

No 1157249

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THE INSTITUTE OF ACOUSTICS LIMITED

Incorporated the 16th day of January 1974

**SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB**

[COAT OF ARMS]

CERTIFICATE OF INCORPORATION

NO 1157249

I HEREBY CERTIFY THAT

THE INSTITUTE OF ACOUSTICS LIMITED

**Is this day incorporated under the Companies Acts 1948 to 1967 and
that the Company is Limited.**

Given under my hand at London the 16th day of January 1974

N TAYLOR

Assistant Registrar of Companies

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE INSTITUTE OF ACOUSTICS LIMITED

(As amended by Special Resolutions of the Company passed on 14 May 2008)

1. The name of the Company (hereinafter called 'the Institute') is 'THE INSTITUTE OF ACOUSTICS LIMITED'.
2. The registered office of the Institute will be situated in England.
3. The objects for which the Institute is established are: To promote and advance the art, science and technology of acoustics in all their aspects. For such purposes the Institute shall have power to do all such lawful things as will further foregoing objects, and in particular:
 - (a) To hold, promote or support conferences, lectures, symposia or any other form of meeting either independently or jointly with other persons or bodies for the discussion, promotion or advancement of the art, science and technology of acoustics.
 - (b) To arrange visits to laboratories and other establishments or places.
 - (c) To stimulate interest in, and advance the study of, the art, science and technology of acoustics in all their aspects.
 - (d) To encourage theoretical, experimental and applied research directed towards the advancement of the art, science and technology of acoustics.
 - (e) To prepare, edit, print, publish, issue, acquire and circulate, or to arrange or to contribute toward the preparation, editing, printing, publishing, issuing, acquisition and circulation of books, papers, periodicals, reports, brochures, circulars, proceedings and other matter treating of or bearing on the art, science and technology of acoustics and to establish, form and maintain for reference purposes collections, libraries, and reference indices of literature, statistics, scientific data and other information relating thereto and to translate, compile, collect, publish, lend and sell and endeavour to secure or contribute to the translation, compilation and publication by parliaments, governments, authorities and other bodies of persons of such literature, statistics, data and information and to disseminate the same by any means.
 - (f) To arrange, or contribute to the arranging of, such exhibitions and displays as shall further the aims of the Institute.
 - (g) To promote, assist and advise on elementary and advanced education in the art, science and technology of acoustics.
 - (h) To co-operate with any national or international bodies, societies, organisations, associations, companies or persons whose objects are to advance the study and understanding of the art, science and technology of acoustics, or include the advancement and application of such study and understanding.

- (i) To obtain, collect and receive money and funds by way of contribution, subscription, donation, offertory, legacy or otherwise whether subject to any special trust (not being inconsistent with the objects of the Institute) or not, for any one or more of the objects of the Institute.
- (j) To purchase, take on lease or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Council of the Institute may think necessary or convenient or desirable to be acquired for any of the purposes of the Institute.
- (k) To sell, lease, grant licences, easements and other rights over and in any other manner deal with or dispose of the real or personal property, assets, rights and effects of the Institute or any part thereof for such consideration as may by the Council of the Institute be thought fit for any or the purposes of the Institute.
- (l) For the purposes of the Institute to raise or borrow money on any terms or conditions upon the security of debenture stock, debentures, mortgages of, or charges upon, all or any of the property and assets of the Institute, present or future, or without any such security, and to make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments, and to issue and grant receipts and acknowledgments of moneys received or held on deposit or otherwise.
- (m) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (n) To procure the registration or incorporation of the Institute in or under the laws of any place outside England.
- (o) To pay all expenses of and incidental to the incorporation and establishment of the Institute.
- (p) To do all or any of the above things in any part of the world and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees or otherwise.
- (q) To do all such other lawful things as will further the above objects or any of them.

PROVIDED ALWAYS that

- (i) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Institute shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards such property the Council or other governing body for the time being of the Institute shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would, as such Council or governing body have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council or governing body but they shall as regards any such property be subject jointly

and separately to such control or authority as if the Institute were not incorporated.

