



Company No: 125685
Charity No: 1046999

The Companies Acts 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM and ARTICLES
of ASSOCIATION
- of the -
INSTITUTION OF RAILWAY SIGNAL ENGINEERS**

*(amended by Special Resolutions passed on
11th April 1990, 20th April 1995, 19th April 2002 and 13th November 2013
and by section 28 of the Companies Act 2006)*

Incorporated on 3rd December 1912

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Certificate of Incorporation

I hereby certify that the INSTITUTION OF RAILWAY SIGNAL ENGINEERS (the word “Limited” being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies (Consolidation) Act 1908, and that the Company is **Limited.**

Given under my hand at London this Third day of December One thousand nine hundred and twelve.

GEO. J. SARGENT

Assistant Registrar of Joint Stock Companies

Fees and Deed Stamps, £9 0s. 0d.

Stamp Duty on Capital, ———

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Memorandum of Association

Articles of Association

Article No.

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The Companies Acts 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

- of the -

INSTITUTION OF RAILWAY SIGNAL ENGINEERS

*(amended by Special Resolutions passed on 11th April 1990, 20th April 1995
and by section 28 of the Companies Act 2006)*

The name of the Association is the **"Institution of Railway Signal Engineers"**.

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

JOSIAH SAYERS, Midland Railway, Derby, Telegraph Superintendent

ARTHUR HENRY JOHNSON, L. & S.W. Railway, London, Signal and Telegraph Engineer

HAROLD WILLIAM FIRTH, Great Eastern Railway, Liverpool Street, E.C., Electrical Engineer

CHARLES DUTTON, L.B. & S.C. Railway, New Cross, S.E., Signal Superintendent

WILFRED COSENS ACFIELD, Midland Railway, Derby, Signal Superintendent

ROBERT JAMES SINGER INSELL, Great Western Railway, Reading (Chief Assistant Signal Engineer)

ALFRED THOMAS BLACKALL, Signal Engineer, Great Western Railway, Reading

Dated this 29th day of October 1912

Witness to the above Signatures-

ALBERT BROUGHTON
Solicitor

Clerk to Messrs. Beale & Co.,
16 Great George Street,
Westminster.

The Companies Acts 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

- of the -

INSTITUTION OF RAILWAY SIGNAL ENGINEERS

(adopted by Special Resolution passed on 13th November 2013)

Part 1

The following (lettered) provisions formerly contained in the Memorandum of Association of the Institution are deemed to be incorporated into the Articles by virtue of section 28 of the Companies Act 2006 with effect from 1st October 2009:

- A. The Registered Office of the Association will be situated in England.
- B. The objects for which the Association is established are:-
- (a) The advancement for the public benefit of the science and practice of signalling (which for the purpose of this document shall mean the whole of the apparatus, electrical, mechanical or otherwise, methods, regulations and principles whereby the movement of railway or other traffic is controlled) by the promotion of research, the collection and publication of educational material and the holding of conferences, seminars and meetings.
 - (b) The maintenance of high standards of practice and professional care amongst those working within the industry and the promotion of improved safety standards for the protection of the general public.

AND

In furtherance of such objects the Association has the following powers:-

- (i) To establish district, branch or sectional societies, and local and other associations, for the promotion of all or any of the objects of the Association.
- (ii) To acquire by gift, devise, purchase, lease, hire or otherwise, any real or personal property, and any estate or interest therein, and any rights or privileges necessary or convenient, or capable of being used or applied, for any of the purposes of the Association, and to hold,

sell, lease or dispose of, or otherwise deal with, all or any part of the same in such manner as may be thought expedient.

- (iii) To accept any bequest, devise, gift or donation whatsoever (whether of money or of property of any description) towards the objects of the Association, and to apply the same or the proceeds of sale or realisation thereof for the objects of the Association, or to invest the same or such proceeds, and apply the income arising therefrom for any of the objects of the Association.
- (iv) Generally to obtain money for the objects of the Association in any lawful manner, and invest, apply or deal with the same in such manner as may be considered most desirable for effecting such objects.
- (v) To affiliate, combine or co-operate with any other association, society or corporation having objects similar in general respects to those of the Association, or being or capable of being conducted so as directly or indirectly to benefit the Association, or promote the objects which the Association is formed to promote, but so that none of the funds of the Association shall be paid to any such other association, society or corporation which does not prohibit the payment of any dividend or profit to its members to an extent at least as great as is done by Article C.
- (vi) Subject to the restriction mentioned in the last preceding Article, to aid or receive aid from any such other association, society or corporation, as aforesaid, and to subscribe to any society, corporation or association with a view to obtaining any advantages or benefits for or promoting the objects of the Association, and to subscribe to any fund, society or object that may from time to time be considered deserving.
- (vii) To invest any moneys of the Association upon such investments, and in such manner, as may from time to time be considered desirable.
- (viii) To borrow or raise money, and to issue debentures and other securities, and for the purpose of securing any debt and obligation of the Association to mortgage and charge all or any part of its property and assets, present and future.
- (ix) To apply, petition for or promote any Act of Parliament, Royal Charter or other authority, with a view to the attainment of the above objects, or any of them.
- (x) To do all such other legal things as are incidental or conducive to the attainment of the above objects, or any of them.

