

THE COMPANIES ACTS, 1908 TO 1917, 1948

AND

THE COMPANIES ACTS 1985

*COMPANY LIMITED BY GUARANTEE AND NOT HAVING A CAPITAL
DIVIDED INTO SHARES*

AMENDED

Memorandum

and

NEW

Articles of Association

of

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

(Adopted by Special Resolutions passed on the 15th day of April, 1964 and amended by Special Resolutions passed on the 28th day of October, 1971, the 24th day of April, 1986, the 23rd day of April, 1987, the 22nd day of February, 1988, the 13th day of April 2000, the 23rd day of April 2002, the 15th day of April 2003, the 9th day of September 2003, the 27th day of April 2004, the 15th day of April 2005, the 21st day of June 2005 and on the 8th day of December 2005.)

Incorporated the 12th day of April, 1927

No. 221167

Certificate of Incorporation

I HEREBY CERTIFY, THAT THE INSTITUTE OF PRATITIONERS IN ADVERTISING (the word "Limited" being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this Twelfth day of April One Thousand Nine Hundred and Twenty-seven.

Fees and Deed Stamps £22 os. od.

Stamp Duty on Capital £ nil.

(Signed) C. C. GALLAGHER,
Register of Joint Stock Companies.

Licence by the Board of Trade

pursuant to Section 20 of the Companies (Consolidation) Act, 1908

WHEREAS it has been proved to the Board of Trade that "THE INSTITUTE OF INCORPORATED PRACTITIONERS IN ADVERTISING" which is about to be registered under the Companies Acts, 1908 to 1917, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 20th Section of the Companies (Consolidation) Act, 1908, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profits to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seventeen members thereof on the Seventh day of April, 1927, do by this their licence direct "THE INSTITUTE OF INCORPORATED PRACTITIONERS IN ADVERTISING" to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this Seventh day of April, 1927.

E. R. EDDISON,
Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.

No. 221167

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolutions

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 15th April, 1964

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Hyde Park Hotel, Knightsbridge, London, S.W.1., on Wednesday, the 15th day of April, 1964, the following Resolutions were duly passed as Special Resolutions, namely:-

RESOLUTIONS

That clause 3 of the Memorandum of Association contained in the printed document submitted to the meeting and signed for the purpose of identification by the Chairman of the meeting be adopted as clause 3 of the Memorandum of Association of the Company in place of and to the exclusion of clause 3 of the existing Memorandum of Association.

That the Articles of Association contained in the printed document submitted to the meeting and signed for the purpose of identification by the Chairman of the meeting be adopted as the Articles of Association of the Company in place of and to the exclusion of the existing Articles of Association; provided that the change in the elective classes and the number of members representing such elective classes made under the new Article 35 shall first take effect in relation to the election to the Council to be held in 1965, and that notwithstanding the provisions of the new Article 66 those past presidents remaining qualified under the present Article 64 shall continue as *ex officio* members of the Council until the Annual General Meeting of the Institute to be held in 1965.

B. F. MACCABE,
Chairman.

No. 221167

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolution

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 28th October, 1971

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at its registered office, 44 Belgrave Square, London S.W.1., on Thursday, the 28th day of October, 1971, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:-

RESOLUTION

That the Articles of Association of the Company be amended in the manner following:-

1. Article 1 shall be amended by deleting the reference to "an 'Associate Member'" and by the addition at the end thereof of the following wording:- " 'Associated Company' shall mean a company being one of a group of companies one or more of which is a service Advertising Agency which is or all of which are themselves in membership of the Institute."
2. Article 6 shall be deleted in its entirety and there shall be substituted therefor the following:-

"6. The members of the Institute shall be divided into four categories as follows:-

(A) Incorporated Practitioners in Advertising;

- (B) Fellows;
- (C) Members;
- (D) Retired Fellows or Retired Members;

all of whom shall be subject to the undertaking contained in Clause 8 of the Memorandum of Association."

3. Article 9 shall be deleted in its entirety and there shall be substituted therefor the following:-

"9. Fellows, Members and retired Members must be individuals."

4. Article 10 shall be amended by the deletion in its entirety of sub-article (E) and there shall be substituted therefor the following:-

"(E) that at least such number as the Council from time to time generally or in relation to individual Service Advertising Agencies or groups thereof prescribe of its employees (being directors, partners and/or other employees as may be so prescribed) are either Fellows or Members."

5. Article 11 shall be amended by the deletion in its entirety of sub-article (A) and there shall be substituted therefor the following:-

"(A) For the purposes of eligibility of a Service Advertising Agency for membership as an Incorporated Practitioner in Advertising the Fellows or Members referred to in paragraph (E) of Article 10 may be admitted and re-admitted to membership simultaneously with the Service Advertising Agency."

6. Article 12 shall be deleted in its entirety and there shall be substituted therefor the following:-

"12. Subject to the provisions of Article 14 an individual shall be eligible for admission to membership of the Institute as a Member if he shows to the satisfaction of the Council that he complies with one of the following conditions namely:-

(A) that he is a Director or Associate Director of an Incorporated Practitioner in Advertising or of a Controlled Company or of an Associated Company being a person who has had such minimum period of experience in advertising with a service advertising agency or subsidiary or associated company and has attained such minimum age as may be prescribed by the Council from time to time.

(B) that he is a senior employee of an Incorporated Practitioner in Advertising or of a Controlled Company or of an Associated Company being a person who has had such minimum period of experience in advertising with a service advertising agency or subsidiary or associated company and has attained such minimum age as may be prescribed by the Council from time to time.

- (C) that he is employed by an Incorporated Practitioner in Advertising and has passed the diploma examination or examinations (whether general or specialist) of the Communication Advertising and Marketing Education Foundation Limited or such similar or alternative body as may be prescribed by the Council from time to time.
- (D) that he was on the Twenty-eighth of October 1971 an Associate Member of the Institute and is not otherwise disqualified from membership under these Articles.

PROVIDED THAT in respect of sub-article (B) above the Council may at its discretion restrict the number of applications which shall be accepted in any one year and to this end may set up any selection procedure as it may deem appropriate from time to time and provided further that it shall only be competent for the Council to admit members under the provision of sub-articles (A) and (B) above by a resolution passed by the votes of at least two-thirds of the members of the Council present and voting at a duly constituted meeting of the Council convened specifically for the purpose."

- 7. Article 13 shall be deleted in its entirety and there shall be substituted therefor the following:-

"13. Fellows shall be elected by the Council from time to time from among the Members in recognition of general eminence in advertising, assistance to the Institute in a voluntary capacity or of special knowledge of or experience in some branch of advertising, provided that no individual shall be eligible for election as a Fellow unless he has been a member for not less than five years. The Council shall however not increase by election the number of Fellows to a number exceeding one-sixth of the total number of Fellows and Members. "

- 8. Article 14 shall be deleted in its entirety and there shall be substituted therefor the following:-

"14. Any person eligible for membership of the Institute as a Member may apply to the Council for admission and any Member or Fellow may apply for transfer to the category of Retired Member or Retired Fellow in such manner as the Council may from time to time prescribe. The Council may call upon any applicant for admission as a Member to show to its satisfaction in any way it may deem fit that such applicant is eligible for election as a Member and applicants thus considered by the Council to be eligible shall be admitted accordingly, subject to the right of the Council to refuse to admit any applicant to Membership of the Institute without giving reasons for such refusal."

- 9. Article 15 shall be deleted in its entirety and there shall be substituted therefor the following:-

"15. Unsuccessful applicants for admission to membership shall not again make a similar application until the expiration of one year from the date of the refusal of their former application unless invited by the Council to do so."

10. Article 20 shall be deleted in its entirety.
11. Article 21 shall be deleted in its entirety and there shall be substituted therefor the following:-
 - "21. The Council may elect any individuals not being members of the Institute to be honorary members either as Honorary Fellows or Honorary Members as the case may be, but so that the number of such honorary members of the Institute at any one time shall not exceed one hundred."
12. Article 22 shall be deleted in its entirety and there shall be substituted therefor the following:-
 - "22. Honorary members shall not be members of the Institute or be liable to pay a membership subscription, nor shall they have any share in the management or vote at any General Meeting of the Institute, or be eligible for election to the Council or to any office of the Institute, but an honorary member of the Institute shall be entitled to style himself an Honorary Fellow or Honorary Member of the Institute, as the case may be, and to use after his name the style Hon. FIPA or Hon. MIPA accordingly."
13. Article 26 shall be deleted in its entirety and there shall be substituted therefor the following:-
 - "26. The members of the Institute shall be entitled to style themselves as follows:-

An Incorporated Practitioner in Advertising shall be entitled to style itself 'Incorporated Practitioner in Advertising'

A Fellow shall be entitled to style himself 'Fellow of the Institute of Practitioners in Advertising', and to use after his name the initials FIPA

A Member shall be entitled to style himself 'Member of the Institute of Practitioners in Advertising', and to use after his name the initials MIPA

A Retired member shall be entitled to style himself 'Fellow of the Institute of Practitioners in Advertising' or 'Member of the Institute of Practitioners in Advertising' as the case may be, and use after his name the initials FIPA or MIPA accordingly

Provided that Fellows and Members shall not be entitled to style themselves as such or to use such initials as hereinbefore mentioned in connection with any business except that of any advertising agency which is an Incorporated Practitioner in Advertising or a Controlled Company or Associated Company."
14. Article 27 shall be amended by the deletion of the second paragraph thereof.
15. Article 35 shall be deleted in its entirety and there shall be substituted therefor the following:-

- "35. The Institute shall be governed by a Council. The Council shall until otherwise resolved by the Institute in General Meeting consist of forty-two elected members of the Institute all of whom shall be individuals qualified for election as provided by Article 45 together with certain *ex-officio* members in accordance with the provisions of Articles 41, 66 and 67. Until otherwise resolved by the Institute in General Meeting, the elected members of the Council shall be elected as follows: thirty by the Incorporated Practitioners in Advertising and twelve by the Fellows and Members."
16. Article 41 shall be deleted in its entirety and there shall be substituted therefor the following:-
- "41. In addition to the elected members of the Council the Chairman for the time being of each of the branches and if he be a member of the Institute the Chairman of the 44 Club or its successors in title shall be an *ex-officio* member of the Council not subject to retirement by rotation."
17. Article 42 shall be deleted in its entirety and there shall be substituted therefor the following:-
- "42. The Chairman of each branch may nominate any member of the Executive Committee of his branch and the Chairman of the 44 Club may nominate any member of the Committee of the 44 Club to act as their deputies at meetings of the Council. Such deputies shall, in the absence of the Chairman of their branches or of the Chairman of the 44 Club from a meeting of the Council, have the right to attend and vote at meetings of the Council, but shall not have any other rights or duties in connection with the Council or be treated in any other respect as a member of the Council. "
18. Article 43 shall be deleted in its entirety and there shall be substituted therefor the following:-
- "43. At each Annual General Meeting of the Institute one-third or the number nearest to but not exceeding one-third of the members of the Council elected by or representing Incorporated Practitioners in Advertising and Fellows and Members respectively shall retire from office. The members representing each elective class to retire in every year shall be those who have been longest in office since their last election or appointment, but as between members who have been in office for an equal length of time, retirement shall be in accordance with the alphabetical order of their names."
19. Article 45 shall be amended by the deletion of sub-article (B) in its entirety and there shall be substituted therefor the following:-
- "(B) To represent Fellows and Members unless he is a Fellow or Member."