- (iv) Except with the consent of the Secretary of State for Trade and Industry, the Institute shall not acquire, hold or retain either itself or through nominees shares or other rights in any other company which in the aggregate carry the right to exercise more than forty per cent. of the total voting rights exercisable at a general meeting of such company by all its members: and for this purpose shares or rights in a company which are owned or exercisable by officers of the Institute or members of its Council or Governing Body or persons otherwise concerned in its management shall be deemed to be held by the Institute through nominees.
4. The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to any person who is or has been a Member of the Institute, or to any person claiming through them. PROVIDED that nothing herein contained shall prevent the payment in good faith to any such person of any benefits to which they may become entitled under or by virtue of the provisions of any Benevolent Fund. And PROVIDED further that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Institute or to anyone although a Member of the Institute for services rendered to the Institute but so that no member of the Council shall be appointed to any salaried office of the Institute or receive any financial benefit or benefit with a monetary value from the Institute except
- (a) repayment of reasonable out of pocket expenses
 - (b) payment of interest on money lent to the Institute at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Council
 - (c) payment of rent for premises let by the member of the Council to the Institute if the amount of the rent and the other terms of the lease are reasonable
 - (d) payment to any company in which a member of the Council has no more than a 1% shareholding
 - (e) with the written consent of the Council individuals may be appointed to the Council who are contracted to and may receive reasonable remuneration from the Institute, who by virtue of their knowledge and expertise are contracted by the Institute for educational services and appointed to the Council provided that no more than fifty percent of the members of Council shall receive such remuneration and further PROVIDED that the member or members of the Council concerned must
 - (i) declare their interest to the Council at the earliest opportunity
 - (ii) not be counted in the quorum for that part of a meeting and refrain from participation in any debate and withdraw during the vote and have no vote on any matter, where there is or may be an actual or potential conflict of interest
 - (iii) withdraw from the meeting for that item unless expressly invited to remain in order to provide information.
5. The liability of the Members is limited.
6. Every Member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and 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 contributories among themselves, such amount as may be required, not exceeding One Pound.
7. If upon the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or

distributed among the Members of the Institute but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Institute at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

W.A. ALLEN	4, Ashley Close, Welwyn Garden City, Hertfordshire.	Architect
A.E. BROWN	1752, Great Cambridge Road, Waltham Cross. Hertfordshire EN8 8EY	University Lecturer
B. ROLAND DOBBS	20, Northgate, Prince Albert Road, London NW8 7RE	Professor of Physics
P.W. LORD	'The Ridge', Bridge End, Prestbury, Cheshire SK10 4DL	Professor of Acoustics
R.W.B.STEPHENS	49, West Hill Road, Wandsworth, London SW18 1LE	Research Scientist
R.N. TAYLOR	Swallet House, Christian Malford, Chippenham, Wiltshire.	Noise Consultant
R.A. WALLER	26, Salisbury Road, Carshalton, Surrey SM5 3HD	Consultant

DATED the 21st day of December, 1973

WITNESS to the above Signatures: -

R.A. JONES	106, Sutton Court, London W4	Conference Organiser
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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE INSTITUTE OF ACOUSTICS LIMITED

(As adopted by special resolution of the Company passed on 23 February 1989
and amended on 17 April 1996, 15 May 2003 and 19 April 2005)

PRELIMINARY

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

WORDS	MEANINGS
the Companies Acts	Every statute from time to time in force concerning companies in so far as the same applies to the Company.
the Institute	The Institute of Acoustics.
the Council	The Council of the Institute duly appointed for the time being.
these Articles	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
the Office	The Registered Office of the Institute.
Corporate Members	Those persons admitted as Honorary Fellows, Fellows or Members under the provisions of these Articles.
Non-corporate Members	Those persons admitted as Associate Members, Technician Members, Affiliates, Students or Sponsors under the provisions of these Articles.
Members, members	Corporate Members and Non-corporate Members.
the United Kingdom	Great Britain and Northern Ireland.
the Seal	The Common Seal of the Institute.
the Secretary	The Secretary for the time being of the Institute.
in writing	Written, printed, lithographed or typewritten or partly one and partly another or reproduced in other visible form.
the Honorary Officers	The Officers referred to in Article 26 hereof.
year	Calendar Year.

