No. 00023811

BRITISH INSTITUTE OF VERBATIM REPORTERS

The Companies Act 2006

Company Limited By Guarantee
and not having a Share Capital

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE BRITISH INSTITUTE OF VERBATIM REPORTERS

(Adopted by Special Resolution of the
Institute the 31st day of July 2022)

Incorporated the 20th day of January 1887

MEMORANDUM OF ASSOCIATION

1. The name of the Company (the "Institute") is the British Institute of Verbatim Reporters.

2. The registered office of the Institute shall be in England.

3. The objects for which the Institute is established are:

(A) The promotion of the profession of stenography (encompassing all forms of machine and pen shorthand) and verbatim reporting.

(B) To provide advice and guidance on fair and equitable remuneration which reflects the professional standing of its members.

(C) The raising of the qualifications and status of its members.

(D) The encouragement and maintenance of adequate training and examination facilities.

4. The Institute shall have the following powers:

4.1. to purchase, take on lease and/or exchange, hire or otherwise acquire real or personal property and rights or privileges and construct, maintain and alter buildings or erections;

4.2. to sell, let or mortgage, dispose of or turn to account any of the property or assets of the Institute;

4.3. to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law;

4.4. to invest moneys of the Institute not immediately required for its purposes in or upon such investment, security or property as may be thought fit subject nevertheless to such conditions and such consent as may for the time being be imposed or required by law.

5. The income and property of the Institute, from wherever 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.

6. No Council Member of the Institute shall be appointed to any office of the Company which is paid by salary or fees or receive any remuneration or other benefit in money or moneys' worth from the Institute.

Provided that nothing herein shall prevent any payment in good faith by the Institute:

6.1. of reasonable and proper remuneration to any member, officer or servant of the Company (not being a Council Member) for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company.

6.2. to any member of reasonable out of pocket expenses.

7. 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 s/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 s/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 one pound.

8. 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, to be determined by the members of the Institute at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

9. Any investments or real or leasehold property acquired by the Institute shall be vested in trustees who shall hold the same upon trust for the Institute. Such trustees of the Institute's investments or property shall be appointed by resolution of the Fellows or Members of the Institute in general meeting.

ARTICLES of ASSOCIATION

1. (a) A "Fellow" is a person who has satisfied the examination requirements at Fellowship standards, as laid down from time to time by the Council. Such Fellows shall be entitled to vote at all general and extraordinary general meetings and shall be entitled to use the initials FBIVR after their name.

(b) A "Member" is a person who has satisfied the examination requirements at Membership standards, as laid down from time to time by the Council. Such Members shall be entitled to vote at all general and extraordinary general meetings and shall be entitled to use the initials MBIVR after their name.

(c) An “Associate” is an associated professional (an Accredited Transcriber and/or an Accredited Scopist) who has satisfied the examination requirements as laid down from time to time by the Council. Associates shall have voting rights limited only to their category of membership until three years of associateship has passed, at which time the individual Associate may apply to Council to become a full member. Associates shall be entitled to use the initials ABIVR after their name.

2. Any person who becomes a Member following 9 September 2017 shall be accredited accordingly to reflect their competence in their chosen field of work: (Accredited Speech-to-Text Reporter), (Accredited Verbatim Reporter).

3. Any person who becomes an Associate following 19 February 2022 shall be accredited accordingly to reflect their competence in their chosen field of work: (Accredited Audio Transcriber), (Accredited Scopist).

4. (i) Any Fellow or Member, upon retiring from the profession and no longer receiving remuneration for verbatim reporting assignments, may opt to become a Retired Member;

(ii) Such Retired Members shall pay a reduced subscription, as laid down by the Council of the BIVR from time to time;

(iii) Such Retired Members shall not be eligible to serve on the Council of the Institute or any of its Committees, nor to vote at annual or extraordinary general meetings.

5. Any student following a bona fide course of stenography may -- subject to the endorsement of the Council -- become a Student Member at a reduced subscription as laid down by the Council from time to time. Such Student

Members shall not be entitled to vote at annual or extraordinary general meetings, or to serve on the Council of the Institute or any of its Committees.

6. The Act is The Companies Act 2006.

7. References to Fellows and/or Members shall relate to either or both of them in any combination one with the other.

CONSTITUTION

1. The Institute is established for the purposes expressed in the Memorandum of Association. The Council shall from time to time make regulations relating to the conduct of examinations but may delegate all or any of its powers to an examination panel.