Provided always that the Association shall not support with its funds any object, or impose or endeavour to impose upon its Members or others, or procure the observance by them of any regulation or restriction, which, if an object of the Association, would make it a Trades Union.

Provided also that in case the Association shall take or hold any property, subject to the jurisdiction of the Charity Commission, the Association shall not

sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and, as regards any such property, the Council or Trustees of the Association shall be chargeable for such property as 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 Trustees, have been so answerable and accountable if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such Council or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control and authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

- C. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Association.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association, or to any Member of the Association, in return for services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any Member to the Association, but so that (except in accordance with Article 19.2)

- (i) no member of the Council or other Governing Body of the Association (nor any Connected Person as defined in Article 1.1.7) shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and
- (ii) no remuneration or other benefit in money or money's worth shall be given to any member of such Council or Governing Body (or any Connected Person), except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Association,

provided that this provision shall not apply to any payment to any railway, tramway, gas, electric lighting, water or cable company of which a member of the Council or other Governing Body (or any Connected Person) may be a member, or to any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of the profits he may receive in respect of any such payment.

- D. The liability of the Members is limited.
- E. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be

a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1.

- F. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Association; but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions, having objects similar to the objects of this Association, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Article C, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by the Charity Commission, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
- G. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being shall be open to the inspection of Members. Once, at least, in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

Part 2

1. INTERPRETATION

- 1.1 In these Articles, unless there be something in the subject matter or context inconsistent therewith:
- 1.1.1 "*The Act*" means the Companies Act 2006;
 - 1.1.2 "*these Articles*" means Part 1 and Part 2 of these Articles of Association and a reference to an Article is to the corresponding article in these Articles;
 - 1.1.3 "*Bye-Laws*" means the Bye-Laws made by the Council from time to time and which do not form part of these Articles;
 - 1.1.4 *The "Charity Commission"* means the Charity Commission for England and Wales or any body which replaces it;
 - 1.1.5 *The "Council"* means the members for the time being of the Council of Management constituted by these Articles and in particular by Articles 14 and 15;
 - 1.1.6 "*Conflicted Trustee*" means a member of the Council in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a

Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Institution, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Institution

- 1.1.7 *"Connected Person"* means, in relation to a member of the Council, a person with whom the member shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the member's family or household or a person or body who is a business associate of the member, and (for the avoidance of doubt) does not include a company with which the member's only connection is an interest consisting of no more than 1% of the voting rights
- 1.1.8 *"Corporate Member"* means those Members of the Institution who (being identified as Corporate Members in Article 3.2) are registered in accordance with Section 240 of the Act and are thereby entitled to exercise the rights of members of the Institution under the Act;
- 1.1.9 *"Country Vice-President"* means a person without executive authority appointed by the Council to act as a figurehead for the Institution's activities in a country or geographic area outside the United Kingdom;
- 1.1.10 *"electronic means"* refers to communications addressed to specified individuals by telephone conference call, fax or email or, in relation to meetings, by telephone conference call or video conference;
- 1.1.11 *"Engineering Council"* means the regulatory body of that name or its successor as the regulatory body for the Profession;
- 1.1.12 *The "Institution"* means the Institution of Railway Signal Engineers referred to in Part 1 as "the Association";
- 1.1.13 *"Local Section"* means a locally managed branch or section of the Institution established in accordance with the Bye-Laws, whether in or outside the United Kingdom;
- 1.1.14 *"Member"* (as distinct from the phrases "Member of the Institution", "Corporate Member", "Non-Corporate Member" or "member of the Council") means a person in the particular class of Corporate Members described in Article 3.2 as "Members", unless the context otherwise requires;
- 1.1.15 *"Member of the Institution"* means a person whose name is entered in the Register and who at any time belongs to any

one of the approved classes into which Members of the Institution are divided by Article 3.2;

- 1.1.16 *"Non-Corporate Members"* means those Members of the Institution who are not Corporate Members;
 - 1.1.17 *"Part 1"* and *"Part 2"* mean respectively Part 1 and Part 2 of these Articles;
 - 1.1.18 *The "Profession"* means the Profession of Signalling, as defined in Article B, and including all branches of railway signalling, control and communications;
 - 1.1.19 *The "Register"* means the Register of Members of the Institution whether in compliance with Section 240 of the Act or in accordance with Article 4;
 - 1.1.20 *"Seal"* means the common seal of the Institution;
 - 1.1.21 *"Secretary"* means the chief executive or other officer of the Institution appointed to undertake the duties of company secretary of the Institution;
 - 1.1.22 *"in writing"* means in a legible document on paper or a document sent by electronic means which is capable of being printed out on paper.
- 1.2 Words importing the singular number only include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender and vice versa.
 - 1.3 Expressions defined in the Act have the same meaning in these Articles unless the context otherwise requires.
 - 1.4 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

2 NUMBER OF MEMBERS OF THE INSTITUTION FOR THE PURPOSES OF REGISTRATION

For the purposes of registration, the number of Members of the Institution was declared not to exceed 500 but an increase of that number to 10,000 has been registered by the Council. The Council may from time to time hereafter register a further increase in the number of Members of the Institution.