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

MEMBERS

2. This Article was removed at the Annual General Meeting held on 14 May 2008.
3. (1) There shall be eight classes of members of the Institute namely:
 - (i) Honorary Fellows

- (ii) Fellows
 - (iii) Members
 - (iv) Associate Members
 - (v) Technician Members
 - (vi) Affiliates
 - (vii) Students
 - (viii) Sponsors
- (2) The Corporate Members of the Institute shall consist of Honorary Fellows, Fellows and Members and the Non-corporate Members shall consist of Associate Members, Technician Members, Affiliates, Students and Sponsors.
 - (3) The Honorary Fellows of the Institute shall be such of them the persons who shall be elected as Honorary Fellows in accordance with these Articles and the By-laws. The total number of Honorary Fellows for the time being shall not exceed 2 per centum of the number of persons elected as Corporate Members of the Institute.
 - (4) The Fellows of the Institute shall be such of them the persons admitted as Fellows of the Institute in accordance with these Articles and the By-laws as shall not for the time being have ceased to be Fellows of the Institute in accordance with these Articles and the By-laws.
 - (5) The Members of the Institute shall be such of them the persons admitted as Members of the Institute in accordance with these Articles and the By-laws as shall not for the time being have ceased to be Members of the Institute in accordance with these Articles and the By-laws.
 - (6) The Associate Members of the Institute shall be such of them the persons admitted as Associate Members of the Institute in accordance with these Articles and the By-laws as shall not for the time being have ceased to be Associate Members of the Institute in accordance with these Articles and the By-laws.
 - (7) The Technician Members shall be such of them the persons admitted as Technician Members in accordance with these Articles and the By-laws as shall not for the time being have ceased to be Technician Members in accordance with these Articles and the By-laws.
 - (8) The Affiliates shall be such of them the persons admitted as Affiliates in accordance with these Articles and the By-laws as shall not for the time being have ceased to be Affiliates in accordance with these Articles and the By-laws.
 - (9) The Students shall be such of them the persons admitted as Students in accordance with these Articles and the By-laws as shall not for the time being have ceased to be Students in accordance with these Articles and the By-laws.
 - (10) The Sponsors shall be such of them the persons, corporations, institutions, societies or other bodies admitted as Sponsors in accordance with these Articles and the By-laws as shall not for the time being have ceased to be Sponsors in accordance with these Articles and the By-laws.
 - (11) Subject as aforesaid and in accordance with the By-laws:
 - (i) No person shall be admitted as an Honorary Fellow of the Institute unless elected by the Council in accordance with these Articles and the By-laws.
 - (ii) No person shall be admitted as a Fellow of the Institute unless he is proposed by one Fellow or Honorary Fellow of the Institute and is supported by two other Fellows or Honorary Fellows of the Institute and applies for membership in that class in a form approved by the Council and his application is approved by the Council in accordance with these Articles and the By-laws.
 - (iii) No person shall be admitted as a Member of the Institute unless he is

proposed by one Fellow, Honorary Fellow or Member of the Institute and is supported by two other Fellows. Honorary Fellows or Members of the Institute and applies for membership in that class in a form approved by the Council and his application is approved by the Council in accordance with these Articles and the By-laws.

