall meet together as often as they believe it is necessary to dispatch the business of the Institute. They may adjourn and otherwise regulate their meetings, as they think fit. A meeting of the Board may be held either in person or by suitable electronic means agreed by the Board in which all participants may communicate with all the other participants.
- 23.2 The Board may from time to time determine the quorum necessary for the transaction of business. Unless otherwise determined, the quorum is half the current membership plus one, provided that the volunteer members present outnumber the staff members of the Board present.
- 23.3 Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have second or casting vote.
- 23.4 At the request of any two members of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the members of the Board.
- 23.5 The Board shall select the Chairman of the Institute and at least one but no more than two Deputy Chairmen from the existing Board members. The Chairman of the Institute shall be entitled to preside at all meetings of the Board at which he is present. If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting one of the Deputy Chairmen (if willing) shall preside or, failing that the members of the Board present shall choose one of their number to be Chairman of the meeting. The term of office for the Chairman and Deputy Chairmen shall be determined by the Bylaws.
- 23.6 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Board generally.

24. INDEMNITY AND RESPONSIBILITY

- 24.1 Every member of the Board and every employee of the Institute for the time being and their heirs, executors and administrators shall be indemnified by the Institute against all costs, losses and expenses which any of them may incur or become liable to by reason of any contract entered into or act or deed done by them in good faith in the discharge of their duties; provided that such indemnity shall not extend to any act or omission which any member of the Board or any employee of the Institute knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether or not it was

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a breach of trust or breach of duty. It shall be the duty of the Board to pay out of the funds of the Institute such costs, losses and expenses which are so incurred.

- 24.2 No member of the Board or employee of the Institute shall be liable for the acts, receipts, neglects or defaults of any member of the Board or employee or for joining in any receipt or other act for conformity or for any loss or expense happening to the Institute through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Institute or for the insufficiency or deficiency of any security or upon which any monies of the Institute shall be invested or for any loss or damage arising from bankruptcy or insolvency or tortious act of any person with whom any money, securities or effects shall be deposited or for any loss or damage occasioned by any error of judgement or oversight on his part or for any damage or misfortune whatever which may happen in the execution of the duties of his office or in relation thereto unless the same happened through his own dishonesty or wilful neglect or wrongdoing.
- 24.3 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the names of members of the Board present at each meeting of the Board and of any Board Committee and of all resolutions and proceedings at all meetings of the Institute and of the Board and of any Board Committee. Any such Minute of any meeting if signed by the chair of such meeting, or by the chair of the next succeeding meeting of the same body shall be sufficient evidence without any further proof of the facts therein stated.
- 24.4 A resolution in writing agreed by a majority the members for the time being of the Board or by a majority of the members of any Board Committee who are entitled to vote at its meetings shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Board Committee duly convened, held and constituted.
- 24.5 Members of the Board and of all Board Committees are required to declare to the Secretary at least annually any changes in their occupation and are also required to declare as they arise any commercial or other conflict of interest that may occur in the conduct of their duties as a Board or Board Committee member.

25. ACCOUNTS

- 25.1 The Board shall cause proper books of account to be kept with respect to:
- 25.1.1 all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place
 - 25.1.2 all sales and purchases of goods by the Institute: and
 - 25.1.3 the assets and liabilities of the Institute
- 25.2 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 the affairs of the Institute and to explain its transactions.
- 25.3 The books of account shall be kept at the Office, or, subject to any requirements of the Act at such other place or places as the Board shall think fit and shall always be open to inspection by members of the Board.
- 25.4 The Board may from time to time establish reasonable conditions and regulations (not being inconsistent with any rights of inspection conferred by the Act) as to the time and manner of the inspection by the Institute Members of the accounts and books of the Institute or any of them and subject to such conditions and regulations the accounts and books of the Institute shall be open to the inspection of Institute Members at all reasonable times during business hours.
- 25.5 The Board shall from time to time in accordance with the Act , cause to be prepared and to be laid before the Institute in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in these sections.
- 25.6 A copy of every balance sheet, including any document required by law to be annexed thereto, which is to be laid before the Institute in general meeting together with a copy of the auditor's report shall not less than 21 clear days before the date of the meeting be sent to the auditor and to every Institute Member

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and every holder of debentures of the Institute, either in physical printed form, by email, by the provision of a link to the Institute's website, or by such other means as shall be deemed appropriate by the Board. Provided always that this Article shall not require a copy of these documents to be sent to any person of whose address the Institute is not aware or to more than one of the joint holders of any debenture.