3 CONSTITUTION

- 3.1 The existing Members of the Institution as at the date of the adoption of these Articles, and such other persons as shall be admitted to Membership of the Institution in accordance with these

Articles, and no others, shall be Members of the Institution and be entered in the Register accordingly.

- 3.2 Members of the Institution shall be divided into Corporate and Non-Corporate Members and into approved classes of Membership as set out in column 1 of the table below.

1	2	3
Class	Class prior to adoption of these Articles	Designation
Corporate Members		
Honorary Fellows <u>(subject to Art 3.6)</u>	Honorary Fellows	HonFIRSE
Fellows	Fellows	FIRSE
Members	Members	MIRSE
Associate Members	Associate Members	AMIRSE
1	2	3
Class	Class prior to adoption of these Articles	Designation
Non-Corporate Members		
Honorary Fellows <u>(subject to Art 3.6)</u>	Honorary Fellows	HonFIRSE
Companions	Companions	CompIRSE
Affiliates	Associates or Students	-
Accredited Technicians	Accredited Technicians	-

- 3.3 In the Register a Member of the Institution who was admitted before the date of adoption of these Articles is to be allocated to that class in column 1 which corresponds to the class in column 2 in which he was registered immediately before that date.
- 3.4 A Member of the Institution who is admitted after such date is to be registered in that class to which the Member was admitted.
- 3.5 A Member of the Institution may subsequently be transferred to a different class in accordance with these Articles.
- 3.6 An Honorary Fellow who is admitted after the date of adoption of these Articles and who (prior to that admission) was not a Fellow, Member or Associate Member shall be a Non-Corporate Member.
- 3.7 Non-Corporate Members are not Members of the Institution for the purposes of the Act or of Article E and their particulars shall not be entered in the register of members kept pursuant to Section 240 of the Act.

4 REGISTER OF MEMBERS

- 4.1 The Register shall be kept and shall contain the names, addresses, and class of every Corporate Member, the date of entry on the Register as a Corporate Member and the date at which that person ceases to be a Corporate Member.
- 4.2 The Register shall also contain similar particulars of each of the Non-Corporate Members.
- 4.3 All Members of the Institution shall promptly notify the Secretary of any change of address or occupation and the Secretary shall acknowledge such change and record it in the Register.
- 4.4 No entry shall be made in the Register of the admission of a Member of the Institution until the admitted person has paid to the Institution the appropriate fees and subscriptions payable on such admissions.

5 RIGHTS AND OBLIGATIONS OF MEMBERS OF THE INSTITUTION

- 5.1 All Members of the Institution shall be bound by these Articles and the Bye-Laws and by any Code of Professional Conduct issued by the Council. The following special regulations shall apply:-
 - 5.1.1 Honorary Fellows shall not be liable to pay any entrance fees or subscriptions, or contribute to the income of the Institution in any way.
 - 5.1.2 Non-Corporate Members shall not be entitled to vote except on any matter submitted by the Council to a meeting of their respective class.
- 5.2 All Members of the Institution shall (without fee or reward of any kind) use their best endeavours to promote the objects and welfare of the Profession and the Institution.
- 5.3 The rights and privileges of Members of the Institution shall be personal to themselves and shall not be transferable or transmissible by their own act, or by operation of law. Such rights and privileges shall cease upon death or upon ceasing to be a Member of the Institution for any reason.

6 ADMISSION TO MEMBERSHIP, TRANSFERS and APPEALS

- 6.1 The power of admission and transfer of Members of the Institution shall be vested absolutely in the Council.
- 6.2 An application for admission or transfer into a particular class of Membership of the Institution shall be made for the purpose of satisfying the Council that the applicant meets the qualifications required for admission or transfer to that particular class.
- 6.3 For so long as the Institution is a Licensed Body of the Engineering Council, any person whose application for registration with the

Engineering Council is refused by the Council may appeal to the Engineering Council. Such right of appeal is limited to matters of process, findings or fact and may only be lodged after the Institution's processes have been completely exhausted.

7 DESIGNATIONS

- 7.1 Honorary Fellows, Fellows, Members, Associate Members and Companions respectively shall be styled "Honorary Fellows/Fellows/Members/Associate Members/Companions of the Institution of Railway Signal Engineers" (as the case may be) and shall be entitled to use the designation shown in column 3 of the table in Article 3.2.
- 7.2 Affiliates and Accredited Technicians shall not be entitled to use such designations after their names.

8 CERTIFICATE OF MEMBERSHIP

Every Member of the Institution shall receive a certificate of Membership under the Seal. Every certificate shall remain the property of the Institution, and shall, upon written demand by the Council, be returned to the Secretary. The Council shall have power to cancel any certificate issued and thereafter no use shall be made thereof by any person.

