

**THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1989  
COMPANY LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION  
OF  
FACULTY OF BUILDING**

**INTERPRETATION**

1. In these Articles, the following words and expressions have the following meanings
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| <b>the Act</b>                                 | the Companies Act 1985 or any statutory re-enactment or modification of it;   |
| <b>Annual Budget</b>                           | the framework upon which the financial control of the Company is to be implemented approved by the NMC in accordance with article 76;   |
| <b>Administrative Assistant</b>                | the person or persons appointed to assist a Regional Director, in an administrative capacity, within a Region;  |
| <b>Auditors</b>                                | the person or persons appointed as auditors of the Company in accordance with Section 384 of the Act;   |
| <b>Autumn Meeting</b>                          | the meeting of the NMC to be held between mid November and mid December in each year to receive the Annual Budget for the following financial year, in accordance with article 76;                    |
| <b>Branch</b>                                  | a Branch established by the sanction of the NMC in accordance with article 101;   |
| <b>Branch Officers</b>                         | the Chairman of the Branch, vice-chairman of the Branch, the secretary of the Branch and the treasurer of the Branch;   |
| <b>Chairman</b>                                | the Chairman of the NMC appointed in accordance with article 83;  |
| <b>Code of Conduct</b>                         | the set of rules for the conduct of members referred to in article 22;  |
| <b>the Company</b>                             | Faculty of Building;  |
| <b>the Disciplinary Panel (DP)</b>             | the disciplinary panel, which shall comprise of any three directors (but excluding the Chairman), appointed by the NMC to investigate complaints in accordance with article 26;                       |
| <b>Honorary Officers</b>                       | those elected by the NMC to the roles of President and Vice-President, who are not appointed as directors;  |
| <b>Independent Advisors</b>                    | specialists appointed for their particular skills, expertise and experience, and appointed from time to time by the NMC to act as advisors to the NMC, in accordance with article 75;                 |
| <b>Membership Certificate</b>                  | the certificate issued to a member by the NMC in accordance with article 10;  |
| <b>the National Management Committee (NMC)</b> | the National Management Committee which shall constitute the board of directors of the Company;   |
| <b>Region</b>                                  | each geographical area as defined by the NMC from time to time;   |
| <b>Regional Directors</b>                      | those members of the NMC appointed in accordance with article 97;   |
| <b>the Seal</b>                                | the common seal of the Company;   |
| <b>Secretary</b>                               | any person appointed by the NMC to perform the duties of the company secretary of the Company;  |
| <b>Secretariat</b>                             | any person or organisation appointed from time to time by the NMC (in accordance with articles 89 to 91), (or if none appointed the Secretary), to perform the duties as required by the NMC;         |
| <b>Spring Meeting</b>                          | the meeting to be held between mid March and mid April in each year to receive the financial statements for the preceding financial year;   |
| <b>Standing Orders</b>                         | the Standing Orders of the Company for the time being as created and altered by the NMC from time to time to regulate the governance of the Company in accordance with these Articles of Association; |
| <b>the United Kingdom</b>                      | Great Britain and Northern Ireland; and   |
| <b>Vice Chairman</b>                           | (if appointed) the Vice-Chairman of the NMC appointed in accordance with article 88.  |

- 1.1. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithograph, photography, and other modes of representing or reproducing works in visible form including fax and electronic communications to an address for the time being notified for the purpose of communications.
- 1.2. Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof for the time being in force.
- 1.3. References to the masculine shall (unless the context requires otherwise) include the feminine and the neuter and vice versa.
- 1.4. Words denoting the singular number only shall where the context permits include the plural and vice versa.

- the grades as set out in article 11 or any further grade in accordance with article 4.
4. The NMC shall have power to introduce further grades in the interests of the Company.
5. The definition of all grades is to be provided for within Standing Orders.
6. Subject to the terms of these Articles, the NMC shall have power to prescribe requirements for admission, to transfer members between grades, to accept resignations, to suspend, to expel and to re-admit former members and may from time to time and subject to these articles determine the manner in which membership shall be granted and the manner in which transfers between grades shall be made.
7. The NMC may refuse to admit any person to membership on giving the reasons for such refusal.
8. The NMC and individual members shall have the right to nominate candidates for consideration to be admitted to the grade of Honorary Fellow in accordance with the provisions of Standing Orders.

