

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

ISCVE

(Also known as the Institute of Sound Communications and Visual Engineers)

Registered at Companies House numbered 03288938

Contents

1. GENERAL	3
2. MEMBERS.....	3
3. PROFESSIONAL CONDUCT.....	5
4. TERMINATION OF MEMBERSHIP.....	5
5. SUBSCRIPTIONS	6
6. GENERAL MEETINGS.....	6
7. PROCEEDINGS AT GENERAL MEETINGS	6
8. HONORARY OFFICERS.....	7
9. THE EXECUTIVE BOARD	8
10. DISQUALIFICATION OF HONORARY OFFICER OR EXECUTIVE BOARD MEMBERS.....	8
11. THE ADVISORY COUNCIL.....	8
12. ACCOUNTS.....	9
13. AUDITORS OR ACCOUNTANTS	9
14. SECRETARIAT	9
15. NOTICES	9
16. MANAGEMENT LIABILITY	9
17. CONFLICT OF INTEREST.....	10
18. DISSOLUTION.....	10

Pursuant to the Companies Act 2006, the provisions of the Memorandum of Association registered by the Company in 1996 shall be deemed to be incorporated into these Articles but are not repeated in this document.

1. GENERAL

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

WORDS	MEANINGS
the Companies Act	The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force in so far as the same applies to the Company.
the Institute	ISCVE Limited (03288938) (Institute of Sound, Communications and Visual Engineers)
the Executive Board	The Executive Board of the Institute being the governing body of the Institute duly elected for the time being.
the Advisory Council	The Advisory Council shall be the co-ordinating committee for the technical and educational work of the Institute
members	The members of the Institute in any category
Ordinary resolution	Requiring a simple majority of those voting
Special resolution	Requiring a three quarters majority of those voting
the secretariat	The persons or organisation appointed as secretariat for the time being of the Institute.
in writing	To include electronic communication.
Governing documentation	Articles of Association and Regulations

1.2. The object for which the Institute is established is to promote and advance the art, science and technology within the sound, communications and visual engineering industry and its importance for the general improvement of society.

2. MEMBERS

2.1. There shall be the following categories of membership of the Institute by individuals (as detailed in the Regulations):

Voting members who shall be: Fellows, Members, Senior Technician Members, Technician Members.

Non-voting members who shall be: Companions, Affiliate Members, Graduate Members, Associates and Students.

2.2. (Honorary) Fellows (FInstSCVE) – the grade of member identified by the post-nominals FInstSCVE or HonFInstSCVE, awarded by the Executive Board only to those identified as being of technical eminence having made an outstanding contribution to the Institute or the relevant industry.

Members (MInstSCVE) – the grade of member identified by the post-nominals MInstSCVE. Applicants must hold a relevant degree or equivalent qualification (such as HND/C or NQF level 5) with at least five years' experience in the sound, communications, video, audio-visual or allied industry (the relevant industry);

Senior Technician Members (SenTechInstSCVE) – the grade of member identified by the post-nominals SenTechInstSCVE. Applicants must hold NFQ4 or BTec Professional or level 5, and at least three years' relevant industrial experience.

Technician Members (TechInstSCVE) – the grade of member identified by the post-nominals TechInstSCVE. Applicants must hold NFQ3 and at least one years' relevant industrial experience.

(Honorary) Companions (ComplInstSCVE) – the grade of member identified by the post-nominals ComplInstSCVE or HonComplInstSCVE, awarded by Executive Board only to those who are regarded as persons of distinction who have made an outstanding contribution to the Institute or the relevant industry.

Affiliate Members (AMInstSCVE) – the grade of member identified by the post-nominals AMInstSCVE. Applicants shall have been employed in the relevant industry for not less than five years and hold a senior position.

Graduates – applicants must hold at least a Bachelors' degree or equivalent in a technical subject and be seeking employment within the sound, communications and visual or associated industries. (Graduates may upgrade to full Members after gaining three years' experience in the sound, communications and visual industries). There is no post nominal for this grade.