J. G. WYNNE-WILLIAMS,
Chairman.

No. 221167

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolutions

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 24th April, 1986

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at its registered office, 44 Belgrave Square, London, S.W.1, on Thursday, the 24th day of April, 1986, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS namely:-

RESOLUTION 1

That the objects of the Company as contained in the Memorandum of Association of the Company be amended by the deletion of Clause 3(28) and the insertion of the following clause so as to enable the Company to attain its main purpose by improved means:-

"3(28) To conduct, hold and promote or assist in the conduct, holding or promoting of shows, exhibitions and lawfully conducted competitions connected with advertising interests, and to grant or provide prizes, medals, awards or scholarships in furtherance of the objects of the Institute or in connection with advertising interests. Provided that nothing in this clause 3(28) shall be construed as permitting the payment of dividends or the distribution of assets to members of the Institute".

RESOLUTION 2

That the Memorandum of Association of the Company be amended by the deletion of Clause 5 thereof.

RESOLUTION 3

That Article 12 be amended by the deletion of sub-Article (D) thereof.

RESOLUTION 4

That the Articles of Association of the Company be amended by the insertion of the following Article:-

"26A Notwithstanding Article 26 above and Article 27, the Council shall be entitled in its discretion to grant to former Fellows the continued entitlement to style themselves 'Fellows of the Institute of Practitioners in Advertising' and to use after their names the initials FIPA where such former Fellows have ceased to be members of the Institute solely by reason of the operation of Article 30(F) below, and such former Fellows shall be entitled to style themselves as such or to use such initials as hereinbefore mentioned without being subject to any restrictions contained in Article 26 above or Article 27."

RESOLUTION 5

That Article 30(F) be deleted and replaced by the following words:

"(F) If the member ceases to comply with one of the conditions set out in sub-Articles (A), (B) or (C) of Article 12. Provided that the Council may at its discretion allow the member to continue his membership for a period not exceeding six months after such event or may waive the operation of this paragraph in any particular case"

RESOLUTION 6

That Article 43 be amended by the deletion of the words:

". . . retirement shall be in accordance with the alphabetical order of their names"

and the insertion in their place of the words:

". . . retirement shall in default of agreement be determined by lot".

RESOLUTION 7

That Articles 52, 62, 63 and 95 be amended by the deletion in each of the word "Director" and the insertion in its place of the word "Director General".

A. B. DE VOS,
Chairman.

No. 221167

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolution

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 23rd April, 1987

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Le Meridien Hotel, Piccadilly, London, W.1, on Thursday, the 23rd day of April, 1987, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION namely:-

RESOLUTION

That Article 10(A) of the Articles of Association of the Institute be deleted and the following Article be substituted therefor:

10(A) That it is a Service Advertising Agency which term shall mean that it is an organisation concerned primarily with services of creating and/or placing advertising

A. B. DE VOS,
Chairman.

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolution

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 22nd February, 1988

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at its registered office, 44 Belgrave Square, London, S.W.1, on Monday, the 22nd day of February, 1988, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:-

SPECIAL RESOLUTION

That the Memorandum of Association of the Institute be amended as follows:

- (a) By the insertion, immediately after the existing Clause 3(30) thereof, of a new Clause 3(31) as follows:

"(31) (A) To establish or subscribe for shares in or other securities of any company or companies in any part of the world for the purpose of it or them carrying on any business which the Institute is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Institute, including, without prejudice to the generality of the foregoing, any company established for the purpose of administering, establishing or supporting any trusts, funds or schemes relating to pension arrangements for practitioners in advertising.

- (B) To establish or support any trusts, funds or schemes as aforesaid whether or not in relation to pension arrangements for members of the Institute;
 - (C) To take such steps as may be necessary to establish any schemes, trusts, funds or companies for the purpose of providing and regulating professional indemnity and/or other insurance arrangements for such persons as aforesaid;" and
- (b) By re-numbering the existing Clauses 3(31), 3(32), 3(33), 3(34) and 3(35) thereof as Clauses 3(32), 3(33), 3(34), 3(35) and 3(36) respectively.

A. A. LLOYD,
Chairman.

No. 221167

The Companies Act, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolution

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 13th April, 2000

AT an ANNUAL GENERAL MEETING of the Company, duly convened, and held on Thursday, the 13th day of April, 2000, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:-

RESOLUTION

That the Articles of Association of the Company be and they are hereby altered by:-

1. The deletion of Articles 10(A), (B) and (C) and the substitution thereof of the following new Articles:-

"10(A) that it is a Service Advertising Agency which term shall mean that it is an organisation concerned primarily with the planning and/or implementation of marketing communications or with the creation and/or placement of advertising;

(B) that it is equipped to deal with a national marketing communications and/or advertising campaign in the United Kingdom;

(C) that to preserve its independent judgment in professional matters, it is not directly or indirectly controlled by any advertiser or group of advertisers whose marketing communications and/or advertising it handles or by any

concerns wholly or mainly interested in the sale of marketing communications and/or advertising media services;"

2. The deletion of Article 41 and the substitution thereof of the following new Article:-

"41 In addition to the elected members of Council, the Chairman and Vice Chairman for the time being of the IPA Regional Council, the Chairman of the Scottish IPA and, if he be a member of the Institute, the Chairman of the 44 Club or its successors in title shall be an *ex-officio* member of the Council not subject to retirement by rotation."

3. The deletion of Article 42 and the substitution thereof of the following new Article:-

"42 The Chairman and Vice Chairman of the IPA Regional Council and the Chairman of the Scottish IPA may each nominate any member of the Executive Committee of their branch, and the Chairman of the 44 Club may nominate any member of the Committee of the 44 Club, to act as their deputies at meetings of the Council. Such deputies shall, in the absence of the Chairman and Vice Chairman of the IPA Regional Council, the Chairman of the Scottish IPA, or the Chairman of the 44 Club from a meeting of the Council, have the right to attend and vote at meetings of the Council, but shall not have any other rights or duties in connection with the Council, or be treated in any other respect as a member of the Council."

R. C. S. HOWELL,
Chairman.

No. 221167

The Companies Act, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolution

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 23rd April, 2002

AT an ANNUAL GENERAL MEETING of the Company, duly convened, and held on Tuesday, the 23rd day of April, 2002, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS, namely:-

RESOLUTIONS

That the Articles of Association of the Company be altered by:

1. The addition in Article 1 of:

"Personal Member" shall mean a FIPA, MIPA, IMIPA and AMIPA

"Corporate Member" shall mean an Agency and Controlled Company

- (f) an IMIPA shall mean an individual member who was an employee of a corporate member and is either seeking employment and/or continues to work in the field of marketing and communications.

2. The deletion of Article 6 and the substitution thereof of the following new Article together with consequential amendments as per the attached draft:

6. *The members of the Institute shall be divided into five categories as follows:-*

Corporate Members:

(A) *Full Corporate Members.*

Personal Members:

(B) *Fellows (FIPA)*

(C) *Members (MIPA)*

(D) *Independent Members (IMIPA)*

(E) *Associate Members (AMIPA)*

all of whom shall be subject to the undertaking contained in Clause 8 of the Memorandum of Association;

3. The insertion of the words "*personified by the CEO/Director or equivalent*" after the words Membership of the Institute in Article 10.
4. The insertion of the words "*and confirms and abides by the statutory and self regulatory codes that may exist from time to time*" at the end of Article 10(d).
5. The deletion of Article 10(e) and the substitution thereof of the following:
 - (e) *that it recognises and adopts the IPA CPD accreditation programme as may from time to time exist, save that this clause shall not apply to any existing corporate member of the Institute immediately prior to adoption of this clause.*
6. The deletion of Article 11(a) and 11(b) and the insertion of new Article 11:
 11. *An individual shall be eligible for admission to membership of the Institute as an AMIPA if he is a current employee of a Corporate Member who carries out the business of marketing communications or the creation of and/or placement of advertising.*
7. The deletion of Article 12, A-D, and the substitution thereof of:
 12. *An individual shall be eligible for admission to membership of the Institute as a MIPA if he shows to the satisfaction of the Council that he complies with the following conditions:*
 - (A) *that he is a current employee of a Corporate Member Agency which carries out the business of marketing communications or the creation and/or placement of advertising and;*
 - (B) *that he has obtained and can satisfactorily evidence a minimum of three years CPD (continuous professional development) accreditation or equivalent as recognised by the Institute;*

- (C) *that he continues to meet CPD requirements as stipulated from time to time by the Institute on an annual basis;*
- (D) *that his application for membership of the Institute as a MIPA is endorsed by the Chief Executive, or such other equivalent position, of his Corporate Member Agency, save that clauses B, C and D shall not apply to any existing member of the Institute immediately prior to adoption of this clause.*

8. The addition of new Article 13:

- 13. *An individual shall also be eligible for admission to membership of the institute as an IMIPA upon payment of an annual subscription of £120 per annum and providing such individual is able to evidence a minimum sixteen hours CPD accreditation. This entitles IMIPAs to such benefits as from time to time prescribed by the IPA.*

9. The deletion of Article 14 and 15 and substitution thereof of the following new Article 14:

- 14. *Fellows shall be elected by the Council from time to time from among MIPAs in recognition of general eminence in advertising, assistance to the Institute in a voluntary capacity or of special knowledge of or experience in some branch of advertising, provided that no individual shall be eligible for election as a Fellow unless he has been a MIPA for not less than five years. The Council shall however not increase by election the number of Fellows to a number exceeding one-sixth of the total number of Fellows. FIPAs and MIPAs.*

10. The deletion of the words "£30" in Article 33 and the substitution thereof with the words "reasonable deposit".

11. The deletion of Article 45 and the substitution thereof of new Article 45:

- 45. *No person shall be qualified for election as a member of the Council:*

- (a) *to represent Corporate Members unless he is either:*

- (i) *a FIPA and/or*

- (ii) *a designated representative of a Corporate Member, or*

- (iii) *a Director of a Corporate Member or a Controlled Company;*

- (b) *to represent FIPAs and MIPAs unless he is a FIPA or MIPA.*

12. The deletion of Article 85 and the substitution thereof of new Article 85:

- 85. *A Corporate Member shall vote at meetings by its representative appointed as provided by Clause 10 and Section 375 of the Act. The designated representative of a Corporate Member may, if not attending and voting*

himself, appoint a fellow partner, director or equivalent senior employee to attend and vote on his behalf.

