



Memorandum & Articles of Association and Bye-Laws

First registered 12th August 2006 Last Updated: 12th August 2006

THE COMPANIES ACT 1985 [as amended]

MEMORANDUM OF ASSOCIATION of the

Independent Trade Association of Computing Specialists (ITACS)

As consolidated by Interim Committee duly passed on 12th day of August 2006

1. The name of the Association is

INDEPENDENT TRADE ASSOCIATION OF COMPUTING SPECIALISTS.

2. The registered office of the Association will be situated in England.
3. The purpose for which the Association is established is to promote quality and distinction and enhance the professionalism of members in support of informing consumers, encouraging honest businesses and targeting rogue Business's.
4. The objectives for which the Association is established are:
 - (a) To advance the technical, scientific, practical and general knowledge of persons engaged in the administration of legislation (or rules, regulations, statutory instruments, orders and provisions made under or arising from such legislation) relative to, fair trading, consumer and public protection, and such other legislation or duties including all such allied or related matters as can or may be administered or undertaken by its members and of persons engaged in the giving of advice to consumers and Business's and of all other persons as may be interested therein;
 - (b) To promote the exchange of ideas, opinions and experiences between its members, and to promote and encourage courses for industry and the provision of information on Computer Sciences and to keep members and all other persons as may be interested therein aware of and advise them from time to time on any new or proposed legislation which affects the activities or responsibilities of the trading Members or which arises as a consequence of British association with the European Community and any other country and to discuss and consult on those matters with Central and Local Government, trade associations or other bodies and to make such representations thereon as may be desirable;
 - (c) To provide for and to promote and encourage research and learning and to undertake research in all subjects and matters relating to or affecting the administration of the members and any other legislation and duties as aforesaid which are, or may be, administered or undertaken by its members and to record and preserve and make available the results of such research and learning for the benefit of its members and

- (d) All such other persons as may be interested therein;
- (e) To appoint Investigators and to arrange, administer, conduct, regulate, control and in every way manage and determine such information as may be necessary or desirable to test the knowledge and competence of persons in relation to them being a member (or rules, regulations, statutory instruments, orders and provisions made under or arising from such) relative to, fair trading, consumer and public protection, and such other legislation or duties including trading standards and all other allied or related matters as can or may be administered or undertaken by its members and, in proper cases, to issue a certificate to such persons as may be recommended by such Investigators as aforesaid as being worthy thereof and/or, to do all or any such things as aforesaid jointly or in consultation or combination with any person or body (including a Government department);
- (f) To promote the attainment of uniformity of practice working ethics in all aspects of the administration of the members Business and any other legislation or duties as aforesaid administered or undertaken by its members;
- (g) To consider all Parliamentary Bills and proposed legislation, and to take cognisance of all such matters affecting or likely to affect the administration of any of the Statutes under which its members fall under, and to make such representations thereon as may be considered advisable;
- (h) To obtain from members and from other sources information relating to matters arising under legislation administered by its members and to disseminate such information among members by means of its journal, or by means of circulars, publications or otherwise;
- (i) To print, publish, purchase, reproduce, sell, lend and distribute in whatsoever form any communications made to the Association or any similar Body and any reports of the proceedings of transactions of the Association or any similar Body and any Bills or Acts of Parliament, and (subject to the consent of the authorities issuing the same) any official documents or circulars, and any other books, papers, treatises or communications relating to the work of the Association or its members;
- (j) To exercise professional supervision over its members;
- (k) To make donations to any charitable, scientific, cultural or educational bodies, institutions or associations, and to establish appropriate charities registered with the Charities Commission in accordance with the Charities Act 1993;
- (l) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property (whether freehold or leasehold) and any rights or privileges which the Association may think necessary or convenient for the promotion of its objectives, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association and (subject nevertheless to the provision of Clause 5 of this Memorandum of Association) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objectives;
- (m) To borrow money for the furtherance of these objectives or any of them and to give security therefore by mortgage or other charge on its undertaking or property or any part thereof;
- (n) To co-operate with other persons or bodies having objectives similar to these objectives;
- (o) To promote, organise, stage, advertise and publicise exhibitions, displays, conferences, seminars and meetings of all kinds for the furtherance of these objectives for its members and all other persons as may be interested therein, and to organise and maintain and make available to its members and all other persons as may be interested therein information services for the furtherance of these objectives, and to sell Association branded merchandise, and to buy, sell and deal in materials, machinery, plants, articles and things of every description capable of being used for the furtherance of these objectives, and to carry on any business which in the opinion of the Committee of the Association may seem capable of being conveniently carried on in connection with or as ancillary to any of these objectives or to further any of these objectives;
- (p) To purchase, subscribe for or otherwise acquire and hold, and deal with, any shares, debentures, bonds or securities of any other company, and, for the furtherance of