QUALIFICATION AND ADMISSION

2. Subject to Article 4 every candidate for membership of the Institute shall fulfil the requirements laid down by the Council in writing from time to time. Any Member wishing to add to their BIVR accreditation may be examined in their chosen field(s) of work.

3. At the discretion of the Council, any stenographer holding a certificate of competency or accreditation of another professional body recognised by the Council and sponsored by two Fellows or Members of the Institute, may be admitted into the same accredited Membership of the Institute without examination.

4. Upon compliance with Articles 3 - 7 the Council shall issue to every member:

   a) a copy of the Memorandum and Articles of Association (which may be downloaded from the BIVR website on the internet); and

   b) an appropriate certificate of admission.

5. The Council shall have power to refuse an application, and any candidate whose application has been so refused shall not be entitled to renew their application until after the expiration of at least six months from the date of such refusal.

6. In relation to the refusal of an application for membership the requirements of natural justice shall be respected and the applicant shall be entitled to be advised of the reason for refusal and to state their case.

7. Every member, upon the Council's acceptance of their application, shall sign the following undertaking: "I hereby engage that I will endeavour to promote the objects of the British Institute of Verbatim Reporters and I agree to be bound by the Memorandum and Articles of Association as now framed or as hereafter

amended". The Secretary shall, on the receipt of such undertaking, enter the name and address of the person signing the same in the books of the Institute, and upon such entry such person shall be deemed to be a member and to have been admitted as such accordingly.

8. Persons who are not members of the Institute shall not be entitled to refer to themselves or hold themselves out to third parties to be "Fellows" or "Members" or use the letters FBIVR or MBIVR~~.~~.

9. Members whose membership has lapsed through non-payment of their subscription shall not be entitled to refer to themselves or hold themselves out to third parties to be "Fellows" or "Members" use the letters FBIVR or MBIVR.

WITHDRAWAL

10. Any Member shall have the right to withdraw from the Institute by giving notice in writing to the Secretary prior to 1st December in any calendar year, and such notice shall fix the date of withdrawal for the purpose of Clause 7 of the Memorandum of Association.

DISCIPLINARY PROCEDURE

11. Should the conduct of any member of the Institute be considered by three Fellows or Members to be gravely harmful to another individual, to a firm or to the profession at large they shall inform the Secretary in writing of such conduct. The Secretary shall lay such allegation before the Council at the next council meeting. The Council may:

(a) call upon the party concerned to answer such complaint, in writing, and, having considered the matter, direct the Secretary to issue their findings as they think fit; or

(b) appoint an independent arbitrator or referee (by agreement with both parties) to hear complaints alleging such conduct; or

(c) take such other action as they consider appropriate.

12. The Council shall also, by agreement of the parties, have power to arbitrate in matters of dispute between firms and their employees, or between firms, or appoint a panel of referees so to do. The findings of the Council shall remain confidential to the parties concerned.

EXAMINATION FEES AND SUBSCRIPTIONS

13. An entrance fee as determined from time to time by the Council shall be payable upon admission to membership.

14. The annual subscription for Fellows, Members, Retired Members and Students shall be such sum as may from time to time be fixed by the Council with the sanction of a General Meeting. The subscription shall be payable in advance on 1st January or by two instalments due on 1st January and 1st July in every year.

15. Any Fellow, Member, Retired Member or Student whose subscription shall be unpaid on 1st February (or 1st August where applicable) shall receive notice thereof in writing from the Secretary, and in case the subscription shall not have been paid on or before 1st March (or 1st August) where applicable) in any year, shall cease to be a Fellow, Member, Retired Member or Student of the Institute.

16. The Council shall be entitled to terminate the membership of a member upon non-payment of subscription after the giving of reasonable notice to do so.

RE-ADMISSION

17. The Council shall consider on an individual basis any application for readmission to the Institute.

COUNCIL AND OFFICERS

18. The Institute shall be governed by a Council of up to twelve Fellows and Members, in any combination. Being on Council involves a willingness to stand for President (while noting that the position of Chief Examiner is exempt as they do not need to be a Council member)

19. No Fellow or Member shall be eligible to hold the office of President who has not been a Fellow or Member of the Institute for at least three years and a member of the Council for at least one year.

20. The President shall hold office for a minimum term of one year and shall not be eligible for re-election for a period of two years after the termination of their term of office. Nevertheless the Institute may from time to time in General Meeting, by a resolution (of which due notice shall be given in the notice convening the meeting) passed by a majority of two-thirds of the Fellows and Members present and voting thereat, declare that any Fellow or Member who, but for the period of disqualification mentioned above would be eligible for election as President, shall be so eligible for the then ensuing year, and upon such resolution being passed any Fellow or Member affected thereby shall be qualified to hold the office of President.