- (iv) No person shall be admitted as an Associate Member unless he is proposed by one Corporate Member of the Institute and he applies for membership in that class in a form approved by the Council and his application is approved by the Council in accordance with these Articles and the By-laws.
 - (v) No person shall be admitted as a Technician Member unless he is proposed by one Corporate Member of the Institute and he applies for membership in that class in a form approved by the Council and his application is approved by the Council in accordance with these Articles and the By-laws.
 - (vi) No person shall be admitted as an Affiliate unless he is proposed by one Corporate Member of the Institute and he applies for membership in that class in a form approved by the Council and his application is approved by the Council in accordance with these Articles and the By-laws.
 - (vii) No person shall be admitted as a Student unless he is proposed by one Corporate Member of the Institute or by the Head of the Department in which he is studying and applies for membership in that class in a form approved by the Council and his application is approved by the Council in accordance with these Articles and the By-laws.
 - (viii) No person, corporation, institution, society or other body shall be admitted as a Sponsor unless an application for membership in that class is made in a form approved by the Council in accordance with these Articles and the By-laws and that application is approved by the Council in accordance with these Articles and the By-laws.
- (12) The membership of any new member admitted under the provisions of these Articles and the By-laws shall not become effective until written notice of his election shall have been served on him in accordance with the By-laws.
- (13) A person who desires to be admitted to any class of membership and a corporation, institution, society or other body which desires to be admitted to the class of Sponsor shall deliver to the Office an application in writing for admission stating the class of membership he or it wishes to become in such form as the Council shall from time to time decide, and such application shall be accompanied by a signed declaration in the form set out in the Appendix to these Articles.
- (14) Every Member shall be bound to further to the best of his ability the aims and objects of the Institute and shall observe all Articles, By-laws, Rules and Regulations made pursuant to the powers in that behalf hereinafter contained.

TERMINATION OF MEMBERSHIP

4. (1) Any member may resign his membership by delivering at the Office a notice in writing signed by him or on his behalf stating that he resigns his membership and such resignation shall be effective from the date specified in such notice or from the date he shall cease to be a member in accordance with any of the other provisions of these Articles, whichever shall be the earlier, provided that no such resignation shall be given retrospective effect. If no such date shall be so specified such resignation shall be effective from the date of delivery of the said notice.
- (2) Every person who ceases from any cause to be a member shall remain liable for all sums owing by him to the Institute whether by way of subscription or otherwise and no such person shall be entitled to recover any part of his subscription he may have paid.
- (3) Any member whose subscription is more than one month in arrears and who shall fail

to pay such arrears within one month after a written notification has been sent to him shall cease to be a member unless the Council shall decide to take notice of special circumstances.

- (4) If any member shall be convicted of an indictable offence or be adjudged bankrupt or make any composition or arrangement with his creditors under the provisions of any statute, the Council may decide that his name shall be removed from the Register of the Institute and the Honorary Secretary of the Institute shall thereupon notify such member of the Council's decision. The member may if he wishes state his case before the Council in person or in writing and the Council's decision shall then be final.
- (5) Subject in any instance to the prior written consent of the Institute being obtained, if any member shall, other than as provided for in these Articles and the By-laws represent himself as being such a member such representation shall be deemed to be injurious to the character and interests of the Institute.
- (6) The Council may expel from the Institute any member whose conduct is such as shall in the opinion of the Council be injurious to the character and interests of the Institute or render him unfit to be a member of the Institute in accordance with these Articles, By-laws, Rules or Regulations. Before a member is expelled his conduct shall be inquired into by the Council and he shall be given an opportunity to justify or explain his conduct. If two-thirds of the members of the Council present when the matter is inquired into are of the opinion that expulsion is warranted the Council may call upon the member to resign, and if he does not resign may expel him from membership and remove his name from the Register of the Institute provided always that a member so expelled shall have a right of appeal to the members in General Meeting and the members present at such meeting shall decide by a majority of those present on a secret ballot whether the Council's decision to expel the member shall be confirmed or denied.
- (7) Any expelled member who wishes to exercise his right of appeal to the members in General Meeting shall be required to deposit with the Council before his appeal be heard the sum of £100 (or such other sum as the Council may from time to time decide), which sum shall only be returned to such member if the members in General Meeting shall have denied the Council's decision to expel him.

