

THE COMPANIES ACTS 1948 to 1967

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

Articles of Association

of

THE INSTITUTE OF MEDICAL ILLUSTRATORS LIMITED

INTERPRETATION

1. In these Articles: -

'The Institute' means The Institute of Medical Illustrators Limited.

'The Act' means the Companies Act 1948.

'The Seal' means the Common Seal of the Institute.

'The Secretary' means any person who is appointed to perform the duties of the Secretary of the Institute.

'The Council' means the Council for the management of the affairs of the Institute.

MEMBERS

2. (i) The following persons shall be members of the Institute.

(a) The signatories to these Articles of Association.

(b) Such other persons as shall be admitted to membership in accordance with these presents.

(c) The number of members of the Company is unlimited.

(ii) The following persons shall be eligible for membership
Namely: -

(a) As a Fellow, any member who in the opinion of the Council has shown distinguished ability and originality in one of the branches of medical illustration or the sciences relating thereto and who is a fit and proper person to be admitted as a Fellow.

A Fellow shall have the right to place the letters FIMI after his name for so long as he remains a member of the Institute.

(b) As a Member, any member who holds the Institute's BSc/Diploma in Medical Illustration or other qualification and experience specially approved by, and acceptable, to the Council. A Member shall have the right to place the letters MIMI after his name for so long as he remains a member of the Institute.

- (c) As a Student any person who is studying for the IMI/GCU BSc in Medical Illustration or undergoing a form of training recognised by and acceptable to the Council.
 - (d) As an Honorary Fellow, any person who from time to time may be elected by the Council for outstanding contributions to the profession or has distinguished himself by meritorious service in the furtherance of the work and objects of the Institute. An Honorary Fellow shall have the right to place the letters Hon. FIMI after his name.
 - (e) As a Retired member, any member who is no longer actively engaged in Medical Illustration. A Retired member shall have the right to continue using the letters FIMI or MIMI after his name.
 - (f) As a Corporate Sustaining member, any commercial company approved by the Council who is desirous of supporting the aims and objectives of the Institute and whose objects and constitution are approved by The Council.
 - (g) As an Associate, anyone who is involved/associated with, or has a professional interest in medical illustration and who supports the objects of the Institute as set forth in the Memorandum of Association.
- (iii) Voting rights shall be limited to Fellows, Members, Students, Honorary Fellows and Retired members of these grades of membership.
3. A person desirous of being admitted to membership of the Institute shall sign and deliver to the Institute an application for admission framed in such terms and embodying such conditions as the Council shall in its absolute discretion think fit, and accompanied by a remittance for the appropriate membership fee. Applications for membership shall be laid for consideration before a meeting of the Council. The applications may be voted upon but no applicant for membership shall become a member unless his application shall be approved by at least two thirds of all the members of the Council present at that meeting.

CESSATION OF MEMBERSHIP

4. A person shall cease to be a member of the Institute if he shall cease to qualify for membership under the provisions of Article 3 above or if the Council shall pass a resolution (approved by at least two thirds of the members of the Council present at the meeting at which such resolution is proposed) that it be in the interests of the Institute that his membership of the Institute be terminated, and the Council in such event shall not be bound to disclose to the member the reasons for such resolution .

FEES AND SUBSCRIPTIONS

5. Members shall pay such entrance fee and such annual subscription (if any) as shall from time to time be fixed by the Council. Honorary Fellows and Honorary Life Members shall not be required to pay an entrance fee or annual subscription to the Institute.
6. The entrance fee first annual and any subsequent subscriptions shall become due and payable at such time and upon such terms as the Council from time to time in its discretion deems appropriate.
7. A subscribing member whose subscription is three months in arrear shall not be entitled to receive notice of, attend or take part in general meetings or to receive the Institute's printed papers or to vote, and shall cease to qualify for continuance of membership if the member's subscription is twelve months in arrear.

8. Any member may, not less than thirty days before the end of the current year of membership by notice in writing signed by him and delivered to the Secretary, resign his membership and at the next meeting of the Council after receipt of such notice his name shall be struck off the Register of Members and thereupon shall cease to be a member.
9. No refund of entrance fee or subscription shall be made to any person in any event whatsoever.