B. HAINES,
Chairman.

No. 221167

The Companies Act, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolution

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 15th April, 2003

AT an ANNUAL GENERAL MEETING of the Company, duly convened, and held on Tuesday, the 15th day of April, 2003, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:-

RESOLUTION

That the Articles of Association of the Company be altered by:

1. The addition in Article 14 of:

"However from time to time, Council shall have the right to nominate individuals who are employed by a member agency but are not MIPAs, in recognition of their prolonged and significant contribution to the industry."

S. WOODFORD,
Chairman.

No. 221167

The Companies Act, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolution

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 9th September, 2003

AT an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on Tuesday, the 9th day of September, 2003, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:-

RESOLUTION

That the Articles of Association of the Company be altered by:

1. The deletion of Articles 29 (a) and (d) and the substitution thereof of the following new Articles:

A member of the Institute of whatever category shall cease to be a member of the Institute:

- a) if, despite four week's prior notice from the Chairman of the Membership Committee:
 - the Corporate Members' annual subscription continues to be in arrears at 5pm two working days before the March Council and at that meeting Council shall not think fit to permit the Corporate Member to remain in membership of the Institute and

- there being no payment of the outstanding monies six working days prior, Council's decision to exclude the above Corporate Member is ratified at the Special Council following the Annual General Meeting in April.
- b) if any member resigns by giving three months' notice in writing to the Institute and at the time of giving such notice pays all subscriptions (if any) due and returns the member's certificate of membership to the Institute. A notice of resignation received after 1st November shall not, unless the Council otherwise determines, relieve the member from payment of the following year's annual membership subscription.

S. WOODFORD,
Chairman.

No. 221167

The Companies Act, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolution

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 27th April, 2004

AT an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on Tuesday, the 27th day of April, 2004, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:-

RESOLUTION

That the Articles of Association of the Company be altered by the addition of the following new sub clauses to the existing Article 10:

Subject to the provisions of Articles 11 and 14 an Agency shall be eligible for Corporate Membership of the Institute (personified by the CEO/Director or equivalent), if it shows to the satisfaction of the Council that:

- f) it meets the criteria for membership as set out in the IPA Membership Guide, as amended from time to time and as available on the IPA website, in particular in relation to financial stability and suitability of Directors.
- g) it conducts its business in accordance with the IPA Bye-laws, as amended from time to time and made available on the IPA website.

S. WOODFORD,
Chairman.

No. 221167

The Companies Act, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolution

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 19th April, 2005

AT an Extraordinary GENERAL MEETING of the Company, duly convened, and held on Tuesday, the 19th day of April, 2005, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS, namely:-

RESOLUTIONS

That the Articles of Association of the Company be altered by:

1. The deletion of Article 1 (d) and the substitution thereof of the following article:
'Personal Member' shall mean a FIPA and a MIPA
2. The deletion of Article 1 (f) in its entirety.
3. The deletion of Article 6 and the substitution thereof of the following new Article:-

The members of the Institute shall be divided into three categories as follows:

Corporate Members:

(A) Full Corporate Members.

Personal Members:

(B) Fellows (FIPA)

(C) Members (MIPA)

all of whom shall be subject to the undertaking contained in Clause 8 of the Memorandum of Association

4. The deletion of Article 10 (e) and the substitution thereof of the following Article:

“that it recognises and adopts the IPA Continuous Professional Development (CPD) accreditation programme as may from time to time exist, save that existing corporate members prior to 23rd, April, 2002 shall have until December, 2007 to recognise and adopt this CPD accreditation programme.”

5. The deletion of Article 11 in its entirety.

6. The insertion of a new Article 12 (b) (which shall in due course become Article 11 (b)) with the following words:

“hat he takes and successfully completes the IPA Foundation Certificate and/or the IPA Excellence Diploma or such other exams as the Council shall from time to time stipulate”

and all other subparagraphs within this existing Article 12 shall be re-numbered accordingly, and the insertion thereafter of the following clause:

“the Council may from time to time elect a MIPA without the need for him to comply with clause b) above, in recognition of his general experience within the advertising industry and his seniority within his Member Agency, and on condition that he complies with clauses a), c), d) and e).”

7. The insertion of a new Article (which shall in due course be Article 12) with the following words:

“A MIPA, a MIPA Cert. and a MIPA Dip., once elected, shall continue to meet the CPD requirements as stipulated from time to time by the Institute on an annual basis in accordance with clause 11(d). In the event that the individual fails to comply with this requirement, the Council shall have the right to suspend his use of that title until such time as he completes a full year of CPD activity.”

8. The deletion of the existing Article 13 and the substitution thereof of the following Article:

“An individual leaving the employment of a corporate Member Agency shall be eligible to remain in personal membership of the Institute as a MIPA, a MIPA Cert. or a MIPA Dip. upon payment of an annual subscription of £150 per annum or such other sum as determined by Council from time to time

and providing such an individual continues to undertake the IPA CPD accreditation programme as may from time to time exist, save that the requirement to continue to undertake the IPA CPD accreditation programme shall not apply to existing MIPAs prior to 23, April, 2002.

9. The deletion of the following words in Article 24:

“An Associate Member shall not be entitled to use after his name the initials AMIPA.

An Independent Member shall not be entitled to use after his name the initials IMIPA.”

and the insertion in their place of the following words:

“A MIPA who has successfully completed the Foundation Certificate and three consecutive years' CPD accreditation, and who continues to undertake the CPD accreditation programme on an annual basis, shall be entitled to use after his name the initials MIPA Cert.

A MIPA who has successfully completed the Excellence Diploma and three consecutive years' CPD accreditation, and who continues to undertake the CPD accreditation programme on an annual basis, shall be entitled to use after his name the initials MIPA Dip.”

10. The deletion of the final paragraph of Article 24 and the substitution thereof of the following paragraph:

“A retired member shall be entitled to style himself ‘Fellow of the Institute of Practitioners in Advertising’, or ‘Member of the Institute of Practitioners in Advertising’, as the case may be, and use after his name the initials FIPA, MIPA, MIPA Cert., or MIPA Dip. as appropriate.

S. WOODFORD,
Chairman.

No. 221167

The Companies Act, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolution

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 21st June, 2005

AT an Extraordinary GENERAL MEETING of the Company, duly convened, and held on Tuesday, the 21st day of June, 2005, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:-

RESOLUTION

That the Articles of Association of the Company be hereby altered by the deletion of Article 29(d):

A member of the Institute of whatever category shall cease to be a member of the Institute:

- d) *“if any Member resigns by giving three months’ notice in writing to the Institute and at the time of giving such notice pays all subscriptions (if any) due and returns the member’s certificate of membership to the Institute. A notice of resignation received after 1st November shall not, unless the Council otherwise determines, relieve the membership from payment of the following year’s annual membership subscription.”*

and the subscription therefore of the following:

A member of the Institute of whatever category shall cease to be a member of the

Institute.

- d) *“if any Member resigns by giving notice in writing prior to 1st November to the Institute and at any time of giving such notice pays all subscriptions (if any) due and returns the member’s certificate of membership to the Institute. A notice of resignation received after 1st November shall not, unless the Council otherwise determines, relieve the member from payment of the following year’s annual membership subscription.”*

D.R. PATTISON,
Chairman

No. 221167

The Companies Act, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

Special Resolution

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

Passed 8th December, 2005

AT an Extraordinary GENERAL MEETING of the Company, duly convened, and held on Thursday, the 8th day of December, 2005, the following RESOLUTION was duly passed as SPECIAL RESOLUTION, namely:-

RESOLUTION

That the Articles of Association of the Company be hereby altered by the deletion of Article 42 and the substitution thereof of the following article:

The period of tenure for every elected member of the Council shall be three years. After three years, each member shall retire, but he shall be eligible for re-election in accordance with Articles 46 and 47. In the event that a member fails to attend at least two Council meetings during any one calendar year without extenuating circumstances, he shall be required to retire and stand for re-election at the next Council elections irrespective of any remaining period of tenure. It shall be for the Council to decide, in its sole discretion, whether extenuating circumstances exist in each individual case.