SUBSCRIPTIONS

5. (1) The entrance fees and annual subscription payable by members of the Institute shall be such as the Council shall from time to time approve.
- (2) All subscriptions shall become due and payable in advance on the first day of January in each year, save that in the case of any new member his subscription shall become due and payable on the date his membership shall become effective.
- (3) The Council may in any special case or upon the retirement of a member reduce or remit the annual subscription of any member.
- (4) The first subscription of any new member who is elected or whose application is approved (as the case may be) after the thirtieth day of September in any year shall be deemed additionally to be in full payment of that member's subscription for the next following year, provided that no change in the annual subscription is due to take effect for the next following year.

GENERAL MEETINGS

6. The Institute shall hold in each year 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 notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Institute and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

7. All general meetings other than Annual General Meetings shall be called Extra-ordinary General Meetings.
8. The Council may, whenever it thinks fit, and it shall, upon a requisition made by any fifty or more Corporate Members or as provided in Section 368 of the Companies Act 1985 convene an Extra-ordinary General Meeting.
9. Any requisition made by the Members shall state the object or objects of the meeting proposed to be called and shall be sent to or deposited at the Office of the Institute.
10. Upon receipt of such requisition the Council shall forthwith proceed to convene a general meeting; if it does not proceed to convene the same within twenty-one days from the date of receipt or deposition of the requisition, the requisitionists may themselves convene a general meeting.
11. Subject to the provisions of the Companies Acts relating to meetings convened for the purpose of moving Special Resolutions, at least twenty-one clear days before every Annual General Meeting or meeting convened for the purpose of considering a Special Resolution and fourteen clear days before every other general meeting (exclusive of the day on which the notice is served or deemed to be served and on the day for which the notice is given) notice thereof specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned or such other manner, if any, as may be prescribed by the Institute in general meeting, to all Members for the time being entitled under these Articles to receive notice of general meetings.
12. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special which is transacted at an Extra-ordinary General Meeting and also all business which is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheets and the reports of the Council and auditors and the election of Honorary Officers and other Council members in place of those retiring and the election of and the fixing of the remuneration of the auditors.
14. No business shall be transacted at any general meeting unless a quorum of not less than fifteen Corporate Members is present when the meeting proceeds to business, save as herein otherwise provided.
15. 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 the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
16. The President, if any, of the Institute, or failing him the President-Elect, if any, or failing him one of the Vice-Presidents (to be selected by the meeting) or failing them the Immediate-Past President shall preside as chairman at every general meeting of the Institute, or if there is no such President, President-Elect, Vice-President or Immediate-Past President, or if any such person shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall choose one of their number to be chairman of the meeting.
17. 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 the business left unfinished at the meeting from which the adjournment took place. When 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.

18. 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 on the declaration of the result of the show of hands) demanded by the chairman or by at least five Corporate Members present.
19. Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Institute, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
20. The demand for a poll may be withdrawn.
21. Except as provided in Article 23, if a poll is duly demanded it shall be taken in such manner as the chairman directs. The declaration of the chairman as to the number of votes given for and against the resolution in respect of which the poll is taken shall be final and conclusive, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. 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.
23. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
24. Subject to the provisions of the Companies Acts a resolution in writing signed by all Corporate Members for the time being entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys, shall be as valid and effective as if the same had been passed at a general meeting of the Institute duly convened and held.

VOTES OF MEMBERS

25. Every Corporate Member shall have one vote.

HONORARY OFFICERS

26. (1) The Honorary Officers of the Institute shall consist of a President, an Immediate-Past President, a President-Elect, not more than three Vice-Presidents, an Honorary Secretary and an Honorary Treasurer.

