



**Articles of Association
of
Institute of Translation and Interpreting (ITI)**

Adopted on 17 November 2012,
amended by Special Resolution on 22 November 2014,
further amended by Special Resolution on 29 October 2016,
further amended by Special Resolution on 21 October 2017,
further amended by Special Resolutions on 10 October 2020,
further amended by Special Resolution on 9 October 2021,
further amended by Special Resolution on 08 October 2022,
further amended by Special Resolution on 12 October 2024.

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Contents

| | |
|--|-----------|
| Name | 4 |
| Registered office | 4 |
| Definitions..... | 4 |
| Meanings | 5 |
| Objects..... | 5 |
| Powers | 5 |
| Limited liability | 6 |
| Membership | 6 |
| Admission to membership | 6 |
| Rights and obligations of members..... | 6 |
| Member subscriptions..... | 7 |
| If members do not pay their subscriptions | 7 |
| Ending membership | 7 |
| General meetings..... | 7 |
| Notice of general meetings | 8 |
| Proceedings at general meetings | 9 |
| Attendance and speaking at general meetings..... | 9 |
| Chairing general meetings..... | 9 |
| Voting: general..... | 10 |
| Appointment of proxies..... | 10 |
| Delivery of proxy notices | 10 |
| Postponement of general meeting..... | 11 |
| Amendment of resolutions | 11 |
| The Board..... | 12 |
| Appointment and retirement of elected Board members | 12 |
| Co-option | 13 |
| Casual vacancies | 13 |
| Disqualification and removal of Board members | 13 |
| Powers of the Board..... | 13 |
| Delegation of powers | 14 |
| Proceedings of the Board..... | 14 |
| Conflicts of interest | 14 |
| Board members' power to authorise a conflict of interest..... | 15 |
| Register of Board members' interests | 15 |
| Board payments..... | 15 |
| Board member expenses | 15 |
| Calling a Board meeting..... | 15 |
| Virtual meetings | 16 |
| Special appointments of the Board..... | 16 |

| | |
|---|-----------|
| ITI Networks | 16 |
| Ballots..... | 17 |
| Communications by and to the Institute | 17 |
| Application of income and property | 18 |
| Bylaws..... | 18 |
| Professional conduct | 18 |
| Appeals panels..... | 18 |
| Chief executive | 19 |
| Company secretary..... | 19 |
| Auditors | 19 |
| The common seal | 19 |
| Minutes..... | 19 |
| Accounts | 19 |
| Indemnity..... | 20 |
| Winding up..... | 20 |

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

INSTITUTE OF TRANSLATION AND INTERPRETING

Name

1. The name of the company is 'INSTITUTE OF TRANSLATION AND INTERPRETING' (to be called 'the Institute' in the text below)

Registered office

2. The registered office of the Institute is in England.

Definitions

3. In these Articles of Association:
 - 3.1 'Articles' means these Articles of Association
 - 3.2 'the Act' means the Companies Act 2006 or any statutory modification or re-enactment for the time being in force;
 - 3.3 the 'annual subscription' is the membership fee to be paid on or before the initial subscription date/annual subscription date. All references in these Articles to subscription fees or subscriptions mean the annual subscription;
 - 3.4 the 'annual subscription date' is the date which falls 12 calendar months after the initial subscription date and each 12 months thereafter;
 - 3.5 'Articles' means the Institute's Articles of Association as adopted or altered by its members;
 - 3.6 'Board' means the Board of Directors of the Institute from time to time;
 - 3.7 'Board member' means a member of the Board;
 - 3.8 'Bylaws' means the Bylaws of the Institute as created and amended by the Board;
 - 3.9 'the Chair' means the person appointed in accordance with Article 112 and the Chair of the Board;
 - 3.10 'the chief executive' means the person appointed in accordance with Article 135;
 - 3.11 'corporate member' means a member who is not a natural person;
 - 3.12 'corporate representative' means an individual appointed by the corporate member to be its representative;
 - 3.13 'initial subscription date' is the date of admission to membership and the date by which the annual subscription must be paid;
 - 3.14 'person' means an individual, body corporate, partnership, or unincorporated association;
 - 3.15 'present' means, for the purposes of physical general meetings, present in person or, for the purposes of electronic general meetings, present by electronic means;
 - 3.16 'the secretary' means the company secretary of the Institute or any other person appointed to perform the duties of company secretary, including an assistant or deputy secretary;

- 3.17 'subscription year' means 12 calendar months starting from the initial subscription date and each 12 month period thereafter;
- 3.18 'working day' means a day that is not a Saturday, Sunday, or a public holiday in England and Wales.

Meanings

4. In these Articles singular words will include the plural and vice versa, and the word 'persons' will include corporate and unincorporated bodies.
- 4.1 References to **electronic platforms** include, without limitation, website addresses and conference systems, and references to persons attending meetings by **electronic means** means attendance at electronic general meetings via the electronic platform(s) stated in the notice of such meeting.
- 4.2 References to **speaking** in relation to General Meetings include communication via electronic platform messaging systems as well as verbal communication, and **speak** shall be construed accordingly.