D.R. PATTISON,
Chairman

THE COMPANIES ACTS, 1908 TO 1917

-- AND --

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES

AMENDED

Memorandum of Association

-- OF --

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

(As altered by Special Resolutions passed on the 15th September, 1954, the
15th April, 1964, the 24th April, 1986 and the 22nd February, 1988)

-
1. The name of the Company (hereinafter called "the Institute") is "THE INSTITUTE OF PRACTITIONERS IN ADVERTISING."
 2. The registered office of the Institute will be situated in England.
 3. The objects for which the Institute is established are:
 - (1) To encourage persons of good education and ability to adopt the profession of practitioners in advertising, by securing for them a recognised professional status and by raising the standard of qualification necessary for those engaged therein;
 - (2) To encourage the association of practitioners in advertising in companies and firms, thereby securing the establishment of organisations with the specialised knowledge and experience essential to provide efficient service, and to devise and impose service, professional, and financial standards in relation to such companies and firms;

*Name changed
from THE
INSTITUTE OF
INCORPORATED
PRACTITIONERS
IN
ADVERTISING
by certificate of
the Board of
Trade dated 28th
September, 195*

*New objects
adopted by
Special
Resolution dated
15th April, 1964*

- (3) To establish a governing body with powers to test the qualifications of persons desiring to enter the profession;
- (4) To devise and impose means for testing the qualifications of candidates for admission to membership of the Institute by examination in theory and in practice or by any other actual and practical tests;
- (5) To lay down and enforce observance by the members of the Institute of professional standards of conduct;
- (6) To ascertain, establish, regulate, and notify the practice of members of the Institute and of practitioners in advertising generally;
- (7) To ascertain and notify the law relating to all things connected with the profession of practitioners in advertising and to watch over legislation affecting practitioners in advertising, and to promote or support and assist in any legitimate manner the carrying into effect of any legislation having for or among its objects the common good of practitioners in advertising, or of them and the general public, and to oppose any legislation considered harmful;
- (8) To represent the views of members of the Institute and practitioners in advertising and on their behalf to enter into discussions and negotiations and to conclude agreements;
- (9) To inquire into and report on matters of general interest to practitioners in advertising and affecting the interests of the members of the Institute and to make representations on behalf of the profession to the proper authorities as to reforms affecting any such matters;
- (10) Generally to do all such things as from time to time may be considered calculated to elevate the status of practitioners in advertising and to safeguard and advance their interests and to procure their general efficiency and proper professional conduct;
- (11) Generally to watch over, promote, and safeguard the common interests of the members of the Institute, and of practitioners in advertising generally;
- (12) Generally to watch over, promote and safeguard the interests of the general public by establishing and maintaining a high standard of advertising behaviour and ensuring that all advertisements are legal, clean, honest and truthful;
- (13) Generally to promote public confidence in the profession of practitioners in advertising, and thus in advertising as a whole,

particularly through the prevention or correction of any abuses which might undermine this confidence;

- (14) To hold conferences, meetings, demonstrations and exhibitions, for the discussion of professional affairs, interests and duties, the reading of papers and the delivery of lectures; to compile and revise lists and registers of practitioners in advertising; to sell or otherwise distribute copies of papers, lectures and professional records; to form libraries for the use of members and others; and generally to collect, collate, and publish information of service or interest to practitioners in advertising and the general public;
- (15) To print, publish, or produce, and to sell or otherwise distribute, any reports, periodicals, books, leaflets, films or other material which the Institute may consider desirable for the promotion of its objects;
- (16) To afford means of arbitration on or for the settlement of disputes or questions between practitioners in advertising or between such practitioners and third parties;
- (17) To charge and/or receive entrance fees, subscriptions, donations or other moneys in furtherance of all or any of the purposes of the Institute or to provide for the expenses of the Institute;
- (18) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Institute in the shape of donations, annual subscriptions or otherwise;
- (19) To purchase, take on lease or in exchange, construct, maintain, hire or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the purposes of the Institute;
- (20) To accept and take any gift of property, whether subject to any trust or not, for any one or more of the objects of the Institute;
- (21) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Institute as may be considered expedient with a view to the furtherance of its objects;
- (22) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the

time being be imposed or required by law and subject also as hereinafter provided;

- (23) To undertake and execute any trust which may seem directly or indirectly conducive to any of the objects of the Institute;
- (24) To establish and support and to aid in the establishment and support of any other companies or associations formed for all or any of the objects of the Institute, and which shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof;
- (25) To undertake or assist financially or otherwise in promoting or opposing litigation in any cases affecting the Institute, or practitioners in advertising, so far as may legally be done and without infringing the rule of law against maintenance and champerty;
- (26) To undertake or to assist financially or otherwise research for establishing information of service or interest to practitioners in advertising;
- (27) To undertake or to assist financially or otherwise any advertising or other campaigns which the Institute may consider to be of service to the public or to advertising as a whole or to practitioners in advertising;
- (28) To conduct, hold and promote or assist in the conduct, holding or promoting of shows, exhibitions and lawfully conducted competitions connected with advertising interests, and to grant or provide prizes, medals, awards or scholarships in furtherance of the objects of the Institute or in connection with advertising interests. Provided that nothing in this Clause 3(28) shall be construed as permitting the payment of dividends or the distribution of assets to members of the Institute;
- (29) To support and subscribe to any charitable institution, society, fund, or club for the benefit of those connected with advertising or which may be for the benefit of necessitous practitioners in advertising or their present or past employees and (subject to the provisions of Clause 4 hereof prohibiting payments being made or benefits given to members) to give charitable aid to any former member who may be in necessitous circumstances, or to any employee or former employee of the Institute or to any practitioner in advertising or to the wives, widows, children or other dependents of any such persons who may be in need of such aid. And, subject as aforesaid, to form or administer, or make payments to any provident, benefit or benevolent funds, or any charitable object. Provided that no payment shall be

*Amended by
Special
Resolution dated
24th April, 1986*

made or benefit given under this clause to any person who is at the time of payment a member of the Institute;

(30) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (other than persons who are or have been members of the Council of Management or Governing Body and who have not at any time been employed by or held an office of profit in the Institute) or to their dependents, and to make payments towards insurance for any such purpose, and to establish and support trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions for any such persons or any other institutions, trusts, funds, schemes and clubs calculated to benefit any such persons;

(31)

(A) To establish or subscribe for shares in or other securities of any company or companies in any part of the world for the purpose of it or them carrying on any business which the Institute is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Institute, including, without prejudice to the generality of the foregoing, any company established for the purpose of administering, establishing or supporting any trusts, funds or schemes relating to pension arrangements for practitioners in advertising;

*Object added by
Resolution dated
22nd February,
1988*

(B) To establish or support any trusts, funds or schemes as aforesaid whether or not in relation to pension arrangements for members of the Institute;

(C) To take such steps as may be necessary to establish any schemes, trusts, funds or companies for the purpose of providing and regulating professional indemnity and/or other insurance arrangements for such persons as aforesaid;

(32) To purchase or otherwise acquire any lands or buildings to be used as an institute, college or lecture rooms, or for any other purpose of the Institute and generally any property, real or personal, or any estate or interest therein required for any purpose of the Institute;

(33) To borrow or raise money and to issue debentures or other securities, and for the purpose of securing any debt or obligation of the Institute to mortgage and charge all or any part of its property;

(34) To amalgamate, affiliate or co-operate with or subscribe to any association, society or corporation in any part of the world, whose objects are in general respects similar to the objects of the Institute and to purchase or otherwise acquire and

undertake all or any part of the property, assets, liabilities and engagements of any such association, society or corporation, provided that the Institute shall not amalgamate or affiliate with, or subscribe to, any association, society or corporation, which shall not prohibit the distribution of its income and property by way of dividend or otherwise amongst its members to an extent at least as great as is imposed upon the Institute by virtue of Clause 4 hereof;

- (35) To apply, petition for, or promote any Act of Parliament, Royal Charter, or other authority with a view to the attainment of the above objects or any of them;
- (36) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- (i) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (ii) The Institute shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulations, restriction or condition which if an object of the Institute would make it a Trade Union.
- (iii) In case the Institute shall take or hold any property subject to the Jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education, the Institute shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Institute shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education, over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Institute were not incorporated.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Institute; but so that no member of the Council of Management or Governing Body of the Institute shall be appointed to any salaried office of the Institute, or any office of the Institute paid by fees, and that no remuneration or other benefit in money or monies worth shall be given by the Institute to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable or proper rent for premises demised or let to the Institute; Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Council of Management or Governing Body may be a member or any other Company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. Deleted by Special Resolution dated 24th April, 1986.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Institute in pursuance of Section 20 of the Companies (Consolidation) Act, 1908.
7. The liability of the members is limited.
8. Every member of the Institute undertakes to contribute to the Assets of the Institute, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding Two pounds.
9. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the

members of the Institute, but shall be given or transferred to some other Institution or Institutions, having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such Institution or Institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Institute; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PHILIP DE G. BENSON, Kingsway Hall, W.C.	Advtg. Agent
E. M. I. BUXTON, 110, St. Martin's Lane, W.C.2.	Advtg. Agent
W.H. CARR, 10/13, New Bridge Street, E.C.4.	Advtg. Agent
GEO. A. CASTLE, 163, Queen Victoria Street, E.C.4.	Advtg. Agent
J. COOTE, 100, Fleet Street, E.C.4	Advtg. Agent
E.A. FIELD, LT.-COL., 30, Fleet Street, E.C.4.	Advtg. Agent
ERNEST H. GODBOLD, 1 Clements Inn, W.C.2.	Advtg. Agent
A.J. GREENLY, 5, Chancery Lane, W.C.2.	Advtg. Agent
LESLIE HARWOOD, St. James's Advertising & Publishing Co. Ltd., 108, St. Martin's Lane, W.C.2.	Advtg. Agent
L. JACKSON, 6, Gracechurch Street, E.C.3.	Advtg. Agent
L.O. JOHNSON 1&2 Snow Hill, E.C.1	Advtg. Agent
H.L. MATHER 10-13, New Bridge Street, E.C.4.	Advtg. Agent
H.G. SAWARD, 27, Chancery Lane, W.C.2	Advtg. Agent
JAMES STRONG, C.Mitchell & Co., Ltd, 1, Snow Hill, E.C.1	Advtg. Agent
REGD. J. SKYES, The London Press Exchange Ltd., 108-110, St. Martin's Lane, W.C.2.	Advtg. Agent
RALPH W.THOMAS 30/1, Great Queen Street, W.C.2.	Advtg. Agent
C. H. VERNON, 38, Holborn Viaduct, E.C.1.	Advtg. Agent.

DATED the 7th day of April, 1927.

WITNESS to the above signatures:
C. ANSTICE BROWN,
Secretary.

THE COMPANIES ACT, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

NEW

Articles of Association

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

(Adopted with the approval of the Board of Trade by Special Resolutions passed at an Extraordinary General Meeting of the Institute held on the 15th day of April, 1964, and amended by Special Resolutions passed on the 28th day of October, 1971, on the 24th day of April, 1986, on the 23rd day of April, 1987, on the 13th day of April, 2000, on the 23rd April 2002, on the 15th day of April 2003, on the 9th day of September 2003, on the 27th day of April 2004, the 19th day of April 2005, the 21st day of June 2005 and on the 8th day of December 2005.)

