

ARTICLES OF ASSOCIATION
of the
INSTITUTE OF MATERIALS FINISHING

Approved by Special Resolution, 5 December 2012
for adoption 1 February 2013

Versions prior to the change of name are available for viewing at Exeter House

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1 Definitions

In The Articles the words in the first column of the table below contained shall have the meanings set opposite to them in the second column if not inconsistent with the subject or text.

The Act	The Companies Act of 2006.
The Articles	The Articles of Association of the Institute of Materials Finishing from time to time in force.
Institute	The above named Institute.
The Board	The Management Board for the time being of the Institute.
The Office	The registered office of the Institute.
Branch	A centre or section of the Institute (alternatively referred to as a "Group" when dealing with specialised areas of technology).
The Bye-Laws	The Bye-Laws of the Institute of Materials Finishing
Chair	The Chairman, Madam Chairman or Chairwoman of a Board or Committee
Committee	A standing committee constituted by The Board.
Institute	The above named Institute of Materials Finishing.
The Seal	The common seal of the Institute.
Month	Calendar Month.
Institute Year	A twelve-month period from 1 July in each year or from such other date as the members in General Meeting decide.
In writing	Written, printed, photocopied, or partly one and partly the other, or other modes of representing or reproducing words in a visible form.
Memorandum of Association	The Memorandum of Association of the Institute of Materials Finishing from time to time in force.
Institute Year	A twelve-month period from 1 July in each year or from such other date as the members in General Meeting decide.
Month	Calendar Month.
The Office	The registered office of the Institute.
The Seal	The common seal of the Institute.

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Any word importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations unless otherwise advised.

Subject as aforesaid, any words or expressions defined in The Act or any statutory modification thereof in force at the date on which in The Articles become binding on the Institute shall, if not consistent with the subject or context, bear the same meaning in The Articles.

2 Business

The Institute is established for the purpose expressed in the Memorandum of Association.

3 Grades of membership

Members with the exception of Sustaining Members shall be natural persons only

The persons whose names were entered in the register of members at the date of the adoption of The Articles and such other persons as The Board shall admit to membership, and whose names shall be entered on the said register, shall be members of the Institute.

~~All members must conduct themselves so as to not be unworthy, damaging or potentially damaging to the good reputation of the Institute and shall be liable to the conditions set out in Section 4.5 Misconduct~~

Members of the Institute shall be classified as follows:

3.1 Affiliates

Shall not be subject to any test of knowledge of the theory or practice in surface finishing and shall not be entitled to the use of any letters or other insignia to their names indicating membership of the Institute.

3.2 Student members

Shall be persons engaged in a recognised full time course of study.

3.3 Professional members

Shall be admitted in one of the six grades viz., Associates, Technicians, Licentiates, Graduates, Members or Fellows. Admission to the different grades of professional membership shall be by means of examination in the theory and practice of surface finishing, or by such other tests or such other criteria as The Board shall from time to time determine. Associates, Technicians, Licentiates, Graduates, Members and Fellows shall be entitled to append the letters, AssocIMF, TechIMF, LIMF, GradIMF, MIMF and FIMF respectively, to their names only while they remain Professional Members of the Institute and meet the requirements of the regulations governing admission as Professional Members.

3.4 Honorary members

Shall be persons of distinction relative to the objects of the Institute. Such Honorary members shall not at any time exceed twelve in number. They pay no membership subscriptions and have no voting rights unless already a member of the Institute.

3.5 Sustaining members

Shall be industrial undertakings or other corporate bodies wishing to further the aims and objects of the Institute.

3.6 Applications for membership

Applications for membership of the Institute shall be made in the form for the time being prescribed by The Board accompanied by such other information as The Board may from time to time determine. Names of applicants approved for membership shall be presented to The Board at the next Board meeting and unless any member of The Board objects and that objection be upheld by majority vote of the members present and voting the applicant shall be

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deemed to have been duly elected as a member provided the requirements pertaining to membership have been or will be complied with.