Objects

5. The Institute's objects are to:
- 5.1. serve as a forum for all those in the United Kingdom or elsewhere whose common interest is the quality of translation or interpreting from or into any language for the purposes of industry, commerce, literature, science, research, law, administration or any other purpose that needs high professional standards of communication and understanding;
- 5.2. secure better recognition of the value to the national and international community of the skills and experience of those professionally engaged in translation or interpreting and to improve their professional status;
- 5.3. undertake, encourage and fund research and any other activities conducive to the improvement of training and standards in translation and interpreting;
- 5.4. establish, by code or otherwise, accepted standards of conduct and integrity for members and as necessary, for others using or providing translation, interpreting and any allied services; and
- 5.5. promote and enforce the Institute's standards for professional conduct among its members.

Powers

6. The Institute will have the power to do anything that a natural or corporate person can lawfully do which is necessary or expedient in furtherance of its objects unless prohibited by these Articles.
7. Without limiting the powers described in Article 6 the Institute will have the power, so long as it is within the law, to:
- 7.1. sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute;
- 7.2. borrow or raise money on the terms and on security as is thought fit;
- 7.3. invest the money of the Institute in or upon any investments, security or property as is thought fit;
- 7.4. allow any money and investments of the Institute to be held in the names or under the control of two or more persons or any company or other organisation as nominee or nominees of the Institute, and to pay that nominee or nominees appropriately for this;
- 7.5. delegate to any person, company or other organisation any of the Institute's powers of investment, administration or management of all or any part of the money and investments of the Institute;
- 7.6. engage and pay any agents and employees and make all reasonable and necessary provision for the payment of pensions and superannuation to employees, former employees and their dependents;
- 7.7. lend money, either with or without security, or give financial assistance by donations or subscriptions or otherwise to any association or other body to help meet the objects of the Institute;

- 7.8. amalgamate with any companies, institutions, societies or associations with similar objects to the Institute and which prohibit the distribution of their income and property among their members; and
- 7.9. do anything else within the law that helps meet the Institute's objects.

Limited liability

- 8. The liability of the members is limited to £1, which is the amount that each member undertakes to contribute to the assets of the Institute if it is wound up while they are a member or within one year after they cease to be a member for:
 - 8.1. payment of the Institute's debts and liabilities contracted before they ceased to be a member;
 - 8.2. payment of the costs, charges and expenses of winding up; and
 - 8.3. adjustment of the rights of the contributories among themselves.

Membership

- 9. Members of the Institute are those who, having applied to become members, are accepted by the Board in accordance with these Articles and the Bylaws.
- 10. All members of the Institute have to abide by these Articles, Bylaws made under these Articles, and the Institute's Code of Professional Conduct.
- 11. Membership of the Institute is classified as individual voting member, individual non-voting member and corporate member (non-voting).
- 12. A corporate member must name an individual to nominate and vote for candidates for appointment to the Board and to represent the corporate member in relation to the Institute.
- 13. Any individual appointed under Article 12 does not need to be a member of the Institute and will be known as a corporate representative.
- 14. Any of the membership classifications in Article 11 above can be sub-divided into membership categories, as prescribed by the Bylaws.
- 15. An employee of the Institute cannot be a member.

Admission to membership

- 16. Applications for admission to membership of the Institute must be made in accordance with the Bylaws.
- 17. Applicants for membership may have to pay an application fee, as stated in the Bylaws, before they become members.
- 18. The Board can use its discretion to accept or reject an application for membership, a request to renew membership, or a request for readmission to membership and does not have to give any reason for its decision, which is final.

Rights and obligations of members

- 19. Subject to Article 37, all members must be given notice of and are entitled to attend and speak at general meetings of the Institute.
 - 19.1. Only voting members can vote on any resolution put to the members, either at a general meeting, on a poll ordered in a general meeting or by postal or electronic ballot.
- 20. A proposal made by individual members for a motion to be discussed at a general meeting must be supported by at least 1% of the entire membership of the Institute.
- 21. All members must observe the Institute's Code of Professional Conduct, changes to which are approved by the members.

- 22. Members in certain categories can use titles or names (or their abbreviations) that are allowed by the Bylaws.
- 22.1. No-one whose membership has ended for any reason can continue to use any such titles, names or abbreviations.

Member subscriptions

- 23. Members must pay the Institute the sum of money that is approved by the Board as subscription fees for their respective membership categories:
 - 23.1 on or before the initial subscription date; and
 - 23.2 on or before each annual subscription date.
- 24. The amount of subscription fees will be agreed by the Institute's Board.
 - 24.1 The Board may increase the subscription fees annually. Any increase will have effect from the following 1 May in any year.
 - 24.2 When increasing the subscription fees, the Board can take into account the retail price index (RPI) change for the year before. Any increases should be no more than 10% in any given year.
 - 24.3 Any increase over and above 10% will have to be presented to voting members to be approved by ordinary resolution.
 - 24.4 If the RPI is zero or negative, members will not receive reductions or refunds.