**ADMISSION AND MEMBERSHIP OF MEMBERS**

2. The number of members of the Company is unlimited.
3. The NMC shall have power to admit anyone who applies for membership to be either voting or non-voting members into one of

9. The NMC may at its discretion re-admit to membership in any grade, any person whose membership has terminated, or who has been suspended, or expelled, provided that he pays such amounts in respect of arrears of subscription and other liabilities as the NMC may determine.

#### **MEMBERSHIP CERTIFICATE AND DESIGNATORY LETTERS**

10. Subject to these Articles and payment of fees, the NMC may issue to any member of any grade a Membership Certificate. The Membership Certificate shall be the property of, and be returnable on demand to, the Company. The Membership Certificate shall, among such other things as are considered necessary by the NMC, state the date on which the member joined the Company (was elected having paid any fees/subscription due) and the grade to which he was elected and shall be signed by two directors or a director and the Secretary.
11. Any member shall be entitled to use the following designatory letters (as applicable) to indicate the grade of membership to which he belongs:-
  - 11.1. **Voting:**

11.1.1. FELLOW	=	FFB
11.1.2. MEMBER	=	MFB
11.1.3. PAST PRESIDENT	=	PPFB
11.1.4. HONORARY FELLOW	=	HonFFB
  - 11.2. **Non-voting:**

11.2.1. TECHNICIAN	=	TechFB
11.2.2. AFFILIATE	=	No designatory letters
11.2.3. CORPORATE MEMBER	=	No designatory letters but the company shall be entitled to state that it is a Corporate Member.
12. Any member discontinuing his membership or otherwise ceasing to be a member shall be precluded from using the designatory letters applicable to his past membership.
13. The use of the Company's coat of arms is not permitted by the members, unless specifically agreed in writing by written application to the NMC.

#### **SUBSCRIPTION, ENTRANCE AND ADMINISTRATION FEES**

14. The NMC shall have power to determine entrance fees, transfer fees, administration charges and annual subscriptions for all grades and other fees payable and vary these from time to time.
15. The annual subscription shall be payable by every eligible member on the 1st day of the month in each year prior to their month of joining (or re-admission).
16. Past Presidents (with the exception of those who have allowed their membership to lapse, or who have resigned from the Company), having attained the age of 70 years (or earlier if retired through ill health or other similar situation) will be exempt from the payment of annual subscriptions.
17. If any member's subscription shall be six months in arrears, the NMC may send a notice of it being due, and after such notice has been sent to the member, he shall cease to be a member of the Company and thereupon forfeit all the privileges of membership and shall cease to have any claim on the property of the Company, but his liability shall continue as provided in and by the memorandum of association and any property belonging to the Company shall be returned including, if required by the NMC, his Membership Certificate.
18. Any member who omits to renew his subscription within the six months referred to in article 17 above may re-enrol within one year from the date of his membership lapsing upon payment of an administration charge and without re-nomination.
19. Notwithstanding article 18, directors, the Secretary, Regional Directors, the President and Branch Officers must be fully paid up within two months of their annual renewal date, unless special and prior arrangements are in place with the Secretariat.

#### **RETIREMENT OF MEMBERS**

20. Any member of any grade wishing to resign shall tender his resignation in writing to the Secretariat. Such resignation shall, (subject to article 21), be accepted after payment of all outstanding dues have been received from the member and any other property belonging to the Company, including, if required by the NMC, the Membership Certificate.
21. The resignation of any member will not be accepted after he has been notified of the commencement of any proceedings

against him by the Company until such proceedings have been concluded. Upon acceptance of a member's resignation, the member shall cease to be a member and all rights and privileges attaching to membership of the Company shall cease and any property belonging to the Company including, if required by the NMC, the Membership Certificate shall be delivered and returned to the Company.