The Board shall have full discretion (subject only to The Articles and to the Bye-laws) to determine as to the admission of all applicants and its decision shall ~~subject to an appeal~~ be final. The Board shall not be bound to give any reason for its decision.

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3.7 Appeals

~~An applicant may make one (1) appeal against the professional membership grade offered by the Board. The appeals process shall be conducted as prescribed in the Bye Laws from time to time.~~

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4 Retirement from or forfeiture of membership

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Any person ceasing by death, resignation or otherwise to be a member of the Institute shall not, nor shall ~~their~~ representatives, have any claim upon or interest in the funds of the Institute.

4.1 Death

The privileges of a member shall not be transferable and shall cease on ~~their~~ death, but without prejudice to the rights of the Institute to claim from such person's estate any sums due from ~~them~~ to the Institute at the date of ~~their~~ death.

4.2 Resignation

Any member may resign by giving notice to The Board, but shall remain liable to pay any subscription or other sum due from ~~them~~ at the date of such notice and shall continue to be liable under clause 6 of the Memorandum of Association ~~of the Institute~~ until such time as any outstanding sums are paid.

4.3 Subscription arrears

Any member shall cease to be a member if ~~their~~ annual subscription or any other sum or sums payable by ~~them~~ to the Institute are in arrears for three months from the date on which such subscription or other sum or sums respectively became payable, but shall nevertheless, be liable to pay any other sum or sums owed by ~~them~~ to the Institute. The Board have the power to suspend the operation of this clause in any case in which they are of the opinion that it is reasonable to do so. In the case of a person who has ceased to be a member under this Article or under 4.2 above, the Board may, at its discretion by resolution passed by at least three-quarters of those present at a meeting of The Board, re-admit ~~them~~ to membership upon such conditions and terms as they may think fit.

4.4 Bankruptcy

If any member shall become bankrupt, or shall either individually or as a partner in a firm make or agree to make an assignment to the benefit of ~~their~~ creditors, or shall make any arrangement or composition with ~~their~~ creditors or execute any similar deed or arrangement, or shall take or attempt to take the benefit of any statutory provision for arrangement with ~~their~~ creditors, ~~they~~ shall cease to be a member, but The Board may, at its discretion, by resolution passed by at least three-quarters of those present at a meeting of The Board, re-admit ~~them~~ to membership upon such conditions and terms as it may think fit.

4.5 Misconduct

Any member whose professional conduct is deemed by Board to be unworthy and damaging or potentially damaging to the good reputation of the Institute shall after a thorough investigation by The Board, cease to be a member of the Institute on The Board so resolving by a vote of not less than three-quarters of those present and voting. The Board may, at its discretion by resolution passed by not less than three-quarters of those present and voting, establish terms and conditions for re-admittance.

5 General meetings

5.1 Annual General Meeting

The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by The Board and shall specify the meeting as such in the notices calling it, provided that every General Meeting shall be held not more than fifteen months after the holding of the preceding meeting.

5.2 Extraordinary General Meetings.

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisites as provided by The Act.

5.3 Other meetings

Meetings may also be held for the reading and discussion of papers or for such other purposes as The Board may decide. The Board may delegate to Committees power to call such meetings. Where meetings are advertised as private, the report of the proceedings may not be published without the authority of The Board. All such meetings of the Institute are open to all members. Where non-members are admitted, members introducing such persons will be responsible for seeing that they duly comply with the rules and regulations of the Institute.

5.4 Notice of General Meetings

At least twenty-one days notice in writing of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served, and the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, shall be given in a manner hereinafter mentioned to such persons as are under The Articles or under The Act entitled to receive such notices from the Institute; but with consent of all the members entitled to receive notices thereof, or of such proportion thereof 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 may think fit.

The notice specifying the date, time and place for the General Meeting shall state in the event of less than ~~fourteen~~ twenty (20) Affiliates or Professional Members being present within thirty minutes of the appointed time for the General Meeting a second General Meeting is called for the same day of the following week at the same time at the Office.