If members do not pay their subscriptions

- 25. Members cannot enjoy the rights and privileges of membership until they have paid the Institute their subscriptions and any application fees.
- 26. If a member has not paid their subscription fee within 30 days following the date upon which it is due in any year, they will be taken to have resigned their membership and their membership will accordingly be ended with immediate effect.
- 27. If a member stops being a member because of Article 26, the member may be readmitted at the Board's discretion and subject to any conditions set by the Board.

Ending membership

- 28. A member can resign their membership at any time by giving notice of their intention to resign in accordance with the Bylaws.
 - 28.1 The resignation notice must be received not less than one month before the end of that member's current subscription year for the resignation to become effective on the first day of the subscription year following.
- 29. Individual membership cannot be transferred.
- 30. If a member possesses anything that belongs to the Institute when they stop being a member, they must return it right away.
- 31. Members must let the Membership Office know of any change to their contact details.

General meetings

- 32. All general meetings other than annual general meetings will be called general meetings.
- 33. The Board shall determine whether a general meeting is to be held as a physical general meeting, or an electronic general meeting, or a combination of the two.

34. The Board can call a general meeting whenever it thinks fit, and at such times and places (including electronic platforms) as it shall determine and a general meeting will also be held if 5% of the voting members request it, in accordance with s303 of the Act. In the case of electronic general meetings, the electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, sees fit.
35. The Board may resolve to enable persons entitled to attend a general meeting hosted on an electronic platform (such meeting being an electronic general meeting) to do so by simultaneous attendance by electronic means with no member necessarily in physical attendance at the electronic general meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the electronic general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chair of the general meeting is satisfied that adequate facilities are available throughout the electronic general meeting to ensure that members attending the electronic general meeting who are not present together at the same place, may, by electronic means, attend, speak and vote at it.
36. Each year the Institute will hold a general meeting as its annual general meeting, as well as any other meetings in that year. The Institute will specify what the meeting is about in the notice of meeting. No more than 15 months will elapse between the date of one annual general meeting of the Institute and the next. The Board will decide whether an annual general meeting is to be held as a physical annual general meeting, an electronic annual general meeting, or a combination of the two. The time and place (including electronic platforms) at which the annual general meeting will be held shall also be determined by the Board.

Notice of general meetings

37. Notice of a general meeting will be given to all individuals who have been admitted as members of the Institute and whose relevant subscriptions have been paid in full on the date that the notice is sent. If an individual is admitted as a member after the date on which the notice is sent, they are not entitled to receive notice of, or attend, the general meeting to which the notice refers.
38. At least twenty-one days' notice in writing will be given for an annual general meeting and at least fourteen days' notice in writing will be given for a general meeting. The notice period will not include the day on which it is given or considered to be given, or the day of the meeting. The notice will specify whether the meeting shall be a physical general meeting, or an electronic general meeting, or a combination of the two, the place (which, in the case of an electronic general meeting, means the electronic platform), date and time of the meeting, the business of the meeting and the wording of any special resolution(s) to be proposed. The notice will be given to all members, Board members and any auditor.
39. If a member or any other person entitled to receive notice is accidentally not given notice, any resolution passed, or proceedings undertaken, at the meeting will still be valid.
40. If, after the sending of the notice of a general meeting but before the meeting is held (or after the adjournment or postponement of a general meeting but before the adjourned or postponed meeting is held), the Board in its absolute discretion considers that it is impracticable or unreasonable for any reason to hold the meeting at the place (including electronic platform) specified in the notice of meeting, they may change the place (including electronic platform) where the general meeting is to be held. This discretion includes changing the place of the meeting from a physical meeting to an electronic meeting and also includes changing the electronic platform on which the general meeting is to be held.

When the place where a general meeting is to be held is changed under this Article, notice of the changed place (including electronic platform) shall be given in such manner as the Board may, in its absolute discretion, determine. The Board shall take reasonable steps to ensure that notice of the change of place (including electronic platform) appears at the original time and at the original place (including electronic platform).

Proceedings at general meetings

41. All business that takes place at a general meeting is considered special. All business that takes place at an annual general meeting will also be deemed special, except receiving the accounts and balance sheet, the reports of the Board and the auditors, the receipt of a report on the election of members of the Board, and the appointment of auditors and fixing the auditors' pay (if applicable).
42. No business will take place at any general meeting unless a quorum (the smallest number of people who need to be at a meeting for official business to go ahead) is present when the meeting starts its business. For all purposes, 10 members present or represented by proxy and entitled to vote - constitute a quorum.
43. If within half an hour of the time appointed for the holding of a general meeting there is not a quorum present, the meeting – if convened at the request of members – will be dissolved. In any other case it will be postponed to a date, time and place decided by the Board and notified to members. If there is still not a quorum at the next meeting within half an hour from the time appointed for holding the meeting, the members or their proxies present will be considered enough to constitute a quorum provided there are at least two individuals present.