9 ENTRANCE FEES AND SUBSCRIPTIONS

- 9.1 The Council shall have power to settle the amount of entrance fees and subscriptions and to increase or decrease the same at any time and in any manner as it thinks fit.
- 9.2 The Council may, in any case where, after proper enquiry, they decide so to do, reduce or remit the subscriptions or any arrears thereof, or any portion thereof, due and payable by any Member of the Institution.
- 9.3 The Council may refuse to continue to receive the subscriptions of any Member of the Institution who shall (in the opinion of the Council) have wilfully acted in contravention of these Articles or the Bye-Laws, or any lawful rules or regulations or decisions of the Council, and may, subject to the procedure contained in Article 17, remove the name of such Member from the Register, and such person shall thereupon cease to be a Member of the Institution.

10 GENERAL MEETINGS

- 10.1 An Annual General Meeting shall be held once in every calendar year at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Council.

- 10.2 All other General Meetings shall be called " General Meetings", except those the purpose of which is the dealing with matters of a technical or scientific nature, which shall be called "Technical Meetings" and which shall be regulated by the Council as they may think fit and shall not be deemed to be "General Meetings" for the purposes of these Articles.
- 10.3 The Council may call a General Meeting whenever they think fit, and shall, on the requisition of Corporate Members in accordance with Section 303 of the Act, forthwith convene a General Meeting.

11 NOTICE OF GENERAL MEETINGS

- 11.1 Fourteen days' notice in writing at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the date and the time of meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Institution; but with the consent of 90% of the Members of the Institution having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a Meeting may be convened by such notice as those Members of the Institution may think fit.
- 11.2 The accidental omission to give notice to, or the non-receipt of notice by, any Member of the Institution, shall not invalidate the proceedings at any General Meeting or any resolution passed thereat.

12 PROCEEDINGS AT GENERAL MEETINGS

- 12.1 All business shall be deemed special that is transacted at a General Meeting, and also all business that is transacted at an Annual General Meeting shall be deemed special, with the exception of the consideration of the Income and Expenditure Account and Balance Sheet, the reports of the Council and of the Auditors, the election of members of the Council and Auditors and other Officers in the place of those retiring by rotation or otherwise, and the fixing of the remuneration of the Auditors.
- 12.2 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, the quorum shall be forty Corporate Members, personally present and entitled to vote.
- 12.3 If, within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the Meeting, if convened on the requisition of Corporate Members, shall be dissolved. In any

other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the person in the Chair shall appoint and if, at such adjourned Meeting, a quorum is not present within half an hour from the time appointed for the holding of the Meeting, the Members of the Institution personally present and entitled to vote shall be a quorum.

- 12.4 The President (if any), or, failing the President, one of the Vice-Presidents (if any), shall chair every General Meeting of the Institution. If there be no such President or Vice-President, or if at any Meeting no one of them shall be present within fifteen minutes after the time appointed for the holding of the Meeting, or if no one of them be willing to chair the Meeting, the Corporate Members, personally present and entitled to vote, shall choose some member of the Council or, if no member of the Council be present, or if all the members of the Council present decline to take the chair, they shall choose some Member of the Institution personally present and entitled to vote to chair the Meeting.
- 12.5 The person in the chair may, with the consent of any Meeting at which a quorum is present (and shall, if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting except business which might lawfully have been transacted at the Meeting from which the adjournment took place. When a Meeting is adjourned for ten 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.
- 12.6 At any General Meeting, a resolution put to the vote of the Meeting shall be decided on a show of hands by a majority of Corporate Members, present in person and entitled to vote thereat, unless a poll is (before or on the declaration of the result of the show of hands) demanded in writing by the person in the Chair, or by at least five Members of the Institution present in person or by proxy, or by a Member of the Institution or Members of the Institution present in person or by proxy and representing one-tenth of the total voting rights of all the Members of the Institution having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the person in the Chair of the Meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minute Book of the Institution shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 12.7 If a poll is duly demanded, it shall be taken in such manner as the person in the Chair may direct (including the use of ballot or voting papers or tickets), and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. The person in the Chair may, in the event of a poll being so demanded, appoint scrutineers and may fix some place and time for taking and

declaring the result of the poll. The demand for a poll may, with the consent of the person in the Chair of the Meeting, be withdrawn.

- 12.8 No poll shall be demanded on the election of a person to chair a Meeting, or on any question of adjournment.
- 12.9 In the case of an equality of votes, whether on a show of hands or a poll, the person in the Chair of the Meeting shall be entitled to a second or casting vote.
- 12.10 The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.
- 12.11 A General Meeting may be held either in person or by suitable electronic means agreed by the Council in which all participants may communicate with all the other participants

13 VOTES OF MEMBERS OF THE INSTITUTION

- 13.1 Subject to Article 5 and as hereinafter provided, each Member of the Institution shall have one vote.
- 13.2 Save as herein expressly provided, no person other than a Member of the Institution duly registered, and who shall have paid every entrance fee or subscription or other sum (if any) which shall be due and payable to the Institution in respect of his class of Membership of the Institution, shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another Member of the Institution, at any General Meeting.
- 13.3 Votes may be given on a poll either personally or by proxy. On a show of hands, a Member of the Institution present only by proxy shall have no vote. No person shall act as a proxy who is not entitled to be present and carries the right to vote.
- 13.4 The instrument appointing a proxy shall be in writing under the hand of the appointer or the appointed attorney duly authorised in writing.
- 13.5 The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Registered Office of the Institution not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 13.6 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 or insanity or revocation shall have been received at the

Registered Office of the Institution 24 hours at least before the time fixed for holding the Meeting or adjourned Meeting at which the proxy is used.

