
A COMPANY NOT HAVING A SHARE CAPITAL

THE ARTICLES OF ASSOCIATION

OF

THE INSTITUTE OF EMPLOYABILITY PROFESSIONALS

Registered Number: 7893452

Incorporated on 29 December 2011

LONDON ♦ MILTON KEYNES



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The Institute of Employability Professionals (the "Company")

1 PRELIMINARY

1.1 The regulations referred to in regulation 3, and set out in schedule 2, of The Companies (Model Articles) Regulations 2008 ("the Model Articles") apply to the Company except to the extent that they are excluded and modified by these Articles, and are to the exclusion of all other regulations and Articles.

1.2 The registered office of the Company will be situated in England or Wales.

2 DEFINED TERMS

2.1 In the Articles, unless the context requires otherwise:

"Act" means the Companies Act 2006

"Annual General Meeting" shall have the meaning given in article 27;

"Articles" means the Company's Articles of association;

"Bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"Board" means the board of Directors of the Company

"Chairperson of the meeting" has the meaning given in article 25;

"Code of Conduct" means the Company's code of conduct as amended from time to time;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

"Company" means the IEP

"Director" means a director of the Company, and includes any person occupying the position of director, by whatever name called;

"Document" includes, unless otherwise specified, any Document sent or supplied in Electronic Form;

"Electronic Form" has the meaning given in section 1168 of the Companies Act 2006;

"Member(s)" means the members of the Company from time to time

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006;

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006;

“Subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2.2 Unless the context otherwise requires words or expressions which have particular meanings in the Model Articles or in the Act have the same meanings in these Articles.

3 **OBJECTS**

3.1 The Company’s objects (the “Objects”) are to act as a regulatory body to develop and maintain quality standards of professionalism within the employment related services sector. In furtherance of the Objects the Company shall:

3.1.1 set standards that promote the ethical and competent delivery of employment related services;

3.1.2 promote the importance of professional qualifications and continuing professional development;

3.1.3 provide or facilitate the provision of products and services to Members that support the Objects; and

3.1.4 promote the Company and its services

3.1.5 foster altruism amongst our members and to encourage members to support each other in their professional attainment

3.1.6 raise the profile and maintain and protect the reputation of the sector.

4 **POWERS**

4.1 The Company has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Company has power:

4.1.1 to raise funds, and in doing so, the Company must comply with any relevant statutory regulations;

4.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

4.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

4.1.4 to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or

the discharge of an obligation. The Company must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

- 4.1.5 to co-operate with other companies, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the purposes included in the Objects;
- 4.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other company or charity;
- 4.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a director only to the extent it is permitted to do so by article 5 and provided it complies with the conditions in that article;
- 4.1.10 to manage its finances:
 - 4.1.10.1 deposit or invest funds;
 - 4.1.10.2 employ a professional fund-manager;
 - 4.1.10.3 arrange for the investments or other property of the Company to be held in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 4.1.11 to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993; and
- 4.1.12 to pay out of the funds of the Company the costs of forming and registering the Company both as a company and as a charity.

5 **FINANCE**

- 5.1 All money payable to the Company shall be deposited in a bank account in the name of the Company. No sum shall be drawn from that account except by cheque or an authority signed by two of the four signatories who shall be the Chairperson and three other of their number appointed by the Board from time to time. Any monies not required for immediate use may be invested as the Board in their discretion think fit.
- 5.2 The income and property of the Company shall be applied only in furtherance of the objects of the Company and no part thereof shall be paid to any Members of the Company, save as set out in Article 9.3.
- 5.3 The Board shall have power to authorise the payment of remuneration and expenses to any officer, Members or employee of the Company and to any other person or persons for services rendered to the Company.

- 5.4 The Board shall keep proper accounts of the finances of the Company.
- 5.5 The accounts shall be verified at least once a year by a chartered accountant who shall be appointed by the Annual General Meeting recommended by the Finance Committee.
- 5.6 A verified statement of accounts for the last Financial Year shall be submitted by the Board at the Annual General Meeting.