21. A Treasurer and a Secretary shall be appointed by the Council at their first meeting after the Annual General Meeting.

22. The Council shall be empowered to co-opt one or more Fellows or Members to serve upon the Council or any Committee it may establish.

23. Up to one-third of the Council eligible for retirement by rotation shall retire from office at each Annual General Meeting, but they shall be eligible for re-election at that meeting.

24. Subject to the provisions of the Act the Council Members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last appointed Council Members on the same day those to retire shall (unless they shall otherwise agree amongst themselves) be determined by lot.

ELECTIONS

25 At the Annual General Meeting of the Institute it shall elect its Council Members for the following year and the President for the ensuing two years. If at the end of the first year, the President opts not to continue in post, a new President shall be elected at that AGM. Such election shall be by simple majority of the votes cast at the meeting.

26. The outgoing President shall act as Vice-President for the ensuing year.

27. The names of Fellows and Members to be proposed for election on the Council, other than those of the retiring Council members, together with the names of their proposers, shall be forwarded to the Secretary at least fifty days before the due date of the Annual General Meeting in each year. The Secretary shall, in the notice convening the Annual General Meeting, state the names of Fellows and Members nominated for election to the Council, and the names of their proposers, together with the names of those members of the Council who seek re-election.

28. If any vacancy shall occur in the Council otherwise than by rotation, the Council may fill such vacancy by co-opting a Fellow or Member who shall retire before the next Annual General Meeting in addition to any other members of the Council who then retire under Article 24. Council may call an Extraordinary Meeting of the Fellows and Members to fill such vacancy.

MEETINGS

29. An Annual General Meeting of the Institute shall be held not later than 15 months after the previous Annual General Meeting when the following business shall be transacted:

(i) the presentation and (if accepted) passing of accounts of the Institute for the previous financial year ended on the thirty-first day of December prior to the meeting.

(ii) the election of the Council Members and President.

(iii) such other business as shall have been communicated to the Secretary and included in the Notice of the meeting sent to the members.

30. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

31. The Council may, whenever they think fit, convene an Extraordinary General Meeting and, upon the requisition of Fellows and Members representing not less than one-tenth of the total Fellowship and Membership of the Institute, shall forthwith proceed duly to convene an Extraordinary General Meeting of the Institute. Such requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Institute.

If the Council do not within twenty-one days of the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or those representing more than one half of their number, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

A meeting convened under this Article by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Council.

32. The business at a general meeting shall be limited to that provided by these rules and those further matters set out in the notice convening the meeting.

33. An Annual General Meeting or an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. All other Extraordinary General Meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. Such notice shall specify the place, the day and the hour of meeting, the general nature of the business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in General Meeting, to such persons as are, under the Articles of the Institute, entitled to receive such notices from the Institute. All members of the Institute shall be entitled to receive notice of and attend all General Meetings.

34. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notices shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

35. At every Annual General Meeting two scrutineers of the ballot shall be appointed as soon as the meeting is constituted.

36. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, Balance Sheet and the Reports of the Council, the election of the President and of the members of the Council in the place of those retiring.

37. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business; 12 persons who are Fellows or Members shall be a quorum.

38. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Fellows and Members, 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 day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Fellows and Members present shall be a quorum.

39. The President shall preside as Chair at every General Meeting of the Institute, or if s/he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice-President shall preside as Chair, or in the event of the Vice-President also being unable/unwilling to preside, the members of the Council present shall elect one of their number to chair ~~of~~ the meeting.

40. If at any meeting no member of the Council is willing to act as chair or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to chair the meeting.

41. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

42. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded by at least three Members, in any combination. The Chair may call for a ballot on any resolution.

    Unless a ballot be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of

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 ballot may be withdrawn.

43. If at any Extraordinary General Meeting a ballot is duly demanded, two scrutineers of the ballot shall be appointed and the ballot shall be taken forthwith, and the result of the ballot shall be deemed to be the resolution of the meeting.

44. At all meetings of the Institute each Fellow and Member shall have one vote.

45. On a ballot, votes may be given either personally, by postal vote, or online secure voting, or by proxy. Any Fellow or Member may appoint a proxy to attend and vote on their behalf at any General Meeting.

46. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

I hereby appoint as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the Company to be held on 20 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *For *Against

Resolution No 2 *For *Against

*Strike out whichever is not desired.

Unless otherwise instructed the proxy may vote as they think fit or abstain from voting.