(2) No person may hold more than one Honorary Office at the same time.
27. No person who is not a Corporate Member shall be eligible for appointment or election to any Honorary Office of the Institute.
28. If any person shall have been a member (other than as a member co-opted under the provisions of Article 33) of the Council for eight or more consecutive years, such person shall not be eligible for appointment, election or re-election as an Honorary Officer until the Annual General Meeting next following the Annual General Meeting at which such person shall have ceased to be a member of the Council.
29. The first Honorary Officers (with the exception of the Immediate-Past President) shall be appointed in writing by the subscribers to the Memorandum of Association or a majority of them. Thereafter with the exception of the President (unless the President-Elect shall refuse to take office on the retirement of the President) and the Immediate-Past President, the Honorary Officers shall be elected by the members of the Council prior to the Annual General Meeting at which such Officers shall assume office.
30. (1) The persons appointed or elected as Honorary Officers shall in the case of those appointed by the subscribers to the Memorandum of Association hold office until the

first Annual General Meeting of the Institute when they shall be eligible for re-election. Thereafter they shall hold office for a period of two years on the expiry of which and subject as provided in sub-section 3 of this Article they shall be eligible for re-election to any Honorary Office save that at the end of his term of office as President no person shall be eligible for re-election as President until the sixth Annual General Meeting following the Annual General Meeting at which he shall have retired from that office.

- (2) On the retirement of the President, the person who is or was acting as President-Elect, if he is willing, shall take office as President.
 - (3) At the end of his term of office as President, the person who is or was acting as President shall take office as Immediate-Past President.
 - (4) A person who shall have held any one Honorary Office for six consecutive years shall be bound to retire and shall not become eligible for re-election to that same office until the Annual General Meeting next following the Annual General Meeting at which such person was obliged to retire.
31. Save as otherwise provided in these Articles the Honorary Officers shall be eligible for re-election to any Honorary Office (with the exception of that of Immediate-Past President) on the termination of their period of office.

THE COUNCIL

32. The Council of the Institute shall consist of the Honorary Officers for the time being ex officio, one of whom shall be the chairman of the Engineering Division, together with nine ordinary members of the Council elected by the Corporate Members of the Institute. No non-corporate Member shall be eligible for appointment or election as a member of the Council.
33. The Council may, if it considers fit, co-opt not more than three Members to membership of the Council, which Members may be Corporate or Non-corporate. Any Member so co-opted shall hold office only until the Annual General Meeting next following the date he was co-opted and, in the case of Corporate Members, shall thereafter cease to be eligible to be co-opted to membership of the Council, and in the case of Non-corporate Members, shall, at the end of that term, be eligible to be co-opted again to membership of the Council save that no Non-corporate Member shall be eligible to be co-opted to membership of the Council after the expiry of his third term of office as a co-opted member of the Council.
34. The persons appointed as the first ordinary members of the Council shall be appointed in writing by the subscribers to the Memorandum of Association or a majority of them. The persons appointed or elected as members of the Council (other than the Honorary Officers) shall in the case of those appointed by the subscribers to the Memorandum of Association hold office until the first Annual General Meeting of the Institute when they shall be eligible for re-election. Thereafter they shall be elected at Annual General Meetings and shall hold office for a period of **two** years and shall at the end of their period of office be eligible for re-election to the Council save that no person shall be eligible for re-election to the Council until the Annual General Meeting next following the Annual General Meeting at which such person shall have ceased to be a member if **that person** shall have held office in any capacity or capacities on the Council (other than that of a member co-opted under the provisions of Article 33) for **five** consecutive years.
35. Save as otherwise provided eligibility for re-election shall be determined in accordance with Article 34 and 36. Any casual vacancy among the persons appointed or elected in accordance with Article 34 as members of the Council and which shall occur in the first or any subsequent Councils may be filled by the Council. The name of the person selected to fill any casual vacancy (which person shall be, in accordance with Article 32, a Corporate Member) shall be circulated to Corporate Members for their information and such person shall retain such office until the next Annual General Meeting and shall then be eligible for election to the Council.
36. At the second and third Annual General Meetings of the Institute three of the persons elected as ordinary members of the Council at the first Annual General Meeting, or one third thereof (whichever shall be the greater), shall retire, these persons (unless the elected members of the

Council shall otherwise agree among themselves) to be determined by lot, and to be eligible for re-election.