- 13.7 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

The Institution of Railway Signal Engineers

I, [] of [], a Member of the Institution of Railway Signal Engineers and entitled to be present and vote, hereby appoint [] of [], another Member of the Institution entitled to be present and vote and, failing this person, [] of [], another Member of the Institution entitled to be present and vote, to vote for me and on my behalf at the Annual (or other, as the case may be) General Meeting of the Institution to be held on the [] day of [] and at every adjournment thereof.

As witness my hand this [] day of []

14 COUNCIL OF MANAGEMENT

- 14.1 Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 19 or more than 24 including any who may be co-opted under Article 14.4.
- 14.2 No Non-Corporate Member may be admitted to the Council.
- 14.3 The Council shall be elected from among the classes of Corporate Member as hereinafter appears:

Office	Class	Max. No.
President	Fellow	1
Vice-President	Fellows	2
Ordinary members of Council	Fellows	10
Ordinary members of Council	Members	6
Ordinary members of Council	Associate Members	<u>2</u>
		21

- 14.4 The Council shall have the power to co-opt not more than three additional Members of the Institution chosen by the Council from past Presidents of the Institution who are active in the Profession. A co-opted member of the Council shall hold office until the dissolution or adjournment of the next succeeding Annual General Meeting.
- 14.5 Current chairpersons of Local Sections of the Institution and Country Vice-Presidents will be permitted to attend but not vote at Council meetings. Further, the Council shall have power to request the attendance of such secretaries of the Institution's committees or other officials or Members of the Institution as and when they deem desirable.

15 ELECTION OF OFFICERS AND COUNCIL

- 15.1 The election of the President, Vice-President and ordinary members of Council (other than co-opted members) to fill the places of those retiring at the Annual General Meeting shall be conducted as follows.
- 15.2 The Council shall, not less than three months before the proposed date of the Annual General Meeting, forward to every Corporate Member:
 - 15.2.1 a list of the persons recommended by the Council as suitable for election or re-election as President, Vice-President and as ordinary members of the Council from which the vacancies may be filled; and
 - 15.2.2 a Nomination Form.
- 15.3 Any ten Fellows or Honorary Fellows (provided they are Corporate Members) may upon that Form nominate any other Fellow (other than those appearing on the Council's recommended list), duly qualified under Article 14, for election or re-election to fill any vacancy in accordance with the provisions of these Articles, provided that the written consent of such person to accept office if elected has been obtained.
- 15.4 Subject to and in accordance with the foregoing provisions, any ten Honorary Fellows (provided they are Corporate Members), Fellows or Members may nominate any qualified Member to fill any vacancy for an ordinary Member on the Council.
- 15.5 Subject to and in accordance with the foregoing provisions, any ten Honorary Fellows (provided they are Corporate Members), Fellows, Members or Associate Members may nominate any qualified Associate Member to fill any vacancy for an Associate Member on the Council.
- 15.6 The Nomination Form properly completed and signed must be received by the Secretary within the time specified on the Nomination Form. The Council shall add the names of such nominees to their recommended list and forward the complete list together with a ballot paper or papers to every Corporate Member not later than the date upon which the Notices for the next Annual General Meeting are actually posted to Members of the Institution.
- 15.7 All ballot papers to be valid shall be properly completed and returned to and received by the Secretary at least 72 hours before the time for which the Annual General Meeting is called. The Council shall make the necessary arrangements for the ballot including the appointment of scrutineers and shall have the final decision in all matters relating to or arising out of such ballot.
- 15.8 At the Annual General Meeting following the ballot the names of those successful as a result of the ballot shall be announced and the President or Vice-President or chairperson of the Annual General

Meeting shall formally declare them to be duly elected or re-elected as President or Vice-President or as ordinary members of Council as the case may be.