6 **BORROWING**

- 6.1 The Board may borrow money on behalf of the Company for the purposes of the Company from time to time on the recommendation of the Finance Committee for the general upkeep of the Company or with the sanction of a General Meeting for any other expenditure, additions or improvements.
- 6.2 When so borrowing the Board shall have power to raise in any way any sum or sums of money in such manner or on such terms and conditions as recommended by the Finance Committee, taking advice from the Company's chartered accountant, and in particular by mortgage of or charge upon all or any part of the property of the Company.
- 6.3 The Board shall make such dispositions of the Company's property or any part thereof, and enter into and execute such agreements and instruments in relation thereto as the Board may deem proper for giving security for such monies and the interest payable thereon.
- 6.4 The Board shall have no power to pledge the personal liability of any Members of the Company for the repayment of any sums so borrowed.

7 **PROPERTY**

- 7.1 The property of the Company, including cash at the bank, shall be managed by the Finance Committee on behalf of the Board and is subject to Board approval of all investment and/or borrowing decisions.

8 **LIMITED LIABILITY**

- 8.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:
- 8.1.1 payment of the Company's debts and liabilities contracted before he ceases to be a Member;
- 8.1.2 payment of the costs, charges and expenses of winding up; and
- 8.1.3 adjustment of the rights of the contributories among themselves.

9 **DISSOLUTION**

- 9.1 A Special Resolution to dissolve the Company shall be proposed only at a Special General Meeting and shall be carried by a majority of three-quarters of the Members present and who are entitled to vote.

9.2 The dissolution shall take effect from the date of the resolution and the Member of the Board shall be responsible for the winding-up of the assets and liabilities of the Company.

9.3 Any property remaining after the discharge of the debts and liabilities of the Company shall be transferred to an organisation with similar objectives to those of the Company and any such transfer will be approved by the Board at the date of dissolution.

10 **DIRECTORS' GENERAL AUTHORITY**

10.1 Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

11 **MEMBERS' RESERVE POWER**

11.1 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.

11.2 No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

12 **COMMITTEES**

12.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

12.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

13 **COMPOSITION OF THE BOARD OF DIRECTORS**

13.1 The business of the Company shall be overseen by an elected Board of Directors.

13.2 The Board shall consist of:

13.2.1 a minimum of four and a maximum of twelve persons who are Full or Fellow Members;

13.2.2 up to two persons who are not Members of the Company;

13.2.3 no more than two Members working in the same or affiliated business or organisation shall serve on the Board at any one time; and

13.2.4 The Board may co-opt additional members to fill casual vacancies and non-members to support specific requirements.

13.3 Board members shall be elected for a maximum of 3 years and may stand for re-election for one additional term.

13.4 Elections for one-third of the positions on the Board will take place every 12 months, where the Board members shall be proposed, seconded and elected by a secret ballot of the Full, Fellow or Associate Members and announced at the Annual General Meeting.

14 CONDUCT OF THE BOARD

- 14.1 Board meetings shall be held as and when deemed appropriate by its Board members and the quorum for meetings shall be four.
- 14.2 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Company secretary (if any) to give such notice.
- 14.3 Notice of any Directors' meeting must indicate:
- 14.3.1 its proposed date and time;
 - 14.3.2 where it is to take place; and
 - 14.3.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 14.4 Board members shall be given not less than seven days oral or written notice of a meeting. Decisions of the Board shall be made by a simple majority and in the event of no majority the Chairperson (or the acting Chairperson for that decision) shall have a casting or additional vote.
- 14.5 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 14.6 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- 14.6.4 the meeting has been called and takes place in accordance with the Articles, and
 - 14.6.5 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 14.7 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 14.8 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 14.9 The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.
- 14.10 In addition to the Directors so elected, the Board may co-opt other Members of the Company who shall serve until the next Annual General Meeting. Co-opted Members shall not be entitled to vote at the meetings of the Board.
- 14.11 The Board shall elect the Chairpersons of the standing committees of the Company, namely the Membership and Nominations Committee, the Compliance Committee, the Standards and Qualifications Committee, and the Finance Committee.