#### **RULES OF CONDUCT**

22. The NMC shall be entitled, as part of Standing Orders, to lay down (and from time to time amend) a Code of Conduct applying to all members of the Company.
23. No member shall conduct himself in such a manner as is contrary to the Code of Conduct or otherwise in such a manner as would in the opinion of the NMC prejudice his professional status, integrity, or the reputation of the Company.
24. Conviction for a criminal offence (other than an offence under road traffic legislation in the United Kingdom or elsewhere for which the member is not sentenced to any term of imprisonment, whether immediate or suspended) shall render a member liable to expulsion from the Company at the absolute discretion of the NMC.
25. No member shall in any way be connected with any occupation or business if such connection or occupation is, in the opinion of the NMC, inconsistent with membership of the Company.

#### **DISCIPLINE AND EXPULSION**

26. Any complaint about the conduct of a member shall be addressed to the NMC who will refer it to the DP and the person the subject of the complaint (the "defendant") shall be entitled to make his own representations to the DP at a mutually convenient time.
27. The DP will make a decision in relation to the complaint, which shall be sent to the complainant and the defendant in writing.
28. If the defendant or the complainant is not satisfied with the decision of the DP he may appeal to the Chairman of the NMC, who shall place the matter before the NMC.
29. The DP and/or the NMC (as the case may be) shall be entitled to exonerate, warn, reprimand, suspend or expel a member from the Company and the decision of the NMC on the complaint shall be final save in the case of manifest error.
30. The member shall forthwith be advised of the decision by written notice served by recorded delivery post.
31. In the case of expulsion a member shall be liable to pay all outstanding dues and shall return any Company property in his possession, including the Membership Certificate.

#### **GENERAL MEETINGS**

32. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it.
33. The Annual General Meeting shall be held at such time and place as the NMC shall appoint however not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
34. A member wishing to bring before the Annual General Meeting any matter for discussion shall give notice in writing to the Secretariat not less than fourteen days before the meeting or thirty five days in the case of a matter requiring the passing of a special resolution.
35. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
36. The NMC may, whenever it thinks fit, and/or upon a requisition made in writing by any twenty-five or more members, convene an Extraordinary General Meeting.
37. Any requisition of members shall set out the general nature of the business to be proposed at the meeting requisitioned, and shall be left at the registered office of the Company, with a copy forwarded to the Secretariat.
38. Upon the receipt of such requisition the NMC shall forthwith proceed to convene a general meeting for a date not later than six weeks after receipt of the requisition. If the NMC does not convene the same within six weeks from the date of the requisition, the requisitionists may themselves convene a meeting.
39. At least twenty-one clear days before every meeting notice thereof specifying the place, the day, and hour of meeting, and, in the case of special business, the general nature of such business, shall be

given to the members in the manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting; but the accidental omission to give such notice to, or the non-receipt of such notice by any member shall not invalidate the proceedings at the general meeting.

40. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member who is entitled to attend and vote is entitled to vote by proxy in the form set out in article 55 below.
41. Notice of every general meeting shall be given in the manner hereinbefore authorised to:
  - 41.1. every member who has supplied to the Company an address within the United Kingdom for the giving of notices to him;
  - 41.2. the Auditors;
  - 41.3. any Independent Advisors;
  - 41.4. any Chief Executive, Director General or similar appointee; and
  - 41.5. the SecretariatNo other person shall be entitled to receive notices of general meetings.
42. A copy of every balance sheet and income and expenditure report (including every document required by law to be annexed thereto) which is to be laid before the Company in general meetings, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Company provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

#### PROCEEDINGS AT GENERAL MEETINGS

43. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting, with the exception of:
  - 43.1. the consideration of the income and expenditure report and balance sheet of the Company;
  - 43.2. the ordinary report of the directors;
  - 43.3. the report of the Auditor; and
  - 43.4. the appointment and remuneration of the Auditors.
44. No business shall be transacted at any general meeting unless a quorum of not less than fourteen voting members are present in person at the commencement of such business.
45. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to a time and place as determined by the chairman of the meeting, and if at such adjourned meeting a quorum is not present the members present shall constitute a quorum.
46. The Chairman (or in his absence his designate selected from the voting members within the NMC) shall preside as chairman at any and every general meeting of the Company.
47. The chairman of the meeting may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### VOTING AND PROXIES

48. At any general meeting voting shall be by show of hands and unless a poll is demanded by the chairman of the meeting or by members carrying ten or more votes (by proxy or by show of hands) and a declaration by the chairman of the meeting that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact.
49. A poll may be demanded either before a resolution is put to the vote or immediately after the chairman of the meeting's declaration of the result of a show of hands.
50. If a poll is demanded in the manner aforesaid the same shall be taken at such a time and in such manner as the chairman of the meeting directs, and the result of such poll shall be deemed to be the resolution of the Company in the general meeting, save that a poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith.
51. The demand for a poll may be withdrawn.