- 15.9 The President, one Vice-President and one half (or the number nearest to one half) of the ordinary members of the Council chosen from (respectively) the class of Fellows, Members and Associate Members shall retire each year at the Annual General Meeting but shall (subject as hereinafter appears in this Article) be eligible for re-election to the Council. Each such retiring member of Council shall be deemed to hold office until the dissolution or adjournment of the Annual General Meeting at which a successor is elected or it is determined not to fill the vacancy. Provided always that:-
- 15.9.1 no person shall be elected or re-elected to the office of President on more than three successive occasions;
- 15.9.2 a Vice-President who has been elected or re-elected to serve as a Vice-President on six successive occasions shall not be eligible for election or re-election or for further service as a Vice-President or as an ordinary member of Council for two calendar years after the date of completion of such continuous service;
- 15.9.3 an ordinary member of Council who has been elected or re-elected to serve as such on six successive occasions shall not be eligible for election or re-election or for further service as an ordinary member of Council for two calendar years after the date of completion of such continuous service.
- 15.10 The members of the Council to retire shall be those who have been longest in office since their last election, re-election or appointment. As between members of Council of equal seniority, those to retire shall, in the absence of agreement, be selected from among them by lot. The length of time a member of Council has been in office shall be computed for the purpose of this Article from the date of the member's last election, re-election or appointment.
- 15.11 Notwithstanding anything contained in the proviso to Article 15.9, if, at any General Meeting at which an election of members of the Council or other Officers ought to take place, the places of the retiring members of Council, or some of them, are not filled up, the retiring members of Council, or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such Meeting to reduce the number of members of Council or as regards any particular member a resolution for re-election has been proposed and not carried.
- 15.12 In addition, and without prejudice to the provisions of Section 168 of the Act, the Institution may by special resolution remove any member of the Council before the expiration of that member's period of office, and may by ordinary resolution appoint another qualified Member of the Institution as a substitute, but any person so

appointed shall retain office so long only as the original member of Council would have held the same.

- 15.13 No person who is not a Member of the Institution shall in any circumstances be eligible to hold office as a member of the Council.

16 POWERS OF THE COUNCIL

- 16.1 Subject to the provisions of the Act and of these Articles, and subject to any regulations (not being inconsistent therewith) passed in General Meeting, the business and affairs of the Institution shall be managed by the Council, who may exercise all such powers, and do all such acts on behalf of the Institution, as are not required to be exercised or done in General Meeting. No regulation made in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- 16.2 The Council shall have full power to set up, close down and generally regulate and govern Local Sections and settle their constitution, rules, regulations and bye-laws; and to appoint Country Vice-Presidents.
- 16.3 The Council may from time to time make such Bye-Laws as they may consider desirable or necessary and withdraw, alter, amend, cancel, annul or vary such Bye-Laws as they may think proper, provided always that such Bye-Laws shall not conflict with, be inconsistent with, or vary, amend or alter, anything contained in these Articles.
- 16.4 The Council shall appoint the Secretary and the Institution's Treasurer and such other officers as the Council thinks fit, all of whom shall be appointed and removed upon such terms and conditions as the Council may decide. The powers and duties of each shall be determined by the Council. The Council, subject always to Article C, shall have full power to pay such wages, salaries, expenses and remuneration and make such compassionate grants of money to any officers or employees of the Institution as the Council may think proper.
- 16.5 The Council may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these Articles be deemed during the term of his appointment to be the Secretary.
- 16.6 The Council may from time to time and at any time appoint any qualified Member of the Institution as a member of the Council to fill a casual vacancy, provided that the prescribed maximum be not thereby exceeded and Article 15 be complied with. Any member of the Council so appointed shall retain office only until the next Annual General Meeting, but he shall then be eligible for re-election subject as aforesaid.
- 16.7 The continuing members of the Council may act notwithstanding any vacancy in their body; provided always that in the case that members of the Council shall at any time be reduced in number to less than

the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or for summoning a General Meeting, but not for any other purpose.

17 PROFESSIONAL CONDUCT

- 17.1 The Council may at its discretion issue a Code of Professional Conduct for the observance of Members of the Institution.
- 17.2 The Council shall have the sole right to deal with and decide all questions of conduct, to hold all enquiries into the conduct of Members of the Institution and make decisions in regard thereto and the sole power to call for and accept the resignation of or to expel any Member of the Institution on any ground or to take such other disciplinary action as they may consider appropriate.
- 17.3 In all such cases the Council shall give the Member of the Institution concerned the opportunity of being heard by serving at least seven days' written notice of the meeting at which such Member of the Institution is to be heard. If such Member of the Institution fails to attend such meeting, or fails to satisfy those members of the Council present at such meeting that there is no case for expulsion, or no evidence of misconduct, or that there should be no compulsion to resign or to have other disciplinary action taken against the Member, such meeting of the Council or any further meeting of the Council shall in their sole discretion have the right and power to expel such Member of the Institution, or to call for or accept his resignation or refuse to continue to receive an annual subscription, or to take such other disciplinary action as they consider appropriate, and, upon resignation or expulsion or the discontinuance of receipt of an annual subscription, such Member of the Institution shall cease to be a Member of the Institution and the Member's name shall be removed from the Register.
- 17.4 The quorum for meetings of the Council held to consider and decide the above-mentioned matters shall be nine members of the Council present in person or by suitable electronic means and entitled to vote and all decisions at such meetings on such matters shall require a two-thirds majority of those present and voting.
- 17.5 For so long as the Institution is a Licensed Body of the Engineering Council any person who is aggrieved by a decision of the Council in regard to a matter of discipline which impacts on their registration with the Engineering Council may appeal to the Engineering Council. Such right of appeal is limited to matters of process, findings or fact and may only be lodged after the Institution's processes have been completely exhausted.