The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding, made at any meeting.

5.5 Proceedings at General Meetings

5.5.1 Special business

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheet and the ordinary reports of The Board and auditors and the appointment of the auditors.

5.5.2 Requirement for quorum

No business shall be transacted at any General Meeting unless a quorum of members is present at a time when the meeting proceeds to business. ~~Fourteen~~ Twenty members personally present shall be a quorum.

If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the request 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 at The Office and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.

5.5.3 Meeting ~~cha~~Chairman
The President of the Institute shall, if present and willing to act, preside as ~~Chair~~Chairman at every General Meeting of the Institute.
If at any General Meeting the President of the Institute is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as ~~Cha~~Chairman the members present shall appoint as ~~Chair~~Chairman:-

5.5.3.1 the Vice President if ~~willing to act, or failing him/ her,~~

~~5.5.3.2 a Standing Committee Chair who is willing to act, or failing him/ her,~~

5.5.3.2 a Standing Committee Chairmen who is willing to act, or failing him,

5.5.3.3 any other member of The Board who is willing to act, or failing him/ her,

5.5.3.4 any other member of the Institute who is willing to act.

5.5.4 Adjournment of meetings
The ~~Chair~~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 or not reached at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

5.5.5 Voting at meetings
At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll (before or on the declaration of the result of a show of hands) is demanded by the ~~Chair~~Chairman or by at least five members present in person or by proxy or by a member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having a right to vote at the meeting. ~~Eligible Members may also vote remotely at General Meetings by any suitable and agreed electronic method and they shall be considered as being present at the meeting. Suitable electronic methods must be agreed with the Secretary General at least three (3) days prior to the meeting. Any failure of the agreed method shall constitute a null vote and shall not affect the vote.~~
~~Unless a poll is so demanded a declaration by the Chair, and 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, or not carried by a particular majority, and an entry to that effect in the books of the proceedings of the Institute shall be conclusive of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.~~

If a poll is duly demanded it shall be taken in such a manner as the ~~Chair~~Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

In the case of an equality of votes, whether on a show of hands or on a poll, the ~~Chair~~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.

A poll demanded on the election of a ~~Chair~~ Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the ~~Chair~~ Chairman of the meeting directs.

Only Professional ~~Members~~ members, Affiliates and Sustaining ~~Members~~ members (who shall each have one vote) shall have a vote. The other classes of members shall not be entitled to a vote. Save as herein expressly provided no person other than a member duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of ~~his~~ his membership shall be entitled to be present or to vote on any question either personally ~~by proxy~~ or by ~~any electronic method that facilitates remote access~~ proxy at any General Meeting.

5.5.6 Appointment of a proxy

The instrument appointing a proxy shall be in writing under the hand of the appointer or ~~his~~ his attorney duly authorised in writing. A proxy need not be a member of the Institute.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notary certified or office copy of that power of attorney, shall be deposited at The Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

INSTITUTE OF MATERIALS FINISHING

I, (we) Name.....
a member of the INSTITUTE OF MATERIALS FINISHING

hereby appoint:-.....

and failing him / her.....

to vote for me (us) and on my (our) behalf at the General Meeting of the Institute to be held on and at any adjournment thereof.

As witness this day of 20??

Signature Number.....
of (address).....

NOTE: Only Professional Members, Affiliates and Sustaining Members are entitled to vote. Please forward the above to the Secretary General at Exeter House to be received not less than forty-eight hours before the time for holding the meeting.

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

6 Management Board

6.1 Composition

The Board shall consist of the President, the Immediate Past President, the Vice-President, the Treasurer, the Secretary General and Assistant Secretary General (if appointed), the ~~Chair~~ Chairman of each Branch, Group or Standing Committee of the Institute who must be a Professional Member or Affiliate and up to two elected Professional Members or Affiliates. The ~~Chair~~ Chairman of any Branch, Group or Standing Committee of the Institute may appoint any person to be an alternate member of The Board to act in ~~his~~ his place in ~~his~~ his absence and may at any time remove such alternate so appointed by ~~his~~ his from office. The

appointment of such an alternate may be subject to such conditions as the ~~Chair~~Chairman of the Branch, Group or Standing Committee in question or the Board shall decide.