37. At least six weeks before the Annual General Meeting in each year the Council shall send to each Corporate Member notice of duly qualified persons whom it nominates as candidates for election at the said Annual General Meeting for the offices of ordinary member of the Council.
38. Any five Corporate Members may nominate within two weeks of the service of such notice as is mentioned in the last preceding Article, but not later, any other duly qualified person as a candidate for election as ordinary member of the Council, such nomination to be made by depositing such nomination in writing at the Office together with the written consent of the nominee to accept office if elected. No Corporate Member may nominate more than one candidate in any year for any one vacancy.
39. Not later than twenty-one days before each Annual General Meeting the Council shall send to each Corporate Member a ballot paper containing the names of all persons duly nominated as candidates for election as ordinary members of the Council, and stating which of the said candidates are nominated by the Council and giving the names of the Corporate Members by whom each of the other candidates (if any) is nominated. Provided that if no candidate or candidates shall have been nominated under the provisions of Article 38, the persons nominated by the Council shall be deemed to be duly elected and no ballot papers shall be issued. The names of those deemed to have been elected shall be circulated to Corporate Members for their information.
40. In the case of a contested election each Corporate Member voting shall make a cross against one or more names of candidates on his ballot paper, such crosses not to exceed the number of persons to be elected; the ballot papers shall be deposited at the Office not later than forty-eight hours before the time for which the Annual General Meeting is convened, at which such election is to take place. Any ballot paper found by the scrutineers to violate these provisions shall be cancelled.
41. Two or more scrutineers shall be chosen by the Council not later than seven days before the Annual General Meeting. The ballot papers shall be delivered unopened to the scrutineers, who shall open and examine them and count the votes and report the result to the chairman of the Annual General Meeting. In the event of a tie, the scrutineers shall submit the names of the candidates so tying to the chairman of the meeting, who shall determine by his casting vote which of such candidates shall be elected.

DISQUALIFICATION OF HONORARY OFFICER OR COUNCIL MEMBER

42. The office of Honorary Officer or Council member shall be vacated by the holder:-
 - (a) If any receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (b) If he becomes a patient for the purposes of the Mental Health Act 1983 or the Mental Health (Scotland) Act 1960 or any statutory amendment or re-enactment thereof.
 - (c) If he ceases to be a Member of the Institute.
 - (d) If by notice in writing to the Institute he resigns his office.
 - (e) If removed from office by resolution of the Institute in accordance with Section 303 of the Companies Act 1985.

PROCEEDINGS OF THE COUNCIL

43. The Council may meet together from time to time, and shall in any event meet together at least once every year, for the despatch of business. Unless otherwise decided by the Council a quorum shall be six of whom two shall be any of the Immediate-Past President, the President, the President-Elect and the Vice-President or Presidents. Questions arising at any meeting

shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

44. Any two Honorary Officers or any four members of the Council shall be entitled at any time to convene a meeting of the Council by serving not less than two weeks' written notice upon the several members of the Council. Such notice shall be exclusive of the day on which it is served and of the day for which it is given and shall specify the day and hour of the meeting and such place for the meeting as the Secretary shall determine.
45. The President or in his absence the President-Elect or in his absence one of the Vice-Presidents (to be selected by the meeting), or in their absence the Immediate-Past President shall be entitled to preside at all meetings of the Council, and if at any meeting neither the President, the President-Elect, one of the Vice-Presidents nor the Immediate-Past President, be present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be chairman of the meeting.
46. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Institute for the time being vested in the Council generally.
47. The Council may delegate any of their powers to sub-committees consisting of such Member or Members of their body as they think fit.

POWERS AND DUTIES OF THE COUNCIL

48. The affairs of the Institute shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Institute, and may exercise all such powers of the Institute as are not, by the Companies Acts or by these Articles, required to be exercised by the Institute in general meeting, subject nevertheless to the provisions of the Acts or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Institute in general meeting; but no regulation made by the Institute in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
49. The Council may exercise all the powers of the Institute to borrow or raise money and to mortgage or charge its undertaking and property or any part thereof so far as may be consistent with any trusts affecting the same and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Institute.
50. All cheques, promissory notes, drafts, bills of exchange and 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 Council shall from time to time determine.
51. The Council shall cause minutes to be made in books provided for the purpose:-
 - (a) Of the names of the members of the Council at each meeting of the Council and of any committee of the Council; and
 - (b) Of all resolutions and proceedings at all meetings of the Institute, and of the Council, and of committees of the Council.