Associates – applicants shall have an interest in the relevant industry. There is no post nominal for this grade.

Students – applicants shall be undertaking full-time training or other preparation for employment in the relevant industry and intending to apply for a voting grade of membership of the Institute. There is no post nominal for this grade.

- 2.3. All members shall be subject to the provisions of the governing documents of the Institute the Institute's Code of Professional Conduct, the continuing professional development requirements, and the professional disciplinary requirements. Only Voting members will have the right to vote at General Meetings.
- 2.4. Admission to each category shall be a matter for the Executive Board's decision according to the requirements published in the Institute's Regulations.
- 2.5. The Executive Board shall maintain and publish Regulations which shall provide further elaboration of the Articles, but the provisions therein shall not conflict with the provisions of the Articles.
- 2.6. Membership applicants shall sign the membership declaration that they will abide by all the provisions of the Articles, Regulations and the Code of Professional Conduct.
- 2.7. Every Member shall contribute to the Institute by advancing its aims and objectives of promotion and advancement of the art, science and technology of the relevant industry, both in principle and practice, subject to the law, the Articles of Association, the Membership Regulations and the Code of Professional Conduct.

3. PROFESSIONAL CONDUCT

- 3.1. The Advisory Council shall issue a Code of Professional Conduct for the observance of members of the Institute.
- 3.2. The Advisory Council (through a Professional Disciplinary Committee) 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 Institute 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 Institute any ground or to take such other disciplinary action as they may consider appropriate.
- 3.3. Members who are undergoing enquiry into their professional conduct are not permitted to resign their membership until such time as the deliberations of the enquiry are completed.
- 3.4. In all such cases the Advisory Council shall give the member of the Institute concerned the opportunity of being heard by serving at least seven days' written notice of the meeting at which such member of the Institute is to be heard. If such member of the Institute fails to attend such meeting, or fails to satisfy those members of the Advisory Council present at such meeting that there is no case for expulsion, or no evidence of professional misconduct, or that there should be no compulsion to resign or to have other disciplinary action taken against the member, such meeting of the Advisory Council or any further meeting of the Advisory Council shall in their sole discretion have the right and power to expel such member of the Institute, 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 Institute shall cease to be a member of the Institute and the member's name shall be removed from the Register.
- 3.5. Any person who is aggrieved by a decision of the Advisory Council in regard to a matter of discipline may seek leave to appeal to the Engineering Council. Such right of appeal is limited to matters of process, findings or fact.

4. TERMINATION OF MEMBERSHIP

- 4.1. Members may withdraw from membership of the Institute by giving seven days' notice in writing. Resignations shall be effective from the date specified in the notice or from the date that the notice comes into effect. Memberships shall also terminate upon the death or upon a removal order being made on the outcome of a professional disciplinary hearing or for reasons of mental incapacity or bankruptcy.
- 4.2. No member may resign their membership whilst undergoing a professional disciplinary hearing. Once the hearing is complete the member may exercise their right to resign if they have not been removed as a result of the hearing outcome.
- 4.3. Any member who resigns their membership, shall remain liable for all sums owing by them to the Institute, whether by way of subscription or otherwise and is not entitled to recover any part of their subscription which has already been received by the Institute.
- 4.4. Any member whose subscription is more than one month in arrears and who fails to pay such arrears within one month after a written notification has been sent to them

shall be removed from the membership Register unless the Executive Board shall decide to take notice of special circumstances.

5. SUBSCRIPTIONS

- 5.1. The annual subscription rates and any other payments that may be required for each category of members, shall be agreed by the Executive Board from time to time.
- 5.2. All subscriptions shall become due as the Executive Board shall decide.
- 5.3. All subscription renewals shall be payable on an annual basis, one year from the member's joining date.