Attendance and speaking at general meetings

44. A member can speak at a general meeting if they can communicate , during the meeting, any information or opinions they have on the business of the meeting.
45. A member can vote at a general meeting when:
 - 45.1 they are able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 45.2 that member's vote can be taken into account in deciding whether or not the resolutions are passed at the same time as the votes of all other voting members attending the meeting.
46. The Board can make whatever arrangements it considers appropriate so those attending a general meeting can speak or vote at it.
47. In determining attendance at a general meeting, it does not matter whether any two or more members attending it are in the same place as each other.
48. Two or more persons who are not in the same place as each other are considered to have attended a general meeting if they are (or would be) able to exercise their rights to speak and vote at that meeting, if they have that right.

Chairing general meetings

49. If the Board members have appointed a Chair, the Chair will chair general meetings if present and willing to do so.
50. If the Board members have not appointed a Chair, or if the Chair is unwilling to chair the meeting or is not present within ten minutes after the time the meeting was due to start:
 - 50.1 the Board members present; or
 - 50.2 (if no Board members are present), the meeting must appoint a member to chair the meeting, and this must be the first business of the meeting.
51. The person chairing a meeting in accordance with this Article is called "the chair of the meeting".

Voting: general

52. At all physical general meetings a resolution put to the meeting will be decided on a show of hands by a majority of the members present or represented by proxy and entitled to vote, unless, either before or upon declaration of the result of the show of hands, a poll is requested by the chair of the meeting or by at least five members present or represented by proxy and entitled to vote. Unless a poll is requested, the chair has the right to say 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. This will be conclusive evidence, and proof of the number or proportion of the votes recorded in favour of or against that resolution is not needed.
53. At all electronic general meetings a resolution put to the meeting will be voted on by a poll. Poll votes will be cast by such electronic means as the Board, in its sole discretion, deems appropriate for the purposes of the meeting.
54. Every voting member has one vote.
- 54.1 Any non-voting member who is a Board member has one vote.
55. Only a voting member (or a member to whom Article 54.1 applies) and who was registered and whose subscriptions were fully paid on the date the notice of the general meeting was sent to members, can vote on any question at any general meeting.

Appointment of proxies

56. Proxies can only validly be appointed by a notice in writing (a proxy notice) which:
- 56.1 gives the name and address of the member appointing the proxy;
- 56.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 56.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in a way that the Board members decide; and
- 56.4 is delivered to the Institute at least 48 hours before the meeting in accordance with these Articles and any instructions in the notice of the general meeting to which they relate.
57. The Institute may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
58. Proxy notices for voting members may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting on one or more resolutions).
59. Proxy notices for non-voting members will only allow the proxy to attend and speak at the general meeting.
60. Unless a proxy notice indicates otherwise it must be treated as:
- 60.1 allowing the person who is the proxy to use discretion as to how to vote on any resolution put to the meeting; and
- 60.2 appointing that person as proxy for any adjournment of the general meeting it relates to, as well as the meeting itself or any postponement of that meeting.
- 60.3 Except for the chair of the meeting, the maximum number of proxies to be held by a single person is five.

Delivery of proxy notices

61. A member who is entitled to attend, speak or vote (either on a show of hands or on a poll at a general meeting) continues to be entitled for that meeting or any adjournment or postponement of it, even though a valid proxy notice has been delivered to the Institute by or on behalf of that member.

62. An appointment under a proxy notice can be revoked if a notice in writing is delivered to the Institute by or on behalf of the member on whose behalf the proxy notice was given.
63. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting, adjourned meeting, or postponed meeting to which it relates.
64. If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who did sign it to sign it on the appointer's behalf.
65. **Postponement of general meeting**
If, after the sending of the notice of a general meeting but before the meeting is held (or after the adjournment of a general meeting but before the adjourned meeting is held), the Board in its absolute discretion considers that it is impracticable or unreasonable for any reason to hold the meeting on the dates, or at the time or place (including electronic platform) specified in the notice of meeting or at the date or time appointed for any adjourned meeting, they may postpone the general meeting to another date, time and/or place.
- 65.1 In the case of an annual general meeting the date to which the meeting is postponed shall not be more than 15 months after the date of the previous annual general meeting.
- 65.2 When a general meeting is postponed, notice of the date, time and place (including electronic platform) shall be given to all members who were entitled to receive notice of the original meeting in such manner as the Board may, in its absolute discretion, determine. The Board shall take reasonable steps to ensure that notice of the change of date, time and /or place (including electronic platform) appears at the original venue (including electronic platform) of the postponed meeting. Notice of the business of the postponed meeting does not have to be given as the postponed meeting may only deal with the business contained in the notice of the original meeting.
- 65.3 If a general meeting is postponed the Board may then change the place (including electronic platform) and/or postpone the date and/or time again, if it considers that it is reasonable to do so, under the provisions of this Article.
- 65.4 Proxy appointments with respect to postponed meetings will be valid if delivered and received as required by these Articles not less than 48 hours before the time appointed for holding the postponed meeting. All valid proxy appointments previously made with respect to the meeting concerned will remain valid unless cancelled.