ACCOUNTS

52. The Council shall cause proper books of account to be kept with respect to:-
 - (a) All sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the Institute; and
 - (c) The assets and liabilities of the Institute.

53. The books of account shall be kept at the Office or at such place as the Council shall think fit and shall always be open to the inspection of the Council.
54. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Institute or any of them shall be open to the inspection of Members not being members of the Council and no Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Institute except as conferred by statute or authorised by the Council or by the Institute in general meeting.
55. The Council shall from time to time in accordance with the provisions of the Companies Acts cause to be prepared and to be laid before the Institute in general meeting such profit and loss accounts, balance sheets and reports as are referred to in the Companies Acts.
56. A copy of every balance sheet (including every 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 auditors' report, shall not less than twenty one days before the date of the meeting be sent to every Member of the Institute. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Institute is not aware.

AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

SECRETARY

58. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by it.
59. Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Institute authorised generally or specially in that behalf by the Council.
60. A provision requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in place of, the Secretary.

THE SEAL

61. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council and shall be affixed in the presence of at least one member of the Council and of the Secretary, Honorary Secretary or the Honorary Treasurer or by such other person as the Council may from time to time appoint for the purpose and such member of the Council and Secretary, Honorary Secretary, Honorary Treasurer or other person as aforesaid shall sign every instrument to which the Seal is affixed in their presence.

NOTICES

62. A notice may be served by the Institute upon any Member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Institute for the serving of notice upon 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 the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty four 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 the post.
63. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
 - (a) Every Corporate Member except those Corporate Members who (having no

registered address within the United Kingdom) have not supplied to the Institute an address within the United Kingdom for the giving of notices to them; and

- (b) The auditors for the time being of the Institute.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY TO OFFICIALS

64. Subject to the provisions of Section 310 of the Companies Act 1985 the members of the Council or other officers for the time being of the Institute shall be indemnified out of the funds of the Institute against all costs, damages, losses, charges and expenses which they shall respectively incur or be put to on account of any act, deed matter or thing which shall be executed, done or permitted by them respectively in or about the bona fide execution of their respective offices and shall be reimbursed by the Institute all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Institute or otherwise in the execution of their respective offices, except such costs, losses or expenses as shall happen through their respective dishonesty or wilful acts, neglects or defaults.
65. Subject to the provisions of Section 310 of the Companies Act 1985 no member of the Council or other officer shall be chargeable for any money which he shall not actually receive or be answerable for the act, receipt, neglect, or default of any other member of the Council or officer or any banker, broker, collector, agent or other person appointed by the Council or the Institute with whom or into whose hands any property funds or moneys of the Institute may be deposited or come, or for the insufficiency of any security or investments in or upon which any of the moneys of the Institute shall be invested by order of the Council, or for any loss or damage which may happen in the execution of his office unless the same shall happen through his own dishonesty or wilful act, neglect or default.

DISSOLUTION

66. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.

APPENDIX TO THE ARTICLES

I/We, the undersigned, having applied for membership of The Institute of Acoustics, hereby declare that if elected I/we will be governed by the Articles, By-laws, Rules and Regulations of the Institute from time to time in force; and that whilst a member of the Institute, I/we will advance the aims and objects of the Institute as far as shall be in my/our power; I/we also undertake that I/we will forthwith cease to exercise any of the privileges of membership on receipt of a notice from the Honorary Secretary that in accordance with some one or more of the Articles I/we have been declared to be no longer a member of the Institute and I/we will forthwith, upon ceasing to be a member return any books, papers or other property belonging to the Institute, or for which the Institute is responsible, in my/our possession or entrusted to me/us.

AS WITNESS my hand this day of 20 .

Revised April 2009