14.12 The Board may from time to time appoint from among their number such sub-committees or Special Interest Groups as they may consider necessary and may delegate to them such of the powers and duties of the Board as they may determine. All such sub-committees and special interest groups shall periodically report their proceedings to the Board and shall conduct their business in accordance with the directions of the Board.

14.13 The Board shall be responsible for the management of the Company and shall have the right of appointing and determining the terms and conditions of service of employees of the Company. The Board shall have the power to enter into contracts for the purposes of the Company on behalf of the Company.

15 **UNANIMOUS DECISIONS**

15.1 A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.

15.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

15.3 References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

15.4 A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

16 **CONFLICTS OF INTEREST**

16.1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes

16.2 But if Article 16.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

16.3 This Article applies when:

16.3.1 the Company by Ordinary Resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;

16.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

16.3.3 the Director's conflict of interest arises from a permitted cause.

16.4 For the purposes of this article, the following are permitted causes:

16.4.4 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;

- 16.4.5 subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; or
 - 16.4.6 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- 16.5 For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 16.6 Subject to Article 16.7, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairperson whose ruling in relation to any Director other than the Chairperson is to be final and conclusive.
- 16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 16.8 The Board shall ensure that details surrounding any conflicts of interests are recorded and made available to Members. The Chairman, or in his absence the Vice Chairman, shall cause minutes to be taken.

17 **DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

- 17.1 Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded.

18 **TERMINATION OF DIRECTORS' APPOINTMENT**

- 18.1 A vacancy in the office of a Board member shall automatically occur:
- 18.1.1 on receipt by the Board of a Director's written resignation;
 - 18.1.2 if being a Full or Fellow Member, on cessation of his Full or Fellow Membership;
 - 18.1.3 on the expiration of his term of office;
 - 18.1.4 if they are found guilty of professional misconduct either by the Company or any other professional organisation irrespective of whether or not their Membership is revoked;
 - 18.1.5 if they fail to attend more than three consecutive meetings of the Board;
 - 18.1.6 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
 - 18.1.7 a Bankruptcy order is made against that person;

- 18.1.8 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 18.1.9 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months; or
- 18.1.10 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

18.2 Any vacancy, however arising, may be filled on a temporary basis by the Board but any person so appointed shall retire at the next Annual General Meeting but shall be eligible for re-election.

19 **DIRECTORS' REMUNERATION**

19.1 Directors may undertake any services for the Company that the Directors decide but may not be remunerated.

20 **DIRECTORS' EXPENSES**

20.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

20.1.1 meetings of Directors or committees of Directors,

20.1.2 general meetings, or

20.1.3 separate meetings of the holders of debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

21 **MEMBERSHIP**

21.1 The following levels of Membership are available:

21.1.1 Affiliate Membership;

21.1.2 Associate Membership;

21.1.3 Full Membership; and

21.1.4 Fellow Membership.

21.2 The requirements for each level of Membership are set out in Schedule A.

21.3 Membership is available to individuals who have satisfactorily completed the application process relevant to their grade of membership to the Board of the Company.

- 21.4 Appointment to Fellow, Full, Associate and Affiliate Membership shall be at the sole discretion of the Board of the IEP who have delegated the detailed management to the Membership and Nominations Committee.
- 21.5 Members shall conduct themselves and their business with integrity, objectivity and courtesy and adhere to the Code of Conduct.
- 21.6 No Members shall bring the name of Company into disrepute.
- 21.7 Any Member who is not an Affiliate Member, and who undertakes activities where a conflict of interest exists or a potential conflict of interest may exist with the business or interests of the Company, must declare their interest to the Company's Board through the Declaration of Interests Register within 24 hours of becoming aware of the actual or potential conflict of interest.
- 21.8 Membership is not transferable.
- 21.9 A Member is obliged to inform the Membership and Nominations Committee immediately of any change in his/her status that occurs in relation to Article 22.