Signed on 20 .

47. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council Members may be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in the instrument of proxy sent out by the Company in relation to the meeting

not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and an instrument or proxy which is not deposited or delivered in a manner so permitted shall be invalid.

COUNCIL MEETINGS

48. The Council shall meet as often as necessary for the efficient conduct of the business of the Institute. Four members including the Secretary at such meeting shall constitute a quorum.

49. In determining whether Council members are participating in a Council meeting, it is irrelevant where any Council member is or how they communicate with each other. If Council members are not in the same place they may decide that the meeting is to be treated as taking place wherever any of them is.

50. If the numbers of votes for and against a proposal are equal, the chair or other Council member chairing the meeting has a casting vote.

51. Before proceeding to business at any meeting of the Council, a Chair (in the absence of the President) shall be elected. The Chair at such meetings shall have a casting vote in all cases where the votes (including the first vote) are equal.

POWERS AND DUTIES OF THE COUNCIL

52. Subject to the provisions of the Act and the Memorandum and the Articles the business of the Institute shall be managed by the Council Members who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council Members which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council Members by the Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

53. The Council shall have power to make byelaws and regulations which shall be afterwards submitted to a General Meeting of the Institute for confirmation, and to do all other acts requisite and proper for the management of the Institute and all such other things as are incidental or conducive to the attainment of the objects of the Institute.

54. Any member of Council who disagrees with the majority decision of Council must give notice to the President 48 hours in advance of the day of the AGM or EGM that he intends to speak at that AGM or EGM against a majority decision of Council.

55. The Council may, in any case of emergency, devote a sum not exceeding one hundred pounds out of the funds of the Institute to the relief of any member, or former member of the Institute, or any member or members of their family.

EXAMINATIONS

56. The Council shall appoint a panel of Fellows and Members of the Institute to be examiners (one of whom shall be the Chief Examiner) to examine candidates for the current year; and approve examination syllabuses and standards as shall be revised from time to time.

57. An entrance fee as determined by the Council shall be payable upon first admission to membership. An examination fee as determined by the Council shall be payable for any examination for Membership or Fellowship of the Institute, and for any additional professional examinations as may be established by the Council from time to time.

MINUTES

58. Minutes of the proceedings of every meeting of the Institute, and of every meeting of the Council, shall be recorded in a book or books to be kept for that purpose, and be signed by the chair of such meeting, and in case of the minutes not being so signed at or before the succeeding meeting, then by the Secretary, or by two Fellows or Members, in any combination, present at the meeting to which such minutes relate. Such minutes, when so recorded and signed, shall be receivable evidence of the proceedings therein reported without further proof.

NOTICES

59. A notice may be served upon any member, either personally or by sending it through the, at their registered address, or in the case of a member who has notified the Institute of an address to be used for the purpose of electronic communications, by way of an electronic communication.

60. Proof that an electronic communication has been transmitted to the proper address or proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the end of 48 hours after the envelope containing it was posted, or, in the case of a notice contained in an electronic communication, at the end of 48 hours after the time it was sent.

GENERAL ANNUAL REPORT AND BALANCE SHEET

61. The Council shall annually submit to the members a report and balance sheet, a copy of which shall be sent to each member with the notice convening the Annual Meeting.

TREASURER

62. It shall be the duty of the Treasurer to receive all moneys due and to make payments in accordance with policies determined by the Council, operate the bank account, to keep appropriate records and to make regular reports to the Council as to the financial position of the Institute. The accounts, before adoption, should be examined annually by an independent examiner, who is not a member of BIVR, to verify them.

63. The Treasurer shall give notice in writing to the Council 48 hours in advance of any AGM or EGM that s/he intends to speak against a majority decision of the Council at that AGM or EGM.

SECRETARY

64. The Secretary shall keep the minutes of the Council and General Meetings, and have charge of all books and papers belonging to the Institute other than those of the Treasurer or relating to Treasury business. S/he shall not incur any liability nor expend any money on behalf of the Institute, except for petty expenses, without the authority of the Council.

65. The Secretary shall give notice in writing to the Council 48 hours in advance of any AGM or EGM that s/he intends to speak against a majority decision of the Council at that AGM or EGM.

OPEN MEETINGS

66. Meetings, to which any member may introduce a friend, may be held from time to time as the Council shall direct for the discussion of subjects relating to the objects of the Institute and for other purposes. Any papers proposed to be read at such meetings shall, if required, be previously submitted to the Council for approval.

INDEMNITY

67. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Council member may otherwise be entitled, every Council member or officer of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from

liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.