6. GENERAL MEETINGS

- 6.1. The Institute shall hold in each year, a General Meeting as its Annual General Meeting, and no more than fifteen months shall elapse between the date of one Annual General Meeting of the Institute and that of the next. Other General Meetings to be called Extraordinary Meetings may be called by decision of the Advisory Council on the request in writing of twenty Voting members.
- 6.2. The Executive Board shall call a General Meeting by giving at least fourteen days' notice and an Annual General Meeting by giving at least twenty-one days' notice to the members. Notice of any General Meeting must be sent to every member and must indicate its proposed date and time and where it is to take place.
- 6.3. Such meetings may be held with the option of some members (or all members if every member entitled to attend has the necessary facilities to do so) attending electronically, in which case details of how to join the meeting and instructions on how to vote will be provided.
- 6.4. Notice of any General Meeting must also be sent to the auditors or financial examiners for the time being of the Institute.
- 6.5. The accidental omission to give notice to, or the non-receipt of notice by any person entitled to receive notice thereof shall not invalidate any resolution passed at any General Meeting.
- 6.6. The quorum for any General Meeting shall be twenty Voting members of whom at least three shall be members of the Executive Board.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to another date, time and place as determined by the Executive Board.
- 7.2. The President shall chair the meeting but, in the absence of the President, the Vice President shall take the Chair, but if the Vice President be absent, the Immediate Past President may chair the meeting, or if all of them are absent or unwilling within fifteen minutes of the time appointed for holding the meeting, then a Voting member present shall nominate another Voting member present to chair the meeting.

- 7.3. Non-voting members may attend and speak at General Meetings as may other invitees at the discretion of the Chair. However, such invitees will not have the right to vote.
- 7.4. All business will be deemed to be special with the exception of the appointment of auditors and acceptance of the annual report which will be ordinary.
- 7.5. At any General Meeting a resolution put to the vote shall be decided on a show of hands or other electronic means of voting as approved in advance by the Executive Board.
- 7.6. Unless a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or lost, and an entry to that effect in the minutes of the proceedings shall be conclusive evidence of the votes recorded.
- 7.7. A poll for a resolution may be demanded:
 - a) in advance of the General Meeting where it is to be put to the vote, or
 - b) at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared,
 - c) or by the Chair of the meeting on behalf of the Executive Board,
 - d) or two or more persons having the right to vote on the resolution
 - e) or a person representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 7.8. The demand for a poll may be withdrawn if the poll has not yet been taken and the Chair of the meeting consents to the withdrawal.
- 7.9. A poll must be taken in such a manner as the Chair of the meeting directs. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded. shall be entitled to a second and casting vote.

8. HONORARY OFFICERS

- 8.1. The Honorary Officers of the Institute shall consist of a President, Vice President, an Immediate-Past President, and an Honorary Treasurer.
- 8.2. No person may hold more than one Honorary Office at the same time.
- 8.3. The Honorary Officers shall be elected by the members of the Executive Board prior to the Annual General Meeting at which such Officers shall assume Office.
- 8.4. The persons elected as Honorary Officers shall hold Office for a period of three years on the expiry of which, they shall be eligible for re-election by the members to any Honorary Office subject to the next two provisions.
- 8.5. At the end of the term of Office as President, the person shall, if willing, take Office as Immediate Past President.
- 8.6. At the end of the term of Office as Vice President, the person shall, if willing, take Office as President

9. THE EXECUTIVE BOARD

- 9.1. The Executive Board shall be the governing body of the Institute subject only to challenge by the Voting members at a General Meeting. It shall comprise the Honorary Officers and no more than nine and no fewer than five Voting members elected by the membership according to the procedure agreed by the Voting members in General Meeting and published in the Regulations.
- 9.2. The Executive Board may, if it considers fit, co-opt no more than three extra Voting members to the Executive Board. Any members so co-opted shall hold Office only until the Annual General Meeting next following the first anniversary of the date they were co-opted and shall, at the end of that term, be eligible for election by the membership.
- 9.3. The persons appointed as members of the Executive Board shall be elected at Annual General Meetings and shall hold Office for a period of three years and shall at the end of their period of Office, be eligible for re-election to the Executive Board for a second or subsequent term.
- 9.4. At least six weeks before the Annual General Meeting in each year, the President shall send to each Member a notice of duly qualified persons whom Executive Board or the membership nominate as candidates for election at the Annual General Meeting.
- 9.5. The Executive Board shall meet as often as required and shall exercise all the necessary powers of governance including creating specialist committees to which it may delegate authority to make recommendations or even to implement decisions, but the Executive Board cannot delegate liability for the results of any such decisions.
- 9.6. The President shall normally chair the Executive Board meetings and the quorum for the meetings shall be four members of which at least one shall be an Honorary Officer. Normally, the Executive Board shall decide its business by consensus but in the event of a vote having to be taken, the decision shall only need a simple majority.