DEFINITIONS

1. In these Articles except where the context otherwise requires the following expressions shall have the following meanings namely:

a) "The Institute" shall mean the Institute of Practitioners in Advertising;

b) "Member of the Institute" shall mean and include a "Corporate Member"; a "Fellow" (FIPA); and a "Member" (MIPA);

SR

c) "Agency" shall have the meaning ascribed thereto in Article 10(A);

d) "Personal Member" shall mean a FIPA and a MIPA;

*Amended by
Special
Resolution dated
19th April 2005*

e) "Corporate Member" shall mean an Agency and Controlled Company;

*Amended by
Special
Resolution dated
23rd April 2002*

f) "Advertiser" shall mean a party on whose behalf an advertisement is prepared and/or published, broadcast, displayed, or conveyed by oral, visual, printed or mechanical means to the person or persons to whom such advertisement is addressed or directed;

- g) "The Act" shall mean the Companies Act, 1985;
- h) "The Statutes" shall mean the Act and every other Act for the time being in force concerning joint stock companies and affecting the Institute;
- i) "These Articles" shall mean these Articles of Association as framed or as from time to time altered by Special Resolution;
- j) "The Council" shall mean the Council for the time being of the Institute or a quorum of the members of the Council acting at a meeting of the Council;
- k) "The Office" shall mean the registered office of the Institute;
- l) "The Seal" shall mean the common seal of the Institute;
- m) "In writing" shall mean written or produced by any substitute for writing, or partly one and partly another;
- n) "Controlled Company" shall mean:
- (i) a company wholly owned, or over which control is held by one or more Agencies, which is or all of which are, member(s) of the Institute;
 - (ii) a company having identical membership with one or more Agencies which is, or all of which are, a member of the Institute.
- o) "Associated Company" shall mean a company being one of a group of companies one or more of which is an Agency which is, or all of which are, themselves in membership of the Institute;
- p) Any reference throughout these Articles to "he" shall be deemed to refer to both masculine, feminine and plural, where appropriate.

*Amended by
Special
Resolution dated
23rd April 2002*

*Amended by
Special
Resolution dated
23rd April 2002*

*Amended by
Special
Resolution dated
23rd April 2002*

2. For the purposes of the definition of "Controlled Company", of Article 10 c) and Article 30 the Council shall have an absolute discretion to determine in each case and having regard to all circumstances which it considers relevant what constitutes control.
3. Subject to Article 1, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
4. The office shall be at such place in England as the Council shall from time to time appoint.

5. For the purpose of registration, the number of members of the Institute was declared to be unlimited.
6. The members of the Institute shall be divided into three categories as follows:

*Amended by
Special
Resolution dated
19th April 2005*

Corporate Members:

- (A) Full Corporate Members.

Personal Members:

- (B) Fellows (FIPA)
- (C) Members (MIPA)

all of whom shall be subject to the undertaking contained in Clause 8 of the Memorandum of Association;

7. Subject to the provisions of these Articles relating to change of membership from one category to another and to the provisions relating to cesser of membership, every member of the Institute in any category at the date of the adoption of these Articles shall continue to be a member of the Institute in that category except that any member of the Institute who immediately prior to such adoption was in the category known as Registered Practitioners in Advertising shall as from such adoption become an Incorporated Practitioner in Advertising.
8. No person shall be eligible for membership of the Institute who has entered into any engagement which in the opinion of the Council will cause him to devote his main energies to the service of any particular advertiser or limited group of advertisers. The provisions of this Article shall be overriding provisions and all other provisions of these Articles shall have effect subject thereto.
9. Personal Members must be individuals.

ADMISSION AND RE-ADMISSION OF CORPORATE MEMBERS

10. Subject to the provisions of Articles 11 and 14 an Agency shall be eligible for Corporate Membership of the Institute (personified by the CEO/Director or equivalent), if it shows to the satisfaction of the Council that:
 - a) it is an Agency which term shall mean that it is an organisation concerned primarily with the planning and/or implementation of marketing communications or with the creation and/or placement of advertising;

*Amended by
Special
Resolution dated
23rd April 2002*

- b) it is equipped to deal with a national marketing communications and/or advertising campaign in the United Kingdom;
- c) to preserve its independent judgment in professional matters, it is not directly or indirectly controlled by any advertiser or group of advertisers whose marketing communications and/or advertising it handles or by any concerns wholly or mainly interested in the sale of marketing communications and/or advertising media services;
- d) it complies with such requirements as to its methods of remuneration as the Council, with a view to maintaining professional standards of conduct, or preventing or correcting abuses, may from time to time prescribe; and confirms and abides by the statutory and self regulatory codes that may exist from time to time;
- e) it recognises and adopts the IPA Continuous Professional Development (CPD) accreditation programme as may from time to time exist, save that existing corporate members prior to 23rd April 2002 shall have until December 2007 to recognise and adopt this CPD accreditation programme;
- f) it meets the criteria for membership as set out in the IPA Membership Guide, as amended from time to time and as available on the IPA website, in particular in relation to financial stability and suitability of Directors; and
- g) it conducts its business in accordance with the IPA Bye-laws, as amended from time to time and made available on the IPA website.

*Amended by
Special
Resolution dated
23rd April 2002*

*Amended by
Special
Resolution dated
19th April 2005*

*Amended by
Special
Resolution dated
29th April 2004*

ADMISSION OF PERSONAL MEMBERS

- 11. An individual shall be eligible for admission to membership of the Institute as a MIPA if he shows to the satisfaction of the Council that he complies with the following conditions:
 - a) that he is a current employee of a Corporate Member Agency which carries out the business of marketing communications or the creation and/or placement of advertising;
 - b) that he takes and successfully completes the IPA Foundation Certificate and/or the IPA Excellence Diploma or such other exams as the Council shall from time to time stipulate;
 - c) that he continues to meet CPD requirements as stipulated from time to time by the Institute on an annual basis; and

*Amended by
Special
Resolution dated
23rd April 2002*

*Amended by
Special
Resolution dated
19th April 2005*

- d) that his application for membership of the Institute as a MIPA is endorsed by the Chief Executive of his Corporate Member Agency, (or such other equivalent position); the IPA Council and Membership Committee save that clauses b), c) and d) shall not apply to any existing member of the Institute immediately prior to adoption of this clause.

The Council may from time to time elect a MIPA without the need for him to comply with clause b) above, in recognition of his general experience within the advertising industry and his seniority within his Member Agency, and on condition that he complies with clauses a), c), d) and e).

12. A MIPA, a MIPA Cert. and a MIPA Dip., once elected, shall continue to meet the CPD requirements as stipulated from time to time by the Institute on an annual basis in accordance with clause 11(c). In the event that the individual fails to comply with this requirement, the Council shall have the right to suspend his use of that title until such time as he completes a full year of CPD activity.
13. An individual leaving the employment of a corporate Member Agency shall be eligible to remain in personal membership of the Institute as a MIPA, a MIPA Cert. or a MIPA Dip. upon payment of an annual subscription of £150 per annum or such other sum as determined by the Council from time to time and providing such an individual continues to undertake the IPA CPD accreditation programme as may from time to time exist, save that the requirement to continue to undertake the IPA CPD accreditation programme shall not apply to existing MIPAs prior to 23rd April 2002.
14. Fellows shall be elected by the Council from time to time from among MIPAs in recognition of general eminence in advertising, assistance to the Institute in a voluntary capacity or of special knowledge of or experience in some branch of advertising, provided that no individual shall be eligible for election as a Fellow unless he has been a MIPA for not less than five years. However, from time to time, Council shall have the right to nominate individuals who are employed by a member agency but are not MIPAs, in recognition of their prolonged and significant contribution to the industry. The Council shall however not increase by election the number of Fellows to a number exceeding one-sixth of the total number of FIPAs and MIPAs.
15. Save as regards the members of the Institute as at the date of the adoption of these Articles, no Corporate Member shall become a member of the Institute, or be entitled to any privileges of membership until after payment of its first membership subscription, which payment shall be made within sixty days after notification to it of its admission, or such longer period, if any, as the Council may in its discretion in any particular case allow. In default of such payment within the period aforesaid the election or admission of such

*Amended by
Special
Resolution dated
19th April 2005*

*Amended by
Special
Resolution dated
19th April 2005*

*Amended by
Special
Resolution dated
15th April 2002*

*Amended by
Special
Resolution dated
23rd April 2002*

Corporate Member shall become void and it shall not be admitted to membership without further application.

16. Every person applying for admission to membership shall give an undertaking to observe, in the event of his admission, the provisions of these Articles and any byelaws, rules and regulations of the Institute for the time being in force. Such undertaking shall be included in the form of application for admission, and shall be signed, in the case of a Corporate Member, by the CEO or equivalent.
17. It shall be competent for the Council by a resolution passed by the votes of at least two-thirds of the members of the Council present and voting at a duly constituted meeting of the Council, to admit, in special cases, persons to membership of the Institute in any category who may not be eligible under the foregoing regulations, but whom, in the opinion of the Council, it is desirable to admit on account of public services or their experience in or service to advertising, marketing communications and/or advertising media services or of their being interested in the objects of the Institute or for any other reason and it shall be in the absolute discretion of the meeting to decide whether the case before it is special or not.
18. The Council shall be entitled in its discretion to re-admit to membership any person who has for any reason ceased to be a member of the Institute either unconditionally or on such conditions as to payment of arrears of subscriptions (if any) or otherwise as may seem expedient to it.

*Amended by
Special
Resolution dated
23rd April 2002*

*Amended by
Special
Resolution dated
23rd April 2002*

HONORARY MEMBERS

19. The Council may elect any individuals not being members of the Institute to be Honorary FIPAs but so that the number of such Honorary FIPAs of the Institute at any one time shall not exceed one hundred.
20. Honorary Members shall not be members of the Institute or be liable to pay any membership subscription, nor shall they have any share in the management or vote at any General Meeting of the Institute, or be eligible for election to the Council or to any office of the Institute, but an honorary member of the Institute shall be entitled to style himself an Honorary Fellow or Honorary Member of the Institute, as the case may be, and to use after his name the style Hon. FIPA or Hon. MIPA accordingly.

*Amended by
Special
Resolution dated
23rd April 2002*

MEMBERSHIP SUBSCRIPTIONS

21. The Council shall have power to fix the subscriptions payable by Corporate Members of the Institute and may at any time and from time to time increase or reduce the amount of the membership subscriptions of any of them, or require the payment of entrance fees by persons admitted to membership in any category in addition to

*Amended by
Special
Resolution dated
23rd April 2002*

the membership subscriptions, and may also at their absolute discretion waive payment wholly or in part of entrance fees or membership subscriptions in any case or cases where they think fit so to do.