52. On a show of hands every voting member shall have one vote. On a poll, every voting member shall have one vote for himself and one vote for each proxy he holds. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
53. No special resolution shall be effective unless three-fourths or more of the members present in person or by proxy shall have voted in favour of the resolution.
54. Votes may be given either personally or by proxy.
55. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which the NMC may approve):-

#### FACULTY OF BUILDING

I (            ), of (            ), being a member of the above named Company hereby appoint

[(            ) of (            )\*] [the chairman of the meeting\*] or failing him (            ) of (            ), as my proxy to vote in my name and on my behalf at the Annual/Extraordinary General Meeting of the Company to be held on (date) (year) and at any adjournment thereof

\* Delete as necessary

This form is to be used in respect of the resolutions mentioned below as follows:-

**Resolution 1 For/against/abstain**

**Resolution 2 For/against/abstain**

Indicate with an "x" in the box provided, against the resolutions how you wish to vote.

56. Unless otherwise instructed, the proxy may vote or abstain from voting as he thinks fit.
57. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the NMC shall:
  - 57.1. be deposited at the Company's registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - 57.2. in the case of a poll taken, more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - 57.3. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to the Secretary or to any director; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

#### THE NATIONAL MANAGEMENT COMMITTEE AND PROCEEDINGS OF THE NATIONAL MANAGEMENT COMMITTEE

58. The NMC shall consist of no more than 21 directors. For the avoidance of doubt, the President and Vice President, where appointed as directors, shall be included within the aforementioned number.
59. In addition to the directors, the Secretary, the Secretariat's representative, any Chief Executive, Director General or similar appointee and any Independent Advisors shall be entitled to attend at all meetings of the NMC but, unless he is also a director, shall leave any meeting when requested to do so by the NMC.
60. The NMC shall meet as frequently as they deem necessary with the proviso that there shall be a Spring Meeting and an Autumn Meeting each year to conduct the business as described in articles 76 and 77.
61. The NMC shall first meet on the day immediately following the day of the Annual General Meeting and thereafter in accordance with article 60.
62. Any director may at any time summon or require the Secretariat to summon a meeting of the NMC.

63. Not more than twenty-one or less than seven clear days' notice of each NMC meeting shall be given by the Secretariat to each member of the NMC and such notice shall specify the time, place and business to be transacted.
64. Directors wishing to raise specific items for discussion must give 6 days' notice, in writing, to the Secretariat. Such items will normally be raised under the agenda item 'any other business' but may be allocated an earlier 'position' by the Chairman at the beginning of the meeting.
65. Seven directors shall constitute a quorum at all meetings of the NMC. In the event of a quorum not being present the meeting shall be dissolved.
66. Any decisions to be made by the NMC shall be made by a majority vote.
67. Unless any person is appointed a director of the Company he will not be entitled to a vote at meetings of the NMC.
68. Voting shall be by a show of hands except where the NMC determine that the vote shall be carried out by ballot, and in all cases of equality the Chairman shall be entitled to a second or casting vote.
69. No sole director shall be entitled to act on behalf of the Company in any matter without the sanction of the NMC.
70. The NMC shall cause minutes to be made in books kept for the purpose of all proceedings of the Company, the NMC and the Branches.
71. The directors shall not be entitled to remuneration for acting in their capacity as directors but, for the avoidance of doubt, may be remunerated for any other service supplied to the NMC in accordance with article 75.
72. The NMC shall be entitled to establish such sub-committees as it thinks fit.
73. The NMC shall determine the geographical remit and the number of the Regions and Branches from time to time in the United Kingdom and abroad, and may define, or vary, their title provided such a resolution shall be effective only where three-fourths or more of the members of the NMC present shall have voted in favour of the resolution.
74. The NMC shall have the right to suspend the activities of a Branch where the number specified in article 113 has not been achieved or in the event of the committee falling below the specified number in article 106.
75. The NMC shall be entitled to contract for such services as they may consider necessary and shall regulate such persons' duties and fix such persons' remuneration and or fees and such employees or services may include the services of a Chief Executive, Director General and/or Independent Advisors or such other persons as the NMC requires.
76. The NMC, at its Autumn Meeting, will receive from the Regional Director Finance the recommended budget for the forthcoming year and, if approved, will accept the same as the Annual Budget.
77. The NMC, at its Spring Meeting, will receive from the Regional Director Finance the draft financial statements.
78. The NMC shall cause accounting records to be kept in accordance with section 221 of the Act.
79. The accounting records shall be kept at the registered office of the Company or subject to section 222(1) and (2) of the Act, at such other place or places as the NMC thinks fit, and shall always be open to the inspection of the NMC.
80. The NMC shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members.
81. Directors shall be entitled to inspect any account or book or document of the Company but no other member shall be so entitled except as conferred by statute or authorised by the NMC or by the Company in general meeting.
82. The NMC shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Company in general meeting income and expenditure reports, balance sheets, group accounts (if any) and reports.