- these objectives, to sell or otherwise dispose of any part of the business, undertaking, assets and property of the Association , and to give indemnity for, or to guarantee, support or secure, whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Association both present and future, or by all or any of such methods, the performance of all or any of the obligations of any company which is for the time being the Association 's subsidiary;
- (q) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trademarks, secret processes, know-how and inventions and any interest therein;
 - (r) To do all such other lawful things as are incidental or conducive to the attainment of the above objectives
5. The income and property of the Association, whence so ever derived, shall be applied solely towards the promotion of the objectives of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, or bonus or otherwise howsoever, by way of profit to the members of the Association provided that:
- a) Nothing herein shall prevent the payment in good faith, of remuneration to any officers or employees of the Association, or to any member of the Association, or other person, in return for any services actually rendered to the Association.
 - b) No member of the Committee of the Association shall be appointed to any salaried office or any office paid by fees within the Association and that no remuneration shall be given to any member of such ITACS Committee except as aforesaid.
6. The fifth paragraph of this Memorandum is a condition on which a licence is granted by the Committee of Trade to the Association in pursuance of section 30 of the Companies Act, 1985.
7. If any member of this Association pays or receives any dividend, bonus or other profit, in contravention of the terms of the fifth paragraph of this Memorandum, their liability shall be unlimited.
8. Every member of the Association undertakes to contribute to the assets of the Association. In the event of the same being wound up during the time that they are a member, or within one year afterwards, the member will be liable for payment of the debts and liabilities to the Association by themselves contracted before the time at which they ceased 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 five pounds, or in the case of his liability being unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.
9. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other Institution or Institutions, having objectives similar to the objectives of the Association, to be determined by the members of the Association 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.
10. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association; 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 Association for the time being, shall be open to the inspection of members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

THE COMPANIES ACT 1985: COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of INDEPENDENT TRADE ASSOCIATION OF COMPUTER SPECIALISTS

As consolidated by Special Resolution duly passed on 12th day of August 2006

1. In these Articles:

"Act" means the Companies Act 1985, as revised by the Companies Act 1989 and including any statutory modifications or re-enactment thereof for the time being in force.

"British Islands" means the United Kingdom together with the Isle of Man and the Channel Islands.

"Bye-Laws" means the Bye-Laws of the Association from time to time in force and made under Article 90 of these Articles.

"Association" means Independent Trade Association of Computing Specialists also known as (ITACS).

"Journal" means the official journal of the Association.

"ITACS" – means Independent Trade Association of Computing Specialists UK Limited (a company limited by guarantee)

"ITACS AGM" – means the annual general meeting of ITACS

"ITACS EGM" – means any extraordinary general meeting of ITACS

"ITACS Code of Conduct" or "Code of Professional Conduct" means the code of conduct of the Association from time to time in force governing the conduct and behaviour of Members.

"ITACS Committee" means the Elected Committee Members of ITACS for the time being of the Association.

"Member" means a Member of the Association, whether a full Member or an associate

"Members" means all such members of the Association.

"ITACS Register" means the register for the time being of Members (of whatever category).

"ITACS Secretary" means the person or firm appointed to perform the duties of the Secretary of the Association for the time being and must be present at all ITACS Committee Meetings.

"ITACS Treasurer" means the person or firm appointed to perform the duties of the Treasurer of the Association for the time being and must be present at all ITACS Committee Meetings.

"ITACS Officiate Panel" – means the group of Members that have opted to assist the ITACS Committee in all matters regarding appeal, disciplinary, enforcement, and other matters as may arise.

"ITACS Appeals Committee" – means the group of Members chosen from the ITACS Officiate Panel specifically to preside over all appeal matters and refer their recommendations back to the committee for further consideration.