22. There shall be no subscription fee for Personal Members except IMIPAs whose subscription fee shall be determined by Council from time to time.

*Amended by
Special
Resolution dated
23rd April 2002*

MEMBERSHIP RIGHTS AND DUTIES

23. Every member of the Institute shall be entitled on admission as a member of the Institute to receive a certificate of membership. Every such certificate shall be under the seal and shall be in such form as the Council may from time to time determine. All such certificates shall have a currency coincident with the membership of the persons to whom they have been issued. Every such certificate shall be the property of the Institute and in the event of cesser of membership shall be returned to the Institute, unless the Council shall assent to its remaining in the possession of the member of the Institute. (Any certificate issued to any individual by the Institute which relates to success in any of the Institute's examinations shall be the property of the individual to whom it is issued and shall not be returnable in the event of cesser of membership.)

24. The members of the Institute shall be entitled to style themselves as follows:

*Amended by
Special
Resolution dated
23rd April 2002*

A Corporate Member shall be entitled to style itself "Incorporated Practitioner in Advertising".

A Fellow shall be entitled to style himself "Fellow of the Institute of Practitioners in Advertising", and to use after his name the initials FIPA.

A MIPA shall be entitled to style himself "Member of the Institute of Practitioners in Advertising", and to use after his name the initials MIPA.

A MIPA who has successfully completed the Foundation Certificate and three consecutive years' CPD accreditation, and who continues to undertake the CPD accreditation programme on an annual basis, shall be entitled to use after his name the initials MIPA Cert.

*Amended by
Special
Resolution dated
19th April 2005*

A MIPA who has successfully completed the Excellence Diploma and three consecutive years' CPD accreditation, and who continues to undertake the CPD accreditation programme on an annual basis, shall be entitled to use after his name the initials MIPA Dip.

*Amended by
Special
Resolution dated
19th April 2005*

Provided that Personal Members shall not be entitled to style themselves as such or to use such initials as hereinbefore mentioned

in connection with any business except that of an Agency which is a Corporate Member or a Controlled Company or Associated Company.

A retired member shall be entitled to style himself "Fellow of the Institute of Practitioners in Advertising", or "Member of the Institute of Practitioners in Advertising" as the case may be, and use after his name the initials FIPA, MIPA, MIPA Cert., or MIPA Dip. as appropriate.

*Amended by
Special
Resolution dated
19th April 2005*

25. Notwithstanding Article 24 above and Article 26, the Council shall be entitled in its discretion to grant to former Fellows the continued entitlement to style themselves "Fellow of the Institute of Practitioners in Advertising" and to use after their names the initials FIPA where such former Fellows have ceased to be members of the Institute solely by reason of the operation of Article 29. f) below, and such former Fellows shall be entitled to style themselves as such or to use such initials as hereinbefore mentioned without being subject to any restrictions contained in Article 24 above or Article 26.

*Amended by
Special
Resolution dated
24th September
2002*

26. Save for Personal and Corporate Members of the Institute and Honorary Members, no person or firm shall use or employ any of the styles or initials referred to in these Articles or describe or represent himself or themselves as a member of the Institute or in any way connected with the Institute.

*Amended by
Special
Resolution dated
23rd April 2002*

27. The rights and privileges of every member of the Institute of whatever category shall be personal to himself and shall not be transferable by his own act or by operation of law, and save as herein provided, shall cease on his death or on his ceasing to be a member of the Institute for any reason whatever.

CESSATION OF MEMBERSHIP

28. On any change, whether of name, directorship, partnership, proprietorship, beneficial shareholding or control of, a Corporate Member, particulars thereof shall be supplied to the Institute within one month of such change.

*Amended by
Special
Resolution dated
23rd April 2002*

29. A member of the Institute of whatever category shall cease to be a member of the Institute:

- a) if, despite four weeks' prior notice from the Chairman of the Membership Committee:
- the Corporate Members' annual subscription continues to be in arrear at 5pm two working days before the March Council and at that meeting Council shall not think fit to permit the Corporate Member to remain in membership of the Institute; and

*Amended by
Special
Resolution dated
9th September
2002*

- there being no payment of the outstanding monies six working days prior, Council's decision to exclude the above Corporate Member is ratified at the Special Council following the Annual General Meeting in April.
- b) if a receiving order is made against the Corporate Member or the Corporate Member goes into liquidation, either voluntary or compulsory, or if the Corporate Member makes any arrangement or composition with creditors;
- Amended by
Special
Resolution dated
23rd April 2002*
- c) if a Personal Member is found lunatic or becomes of unsound mind;
- Amended by
Special
Resolution dated
23rd April 2002*
- d) if any member resigns by giving notice in writing prior to 1st November to the Institute and at the time of giving such notice pays all subscriptions (if any) due and returns the member's certificate of membership to the Institute. A notice of resignation received after 1st November shall not, unless the Council otherwise determines, relieve the member from payment of the following year's annual membership subscription;
- Amended by Special
Resolution dated
21st June 2005*
- e) if the Corporate Member enters into any agreement or engagement which in the opinion of the Council causes the member to devote the member's main energies to the service of any particular advertiser or limited group of advertisers;
- Amended by
Special
Resolution dated
23rd April 2002*
- f) if the member ceases to comply with one of the conditions set out in Articles 11 and 12 as appropriate provided that the Council may at its discretion allow the member to continue his membership for a period not exceeding six months after such event or may waive the operation of this paragraph in any particular case;
- Amended by
Special
Resolution dated
23rd April 2002*
- g) if a Corporate Member ceases to be actively engaged in the work of an Agency or shall, by virtue of any particulars pursuant to Article 29 hereof, or otherwise in the opinion of the Council, cease to hold or comply with any of the qualifications required under Article 10 for eligibility for admission to membership or becomes subject to the control of any person other than a Corporate Member and the Council resolves after giving the member concerned a proper opportunity of attending and being heard before a meeting of the Council that by reason thereof the member cease to be a member of the Institute;
- Amended by
Special
Resolution dated
23rd April 2002*
- h) if the Council resolves to terminate the membership of any member of the Institute in accordance with Article 30 c).

30. If any member of the Institute shall, in the opinion of the Council, have broken any of the members' undertakings to the Institute or any of the Bye-laws, rules or regulations of the Institute or shall be guilty of unprofessional or discreditable conduct or conduct prejudicial to the interest of the Institute, the Council may at any time:
- a) issue such cautions, warnings or reprimands as it may consider necessary; and/or
 - b) require from such member any specific or general undertaking as to such member's future conduct; and/or
 - c) terminate the membership of any such member; and/or
 - d) publish notice of any such action taken by the Council.
31. The Council may exercise its disciplinary powers under the preceding Article by itself or may by resolution delegate any such powers as are mentioned in paragraphs a) and b) of such Article to a Committee composed of members of the Council and in either case no penalty shall be imposed upon any member unless the question shall have been first investigated at a meeting of the Council or of the Committee, as the case may be, convened for the purpose, at which the member concerned shall have been given a proper opportunity of attending and being heard.
32. No resolution of the Council imposing any penalty as is mentioned in paragraph c) of Article 30 shall take effect unless three-quarters of the members of the Council present and voting upon the resolution shall have voted in favour of it at a meeting at which the member concerned shall have been given a proper opportunity of attending and being heard.

*Amended by
Special
Resolution dated
23rd April 2002*

After the passing of any such resolution a copy of such resolution shall forthwith be communicated in writing to the member of the Institute affected, by delivering or sending by recorded delivery to the member's address last notified to the Institute, and if the member shall, within seven clear days after the recorded delivery of such notice, give notice in writing to the Institute of the member's desire to appeal to a General Meeting of the Institute, accompanied by a reasonable deposit to cover the expenses incidental to the summoning and holding of such meeting, then the Council shall forthwith convene such a meeting for the purpose of considering the said resolution, and the same shall not take effect unless the same shall be confirmed at such General Meeting. If the meeting confirms the resolution of the Council, no part of the deposit shall be refunded to the appellant, but if the meeting refuses to confirm the said resolution the deposit shall be refunded to the appellant in full.

33. A retired member or an Honorary Member of the Institute shall ipso facto cease to be such if he resigns by notice in writing to the

Institute, or in the case of an Honorary Member, if the Council resolves for any reason that he cease to be an Honorary Member.

THE COUNCIL

34. The Institute shall be governed by a Council. The Council shall until otherwise resolved by the Institute in General Meeting consist of forty-two elected members of the Institute all of whom shall be individuals qualified for election as provided by Article 44 together with certain *ex officio* members in accordance with the provisions of Articles 40, 65 and 66. Until otherwise resolved by the Institute in General Meeting, the elected members of the Council shall be elected as follows: thirty by the Corporate Members and twelve by the MIPAs and FIPAs.

*Amended by
Special
Resolution dated
23rd April 2002*

35. Every election or re-election of members of the Council shall be by postal ballot. Every member of the Institute shall have one vote in respect of each vacancy in the number of representatives on the Council of his elective class. Provided that the CEO representing a Corporate Member under Article 10 shall have one vote in respect of each vacancy in each elective class.

*Amended by
Special
Resolution dated
23rd April 2002*

36. If the candidates nominated for election or re-election to the Council of any elective class are more in number than the vacancies to be filled the election shall be conducted by voting papers which shall be in such form as the Council shall direct. Such voting papers shall be sent to each of the members of the Institute belonging to the elective class in question at least twenty-one days before the date of the Annual General Meeting for that year. Voting papers must be returned to the office so as to be received there not less than 48 hours before the time fixed for the Annual General Meeting. Votes in respect of which voting papers are received later than such time shall not be counted.

37. Where after the counting of the votes an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be elected, the President of the Institute shall forthwith decide between those candidates by lot and the candidate upon whom the lot falls shall be elected.

38. If the candidates nominated for election or re-election to the Council as representatives on the Council of any elective class are not more in number than the vacancies to be filled such candidates shall be deemed to have been elected automatically without the holding of a postal ballot.

39. The Council shall have power to make rules concerning the procedure for nominating candidates.

40. In addition to the elected members of Council, the Chairman and Vice-Chairman for the time being of the IPA Regional Council, the

*Amended by
Special
Resolution dated
13th April 2002*

Chairman of Scottish IPA and, if he be a member of the Institute, the Chairman of The 44 Club or its successors in title shall be an *ex officio* member of the Council not subject to retirement by rotation.