18 DISQUALIFICATION OF MEMBERS OF COUNCIL

The office of a member of Council or other Officer of the Institution shall be vacated if that member of Council or Officer:-

- 18.1 is subject to a receiving order or makes any arrangement or composition with creditors
- 18.2 is found lunatic or becomes of unsound mind
- 18.3 ceases to be a Member of the Institution
- 18.4 by notice in writing to the Institution resigns from office
- 18.5 ceases to hold office by virtue of any provision of the Act or becomes prohibited by law from holding office.

19 COMPLIANCE WITH ARTICLE C

- 19.1 Subject to Article 19.2 no member of the Council or Connected Person shall receive any remuneration, payment or benefit from the Institution in contravention of the provisions of Article C, nor shall any such member or Connected Person vote at any meeting of the Council or of any committee of the Council in respect of any remuneration or payment which may be properly given or made to that member or to any firm or corporate body of which that person is a member, or represents, or in whose profits is entitled to share, and if that person do so vote that vote shall not be counted.

Provided that no member of the Council shall vacate his office by reason only of his (or a Connected Person's) being a member of any company specified in Article C which has entered into any contracts with or has done any work for the Institution, or by reason of his (or a Connected Person's) receiving reimbursement of expenses or interest at the rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let to the Institution as provided by Article C.

- 19.2 Notwithstanding Article C a member of the Council or a Connected Person may in exceptional cases receive remuneration, payment or other benefit from the Institution in accordance with Article 19.3 (provided that such person may only be employed with the written consent of the Charity Commission in advance).
- 19.3 Subject to the proviso in Article 19.2 a member of the Council or a Connected Person may be employed by or supply goods or services to the Institution in return for remuneration or payment or other material benefit but only if:
 - 19.3.1 the services or goods are actually required by the Institution, and the Council decides that it is in the best interests of the Institution to enter into such an arrangement;
 - 19.3.2 the nature and level of the remuneration is no more than reasonable in relation to the value of the services or goods and is set in accordance with the procedure in Article 20.10;

- 19.3.3 the terms are set out in a written agreement between the Institution and the member of the Council or Connected Person; and
- 19.3.4 no more than three members of the Council or Connected Persons may be employed by or receive such a benefit from the Institution at any one time or (except where one such person replaces another) in any financial year.

20 PROCEEDINGS OF THE COUNCIL

- 20.1 The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and, subject to Article 17.4, determine the quorum necessary for the transaction of business. Unless otherwise determined, five or one-third of the members of the Council (whichever is the greater) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairperson shall have a second or casting vote.
- 20.2 On the written request of the President or any five members of the Council, the Secretary shall at any time summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent abroad shall not be entitled to notice of a meeting, but any member of the Council who resides abroad shall be entitled to such notice.
- 20.3 The Council shall from time to time elect a chairperson who shall preside at all meetings of the Council, in the absence of the President and Vice-Presidents, at which the chairperson is present, and may determine for what period office is to be held, but if no such chairperson be elected, or if at any meeting the President or Vice-Presidents or chairperson be not present within ten minutes after the time appointed for holding the meeting, the members of the Council present shall choose someone of their number to be chairperson of the meeting.
- 20.4 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 Institution for the time being vested in the Council generally.
- 20.5 The Council may appoint one or more committees consisting of one or more members of the Council and such of the Members of the Institution as the Council shall decide (or as shall be co-opted onto such committee by the Council members appointed to it) for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a committee; provided that all proceedings of any such committee shall be fully and properly reported to the Council and any acts to be implemented or undertaken by such committees shall be submitted to and approved by the Council prior to implementation.

- 20.6 All acts done *bona fide* by any meeting of the Council or by any committee of the Council, or by any person acting as a member of the Council or committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council or of such committee.
- 20.7 The Council shall cause proper minutes to be made of the proceedings of all Meetings of the Institution and of the Council and of committees of the Council, and all business transacted at such Meetings, and any such minutes of any Meeting, if purporting to be signed by the chairperson of such Meeting, or by the chairperson of the next succeeding Meeting, shall be conclusive evidence without any further proof of the facts therein stated.
- 20.8 A resolution in writing signed by all the members for the time being of the Council (other than any Conflicted Trustee who has not been authorised to vote) or of any committee of the Council shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such committee duly convened and constituted provided that in the case of a resolution in electronic form due notice has been drawn to the attention of every member of the Council or of such committee as the case may be.
- 20.9 A meeting of the Council may be held either in person or by suitable electronic means agreed by the Council in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.
- 20.10 Subject to Article 20.11 any member of the Council who becomes a Conflicted Trustee in relation to any matter must:
- 20.10.1 declare the nature and extent of his/her interest at or before discussion begins on the matter;
 - 20.10.2 withdraw from the meeting for that item after providing any information requested by the Council;
 - 20.10.3 not be counted in the quorum for that part of the meeting; and
 - 20.10.4 be absent during the vote and have no vote on the matter.
- 20.11 When any member of the Council is a Conflicted Trustee, the members of the Council who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Institution to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
- 20.11.1 continue to participate in discussions leading to the making of a decision and/or to vote, or

- 20.11.2 disclose to a third party information confidential to the Institution, or
 - 20.11.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit, or
 - 20.11.4 refrain from taking any step required to remove the conflict.
- 20.12 Articles 20.10 and 20.11 may be amended by special resolution but, where the result would be to permit any material benefit to a member of the Council or a Connected Person, only with the prior written consent of the Charity Commission.