DECLARATION OF INTERESTS AND REGISTER OF INTERESTS

10. Each member must formally declare any direct or indirect pecuniary interest and any other interest, which is relevant and material to the business of the Institute. This declaration should also include the interests of the member's spouse or co-habiting partner and should be made on the Declaration of Interests Form which is available from the Honorary Secretary.
11. The responsibility for declaring an interest is solely that of the member concerned. Interests should be declared to the Honorary Secretary of the Institute within twenty-eight days of appointment or, if arising later, within seven days of becoming aware of the interest.
12. If a member is present at any meeting of the Institute and has an interest in any matter which is the subject of consideration, the member shall at that meeting and as soon as possible after its commencement disclose the fact.
13. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner and therefore a member must also declare to the Chairman, Honorary Secretary or Honorary Treasurer of the Institute any other employment or business or other relationship of his/hers (or that of the member's spouse or co-habiting partner) that conflicts, or which it might reasonably be predicted could conflict, with the interests of the Institute.

REGISTER OF INTERESTS

14. The Honorary Secretary to the Institute shall record any declarations of interests made to him/her in a register of interests. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.
15. An audit of the register of interests will be undertaken from time to time and IMI reserves the right to withdraw membership of any committee, team or honorary appointment.
16. The details provided by members on the Declaration of Interests Form will be held on file. The personal information provided will not be passed to any person or organisation outside of IMI.

GENERAL MEETINGS

17. The Institute shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Institute and that of the next, provided that so long as the Institute holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

18. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
19. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting and shall summon such a meeting if so requested in writing by the Chairman of the Institute or any six members of the Institute.
20. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days notice in writing at the least and a meeting of the Institute other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given, and shall specify the place and the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned or in such other manner (if any) as may from time to time be prescribed by the Institute in General Meeting to such persons as are under these Articles entitled to receive such notice. Provided that a meeting of the Institute shall, notwithstanding it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed: -
 - (a) In the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat, and
 - (b) In the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all members.
21. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
22. 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 Balance Sheet and a Report of the Chairman and Auditors, the election of the President, the Secretary and Treasurer and elected members of the Council in place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors.
23. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Unless otherwise determined by the Institute in General Meeting, six elected members present in person and entitled to vote shall be a quorum.
24. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned until the same day in the following week at the same time and place and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting such a meeting shall be dissolved.
25. The Chairman of the Council, or his appointed deputy, shall preside as Chairman at every general meeting of the Institute.
26. If there is no such Chairman, or if at any meeting he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the members present shall choose one of their number to be Chairman.

27. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 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.
28. At any general meeting unless before or upon the declaration of the result of a show of hands a poll is demanded by the Chairman, or by at least three members having the right to vote at the meeting, or by a member or members representing not less than one fifth of the total voting rights of all members having the right to vote at the meeting, a declaration by the Chairman that a resolution has 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 Minute Book of the Institute shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

A demand for a poll may be withdrawn.
29. A poll demanded on the election of the Chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
30. If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the, poll was demanded.
31. In case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall have a second or casting vote.

VOTE OF MEMBERS

32. Every member present in person and entitled to vote shall have one vote on a show of hands and on a poll each member present in person or by proxy shall have one vote.
33. No member other than a member duly registered who shall have paid every sum (if any) which shall be due and payable to the Institute in respect of his membership shall be entitled to vote on any question either personally or by proxy at any general meeting.
34. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under the seal or under the hand of an officer or attorney so authorised. A proxy need not be a member of the Institute.
35. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified copies of that power or authority shall be deposited at the Registered Office of the Institute not less than 24 hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
36. An instrument appointing a proxy may be in the following form or any form which the Council shall approve: -

INSTITUTE OF MEDICAL ILLUSTRATORS LIMITED

I

of

in the County of _____ being a Member of the Institute of Medical Illustrators
Limited hereby appoint _____ of _____ as my proxy to
vote for me and on my behalf at the (Annual or Extraordinary as the case may be)
General Meeting of the Institute to be held on the _____ day of
20 _____ or at any adjournment thereof .

This form is to be used in favour of/against the Resolution.

Unless otherwise instructed the proxy will vote as he thinks fit.

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

PRESIDENT

38. The Institute in General Meeting may invite such person as the Council shall recommend to become President of the Institute to hold office until a successor is appointed.

THE COUNCIL

39. Members of the Council. The Management of the Institute shall be vested in the Council comprising:-

The Chairman, the Chairman Elect, the Secretary, the Treasurer and not fewer than six nor more than twelve members (hereinafter called 'the elected members').

All these persons must be Fellows, Members, Honorary Fellows or Retired members of the Institute elected by the Institute at the General Meeting.