A member of The Board shall vacate ~~the~~his office if:-

6.1.1 ~~they become~~he becomes bankrupt or suspends payment or compounds with ~~the~~his creditors.

6.1.2 ~~they are~~he is found lunatic or becomes of unsound mind.

6.1.3 by notice in writing to the Institute ~~they resign~~he resigns ~~his~~his office.

6.1.4 ~~they cease~~he ceases to be a Professional member or Affiliate of the Institute.

6.1.5 ~~they are~~he is removed by Extraordinary Resolution of the Institute or by resolution duly passed pursuant to The Act.

6.1.6 ~~they are~~he is requested in writing by all ~~the~~his co-members on The Board to resign.

6.1.7 ~~they cease~~he ceases to hold the office through which ~~they~~he became a Board member.

6.1.8 ~~they cease~~he ceases to be a member of The Board by virtue of The Act.

In addition the Institute may by Extraordinary Resolution, remove any member of The Board before the expiration of ~~the~~his period of office and may by an Ordinary Resolution appoint another person in ~~the~~his stead. The person so appointed shall hold office as if ~~they~~he had become a member of The Board on the day on which the member ~~they~~he ~~replaces~~replaces became a member.

6.2 Non-remuneration of Board members

The members of The Board shall not be entitled to any remuneration for their services acting as such, except for repayment by the Institute to members of The Board of all or any out-of-pocket expenses reasonably incurred by them in the performance of their duties or in connection with the affairs of the Institute as members of The Board. Members of The Board who, from time to time, carry out services not connected with membership of The Board may nevertheless receive payment of fees normally linked to such services at approved rates.

6.3 Powers of the Board

The Board shall, subject to the provisions of The Act and of The Articles and to any regulation from time to time then made by the Institute in General Meeting (but not so as to render invalid any prior act of The Board which would have been valid if such regulation had not been made), conduct and manage all the business and affairs of the Institute, exercise all the powers, authorities and discretion of the Institute, obtain or oppose applications by others for all such concessions, grants and legislative acts and authorisations from any government or authority, enter into such contracts and do all such acts and things as may be obtained, entered into or done by the Institute except only such of them as under The Act or The Articles are expressly directed or required to be exercised, obtained, entered into, or done by the Institute in General Meeting; and, without in any way prejudicing or limiting the extent of such general powers and without prejudice to the other powers conferred by The Articles or by the Memorandum of Association.

6.4 Creation of Committees of the Board

The Board may also constitute a Committee or Committees composed of members of The Board which may, subject to the directions of and in accordance with the principles laid out from time to time by The Board, exercise all or any part of the powers of The Board. The President, Vice President, Secretary General and Treasurer of the Institute shall be ex-officio

members of the Committees with voting powers. Committees shall have a minimum of three (3) members

6.5 Creation of Standing Committees

The Board may also constitute a Committee or Committees which will be allocated responsibility for making recommendations to The Board on specific aspects of the Institute's activities.