Amendment of resolutions

66. No amendment to an ordinary resolution to be proposed at a general meeting may be considered (except at the discretion of the chair) unless:
- 66.1 a notice of the proposed amendment is given to the Institute in writing, by a member entitled to vote at the general meeting at which it is to be proposed, not less than 48 hours before the meeting is to take place; and
- 66.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
67. A special resolution to be proposed at a general meeting can be amended by ordinary resolution provided that:
- 67.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 67.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
68. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is not acceptable, the vote on the original unamended resolution is still valid.

The Board

69. There shall be no fewer than seven and no more than eleven elected members of the Board, made up of at least four Board members nominated and elected by the voting members.
- 69.1 One of the Board members nominated and elected by the voting members should be an interpreter.
- 69.2 The other elected members of the Board should include a corporate member nominated and elected by the corporate members, and a non-voting member nominated and elected by the non-voting members.
- 69.3 The chief executive of the Institute will be an appointed member of the Board.
- 69.4 Subject to Article 70, the Board may co-opt additional Board members in accordance with Article 82.
70. The Board must always be made up of a majority of voting members.
71. Corporate members are represented on the Board by their corporate representative, who will be a voting member of the Board.
72. The chief executive of the Institute will be a voting member of the Board.
73. If the total number of elected Board members is fewer than specified in Article 69, the remaining Board members will use reasonable efforts to appoint more elected Board members and may act to do so despite falling short of the numbers specified in Article 69.
74. If the number of elected Board members is greater than the minimum specified in Article 69, it is at the current Board's discretion whether the additional elected members of the Board are nominated and elected by voting members, non-voting members or corporate members provided that the Board is always made up of a majority of voting members in accordance with Article 70.

Appointment and retirement of elected Board members

75. The Institute will fill the offices of the Board vacated according to Article 76 and Article 83.4 by election, held either electronically or by postal ballot, or in a general meeting called specifically for the purpose.
76. All elected Board members will be appointed for a fixed term of up to three years that expires on 30 April in the relevant year. No elected Board member can be elected for a term which, when combined with previous consecutive terms, amounts to a continuous period in office as an elected Board member of longer than six years.
- 76.1 The elected Board member's appointment letter may specify a shorter term. For the purposes of this Article 76, all existing elected Board members will be considered to have been appointed on 1 May following the date of their last election or re-election to the Board.
77. Any elected Board member will retire from office at the end of their term, but will be eligible for re-election, subject to these Articles.
78. For re-election purposes, no more than half of the voting members of the Board will be required to retire.
79. Where the members of the Board due to retire have been elected and been in office for the same time since their last election or re-election, the members to retire may be:
- 79.1 agreed among themselves or, in the absence of agreement;
- 79.2 selected by drawing lots.
- 79.3 Any Board member not required to retire in accordance with Article 78, will remain in office for one further year ('a year of grace') to maintain continuity, after which they will be required to retire. These members will be included in the calculation to determine the number of Board members required to retire the following year, as only half the voting members need to retire at any given time.

- 80.** No-one can be elected as a Board member unless at least two years have passed since they have held any previous term of office lasting six years or more without interruption.
- 80.1 No-one can be elected as a Board member within five years after the professional conduct committee has upheld an allegation of misconduct against the member.
- 81.** No-one is a candidate for election or re-election to the Board unless they have been nominated in accordance with the Bylaws and the secretary has received a notice they are willing to be appointed.

Co-option

- 82.** In addition to members elected to the Board, the Board can co-opt any individual onto the Board, up to a limit of two.
- 82.1 The same principle will apply to the co-option of extra individuals to a committee, and will be subject to any additional criteria as laid down in the committee's terms of reference.
- 82.2 While the term of an individual or member so co-opted is not limited in the same way as an elected Board member, the Board may limit or end the appointment of an individual or member so co-opted at any time.

Casual vacancies

- 83.** The Board may appoint any member who is willing to act to fill any vacancy among its members that occurs:
- 83.1 because an elected member who has retired at the end of their term has not been replaced by election; or
- 83.2 because an elected member has left office before the end of their term; or
- 83.3 because the number of elected Board members has fallen below that prescribed in Article 69.
- 83.4 A Board member appointed under this Article must retire on 30 April following their appointment but is eligible for re-appointment subject to Article 81.

Disqualification and removal of Board members

- 84.** A Board member (however appointed) must vacate their office if:
- 84.1 they are made bankrupt or make any arrangement or composition with their creditors;
- 84.2 they are or may be suffering from mental disorder and are either:
- 84.2.1 admitted to hospital for treatment under mental health legislation.
- 84.2.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, legal guardian or other person to exercise powers with respect to their property or affairs;
- 84.3 they have been absent, without the permission of the Board, from all Board meetings held during a period of six consecutive months, and the Board decides that their office will be vacated;
- 84.4 they resign by giving written notice to the Institute;
- 84.5 they are removed by members of the Institute by a special resolution of the voting members of the Institute voting in a general meeting or by postal or electronic ballot;
- 84.6 if they are a member of the Institute, they stop being a member of the Institute;
- 84.7 if they are prohibited from being a company director under UK law.