40. Election of Members to the Council. Members of the Institute shall be entitled to nominate candidates for the Council and nominations must be sent to the Secretary at least 60 days before the election is due to take place together with such personal particulars of candidates as the Council shall prescribe and every nomination form shall be countersigned by the Candidate.
41. Not less than 21 days before the Meeting at which the election is to take place the Secretary shall send to each member entitled to vote, a voting paper giving the names of those persons effectively nominated for election to the Council. Each member may vote for a maximum of as many candidates as there are vacancies and shall make his vote by placing a cross against the name of each candidate for whom he votes. Voting papers containing votes in excess of the permissible number of votes shall be invalid.
42. The voting papers when completed shall be returned to the Secretary so that they reach him not less than seven days before the date of the Annual General Meeting, and the envelopes containing the voting papers shall bear the words 'Voting Papers'. That candidate who receives the greatest number of votes shall be elected to fill the first vacancy and so on until all the vacancies are filled. In the event of two or more candidates receiving the same number of votes for the last vacancy to be filled the vacancy shall be filled by the result of a secret ballot held among those members entitled to vote and who are present at the Annual General Meeting where the result of the voting for Council membership is declared. This secret ballot, if necessary, shall follow immediately the announcement

of the voting results and only those persons who tied in the postal ballot shall be voted for in the secret ballot. .

43. The first members of the Council shall be appointed by the subscribers to the Memorandum and Articles of Association of the Institute.
44. Tenure of Office. The first members of the Council shall hold office until the first Annual General Meeting at which they shall retire but shall be eligible for re-election.
45. (a) After serving three years in office (excluding any period during which he shall have served as a co-opted member) an elected member shall automatically retire.

Provided that whenever upon the automatic retirement hereunder of an elected member or members of the Council if more than one at an Annual General Meeting including any co-opted member or members who shall retire under Article 46 then any one or more of such retiring or other members who shall be elected to the Council at such Annual General Meeting or any adjournment thereof shall fill the vacancy or vacancies on the Council created by such retirement or retirements as follows:

- (i) The member or members elected with the highest number of votes shall serve for the longest term or terms;
- (ii) The member or members elected with less votes shall serve for the lesser term or terms in numerical order

And the provisions of Article 42 shall apply in the event of two or more candidates receiving the same number of votes to determine by secret ballot who shall serve the longer or lesser term or terms respectively.

- (b) An elected member who has served for a period of three consecutive years shall not be eligible for re-election for a period of two years except that a member of the Council elected to the Chair may serve a period of three years consisting of one year as Chairman Elect and two years as Chairman.
 - (c) In the event of a vacancy occurring by reason of the death or retirement of an elected member before completing three years in office, the member co-opted to fill that vacancy shall serve only until the next Annual General Meeting.
 - (d) In the event of there being a vacancy resulting from the election of a member of Council to the office of Chairman Elect or other office occurring at the same time as the election of new members the person receiving the next highest number of votes to the elected members shall fill the vacancy. A member filling any such vacancy shall serve for the unexpired term of office of the member whose place he fills and shall at the end of that term be eligible for re-election.
46. The Council shall have power to co-opt a member to fill any vacancy on the Council however caused. Such co-opted member shall have full voting powers but shall serve only until the next ensuing Annual General Meeting. The Council may also invite any persons to attend specific meetings to advise on particular matters under consideration. Persons so invited shall have no voting rights.

MEETINGS AND CONDUCT OF MEETINGS OF THE COUNCIL

47. The Council shall meet at least once in each period of six months and on other occasions as circumstances may require.

48. No meeting shall be valid unless notice is sent to each member of the Council at least two weeks before the date of the meeting.
49. The quorum for the Council shall be six, including at least three of the elected members.
50. All members of the Council present in person at the time a vote is taken, except the Secretary and the Treasurer, shall be entitled to vote on any motion. The Chairman shall have a second or casting vote.

POWERS OF THE COUNCIL

51. The Council may appoint committees to consider special subjects. Every such committee shall include at least one elected member of the Council.
No such committee shall have executive powers without authority of the Council which authority must be renewed annually. Unless otherwise directed each committee of the Council shall elect its own Chairman, decide its own quorum and may co-opt additional persons. The Chairman, Secretary and Treasurer shall be ex-officio members of all committees.
52. The Council shall have power to appoint such officers and servants for permanent, temporary or special services as it shall from time to time think fit and may at their discretion remove or suspend any person so appointed.
53. The Council may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute and as are not by the Act or by these presents required to be exercised or done by the Institute in General Meeting.
54. The Council may exercise all the powers of the Institute to borrow money and to mortgage or charge its undertaking and property or any part thereof and issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Institute or of any third party.