41. The Chairman and Vice-Chairman of the IPA Regional Council and the Chairman of the Scottish IPA may each nominate any member of the Executive Committee of their branch, and the Chairman of The 44 Club may nominate any member of the Committee of The 44 Club, to act as their deputies at meetings of the Council. Such deputies shall, in the absence of the Chairman and Vice-Chairman of the IPA Regional Council, the Chairman of the Scottish IPA, or the Chairman of The 44 Club from a meeting of the Council, have the right to attend and vote at meetings of the Council, but shall not have any other rights or duties in connection with the Council, or be treated in any other respect as a member of the Council.

*Amended by
Special
Resolution dated
13th April 2002*

42. The period of tenure for every elected member of the Council shall be three years. After three years, each member shall retire, but he shall be eligible for re-election in accordance with Articles 46 and 47. In the event that a member fails to attend at least two Council meetings during any one calendar year without extenuating circumstances, he shall be required to retire and stand for re-election at the next Council elections irrespective of any remaining period of tenure. It shall be for the Council to decide, in its sole discretion, whether extenuating circumstances exist in each individual case .

*Amended by
special resolution
dated 8th
December 2005*

43. Any vacancy occurring in the members of the Council elected by either class between one Annual General Meeting of the Institute and the next may be filled by the Council, which shall also have power to fill any vacancy left open at any election. Any person appointed to fill any vacancy under this Article shall be deemed to represent the elective class in respect of which the vacancy was filled up, and shall hold office only until the next Annual General Meeting of the Institute, when he shall retire, and he shall not be included among the one-third of the members retiring in accordance with the provisions of Article 42 unless the member of the Council whose place he fills was then due to retire in accordance with that Article.

44. No person shall be qualified for election as a member of the Council:

*Amended by
Special
Resolution dated
23rd April 2002*

- a) to represent Corporate Members unless he is either:
- (i) a FIPA; and/or
 - (ii) a designated representative of a Corporate Member;
or
 - (iii) a Director of a Corporate Member or a Controlled Company.
- b) to represent FIPAs and MIPAs unless he is a FIPA or MIPA.

45. No candidate shall at any time stand as a candidate for election, or re-election, by the members of more than one elective class.
46. Subject to the provisions of Article 47, any candidate for election or re-election to the Council must be nominated for election by at least two members of the Institute belonging to the elective class in which he is standing for election and his name must be submitted to the Director General of the Institute at least twenty-eight clear days before the Annual General Meeting of the Institute for that year, accompanied by a consent signed by him to act if elected.
47. Any retiring members of the Council shall, subject to the provisions of these Articles be eligible for re-election and, if standing for re-election in the same elective class as that by which he was last elected, need not be nominated in accordance with Article 46.
48. A member of the Council may resign by sending in his resignation in writing to the Council, and upon the expiration of three months from the date of sending in such resignation or upon its earlier acceptance by the Council he shall cease to be a member of the Council.
49. The office of a member of the Council shall also be vacated:
 - a) if he becomes bankrupt or of unsound mind;
 - b) if he is concerned or interested or participates in the profits of any contract with the Institute other than as a member of any such company as mentioned in Clause 4 of the Memorandum of Association;
 - c) if he ceases to be qualified for election as provided in Article 44 hereof;
 - d) if he ceases to hold office by virtue of any order made under Sections 2 to 12a of the Company Directors Disqualification Act 1986;
 - e) if he is removed from office by a resolution duly passed pursuant to Section 378 of the Act.
50. No member of the Council shall vacate office or be ineligible for re-election, nor shall any person be ineligible for appointment, as a member of the Council by reason only of his attaining or having attained any particular age.

*Amended by
Special
Resolution dated
23rd April 2002*

*Amended by
Special
Resolution dated
23rd April 2002*

DIRECTOR GENERAL, SECRETARY AND OTHER
PERMANENT OFFICERS

51. The Council may appoint a Director General, a Secretary and such other permanent officers of the Institute as they think fit, and may fix their respective term of office and remuneration and prescribe their respective duties. All officers so appointed shall hold office at the pleasure of the Council, who may subject to the provisions of any service or other agreement at any time dismiss them and appoint others in their places. No member of the Council shall be eligible for or appointed to any salaried office of the Institute, nor to any office paid by fees.

POWERS AND DUTIES OF THE COUNCIL

52. The business and affairs of the Institute shall be managed by the Council, who may exercise all such powers, authorities and discretions of the Institute as are not by the Statutes or by these Articles required to be exercised by the Institute in General Meeting, subject, nevertheless, to any regulations of these Articles and to the provisions of the Statutes. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.
53. The Council may exercise any of the powers of the Institute to borrow money or to issue debentures or other securities, or to mortgage or charge any of the property or assets of the Institute.
54. The Council shall have power to appoint district committees or branches (formed of members of the Institute) to assist in the enrolment of members, to foster friendly relations amongst the members, to receive and consider complaints and generally to afford assistance, but so that no district committee or branch shall have power to admit members in any category nor take any executive action in the name or on behalf of the Institute.
55. The Council may authorise the repayment by the Institute to members of the Council and of any committee or branch of all or any out-of-pocket expenses incurred by them in the performance of their duties or in connection with the affairs of the Institute and in that event such members shall be repaid such out-of-pocket expenses accordingly.
56. The Council may from time to time appoint any member of the Council as honorary local or overseas representative of the Institute with such powers and for such period as may be determined by the Council.

57. The Council shall also have power:
- a) to determine upon and decide any question with regard to professional conduct;
 - b) to prescribe what examination or examinations (general and/or specialist) are to be passed by candidates for admission to membership of the Institute as members before they shall respectively be eligible for admission;
 - c) to establish any local boards or agencies for managing any of the affairs of the Institute or to make enquiries upon any matters and report thereon to the Council, and to appoint any members of the Institute to be members of such local boards, or as managers or agents and to fix their remuneration, and to delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Council;
 - d) to appoint any one or more of its body to act as attorney either generally or specially with such powers and for such period as may be determined;
 - e) to publish or cause to be published from time to time at the expense of the Institute or otherwise a list of the members of the Institute together with such particulars with regard thereto and to the Institute or its objects as they may deem advisable and such list may be supplied to members of the Institute and others either free or at such prices as the Council shall from time to time determine.
58. All the monies payable to the Institute shall be paid by the Council or by its direction into the account of the Institute at its bankers and all monies payable by the Institute shall be paid in such manner as the Council may from time to time prescribe. Cheques drawn upon the bankers of the Institute shall be signed in such manner as the Council may from time to time prescribe.
59. Subject to the provisions of the Memorandum of Association, the Council may employ any part of the funds of the Institute in the provision of prizes, medals, scholarships or exhibitions.
60. The Council may make, alter and repeal such byelaws, rules and regulations as it may think desirable for the purpose of effecting the general objects of the Institute including such byelaws, rules and regulations relating to:
- a) professional conduct to be observed by members of the Institute in conducting their business as practitioners in

advertising and marketing communications or with the creation of and/or placement of advertising as it may consider necessary for attaining the objects of the Institute, of elevating the status of practitioners and securing or ensuring the trustworthiness, proper conduct and efficiency of all such practitioners who are members of the Institute; and

- b) the establishment and notification of the practice of members of the Institute and of practitioners in marketing communications and advertising generally:

Provided that no byelaws, rules and regulations so made, and no alteration or repeal thereof, shall be operative or have effect until the same shall have been approved and adopted by a resolution passed by a majority of all members of the Council for the time being, at a meeting of the Council specially convened for the purpose, and provided also that no such byelaws, rules or regulations shall be repugnant to or inconsistent with the Memorandum of Association or these Articles or amount to such an alteration of or addition to these Articles as could only legally be made by a Special Resolution.

THE SEAL

- 61. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Council and shall be so affixed in the presence of at least two individuals being either members of the Council or the Director General or Secretary or such other individuals as the Council may appoint for the purpose.

PROCEEDINGS OF THE COUNCIL

- 62. The Council shall meet at least four times in every year. Subject to this provision the Council may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Subject to any express provision to the contrary contained in these Articles, questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. The President of the Council, and the Director General, on the requisition of the President, or of any six members of the Council, may at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member thereof for the time being absent from the United Kingdom. Seven days' notice shall, except in cases of emergency, be given of meetings of the Council. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, at any number of members, not being less than one-fifth of the Council, and until so fixed shall be one-fifth of the Council.

63. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number fixed as a quorum by or in accordance with these Articles, the continuing members may act for the purpose of filling up vacancies in the Council or of summoning General Meetings of the Institute and for the purpose of holding examinations and matters connected therewith, but not for any other purpose, and may act for the purposes aforesaid whether or not their number is reduced below the number fixed by or in accordance with these Articles as the quorum of the Council.
64. At the first meeting of the Council to be held after the Annual General Meeting of the Institute in each year the members of the Council shall elect from among themselves a President of the Institute, an Honorary Treasurer of the Institute, and an Honorary Secretary of the Institute. The President shall also be the Chairman of the Council. The officers elected under this Article shall hold office until the first meeting of the Council to be held after the Annual General Meeting following the date of their election to office and shall then retire from office. Every retiring officer under this Article shall, if otherwise eligible, be eligible for re-election to the same office or for election to any other office named in this Article. Any vacancy in the office of President, Honorary Treasurer or Honorary Secretary, or any of them, arising before his period of office has expired may be filled by the Council, and any person so appointed to fill a vacancy shall hold office for the remainder of the period during which his predecessor would have held office if such vacancy had not occurred.
65. Any President who shall have held office for at least one year shall, upon his retirement as President, become *ex officio* a member of the Council and shall, subject to Article 50 and so long as he remains a member of the Institute, continue as such until the retirement of the next President but one to have held office for not less than one year.
66. The Council may appoint any past President to be an *ex officio* member of the Council to hold office, subject to Article 50 and so long as he remains a member of the Institute, in place of and for the same term as any past President who would but for death, resignation, retirement or disqualification have been an *ex officio* member of the Council under the preceding Article.
67. The Council may elect any one or more members of the Institute whom it thinks deserving of the honour to be a Vice-President. Every Vice-President shall, so long as he maintains his qualifications as a member of the Institute continue in office until the Annual General Meeting next following his election or re-election, and shall be eligible for re-election as a Vice-President. Any such Vice-President shall not be *ex officio* a member of the Council, but if eligible may stand for election to the Council under the provisions of these Articles.