21 THE SEAL

- 21.1 In respect of all instruments other than Certificates of Membership, the Seal shall only be affixed by the authority of a resolution of the Council, and in the presence of at least one member of the Council and of the Secretary, and such member and the Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and, in favour of any purchaser or person *bona fide* dealing with the Institution, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.
- 21.2 In respect of Certificates of Membership, the provisions of Article 21.1 shall apply except that the Seal may be so affixed in the presence of the Secretary only.

22 BANKING ACCOUNTS

- 22.1 Cheques drawn on the Institution's bankers, until otherwise from time to time resolved upon by the Council, shall be signed by the President or one of the Vice-Presidents and countersigned by the Secretary or Treasurer.
- 22.2 The banking account of the Institution shall be kept with such banker or bankers as the Council shall from time to time determine.

23 ACCOUNTS

- 23.1 The Council shall cause proper books of accounts to be kept with respect to:-
 - 23.1.1 all sums of money received and expended by the Institution and the matters in respect of which such receipts and expenditure took place;
 - 23.1.2 all sales and purchases of goods by the Institution;
 - 23.1.3 all Assets and Liabilities of the Institution;

and such accounts shall be prepared in accordance with the provisions of Part VII of the Act.

- 23.2 The Institution's accounts shall be kept at the Registered Office, or at such other place or places as the Council shall think fit, and shall be open to the inspection of members of the Council.
- 23.3 The Institution in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by Members of the Institution of the accounts of the Institution and, subject to such conditions and regulations, the accounts of the Institution shall be open to the inspection of Members of the Institution at all reasonable times during business hours.
- 23.4 The financial year of the Institution shall end on December 31st each year. Once at least in every calendar year, the Council shall lay before the Institution in General Meeting an income and expenditure account for the period since the last preceding account, made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Council and a report of the Auditors and every other document required by law to be annexed thereto, and a copy of such Account Balance Sheet. Reports and documents shall not less than 21 days before the date of the Meeting be sent to the Auditors and all persons entitled to receive the same, in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be laid before the Meeting as required by Section 495 of the Act.

24 AUDIT

- 24.1 Once at least in every year the accounts of the Institution shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 24.2 Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Council being treated as the Directors referred to in any relevant sections of the Act.

25 NOTICES

- 25.1 A notice may be served by the Institution or the Council upon any Member of the Institution by hand, or by pre-paid post addressed to the Member at the registered address as appearing in the Register, or by suitable electronic means, or (where applicable to Members generally) may be published in any suitable journal or newsletter distributed by the Institution or on the Institution's website (provided in the latter case that such notice is drawn to the attention of the Members of the Institution).

- 25.2 Any notice, if served by post or electronic means, shall be deemed to have been served at the time when the letter containing the same is posted or transmitted [or posted on the Institution's website], and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted or transmitted.
- 25.3 A technical defect in the giving of notice (including the accidental omission to give notice to, or its non-receipt by, a person entitled to receive it) of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

26 INDEMNITY

Subject to the provisions of the Act, the Officers of the Institution, members of the Council, Auditors, Secretary, Treasurer and other Officers for the time being of the Institution and the Trustees (if any) for the time being acting in relation to any of the affairs of the Institution, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Institution against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted, or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institution.

27 COPYRIGHT

- 27.1 Every paper presented to the Institution and accepted for reading or for publication in full or in abstract, and every paper read before the Institution or any Local Section, and the copyright thereof, shall be the property of the Institution.
- 27.2 The Council, in such cases as they think fit, shall have power to release or surrender the rights of the Institution in respect of any such paper or the copyright thereof.
- 27.3 The right of publishing all such papers and the report of the proceedings and discussions at meetings of the Institution or of the Local Sections shall be reserved to the Council who may, as they think fit, give their consent to publication in approved cases.

Names, Addresses and Descriptions of Subscribers

JOSIAH SAYERS, Midland Railway, Derby, Telegraph Superintendent

ARTHUR HENRY JOHNSON, L. & S.W. Railway, London, Signal and
Telegraph Engineer

HAROLD WILLIAM FIRTH, Great Eastern Railway, Liverpool Street, E.C.,
Electrical Engineer

CHARLES DUTTON, L.B. & S.C. Railway, New Cross, S.E., Signal
Superintendent

WILFRED COSENS ACFIELD, Midland Railway, Derby, Signal
Superintendent

ROBERT JAMES SINGER INSELL, Great Western Railway, Reading (Chief
Assistant Signal Engineer)

ALFRED THOMAS BLACKALL, Signal Engineer, Great Western Railway,
Reading

Dated this 29th day of October 1912

Witness to the above Signatures-

ALBERT BROUGHTON
Solicitor

Clerk to Messrs. Beale & Co.,
16 Great George Street,
Westminster.