"ITACS Professional Conduct Committee" – means the chosen Members, from those members that have elected to be part of the ITACS Officiate Panel.

Expressions referring in writing shall, unless the context otherwise requires, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

The Interpretation Act 1978 shall apply to the provisions of these Articles.

PRELIMINARY

2. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERS AND MEMBERSHIP

3. The number of Members is unlimited.
4. The categories of Members shall be prescribed by the Bye-Laws.

GENERAL MEETINGS

5. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notice calling it; and not more than thirteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the ITACS Committee shall appoint however, when practicable, shall be with the Annual Conference of the Association.
6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The ITACS Committee may, whenever it thinks fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on the requisition of 50% of Members by the ITACS Committee as provided by Section 368 of the Act. If at any time there are not within the British Islands sufficient members of the ITACS Committee capable of acting to form a Committee quorum, any two members of the ITACS Committee with any fifteen Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the ITACS Committee.

NOTICE OF GENERAL MEETINGS

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by thirty days' notice in writing at the least, and all other extraordinary general meetings shall be called by twenty days' notice in writing at the least.
9. The notice shall be exclusive both of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles, entitled to receive such notices from the Association .
10. Notwithstanding the foregoing, a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been called if it is so agreed:-
 - a. In the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - b. In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.
11. The notice in writing of a meeting may be given by means of electronic communication to an agreed address or by means of publication of the notice on a web site. The address of the web site and the place on that web site where the notice may be accessed shall be notified to members and published in the Journal.
12. The accidental omission to give notice in writing of a meeting to, or the non-receipt of such a notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. Save as otherwise in these Articles, all business shall be deemed to be special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet of the Association, and the reports of the ITACS Committee and of the auditors of the Association, the election of Members of the ITACS Committee in place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors of the Association. Nothing contained in this Article in referring to the term "special business" shall require any such business to be dealt with or authorised by a resolution of a nature, kind or form in any way different from the form of resolution expressly or impliedly required by the provisions of the Act for the particular type of business concerned.
14. In order to succeed, Ordinary Resolutions shall require a simple majority of Members attending the meeting or who have registered an E-Vote, vote and are entitled to vote; Special or Extraordinary Resolutions shall require a majority of 75% of Members attending the meeting or who have registered an E-Vote vote and are entitled to vote.
15. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, thirty Members present in person shall be a quorum of Members.
16. If within half an hour from the time appointed for the meeting a quorum of Members is not present, the meeting, if convened upon the requisition of Members, shall be dissolved: in any other case the meeting 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 ITACS Committee may determine, and if at the adjourned meeting a quorum of Members is not present within half an hour from the time appointed for the meeting the Members present shall be classed as the required quorum.
17. The Chair of the Association, or in their absence the Vice-Chair of the Association, shall preside as Chair at every general meeting of the Association, or if neither shall be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the members of the ITACS Committee present shall elect one of their number to be Chair of the general meeting.
18. If at any meeting a member of the ITACS Committee is unwilling to act as Chair of the general meeting or if no member of the ITACS Committee is present within fifteen minutes after the time appointed for the holding of the general meeting, the meeting will be classed as adjourned as per section 16 of this document
19. The Chair of the general meeting may, with the consent of any general meeting at which a quorum of Members is present (and shall if so directed by the general meeting) adjourn the general meeting from time to time and from place to place, but no business shall be transacted at any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place. When a general meeting is adjourned for forty days or more, notice of the adjourned general meeting shall be given as in the case of an original general 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 general meeting.
20. At any general meeting a resolution put to the vote of the general meeting shall be decided on a show of hands and a poll (before or on declaration of the result of the show of hands by E-Vote)
21. Unless a poll be so demanded, a declaration by the Chair of the general meeting that a resolution has on a show of hands and E-Vote been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association 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.
22. A demand for a poll may be withdrawn.
23. Save as may be otherwise expressly herein provided, a poll if duly demanded shall be taken at such time and place, and in such a manner, as the Chair of the general meeting shall direct, and the result of the poll deemed to be the resolution of the general meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a Chair of a general meeting, or on any question of adjournment.
25. In the case of equality of votes, whether on a show of hands or on a poll, the Chair of the general meeting shall be entitled to a second or casting vote.
26. The demand of a poll shall not prevent the continuance of a general meeting for the transaction of any business other than the question on which a poll has been demanded.
27. Subject to the provisions of the Act, a resolution in writing (not being a special or extraordinary resolution) signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.
28. Notices of motion shall be in writing and shall be served on the ITACS Secretary not less than forty-five clear days before the general meeting at which they are to be submitted. Such notices shall be dated and numbered by the ITACS Secretary in the order in which they are received.
29. The ITACS Secretary shall circulate copies of such notices to all Members and shall also insert in the notice convening any general meeting all notices of motion duly served in the order in which they have been received.
30. Any Member who desires to move an amendment to a notice of motion shall serve a notice in writing of such an amendment on the ITACS Secretary at least twenty clear days before the general meeting, and a Member shall not otherwise be able to move an amendment unless it be:-
 - a. That the debate be adjourned; or
 - b. That the matter be referred to the ITACS Committee or to an appropriate committee or sub-committee or ITACS Elected Committee Member for consideration.
31. Copies of all proposed amendments duly served on the ITACS Secretary shall be circulated to all the Members at least ten clear days before the general meeting at which such amendments are to be submitted.
32. Every amendment shall be relevant to the motion on which it is moved and questions as to the relevancy shall be determined by the Chair of the general meeting.
33. The proposer or seconder of an amendment which has been rejected by the general meeting shall not propose or second a further amendment to the original motion before the general meeting.
34. In the case of a motion to adopt a report of the Committee or of a sub-committee or ITACS Elected Committee Member, an amendment may only take the following form:-
"To refer the matter back for further consideration" - with or without any instruction thereon.