22 **SUSPENSION AND TERMINATION OF MEMBERSHIP**

- 22.1 The Compliance Committee should consider suspending a member for up to three months pending full investigation, where there is reasonable evidence that the members is non-compliant with the Constitution of the IEP or the IEP's Code of Conduct, and where they consider that the alleged non-compliance could be damaging to the reputation of the Company.
- 22.2 The following actions could lead the Compliance Committee to consider suspending a member as described in 22.1.
- 22.2.1 A complaint about their business or professional behaviour is upheld or endorsed by the Compliance Committee of the Company; or
- 22.2.2 They have been convicted of any criminal offence involving fraud, dishonesty, deception or violence or other indictable offence (as defined by the Serious Organised Crime and Police Act 2005) or have such conviction for which the rehabilitation period has not expired or is registered on the Sex Offenders Register; or
- 22.2.3 They are declared bankrupt or disqualified from being a Director ;or
- 22.2.4 A registered medical practitioner gives a written opinion stating that the member has become physically or mentally incapable of managing his financial or business affairs or a court makes an order which wholly or partly prevents a member from personally exercising any powers or rights in respect of his financial affairs for all levels of membership ;or
- 22.2.5 They become barred from membership of another professional organisation.
- 22.3 A Member shall cease to be a Member if they give written notice to the Membership Nomination Committee of their resignation.
- 22.4 A Member shall be deemed to have resigned if:

- 22.4.6 their Membership subscription or other debt to the Company is more than 3 months in arrears;
- 22.4.7 they have not completed the required level of continuing professional development;
- 22.4.8 they fail to comply with the requirements of legislation relevant to their business or job role;
- 22.4.9 they fail to comply with any reasonable request from the Company within any time limit given;

22.5 The Compliance Committee may suspend a Member for a period of up to three months pending full investigation where they suspect the Member in question is in non-compliance with the Code of Conduct or these Articles and they consider the nature of the alleged non-compliance could be damaging to the reputation of the Company.

22.6 During a period of suspension a Member may not make any reference to Membership or use the Company logo on any documents, website, or email or refer to Membership verbally except to rectify any issues which led to suspension.

22.7 The Compliance Committee shall have the right at their sole discretion to terminate the Membership of a Member provided that the Member shall have the right of appeal as set out in the Code of Conduct.

23 **COMPLAINTS**

23.1 Complaints against any Member by a member of the public shall be dealt with in accordance with the provisions of the Code of Conduct by the Compliance Committee. Members shall be bound by the outcome of the process.

23.2 Complaints against any Member by another Member shall be made in writing to the Executive in the first instance. The Executive will respond in writing within 30 days. If the matter cannot be resolved then the Executive will refer the matter to the Chairperson of the Compliance Committee for consideration. Chairperson. Any complaints will be dealt with by the Compliance Committee who may form a sub-group to consider evidence provided to them within time constraints stated by them. If a complaint is upheld, disciplinary action shall be as outlined in the Code of Conduct. If any complaint is made against a Member who is also a Director of a standing committees, that Member shall take no part in such proceedings.

23.3 Complaints against any Director shall be made in writing to the Chairperson of the Board who shall follow the procedure outlined in 23.2 above.

24 **CODE OF CONDUCT**

24.1 All Members, by virtue of their Membership agree to abide by the Code of Conduct.

24.2 The Compliance Committee is empowered to enforce the Code of Conduct and compliance with it.

24.3 An appeals process shall be provided by the Board to resolve any disputes over the decisions made by the Compliance Committee, and where a complaint is made against a Board Member, the Member concerned shall play no part in the provision of the appeals process for that particular matter.

25 **SUBSCRIPTIONS**

25.1 Members shall pay such subscriptions as may from time to time be determined by the Board and subscriptions shall not be refunded in the event that Membership ceases before renewal is due.

26 **PROCEDURE AT GENERAL MEETINGS**

26.1 The Chairperson of the Board shall send to each Full, Fellow, Associate and Affiliate Members written notice of the date of the General Meeting at least 28 days before the meeting, unless the General Meeting has been called by the Board in accordance with Article 28 in which case the written notice shall be sent as soon as the Board has called the General Meeting.