Powers of the Board

- 85.** The business of the Institute is managed by the Board, which can exercise all the powers of the Institute, subject to:

- 85.1 the provisions of the Act, these Articles and the Bylaws; and
- 85.2 any directions given by resolution of the Institute.
- 86. No valid act of the Board can become invalid through a Bylaw made, direction given, or any alteration of these Articles after that act.
- 87. The powers of the Board are not diminished because of any vacancies in its membership, as long as the number of its members does not fall below the number prescribed as a quorum for its meetings.
- 88. If the number of members of the Board falls below the number prescribed as a quorum for its meetings, the remaining members may act as the Board for the following purposes only:
 - 88.1 to admit persons to membership of the Institute;
 - 88.2 to appoint persons to fill vacancies on the Board;
 - 88.3 to convene a general meeting.

Delegation of powers

- 89. The Board can, as it thinks fit, delegate any of its powers to committees consisting of one or more officers, or individual members, of the Institute.
- 90. In the exercise of the powers delegated, any committee formed according to this Article will conform to any regulations imposed on it by the Board.
- 91. The meetings and proceedings of any committee are governed by these Articles and the Bylaws.
- 92. There must be a membership committee and a professional conduct committee, whose conditions of operation will be specified by the Board.
 - 92.1 No Board member can be a member of the professional conduct committee.

Proceedings of the Board

- 93. As long as they meet the provisions of these Articles, the Board members can regulate their proceedings as they think fit.
- 94. The quorum for Board meetings is four Board members, or half the elected members, whichever is greater.
- 95. Any matter requiring a vote at a meeting is to be decided by a majority of votes.
 - 95.1 Every Board member has one vote, irrespective of their personal class of membership or how they were appointed.
- 96. If the votes are equal, the chair of the meeting will have the casting vote.

Conflicts of interest

- 97. Should a Board member find themselves in a situation that is reasonably likely to cause a conflict between their own direct or indirect interests and those of the Company, they must declare their interest to the Board.
- 98. Whenever a matter is to be discussed at a meeting or decided in accordance with Article 111 (written resolution of the Board) and a Board member has a conflict of interest in that matter then, subject to Article 100, they must:
 - 98.1 only stay for the part of the meeting that, in the view of the other Board members, is necessary to inform the debate;
 - 98.2 not be counted in the quorum for that part of the meeting; and
 - 98.3 withdraw during the vote and have no vote on the matter.

99. If any question arises as to whether a Board member has a conflict of interest, the question will be decided by a majority decision of the other Board members.

Board members' power to authorise a conflict of interest

100. The Board members may (subject to any terms that they may impose from time to time, and subject to their right to vary or end such authorisation) authorise, to the fullest extent permitted by law:
- 100.1 any matter which would otherwise result in a Board member infringing their duty to avoid a situation in which they have a conflict of interest; and
- 100.2 the manner in which a conflict of interest arising out of any Board member's office, employment or position may be dealt with and, for the avoidance of doubt, the Board may modify or dispense with the requirements in Article 98 provided that when deciding to give such authorisation the provisions of Article 98 are complied with;
- 100.3 as long as nothing in this Article 100 has the effect of allowing the Board members to authorise a benefit that is not allowed under Article 127.
- 100.4 If a matter, or office, employment or position, has been authorised by the Board members in accordance with Article 98 then the Board member can choose not to attend Board meetings where anything relating to that matter, office, employment or position, will or may be discussed.
- 100.5 A Board member will not be accountable to the Institute for any benefit which they derive from any matter, office, employment or position which has been authorised by Board members in accordance with Article 100 (subject to any limits or conditions on which the approval was dependent).
- 100.6 When a Board member has a conflict of interest which they have declared to the other Board members, they will not be in breach of their duties to the Institute if they do not disclose confidential information to the Institute, if it would mean they were breaching any other duty or obligation of confidence they owed.

Register of Board members' interests

101. The Board will keep a register of Board members' interests. A Board member must declare the nature and extent of any direct or indirect interest which they have in a proposed transaction or arrangement with the Institute or in any transaction or arrangement entered into by the Institute, which has not previously been declared.

Board payments

102. A Board member may be paid a reasonable fee for each Board meeting they attend. The amount of the fee is at the discretion of the Board and the current fee will be stipulated in the Board Handbook.
- 102.1 The Chair of the Board may be paid a reasonable stipend. The current amount will be stipulated in the Board Handbook.
- 102.2 Any increase to the allowances referred to in Articles 102 and 102.1 will be linked to the retail price index of the current year and will be no more than 10% in any given year. Any increase over and above the rates stated in this Article will be approved by ordinary resolution of the Institute's voting members held either in a general meeting or electronically or by postal ballot.