68. A meeting of the Council for the time being, at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Council, except where otherwise expressly provided by these Articles.

69. The Council may delegate any of its powers, other than the powers of borrowing under Article 54 hereof, to any committee or committees formed for such purpose or purposes and (subject to the proviso hereafter) consisting of such member or members of the Council and/or of such other person or persons appointed by the Council as the Council may think fit, and may from time to time vary or revoke any of the powers delegated to such committee: Provided that of any committee or committees which may be appointed by the Council to consider and deal with trade relations, business agreements and the like, at least one-half shall be composed of members of the Council representing and elected by Corporate Members. The Council may also confer upon any committee a power, subject to any regulations that may be imposed by the Council, to co-opt any person or persons as an additional member or as additional members thereof: Provided that not less than two-thirds of the members of such committee shall be members of the Institute or employees of Corporate Members. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Council. A committee may approve for specific purposes, within its own terms of reference, the establishment of sub-committees which may include persons other than members of the Institute or employees of Corporate Members.

*Amended by
Special
Resolution dated
23rd April 2002*

70. a) Subject to any regulations made by the Council as to the appointment of a Chairman, a committee and a sub-committee may elect a Chairman of its meetings. If there shall be no Chairman, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the members of the committee or sub-committee present may choose one of their number to be Chairman of the meeting. Unless and until otherwise provided by the Council the President of the Institute shall have the right to attend any meeting of any committee or sub-committee of which he is not a member but not to vote thereat. A committee and a sub-committee may meet and adjourn as it thinks fit, and act notwithstanding vacancies in its body (provided only that the number is not reduced below any minimum authorised number), and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee or sub-committee present, and in case of an equality of votes the Chairman shall have a second or casting vote.

b) Provided always that no resolution of a meeting of a committee or sub-committee shall be valid or effectual

unless of the members of the committee or sub-committee present at the meeting a majority are members of the Institute.

71. Minutes shall be made:
- a) of all appointments of officers made by the Council or any committee or sub-committee;
 - b) of the names of the members present at each meeting of the Council and of any committee or sub-committee;
 - c) of all resolutions and proceedings at all meetings of the Institute and Council, and, so far as the Council may from time to time require, of any committee or sub-committee.
72. All acts done by any meeting of the Council or of any committee or sub-committee or by any person acting as a member of the Council or of any committee or sub-committee shall (notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such body or person acting as aforesaid or that he or they were disqualified or had vacated office) be as valid as if every such body or person has been duly appointed or had duly continued in office and was qualified to do such acts.

GENERAL MEETINGS OF THE INSTITUTE

73. The Annual General Meeting of the Institute shall be held in the month of March or April in each year, at such time and place as the Council may appoint and shall be specified as such in the notices calling it. All other General Meetings shall be called Extraordinary General Meetings.
74. At each Annual General Meeting the Council shall submit for consideration their report on the affairs of the Institute and the past year's transactions, together with the accounts made up to the previous 31st day of December. The above business and announcement of the results of the elections by the members of the Institute of their representative members of the Council, and the fixing of the remuneration of the Auditors shall be the ordinary business of an Annual General Meeting and may be transacted without notice. No other business shall be transacted at the Annual General Meeting unless it shall either have been specifically referred to in the notice convening the meeting or shall be certified in writing by at least ten members of the Council to be a matter of extreme urgency.
75. The Council may whenever they think fit convene an Extraordinary General Meeting, and the Council shall upon a requisition signed by the President and four members of the Council or by at least twenty Corporate Members convene an Extraordinary General Meeting to be

*Amended by
Special
Resolution dated
23rd April 2002*

held within thirty days of the receipt of the requisition. Every such requisition and every notice convening an Extraordinary General Meeting shall specify the general nature of the business to be dealt with at such meeting, and no business shall be transacted at such meeting other than that which is referred to in the notice convening the meeting. The provisions of this Article shall have effect in addition and without prejudice to the provisions of Section 368 of the Act.

76. Subject to the provisions of Section 369 (1) of the Act not less than twenty-one days' notice in writing of every Annual General Meeting and of every meeting convened for the passing of a special resolution, and not less than fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the date of the holding of the meeting and of the date on which the notice is served or deemed to be served) shall be given to the Auditors and to all members of the Institute who are entitled to receive notice thereof. In the case of the Annual General Meeting notice shall be given to all the members of the Institute. All the members of the Institute shall be entitled to attend any Annual General Meeting and any Extraordinary General Meeting, but no member of the Institute other than a Corporate Member shall be entitled to vote thereat. It shall not be necessary save in the case of a Special or Extraordinary Resolution to give the text of any resolution intended to be proposed, but the notice shall contain a statement of the general nature of the business to be dealt with.

*Amended by
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Resolution dated
23rd April 2002*

77. A quorum for a General Meeting shall be ten Corporate Members present or represented as herein provided. If at any meeting a quorum be not present within half an hour from the time appointed for holding the meeting the meeting, if convened upon a requisition, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other date, time and place as the Council may appoint, and at such adjourned meeting the members present or represented shall form a quorum. The President of the Institute, or failing him, a past President who is *ex officio* a member of the Council, or failing him, some other member of the Council to be elected on a show of hands at the meeting, or failing any such member of the Council some member of the Institute elected on a show of hands at the meeting, shall take the chair at each General Meeting.

*Amended by
Special
Resolution dated
23rd April 2002*

78. The Chairman of any meeting at which there is a quorum may with the consent of the meeting adjourn the meeting from time to time and from place to place.

*Amended by
Special
Resolution dated
23rd April 2002*

79. Subject and without prejudice to the provisions of Sections 373 and 374 of the Act with regard to the right to demand a poll, every question submitted at a meeting shall be decided by a show of hands, and in the case of an equality of votes the Chairman shall have a second or casting vote whether on a show of hands or on a poll.

*Amended by
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Resolution dated
23rd April 2002*

80. Unless a poll be duly demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or lost or carried or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
81. Except as hereinafter provided, if a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
82. No poll shall be demanded on the election of a Chairman or on a question of adjournment. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that on which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS OF THE INSTITUTE

83. On every question submitted at any meeting every member of the Institute present and entitled to vote shall have one vote only. All votes shall be given personally, and (subject as provided in Article 85) proxies shall not be allowed.
84. A Corporate Member shall vote at meetings by its representative appointed as provided by Clause 10 and Section 375 of the Act. The designated representative of a Corporate Member may, if not attending and voting himself, appoint a fellow partner, director or equivalent senior employee to attend and vote on his behalf.

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ACCOUNTS

85. The Council shall in accordance with the requirements of Section 222 of the Act cause true accounts to be kept:
 - a) of all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place; and
 - b) of all sales and purchases of goods by the Institute; and
 - c) of the property, credits and liabilities of the Institute.

*Amended by
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86. The books of account shall be kept at the office, or (subject to Section 222 of the Act) at such other place as the Council think fit and shall always be open to the inspection of the members of the Council. No member of the Institute (other than a member of the Council) shall have any right of inspecting any account or book or document of the

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Institute except as conferred by the Statutes or authorised by the Council or the Institute in General Meeting and excepting also that any member shall be entitled, on demanding the same and signing his name in a book to be kept for that purpose, to inspection, between the hours of 10 in the forenoon and 12 noon on any weekday except Saturday of the accounts of the Institute mentioned in Clause 10 of the Memorandum of Association.

87. At the Annual General Meeting of the Institute in every year the Council shall lay before the Institute an income and expenditure account made up to the preceding 31st day of December and a balance sheet made up as at the same date containing a general summary of the assets and liabilities of the Institute arranged under suitable heads.
88. Every such balance sheet as aforesaid shall be signed on behalf of the Council by two members thereof and the Honorary Treasurer, or alternatively by four members of the Council, and shall be accompanied by the Auditors' report and a report of the Council as to the state of the Institute's affairs and upon the work of the Institute for the last preceding year up to the 31st day of December.
89. A printed copy of the income and expenditure account and balance sheet and of the reports of the Council and Auditors, shall, at least twenty-one clear days previously to the Annual General Meeting, be delivered or sent by post to the Auditors and to the registered address of every member of the Institute.

AUDIT

90. Auditors of the Institute shall be appointed and their powers, rights, remuneration and duties regulated in accordance with the provisions for the time being of the Statutes, the Council being treated as the Directors for the purposes of such provisions.

NOTICES

91. Any notice or document may be served by the Institute on any member of the Institute either personally or by sending it through the post in a prepaid letter addressed to such member of the Institute at his registered address as appearing in the register of members of the Institute.
92. Any member of the Institute described in the register of members of the Institute by an address not within the United Kingdom who shall, from time to time, give to the Institute an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address but save as aforesaid only those members of the Institute who are described in the register of members of the Institute by an address within the United Kingdom shall be entitled to receive any notice from the Institute.

93. Any notice or other document, if served by post, shall be deemed to have been served at the time when the same is put into the post office, and in proving such service it shall be sufficient to prove that the notice or document was properly addressed, prepaid and put into the post office.

INDEMNITY

94. The members of the Council and of any committee or sub-committee and the Auditors, Director General, Secretary and other officers for the time being of the Institute and the Trustees (if any) for the time being acting in relation to any of its affairs, and every one of them and their executors and administrators shall be indemnified and secured harmless out of the assets and income of the Institute from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their, or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Institute shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any monies of or belonging to the Institute shall be placed or invested or for any other loss misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto. This Article shall only take effect subject to the provisions of Section 310 of the Act, or any statutory amendment or re-enactment thereof.

WINDING UP

95. The provisions of Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have effect as if the same were repeated in these Articles.

THE COMPANIES ACT, 1908 TO 1917, 1948

AND

THE COMPANIES ACTS 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A CAPITAL DIVIDED INTO
SHARES

AMENDED

Memorandum

AND

NEW

Articles of Association

OF

THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

(Adopted by Special Resolutions passed on the 15th day of April, 1964 and amended by Special Resolutions passed on the 28th day of October, 1971, the 24th day of April, 1986, the 23rd day of April, 1987, the 22nd day of February, 1988 the 13th day of April 2000, the 23rd day of April 2002, the 15th day of April 2003, the 9th day of September 2003, the 27th day of April 2004, the 19th day of April 2005, the 21st day of June 2005 and on the 8th December 2005.)

Incorporated the 12th day of April, 1927