#### **DIRECTORS' APPOINTMENT**

83. At the first meeting of the NMC in accordance with article 61, three (3) directors shall be elected from within the NMC's directorship on the basis of nominations made by the NMC, and shall, occupy the positions of Chairman, Regional Director Finance, and Regional Director Marketing with the Regional Director Finance and Regional Director Marketing being appointed from the Regional Directors of the NMC.
84. One year after the first meeting of the NMC, as near as possible, half of the directors in number shall retire. A director may volunteer himself for retirement, and in the absence of sufficient volunteers, a ballot shall be held to nominate the relevant directors for retirement.
85. The new directors appointed to replace the retiring directors under article 84 shall take office immediately following appointment.
86. Subject to articles 84 and 85, each director may remain in office for periods not exceeding two years, after which the director shall retire or offer himself for re-election. No director shall offer himself for re-election after having served for six consecutive years on the NMC until at least 12 months has expired since he ceased to be a director.
87. The office of director shall be vacated if:
  - 87.1. he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director;
  - 87.2. he resigns his office by notice to the Secretariat;
  - 87.3. if he shall die or become incapacitated; or
  - 87.4. if nine or more directors vote to remove him from office as a director.
88. The NMC shall also have the option to appoint a Vice Chairman, from within its own number.

#### **SECRETARY**

89. The NMC shall appoint an individual or a company to carry out secretarial or management services of the company secretary on behalf of the Company.
90. The NMC may appoint a Secretariat for such term, at such remuneration and upon such conditions as the NMC may think fit; and any Secretariat so appointed may be removed by them.
91. Anything required or authorised to be done by the Secretary may be done by the Secretariat or any officer of the Company authorised generally or specifically in that behalf by the NMC.

#### **PRESIDENT AND VICE PRESIDENT**

92. The NMC shall appoint a President and may, at its discretion, also appoint a Vice President. If the President or the Vice President are not existing Members or Fellows of the Company, he shall be admitted as an Honorary Fellow.
93. Voting on the above appointments shall be by show of hands except where the NMC determine that the vote shall be carried out by ballot and in all cases of equality the chairman of the meeting shall be entitled to a second or casting vote.
94. Unless the President and Vice President (if appointed) are directors of the Company neither will be entitled to a vote at meetings of the NMC.
95. The President and Vice President (where appointed) shall normally hold their seats on the NMC by virtue of their office and shall normally graduate so that the next succeeding year/term of office after his appointment the Vice President shall be elected President.
96. The Vice President will succeed as President, unless the NMC determine otherwise, and a new Vice President will be elected in accordance with the preceding paragraph.

#### **REGIONAL DIRECTORS AND REGIONAL MEETINGS**

97. The Regional Directors shall be appointed, by the NMC from time to time one for each of the Regions with the exception of Overseas which will be aligned, until determined otherwise by the NMC, with the Region known as Northern Ireland.
98. Regional Directors will be permitted to appoint Administrative Assistant(s) to help within the Region; such Administrative Assistant(s) could be Branch representatives in accordance with article 107. Where a Branch is to be established or re-established the Administrative Assistant(s) would generally become the Branch representative.