26.2 Not less than 10 days before the meeting the Chairperson shall send to each Full, Fellow, Associate and Affiliate Members a written agenda and details of any resolutions received.

26.3 A Member of any level shall be entitled to attend but only Full, Fellow and Associate Members shall be entitled to vote. Full, Fellow and Associate Members who are not able to attend may appoint a proxy to vote on their behalf provided that a proxy vote paper has been lodged with the Chairperson or the Vice Chairperson at least 48 hours prior to the start of the meeting. The proxy need not be a person entitled to vote.

26.4 The quorum for Annual and Special General Meetings shall be 3% of the Members entitled to attend and vote. Attendance can be in person or using appropriate technology.

26.5 The Chairperson, or a Director selected by the Board, shall take the chair. Each Member present shall have one vote and resolutions shall be passed by a simple majority. In the event of equality of votes the Chairperson shall have a casting or additional vote.

26.6 The Chairperson, or in his absence a Director, shall cause minutes to be taken at Annual and Special General Meetings.

27 **ANNUAL GENERAL MEETINGS**

27.1 The Annual General Meeting of the Company shall be held each year not later than the last day of March to transact the following business:

27.1.1 to receive the Chairperson's report of the activities of the Company during the previous year;

27.1.2 to receive and consider the accounts of the Company for the previous year and the Accountant's report on the accounts and a report as to the financial position of the Company;

27.1.3 to remove or elect or reappoint the Accountant and authorise the Board to determine their remuneration;

- 27.1.4 to decide on any resolution which may be duly submitted in accordance with Article 27.1.6;
- 27.1.5 nominations for election of Directors to the Board shall be made in writing by the proposer and seconder with confirmation of the nominees' agreement to the Chairperson not less than 14 days before the Annual General Meeting. If nominations made before the Meeting are insufficient to make the minimum number of officers allowing for resignations and expirations of terms of office, nominations may be taken from the floor if the proposer, seconder and nominee are all present; and
- 27.1.6 notice of any resolution proposed to be moved at the Annual General Meeting shall be given in writing to the Chairperson not less than 14 days before the meeting. Every resolution shall be accompanied by details of proposer and seconder at least one of whom shall be present at the Annual General Meeting.

28 **SPECIAL GENERAL MEETINGS**

- 28.1 A Special General Meeting may be called at any time by the Board and for any reason (including to deal with matters reserved only for an Annual General Meeting) and shall be called within 28 days of receipt by the Chairperson or the Vice Chairperson of a requisition in writing signed by not less than 15% of Full, Fellow and Associate Members stating the purpose for which the meeting is required and the resolutions proposed.

29 **ALTERATION OF THE ARTICLES**

- 29.1 These Articles may be altered by resolution at an Annual or Special General Meeting provided that the resolution is passed by a Special Resolution of the Members.

30 **BYE-LAWS**

- 30.1 The Board shall have the power to make, repeal and amend such bye-laws as they may from time to time consider necessary for the well-being of the Company, which bye-laws, repeals and amendments shall have effect until set aside by the Board or at a General Meeting.

31 **ADMINISTRATIVE ARRANGEMENTS - MEANS OF COMMUNICATION TO BE USED**

- 31.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 31.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- 31.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

32 **USE OF INSTITUTE EMBLEMS AND NOMENCLATURE**

- 33 Full Members will be entitled to use the letters MIEP after their names on letters written by them and on their business cards and be entitled to display the Company's logo along with the term 'Member' on their business stationery.
- 33.1 Fellow Members will be entitled to use the letters FIEP after their names on letters written by them and on their business cards and be entitled to display the Company's logo along with the term 'Member' on their business stationery.
- 33.2 Associate Members will be entitled to use the letters AIEP after their names on letters written by them and on the business cards of the corporate Members but cannot use the Company's emblems.
- 33.3 Affiliate Members are not entitled to use Company emblems or nomenclature.
- 33.4 On cessation of Membership of any level, for whatever reason, an individual must amend any business stationery and marketing material to reflect their change of Membership grade. Confirmation of such action shall be made in writing to the Membership and Nominations Committee within 28 days of the date of the cessation of the particular level of Membership.