10. DISQUALIFICATION OF HONORARY OFFICER OR EXECUTIVE BOARD MEMBERS

- 10.1. The Office of Honorary Officer or Executive Board member shall be vacated by the holder by resignation, by death, by ceasing to be a Voting member of the Institute, by failure to attend two or more Executive Board meetings without a satisfactory reason, or for lack of eligibility under the Companies Act.

11. THE ADVISORY COUNCIL

- 11.1. There shall be an Advisory Council comprising between 12 and 15 whose members shall be elected by the Annual General Meeting and each member shall serve for a period of three years and be eligible for re-election for a second or subsequent term.
- 11.2. The purpose of the Advisory Council shall be to advise the Executive Board on all matters concerned with the technical and educational work of the Institute and to coordinate the work of any specialist sub-committees which shall report to the Advisory Council in the first place.
- 11.3. The membership and terms of reference shall be agreed by the Executive Board and published in the Regulations.

12. ACCOUNTS

12.1.The Executive Board shall cause proper books of account in accordance with the Companies Act to be kept with respect to all financial transactions of the Institute and of its assets and liabilities. These records shall be kept at such place as the Executive Board shall think fit and shall be open to the inspection of Voting members by arrangement.

13. AUDITORS OR ACCOUNTANTS

13.1.Auditors or Accountants shall be appointed by Executive Board and approved by the Voting members in a General Meeting. Their duties shall be regulated in accordance with the Companies Acts. The Accounts, with the Auditor's or Accountant's Report and the Annual Report of the Executive Board, together with any other statutory reports, shall be presented to the Voting members in a General Meeting for question and receipt.

14. SECRETARIAT

14.1.The Secretary (by whatever title) shall be appointed by the Executive Board for such time, at such remuneration and upon such conditions as it may think fit and may be removed by the Executive Board in the event of a breach of contract. The Secretary shall be responsible for appointing and dismissing other staff by delegated authority from the Executive Board.

15. NOTICES

15.1.A notice may be served by the Company upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the list of members or by electronic means as agreed by the member.

15.2.Any notice, if served by first-class post, shall be deemed to have been served by the end of the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to certify that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice served electronically shall be deemed to have been served within twenty-four hours of dispatch.

16. MANAGEMENT LIABILITY

16.1.No Executive Board or Advisory Council or committee member shall incur personal liability in respect of any loss or damage done in good faith for the benefit of the Institute. The Institute shall indemnify every Executive Board and Advisory Council and committee member, and employee of the Institute against any loss or expense incurred through any act or omission done or committed by them in the course of the performance in good faith of their authorised duties on behalf of the Institute.

17. CONFLICT OF INTEREST

- 17.1. Members of the Executive Board or of any committee of the Executive Board shall avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Institute.
- 17.2. In such a situation they shall declare their interest or possible interest at a relevant meeting of the Executive Board or committee or by notice in writing to all the other members of the Executive Board or committee.
- 17.3. The Executive Board or committee concerned shall decide how this conflict shall be managed:
 - a) it can decide that the conflicted person may remain at the meeting, participate in the discussion, and even vote on the matter concerned, or
 - b) it can allow the conflicted person to remain but not vote and/or speak, or
 - c) it can require the conflicted person to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).

18. DISSOLUTION

- 18.1. If upon the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Institute but shall be given or transferred to some other Institute having objects similar to the objects of the Institute, and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Institute herein. Such Institute to be determined by the members of the Institute before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision, then to some other organisation with similar objects.