6.6 Special powers of the Board

The Board shall have the following special powers:-

- 6.6.1 to bring before a General Meeting of the Institute any matters which are considered material to the Institute, or its objects or interests as defined in the Memorandum of Association, and other related material sciences, and make any recommendation considered proper in relation thereto.
- 6.6.2 to take cognisance of any matter affecting the Institute or the conduct of its members as affecting their status or the reputation of the Institute. If any matter is noted which relates to the suitability of any member to continue as a member of the Institute, The Board shall investigate the matter thoroughly before deciding any course of action. Any such matter to be considered must be listed separately as an item for discussion on the agenda for a Board meeting.
- 6.6.3 to regulate, by bye-laws or otherwise, the examination of candidates for admission, and hold examinations for the same, at such times and places and in such manner as is considered fit, and appoint examiners, with or without remuneration, to conduct such examinations. Certificates may be granted by The Board, after examination, for proficiency in the subject of the examination syllabus, without conferring rights to membership of the Institute.
- 6.6.4 to appoint, remove or suspend (subject to the condition herein contained), a member or members of any committee or committees and the examiners, solicitors, bankers or other officers on such terms and conditions as is considered fit, and as may be agreed, and fix the securities (if any) to be taken from any of the officials of the Institute for the faithful discharge of their duties.
- 6.6.5 to appoint, in the absence of the Secretary General, or ~~in his~~ inability to act, any person to act in ~~his~~ place, and such person may temporarily exercise all the duties of the Secretary General and to appoint, in the absence of the Treasurer, any person to act in ~~his~~ place, and such person may temporarily exercise all the duties of the Treasurer.
- 6.6.6 to appoint an assistant secretary, librarian, or any other officer or officers, clerks, agents, representatives and servants of the Institute, for permanent, temporary or special services, with such remuneration and upon such terms as is considered fit and may, at its discretion remove or suspend the same or any of them and appoint another or others in their place.
- 6.6.7 to appoint, from amongst the members of the Institute any person or persons to be the agents or representatives of the Institute, in any country or place with such powers and such terms as it considers appropriate and may remove any such agent or representative and to delegate, to any such agent or representative all or any of the powers and authorities of The Board, and may revoke, restrict or vary any such delegation.
- 6.6.8 to incur, agree and pay any expenses in connection with the Institute's objects and undertakings.

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6.6.9 to co-operate or ~~collaborate~~join, with the sanction of a General Meeting, any other Association, Institute, Corporation or Society in promoting any Act of Parliament, Royal Charter, Provisional or Statutory Order, Order-in-Court, or Letters Patent or other authority, or any movement calculated to benefit the study of, and research in Electrochemistry, Electrometallurgy, Surface Finishing-~~Surface Engineering~~ and other related Material Sciences.

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6.6.10 to raise any loan or loans, with the sanction of a General Meeting to secure the fulfilment of any contract or engagement of the Institute upon any security and terms authorised by such meeting and issue any debentures to secure the same.

6.6.11 to do all other things, subject to The Act and the Memorandum of Association and The Articles, considered expedient for or in relation to any of the matters aforesaid, or otherwise conducive to the interests of good management of the Institute or the promotion of its objects.

6.7 Records of Board decisions

The Board shall cause minutes to be kept:-

6.7.1 of all appointments of officers made by The Board.

6.7.2 of the names of the members of The Board present at each meeting of The Board and of any Committee of The Board.

6.7.3 of all resolutions at all meetings of the Institute and The Board, and of Committees of The Board.

7 Bye-laws

The Board may make bye-laws with reference to the Institute and may at any time vary any bye-law so made or substitute therefore other bye-laws, and all bye-laws so made and for the time being in force shall be binding on the members of the Institute and shall have full effect accordingly. In the case of any conflict between the provisions of any bye-laws so made and the provisions of The Articles, the provisions of The Articles shall in all cases prevail, and that no bye-law so made shall have any validity or effect if it constitutes or involves such an alteration of or additions to The Articles as could only lawfully be made by Special Resolution. Subject as aforesaid, but without limiting the generality of the foregoing power to make bye-laws, the following are declared to be matters in respect of which bye-laws may be made, namely:-

Subscriptions and entrance fees payable in respect of membership of the Institute and forms of application for admission to membership of any class and the particulars to be contained therein.

The setting up of committees and sub-committees.

Arrangements with any other societies or associations in relation to reciprocal treatment on any matter.

The conduct and behaviour of, and the rules to be observed by, members and others upon the Institute's premises and the imposition of penalties including suspension.

The facilities and otherwise to be granted to students and members engaged in research.