99. Regional Directors will consult with their Regions to enable discussion, dialogue and debate to be conducted with Branches in order to provide input to the NMC.

#### **AUDITORS**

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

#### **BRANCHES**

101. No Branch of the Company shall be established without prior sanction of the NMC.
102. Members who have an interest in more than one Branch area shall choose to which Branch they wish to belong. Notwithstanding this, members may adopt a Branch of their choice to which to belong.
103. All members who either reside or have their place of work within the boundaries defined in accordance with article 73 are automatically members of the appropriate branch. Branches may, at the discretion of the NMC, receive financial allocations or reimbursements of expenses but neither the NMC nor the Company shall be responsible for any financial liability unless the NMC has formally agreed to sponsor or contribute towards a particular item, event or function. The guidelines for such support, which may be varied as the NMC thinks fit, are provided for under Standing Orders.
104. Every Branch shall hold a Branch Annual General Meeting during March or April of each year, unless a special dispensation has been arranged at least one month in advance with the Secretariat. The secretary of the Branch shall give not less than seven days' notice of such meetings to all members on the Branch registered as provided by the Secretariat.
105. The treasurer of the branch must produce a financial statement at or before the Branch Annual General Meeting and such statement must have been submitted previously for approval or otherwise by the honorary auditor of the Branch.
106. At the Branch Annual General Meeting, a committee shall be elected to hold office for one year therefrom. The committee may consist of any category of member and shall be at least five in number failing which the NMC may suspend activities in accordance with article 74.
107. At the time of, or immediately following the Branch Annual General Meeting, the new committee shall elect for the following year the Chairman of the Branch, vice-chairman of the Branch, secretary of the Branch, treasurer of the Branch, all of whom are known as the Branch Officers, together with a Branch representative and an honorary auditor.
108. The Branch representative shall be a member of the Branch who the committee considers the most appropriate to perform the duties of acting as the liaison officer between the Branch committee and the Regional Director.
109. Overseas Branches shall appoint officers in accordance with article 106 and the Branch representative will report to the UK based Regional Director responsible for overseas members.
110. Branches must submit any periodical or special reports required of them by Standing Orders, such reports shall include the minutes of

all committee meetings, a copy of which, for information purposes only, must be lodged with the Secretariat.

111. Branch committees may organise meetings, lectures, reading of papers, discussions, visits to places of interest and functions whether social or technical.
112. It shall be the duty of the treasurer of the Branch to keep records of all financial transactions of the Branch, in a simple income and expenditure format clearly accounting for all VAT transactions, and he shall prepare statements when asked for by the Branch committee or by the NMC and/or the Secretariat as defined in the Standing Orders.
113. Any eight members of one Branch may in writing demand a Branch special meeting to be held. Such a demand must be submitted to either the chairman of the Branch or the secretary of the Branch and it shall be the duty of the recipient to arrange a special meeting of the Branch within one month of receipt of the requisition for the meeting in such a way that members of the Branch have at least seven day's notice of such a meeting. If the chairman of the Branch, or the secretary of the Branch, does not convene the same within one month from the date of the requisition, the requisitionists may themselves convene the meeting.
114. Voting at Branch Meetings and Branch Annual General Meetings shall be by a show of hands and in all cases of equality, the chairman of the Branch shall be entitled to a second or casting vote.

#### **GENERAL**

115. The NMC shall provide for the safe custody of the Seal which shall only be used with the authority of the NMC or of a committee of the NMC authorised by the NMC for that purpose, and every instrument to which the Seal shall be affixed shall be signed by any two directors or by some other person(s) appointed by the NMC for that purpose.
116. A notice may be given by the Company to any member either personally or by sending it by post to him to the address, if any, within the United Kingdom supplied by the member to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing a notice and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
117. The Company shall be wound up voluntarily whenever a special resolution is passed requiring the Company to be so wound up. Clause 5 of the memorandum of association of the Company shall have effect as if the provisions thereof were repeated herein.
118. If the Company shall be wound up, any surplus assets which would otherwise be available to its members shall be transferred either to another body with objects similar to its own or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto as the NMC may determine.
119. All profits and other income of the Company shall be applied in promoting its objects.
120. The Company shall not declare or pay a dividend to its members.