26. AUDIT

26.1 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 properly qualified Auditors.

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

27. TRUSTEES

27.1 The Board may appoint trustees to hold any property of the Institute subject to the control of the Board, so that no part of the property of the Institute shall be sold, assigned, transferred, conveyed or otherwise disposed of by the trustees without the authority of the Board.

27.2 The terms of the appointment shall provide that the Institute may be at any time by resolution of the Board and without any formality remove any person from the office of trustee, accept the resignation of any person as trustee and appoint new or additional trustees.

28. THE SEAL

The seal shall not be used except under the Board's authority. It must be affixed by one Board Member signing and the Secretary countersigning or in such other way as the Board resolves. The Board may in the alternative authorise the execution of deeds in any other way permitted by law.

29. MEMBERSHIP GROUPS

29.1 Membership Groups of the Institute may be formed at the discretion of the Board in such areas as they deem appropriate and shall be subject to such Bylaws and Board Regulations as the Board shall determine. These Membership Groups will, at the discretion of the Board, include:

29.1.1 Regions

29.1.2 Special Interest Groups

29.2 Each Region and Special Interest Group shall be constructed and its affairs shall be carried on in accordance with the Bylaws and Board Regulations to be laid down from time to time by the Board.

30. BOARD COMMITTEES

30.1 The Board shall have a minimum of two Standing Committees as stated in Article 19.7, but may also at their discretion create one or more other Board Committees for such purposes and to perform such tasks as the Board from time to time deems fit. The Board shall have power to dissolve any Board Committee at any time. The relevant provisions of Articles 23 and 24 shall apply to all Board Committees.

30.2 Each Board Committee shall be constructed and its affairs shall be carried on in accordance with the Bylaws and Board Regulations to be laid down from time to time by the Board.

31. NOTICES

31.1 A notice, which shall include if needed a voting or ballot paper, a letter or other communication, may be served by the Institute upon any Institute Member either personally or by sending it through the post in a prepaid letter addressed to such Institute Member or by e-mail at his registered addresses appearing in the register of Institute Members or on the Institute's website in a manner that complies with current legislation.

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- 31.2 Any Institute Member described in the register of Institute 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 notices may be served upon him, shall be entitled to have notices served upon him at such address.
- 31.3 Otherwise any notice required to be served to a member with a registered address outside the United Kingdom will always be deemed properly served if served by email.
- 31.3.1 Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter
- 31.3.2 A notice, if served by e-mail, shall be deemed to have been served at the time when the e-mail containing the same is transmitted, and in proving such service it shall be sufficient to prove that the e-mail was transmitted to the e-mail address of the recipient shown in the register of Institute Members
- 31.4 Any notice may be served on the Institute by leaving it at or sending it by post to the Office of the Institute or sending it by e-mail or posting on the Institute website.

32. COPYRIGHT

The rights of publishing and reports of the proceedings and discussions at the meetings of the Institute, of any Board Committee or Advisory Group, of the Membership Groups including the Regions, and Special Interest Groups, and of Branches or of any other Committee shall be reserved to the Board who may, as they think fit, consent to publication by others in approved cases. The use of IWFM logos will also be so reserved.

33. BOARD REGULATIONS

The Board may from time to time make such rules, Bylaws or Regulations as it may deem necessary or convenient for the proper conduct and management of the Institute. Board Regulations will deal with processes, policies and procedures and will be published from time to time at which time they will come into effect.

34. BYLAWS

- 34.1 The Board may from time to time make such rules or Bylaws as it may deem necessary or convenient for the proper conduct and management of the Institute and for the purposes of prescribing grades of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or Bylaws regulate:
- 34.1.1 the admission and classification of Institute Members, and the rights and privileges of such Institute Members, and the conditions of membership and the terms on which Institute Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments be made by Institute Members
- 34.1.2 the Code and the conduct of Institute Members of the Institute in relation to one another and to the Institute's employees
- 34.1.3 the setting aside of the whole or any part or parts of the Institute's premises or assets at any particular time or times or for any particular purpose or purposes
- 34.1.4 the procedure at General Meetings and meetings of the Board, Members' Council, Board Committees or Advisory Group, and Membership Groups including Regions, and Special Interest Groups, in so far as such procedure is not regulated by these Articles, and
- 34.1.5 Generally all such matters as are commonly the subject matter of the rules adopted by comparable groups and institutes
- 34.2 The Institute in General Meeting shall have power to alter or repeal the rules and Bylaws and to make additional rules or Bylaws.
- 34.3 The Board shall adopt such means as it deems sufficient to bring to the notice of Institute Members all current rules or Bylaws, which shall be binding on all Institute Members.