34 **OFFICERS AND HONORARY MEMBERS**

- 34.1 The officers of the Company shall be a Chairperson and a Vice Chairperson who must each be Full or Fellow Members of the Board.
- 34.2 Election of officers shall take place annually at the first Board meeting following the Annual General Meeting. Retiring officers shall be eligible for re-election.
- 34.3 All Members of the Board shall be eligible to vote in the election of the Chairperson and Vice Chairperson of the Board.

35 **NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

- 35.1 Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a Member.

36 **PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

- 36.1 The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that Subsidiary.

37 **DIRECTORS' INDEMNITY AND INSURANCE - INDEMNITY**

- 37.1 Subject to Article 37.2, a relevant Director of the Company or an associated Company may be indemnified out of the Company's assets against:
- 37.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

37.1.2 any liability incurred by that Director in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

37.1.3 any other liability incurred by that Director as an officer of the Company or an associated company.

37.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

37.3 In this article—

37.3.4 companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate, and

37.3.5 a “relevant Director” means any Director or former Director of the Company or an associated company.

38 **INSURANCE**

38.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

38.2 In this article:

38.2.1 a “relevant Director” means any Director or former Director of the Company or an associated company,

38.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated Company or any pension fund or employees’ share scheme of the Company or associated company, and

38.2.3 companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate.

SCHEDULE A – MEMBERSHIP REQUIREMENTS

1 AFFILIATE MEMBERSHIP

- 1.1 Affiliate Membership is available, at the discretion of the Membership and Nominations Committee (MNC), to any individual with an interest in the employability sector. There are no specific entry requirements for Affiliate Membership, although it is expected that applicants would have a connection with the sector, for example, through their work, a course of study or learning programme.

2 ASSOCIATE MEMBERSHIP

- 2.1 Associate Membership is available to individuals who have not met the criteria for Full Membership, who can demonstrate that they have had a minimum of 1 year's relevant employability experiences and have achieved 100 membership points based on qualifications and experience. The points may be accrued as follows:

- 2.1.1 Experience: Minimum 1 year (40 pts. per year)
- 2.1.2 Qualifications: Qualification on the list approved by IEP (75-100 pts.)
- 2.1.3 Reference confirming experience (mandatory) from a manager or client stating that they have delivered their role/service to a good standard and achieved the required KPI's for their post (20 pts.).

3 FULL MEMBERSHIP

- 3.1 Full Membership is available to individuals who can demonstrate that they have had a minimum of 3 year's relevant experience and have achieved 200 membership points based on qualifications and experience. The points may be accrued as follows:

- 3.1.1 Experience: Minimum 3 years (40 pts. per year)
- 3.1.2 Qualifications: An approved IEP qualification (100-150 pts.)
- 3.1.3 Reference confirming experience (mandatory) from a manager or client stating that they have delivered to a good standard and achieved the required KPI's for their post (40 pts.).

- 3.2 Full Members must meet the requirements of Continuing Professional Development set out by the Standards and Qualifications Committee (SQC) from time to time.

4 FELLOW MEMBERSHIP

- 4.1 Fellowship is available to individuals who are able to demonstrate both a significant level of experience and personal commitment plus evidence of contribution to the employment related services sector as demonstrated by their:

- 4.1.1 Involvement in the successful management of employability services at a senior level within the employment services or a related sector
- 4.1.2 Participation/support for external activities that promote the work of the sector and its value to society

- 4.1.3 Capacity to play a role in advancing/promoting the sector
 - 4.1.4 Intention to maintain and develop their Continued Professional Development (CPD)
 - 4.1.5 Intention to promote and support the development of individual IEP members.
- 4.2 Applicants for Fellowship must supply a current CV and the names of 2 referees who are able to confirm their experience and contribution to the employment related services sector.
- 4.3 Fellowship applications are approved at the discretion of the MNC Fellowship sub group.