Board member expenses

103. Board members will be reimbursed out-of-pocket expenses they incur while carrying out affairs of the Institute, in accordance with the Expenses Policy as agreed by the Board from time to time.

Calling a Board meeting

- 104.** At the request of the Chair of the Institute or any three Board members, the secretary will call a Board meeting by notice served on each of its members.
- 105.** Notices of Board meetings do not need to be in writing.
- 105.1** A Board member not resident in or temporarily absent from the United Kingdom is not entitled to longer notice of Board meetings than would be reasonable if they were resident there.
- 106.** A Board member not resident in or temporarily absent from the United Kingdom can be sent notice of Board meetings to any address they have given to the secretary in writing.
- 107.** Notice of any Board meeting must give:
- 107.1** its proposed date and time;
- 107.2** details of where it is to take place; and
- 107.3** if it is expected that Board members taking part in the Board meeting will not be in the same place, details of how they could communicate with each other during the meeting.

Virtual meetings

- 108.** Subject to the Articles, Board members take part in a meeting of Board members, or part of a meeting, when:
- 108.1** the meeting has been called and takes place in accordance with these Articles; and
- 108.2** they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 109.** In determining whether Board members are taking part in a meeting, it is irrelevant where any Board member is or how they communicate with the others.
- 110.** If the Board members participating in a meeting are not all in the same place, they may decide that the meeting is to be treated as taking place where the chair of the meeting is.
- 111.** A resolution in writing sent to all Board members, but signed by three quarters of the Board, is as valid and effective as if it had been passed at a meeting of the Board or committee duly convened and constituted.

Special appointments of the Board

- 112.** The Chair of the Institute is appointed by the Board.
- 112.1** The Chair is appointed for a term of three years and must retire from their special appointment at the end of their elected term.
- 112.2** The Chair is eligible for re-appointment subject to Article 76.
- 113.** The Vice-chair(s) of the Institute are appointed by the Board.
- 113.1** The Vice-chair(s) are appointed for a term of one year.
- 113.2** The Vice-chair(s) are eligible for re-appointment subject to Article 76.
- 114.** The Chair and Vice-chair(s) must be voting members of the Institute and have served on the Board for a minimum period of one year before being appointed to either of these roles.
- 115.** In the absence of the Chair of the Institute, a Vice-chair will chair Board meetings and if neither the Chair nor a Vice-chair is present, the Board members that are present must choose one of their number to chair the meeting.
- 116.** The Chair or Vice-chair(s) can resign from their special appointment before the end of their term by giving notice to the Institute.

ITI Networks

- 117.** To promote any of the objects specified in these Articles, the Board may:

- 117.1 allow a network of translators and/or interpreters anywhere in the United Kingdom or elsewhere to be known as an ITI Network;
- 117.2 revoke a network's permission to be known as an ITI Network.
- 118.** The relationship between ITI and ITI Networks will be set out in a Memorandum of Understanding between ITI and the ITI Network.

Ballots

- 119.** The Board can order a ballot on any question that concerns the Institute.
- 119.1 A decision reached by ballot has the same effect as an ordinary or special resolution of the Institute at a general meeting.
- 120.** Appointments resulting from elections carried out by ballot are considered to have been made with effect from 1 May in the year that the elections took place.

Communications by and to the Institute

- 121.** Subject to the Act and these Articles:
 - 121.1 a document or information (including any notice) to be given, sent or supplied to any person according to these Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Institute) by making it available on a website;
 - 121.2 a document or information (including any notice) can only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information can be sent in that form and has not revoked that agreement; and
 - 121.3 a document or information (including any notice) can only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied that way, or if the recipient is considered to have agreed in accordance with the Act.
- 122.** Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Institute's register of members or (in the case of documents or information sent electronically) to an address specified for the purpose by the member, as long as:
 - 122.1 a member whose registered address is not within the United Kingdom but who gives to the Institute an address within the United Kingdom to which notices can be sent to them or an address to which notices may be sent electronically, can have notices sent to them at that address, but otherwise no member whose registered address is outside the United Kingdom will receive any notice from the Institute; and
 - 122.2 the Institute does not have to send documents, information, notice of a general meeting or a copy of its annual report and accounts to a member whose address is no longer valid.
- 123.** Any document to be served on the Institute or on any officer of the Institute under the Articles may only be served:
 - 123.1 in the case of documents in hard copy form, by sending or delivering them to the registered office of the Institute or delivering them personally to the officer in question; or
 - 123.2 in the case of electronic documents, by sending them by electronic means:
 - 123.3 to an address given to the members for that purpose; and
 - 123.4 from an address previously given to the Institute by the member for the purpose of sending and receiving documents and information.
- 124.** A document or information sent in accordance with the Articles is considered to have been delivered as follows:
 - 124.1 If the document or information is sent by post, it will be considered to have been delivered 48 hours after the envelope containing it was posted. In proving the service or delivery, it will be enough to prove that the envelope was properly addressed and posted.