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- 34.4 No rule or Bylaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles of Association of the Institute.
- 34.5 All rules and Bylaws of the Institute will come into effect when published following their adoption by the Board.
35. Definitions and interpretation
- 35.1 Words importing the singular number only shall include the plural number and vice versa.
- 35.2 Words importing the masculine gender only shall include the female gender; and subject to the provisions of Article 7 words importing persons shall include corporations.
- 35.3 Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
- 35.4 The relevant model articles for a company limited by guarantee are hereby expressly excluded
- 35.5 In these Articles the words underlined in the list following shall bear the meaning outlined respectively following them if not inconsistent with the subject matter or context.

The Act

The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

Advisory Group

A Committee of the Board appointed as provided for in Articles 19 and 30

The Articles

The Articles of Association of the Institute from time to time in force

The Board

The Board for the time being of the Institute

Board Committee

Refers to a Committee of the Board as provided for in Articles 19 and 30 whose type shall be designated in accordance with definitions herein or in the Board Regulations

Board Regulations

Regulations made from time to time by the Board to cover standards, grade levels, composition of committees, processes, policies and procedures pursuant to the powers set out in Article 33

Board Standing Committee

Refers to a permanent Committee set up by the Board to fulfil a continuous purpose defined in the Board Regulations

A Branch

A sub-area within a Region

Bylaws

Bylaws created by the Board pursuant to the powers set out in Article 34

Categories of Membership

There will be three Categories of Membership: one category to be Individual Members, one category to be Corporate Members and one category to be Group Members

Certified Member

An Institute Member who has qualified in accordance with the criteria recommended by the Membership Advisory Group and set by the Board

Signed:  **Company Secretary, Donna Duckworth, IWFM**

The Chairman of the Institute

The person selected by the Board to chair the Board

Chair of Members' Council

The person elected by the Members' Council to chair the Members' Council

The Chief Executive Officer (CEO)

The person appointed by the Board to be responsible for the day to day management of the Institute

The Code

The Code of Professional Conduct of the Institute as mentioned in Article 12

Constitution

The Articles, Bylaws, Bylaws Table and Board Regulations

Corporate Members

Members as defined in Article 7.3

Elected Board Member

A Director elected by the eligible Membership in accordance with the Articles and Bylaws

Fellow

A person nominated in accordance with the criteria recommended by the Membership Advisory Group and set by the Board

Honorary Fellow

A person nominated by the Board of the Institute for his outstanding service to facilities management

Grade of Membership

Designation of membership level

Group Members

Members as defined in Article 7.4

Individual Members

Members as graded in Article 7.2

The Institute

The above named Institute

The Institute Members or an Institute Member

Individual Members and Corporate Members and Group Members of the Institute as mentioned in Article 7. References to a member or members refer to both Voting Members and non-voting members. Non-voting members are not members of the company as defined by the Companies Act 2006.

Main Contact

The nominated Main Contact of a Corporate or Group Member. Usually, this will be an executive responsible for Facilities Management within the organisation, nominated by that organisation.

The Members' Council

The Members' Council for the time being of the Institute

Membership Groups

Refers to the Membership Groups as mentioned in Article 29

The Office

The Registered Office of the Institute

Signed:



Company Secretary, Donna Duckworth, IWFM

Organisations

Refers to an organisation, of whatever form either incorporated or unincorporated, which is admitted as a Corporate Member or a Group Member. Where the organisation is unincorporated, the membership shall be held by a nominee who will be designated as the nominee of the named unincorporated body.

A President, Vice-President or Patron

The person or persons appointed by the Board to hold such office in accordance with Article 19

Regions

Refers to the Regions which are a subset of the Membership Groups of the Institute as mentioned in Article 29

The Seal

The Common Seal of the Institute

The Secretary

The person appointed by the Board to perform the duties of the Secretary of the Institute

Special Interest Groups (SIGs)

Refers to the Special Interest Groups which are a subset of the Membership Groups as mentioned in Article 29

Task Group

A group set up by the Board or Executive to undertake a specific task with a clear end

The United Kingdom

Great Britain and Northern Ireland, or any subsequent manifestation of largely the same state in whatever form

Working Group

A group of volunteers, staff or external experts that is set up by the Board or Executive that works on a single specific topic

Signed:



Company Secretary, Donna Duckworth, IWFM