OFFICERS OF THE INSTITUTE

55. **PRESIDENT:**

Appointed as provided in Article 38 above.
56. **CHAIRMAN:**
 - (a) The Chairman shall be elected every two years at the Annual General Meeting and shall at the next Annual General Meeting take office as Chairman for the ensuing two years.
 - (b) In the event of the Chairman not serving for the whole of a year in that office the Council may appoint an elected or co-opted member to serve as Chairman for the remainder of the year.
57. **SECRETARY & TREASURER:**

The Secretary and Treasurer shall each be appointed by the Annual General Meeting of the Institute on the recommendation of the Council.

58. AUDITORS:

The Auditors shall be appointed at the Annual General Meeting to hold office until the next Annual General Meeting. The Council shall have power to fill a casual vacancy in the office of Auditor until the next Annual General Meeting.

SCOTTISH BOARD

59. (a) The Scottish Board of the Institute shall be constituted in accordance with rules approved by the Institute in General Meeting and shall implement the policy of the Institute in Scotland.
- (b) The Board shall elect a Chairman who shall *ex officio* become a member of Council, unless he already holds office thereon.
- (c) The Board shall comprise eight elected members and shall from this number appoint its own Chairman who shall be an *ex officio* member of Council. All members of the Board (other than *ex officio* members) shall be working in Scotland at the time of their appointment.
- (d) The members of the Board shall be appointed at the Annual General Meeting. A list of candidates previously voted upon by the members working in Scotland and arranged in order of precedence to be submitted to the Council by the Secretary of the Board not later than two weeks prior to the Annual General Meeting.
- (e) Any alteration to the Rules of the Board shall be subject to the agreement of at least two-thirds of members working in Scotland entitled to vote and to the approval of the Institute in General Meeting.
- (f) The Board shall be a committee of the Council and except as otherwise provided in this Article the provisions of Article 51 shall apply.

REPRESENTATIVE BOARDS

60. REPRESENTATIVE BOARDS

- (1) The Council may appoint Boards or Committees to represent and include all or any of the Medical Artists Association of Great Britain, the British Institute of Professional Photography - Medical Group, The British Ophthalmic Photographic Association and such other similar professional organisations as it shall think fit and the Council shall appoint a Committee or Committees of the Institute to include such representatives of such Board or Boards as it shall think fit and as provided below.
- (2) The Council may determine the number of the members of each such Board which shall consist of not less than [8] members elected thereto in accordance with the particular rules from time to time adopted for such a Board of the professional organisation and approved by the Council.
- (3) The members of each such Board shall nominate and be entitled to nominate one member of their Board to be appointed an "ex Officio" member of the Council and (ii) to replace such member or to fill any casual vacancy as their Board thinks fit subject always to the prior approval of the Council of each such nomination or replacement
- (4) An "ex Officio" member of the Council so appointed shall be entitled to attend and to vote at Council meetings or those of its committees in all respects as if he was an existing member of the Institute

- (5) Any such “ex Officio” member of the Council upon nomination by a Board shall be capable of being approved pursuant to Article 2 before taking office as such and at any time may be removed from such office at the discretion of the Council
- (6) Subject as above the term of the appointment of an “ex Officio” member appointed under this Article 59A as a representative shall be as determined by the rules of the Board he represents.
- (7)
 - (i) No such committee shall have any executive powers without authority of the Council which authority must be renewed annually.
 - (ii) Unless otherwise directed each committee of the Council shall elect its own Chairman, decide its own quorum and may co-opt additional non voting members subject to the prior approval of the Council.
 - (iii) The Chairman, Secretary and Treasurer of the Institute shall be “ex Officio” members of all committees including any committee or such committee or Board of the Institute appointed pursuant to this Article 60.
- (8) In the event of any such professional organisation or Board failing to nominate or appoint members of its organisation to serve on such a Committee of the Institute as provided in this Article 60 the Council shall have power to appoint a member of the particular organisation to serve as a representative on such a Committee.

FINANCIAL YEAR

61. The Financial Year shall end on 31st December each year until otherwise decided by the Annual General Meeting.

INDEMNITY

62. Every member of the Council, Auditor, Secretary and other officer for the time being of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him in defending any proceedings whether civil or criminal arising out of his actions or omissions as a member of the Council in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 448 of the Act in relation to the affairs of the Institute in which relief is granted to him by the Court.