- 124.2 If the document or information is sent electronically to an address specified for the purpose by the intended recipient, service or delivery will be considered to be the same day that it is sent. In proving the service, it will be enough to prove that it was properly addressed.
- 124.3 If the document or information is sent by a website, service or delivery will be considered to be when:
- 124.3.1 the material is first made available on the website; or
- 124.3.2 (if later) when the recipient is told or is considered to have been told that the material was available on the website.

Application of income and property

- 125.** The income and property of the Institute will be applied solely towards promoting its objectives as laid out in these Articles. No portion will be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to members of the Institute. Nothing in these Articles will prevent any payment in good faith by the Institute:
- 125.1 of reasonable pay to any member or officer of the Institute for any services given to the Institute;
- 125.2 of interest on money lent by any member of the Institute at a rate per year not exceeding the current base lending rate from time to time of the bankers to the Institute at that time;
- 125.3 of reasonable and proper rent for premises rented or let by any member of the Institute.

Bylaws

- 126** The Board may make, change, or repeal Bylaws regulating:
- 126.1 admission, renewal of admission, readmission, qualification, disqualification and expulsion of members of the Institute;
- 126.2 application fees payable by members on joining the Institute;
- 126.3 annual subscriptions payable by the members of the Institute, providing that the effect of the Bylaws is not to increase the annual subscription of any member to a greater extent than allowed by Article 24.2;
- 126.4 nomination of candidates for the Board and the conduct of ballots for their election;
- 126.5 appointment of committees of the Board and definition of their duties and powers;
- 126.6 the constitution and operation of ITI Networks;
- 126.7 any other matter consistent with these Articles.
- 126.8 The terms of the Bylaws made and changed by the Board from time to time are binding on the members in the same way as if the terms were included in these Articles.
- 127.** If a Bylaw is inconsistent with these Articles, it is not valid if it amounts to an alteration of those Articles.

Professional conduct

- 128.** The Board will oversee compliance with the Institute's code of professional conduct through the professional conduct committee.

Appeals panels

- 129.** The Board may set up a body or bodies, called appeals panels, to hear appeals against decisions of the Board or any of its committees concerning:
- 129.1 a disciplinary measure against any member; or
- 129.2 admission of any person to membership of the Institute or to any particular category of membership.
- 130.** An appeals panel may include individuals who are not members of the Institute but no Board member or member of:

- 130.1 the professional conduct committee in the case of an appeal against a disciplinary measure;
- 130.2 the membership committee in the case of an appeal against refusal of admission to membership or to any particular category of membership.
- 131. A decision of an appeals panel is final.
- 132. The rules governing the composition and procedures of appeals panels will be written in the appeals procedures.

Chief executive

- 133. The Institute will have a chief executive, appointed by the Board. The chief executive will be appointed on the terms and conditions and at the pay the Board thinks fit.
- 134. The Board can also remove any chief executive.

Company secretary

- 135. The Board may appoint a company secretary on the terms and conditions and at the pay the Board thinks fit. The person appointed as company secretary does not have to be a Board member .
- 136. The Board can remove any company secretary. The Board may from time to time appoint an assistant or deputy company secretary and this person can act in place of the company secretary, if there is no company secretary or the company secretary is incapable of acting.
- 137. Where a company secretary is appointed, the Board will use their best endeavours to ensure that the person appointed has the right experience and qualifications.

Auditors

- 138. Auditors may be appointed by the Board as appropriate and their duties regulated in accordance with the Act.

The common seal

- 139. The common seal of the Institute may be used only on the authority of the Board.
- 139.1 The Board will decide who will sign any document to which the seal is affixed.
- 139.2 Unless otherwise decided, the documents to which the seal has been affixed must be signed by a Board member and the company secretary or a second Board member .

Minutes

- 140. The Board will make sure minutes are taken and kept of:
 - 140.1 all appointments of officers made by the Board;
 - 140.2 all resolutions of the Institute and the Board; and
 - 140.3 all proceedings at meetings of the Institute and of the Board and of committees of the Board, including the names of the Board members present at these meetings.

Accounts

- 141. The Board will make sure that all accounting records that the Act and any other legislation require the Institute to maintain are kept up to date.
- 142. The accounting records will be kept at the registered office of the Institute or, subject to the provisions of the Act, at another place or places that the Board think fit. They will always be open to inspection by the Board members in accordance with the Act.

- 143.** The accounting records of the Institute are to be open to the inspection of all members of the Institute for reasonable periods on each business day.

Indemnity

- 144.** In accordance with the Act, every officer, Board member or employee of the Institute will be indemnified out of the assets of the Institute for any liability they may incur 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 an 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 Institute.

Winding up

- 145.** If, when the Institute is wound up or dissolved, there are any assets left (after all its debts and liabilities have been paid), they will be given or transferred to another institution or institutions with objects similar to the objects of the Institute.