The procedure and papers in relation to examination of candidates for admission and generally with regard to such examinations, including the appointment of examiners.

The rules governing payments of fees and expenses for specific services e.g. examiners, investigators etc. and payment of out of pocket expenses on Institute business. This bye-law will form the basis of the financial guidelines which will be reviewed as necessary by the Treasurer.

8 Branches and Groups

8.1 Formation of Groups and Branches

The Board may sanction the formation of a Branch or Group (the word Branch shall hereinafter be considered to refer equally to a Group) of the Institute where, in their opinion, such a Branch is warranted, and The Board may take such steps as they consider necessary to form such a Branch. The purpose of a Branch or Group shall be to promote the interests of the Institute, regionally in the case of a Branch or among those members of the Institute interested in a specialised technology in the case of a Group. The Board may make such rules and regulations as they consider necessary for the government and control of a Branch of the Institute, and a Branch shall at all times conduct their affairs in accordance with the regulations made by The Board from time to time. The formation of a new Branch or Group may, with the approval of The Board, be supported by a grant from the funds of the Institute.

8.2 Dissolution of Branches and Groups

The Board shall have the right to dissolve a Branch for any of the following reasons:-

8.2.1 Non-compliance with the rules laid down by The Board.

8.2.2 If the membership of a Branch is such as in the opinion of The Board warrants dissolution;

8.2.3 If for any reason The Board deems it desirable in the interest of the Institute generally.

8.3 Branch and Group Assets

All monies of a Branch or Group being an asset of the Institute shall be lodged in a bank as approved by the Institute. Within one month of the end of the Institute's financial year or at any time at the request of The Board a Branch shall submit to the Treasurer a proper account of income and expenditure together with such other information as the Treasurer shall require. In all cases the appointment of a Secretary and a Treasurer of a Branch shall be notified immediately to The Office.

All assets held by a Branch remain the property of the Institute.

In the event of the permanent cessation of The Activities of a Branch or Group, the funds and assets of the Institute held by a Branch or Group, shall be transferred to the Registered Office of the Institute. It is a requirement that bankers to a Branch or Group are notified to this effect.

9 The Seal

The seal shall not be affixed to any instrument except by the authority of a resolution of The Board and in the presence of a member of The Board and of the Secretary General or such other person as The Board may appoint for the purpose; and that member of The Board and the Secretary General or other person aforesaid shall sign every instrument to which the seal of the Institute is so affixed in their presence.

The Board shall keep a record of all sealed documents and the persons who sign each instrument shall also sign the appropriate entry in the register.

10 Rotation of the Board

10.1 Elected Members

At an Annual General meeting those elected members of The Board who have completed their term as elected members shall retire from office.

A retiring elected member of The Board shall not be eligible for re-election for the succeeding year but may be elected after the close of the year.

Any casual vacancy for an elected member of The Board occurring may be filled at any meeting of the Board provided the candidate is duly nominated by at least four members of The Board such an appointed member of The Board shall serve for a further two years from the end of the session in which he was appointed.

10.2 President and Vice President

The President and Vice President of the Institute shall be appointed by The Board to serve for a term of 3 years from the date of the next Annual General meeting. A casual vacancy of the office of President shall be filled by the Vice President and any period of service as President filling a casual vacancy shall not be included in any subsequent term of office as President. A casual vacancy in the office of Vice President may be filled at the discretion of The Board.

10.3 Treasurer and Secretary General

The Treasurer and the Secretary General shall be appointed by The Board for an indeterminate period subject to annual confirmation at the Annual General Meeting.

11 Proceedings of The Board

11.1 Meetings

The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the ~~Chairman~~ shall have a second or casting vote. The Secretary General, on the requisition of any five members of The Board shall at any time summon a meeting of The Board.

11.2 Quorum

The quorum necessary for the transaction of the business of The Board shall be fixed by The Board but unless so fixed shall be six (6).

If membership of the Board falls below the number required for a quorum the continuing members of The Board may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number necessary for a quorum for a meeting, the continuing members of The Board or continuing member of The Board (as the case may be) may act for the purpose of appointing members of The Board or of summoning a General Meeting of the Institute but for no other purpose.

11.3 ~~Chairman~~ of The Board

The President will act as the ~~Chairman~~ of The Board or in ~~his~~ absence the Vice President, but if neither are present within five minutes after the time appointed for holding the meeting, the members of The Board present may choose one of their number to be the ~~Chairman~~ of the meeting.

11.4 Delegation of powers

The Board may delegate any of their powers to any committee constituted by them as they think fit. All committees shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by The Board. The Board may revoke such delegated powers.

The meetings and proceedings of any committee shall be governed by the provisions of The Articles regulating the meetings and proceedings of The Board, so far as the same are applicable and are not superseded by any regulation made by The Board.

11.5 Defects in appointment

All acts done by any meeting of The Board or of a Committee of The Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of The Board or person acting on the behalf of The Board and that they or any of them were disqualified or had vacated office be as valid as if every such person had been duly appointed and qualified and had continued to be a member of The Board .

12 Company Secretary

The Secretary General of the Institute, appointed by The Board, shall act in law as Company Secretary, and shall be appointed for such term and upon such conditions as The Board may think fit. Any Secretary so appointed may be removed by The Board. The provisions of The Act shall apply and be observed.

13 Accounts

13.1 Proper Accounts

The Board shall cause proper accounts to be kept with respect to:-

13.1.1 All sums of money received and expended by the Institute and the manner in respect of which the receipts and expenditure takes place.

13.1.2 All sales and purchases of goods by the Institute

13.1.3 The assets and liabilities of the Institute.

Proper accounts shall not be deemed to be kept if there are not kept such accounts as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.

The accounts shall be kept at the office of the Institute or (subject to The Act) at such place or places as The Board thinks fit, and shall always be open to the inspection of the members of The Board.

13.2 Inspection of Accounts

The Institute in General Meeting may make conditions or regulations as to the time and manner in which the accounts and books of the Institute or any of them shall be open to the inspection of members not being members of The Board and subject thereto, such accounts and books shall be open to the inspection by such members at all reasonable times during business hours.

13.3 Presentation to Annual General Meeting

Once at least in every year the Board shall lay before the Institute in General Meeting an income and expenditure account for the period since the last preceding account, made up to a date not more than six months before such meeting, together with the balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of The Board and a report of the Auditors, and a copy of such account, balance sheet and reports shall not less than twenty-one clear days before the date of the meeting be made available to all persons entitled to receive such notices of General Meeting in the manner in which notices are

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hereinafter directed to be served. The Auditor's report shall be read before the meeting as required by The Act.

14 Audit

Auditors shall be appointed and their duties regulated in accordance the provisions of The Act.

15 Notices

A notice may be given to any member in writing, by hand personally or by post to ~~the~~^{his} address or by leaving it at the address of the member or by giving it via electronic communications to the member's address. A notice shall be deemed to be given immediately if given by hand, or after 48 hours after it was posted or sent by electronic communication.

16 Winding up

The provisions of clause 7 of the Memorandum of Association of the Institute relating to the winding up and dissolution thereof shall have full effect and validity as if such provisions were repeated in The Articles.

The following does not form part of The Articles of Association being a record of changes that have been made to them since February 2010.

Amendments to The Articles since April 2010

- 1 Article 3.3 Professional members
"or as hereafter provided Retired members of the Institute," deleted from Article 3.3
Approved at Annual General Meeting 8 December 2010.
- 2 Change of name to the Institute of Materials Finishing
Approved as a special resolution at the Annual General Meeting 5 December 2012
- 3 Article 3.6 Applications for membership
Article changed to allow approval of applicants at Management Board meeting by majority of those present and voting.
Approved as a special resolution at the Annual General Meeting 5 December 2012
- 4 The word "The" removed from the name of the Institute
Approved as a special resolution at the Annual General Meeting 5 December 2012