VOTES OF MEMBERS

35. Save as otherwise expressly provided in these Articles and Bye-Laws, the following levels of Member membership (as defined in the Bye-Laws) shall have one vote.
 - a. Full Members Only
36. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may not vote, on a poll, in person or by E-Vote.
37. No Member shall be entitled to vote at any general meeting unless all monies presently payable by them to the Association have been paid.
38. On a poll, votes may be given either personally or by E-Vote.

ITACS COMMITTEE

39. The Committee of the Association shall constitute the ITACS Committee and shall be the following, namely:-

- a. The Chair and Vice Chair to be appointed by ballot of the Committee members in the manner prescribed by the Bye-Laws; and
 - b. Nine Members of the Association to be elected by ballot of the Members in such manner as may be prescribed by the Bye-Laws and
 - c. Up to two co-opted members elected by the committee may also be on the committee.
 - d. The ITACS Treasurer and ITACS Secretary;
40. The ITACS Committee shall take office immediately following the annual general meeting in each year.
 41. The members of the ITACS Committee referred to in Article 39(b) shall retire annually, providing that all such members are eligible for re-election and 50% of them re-elected.
 42. The members of the ITACS Committee referred to in Article 39(a), shall retire bi-annually and positions re-appointed as laid down in the Bye-Laws.
 43. The officers of the Association specified in sub-paragraph (d) of paragraph (39) of this Article shall be appointed by the ITACS Committee and shall hold office until such time as the ITACS Committee or a general meeting of the Association may decide.
 44. A member of the ITACS Committee may resign by giving three months' notice in writing to the ITACS Secretary and thereupon his seat shall be vacant. A member of the ITACS Committee who shall resign under this Article shall not thereby be disqualified from being at any time thereafter re-elected. A by-election shall be held for vacant posts on ITACS Committee in the manner prescribed by the Bye-Laws.
 45. A Chair and Vice-chair of the ITACS Committee may resign by giving three months' notice in writing to the ITACS Secretary and thereupon his seat shall be vacant. A member of the Association who shall resign under this Article shall not thereby be disqualified from being at any time thereafter re-elected. An election shall be held for vacant posts on ITACS Committee in the manner prescribed by the Bye-Laws.
 46. Members shall not be eligible for membership of the ITACS Committee unless they have the rights of full Members. Except the ITACS Treasurer and ITACS Secretary who need not also be a Member.
 47. The ITACS Committee shall determine any question which may arise under the Bye-Laws in connection with elections of members of the ITACS Committee, and its decision thereon shall be final.
 48. Members of the ITACS Committee may be paid their reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the ITACS Committee or any committee thereof or general meetings or in connection with the business of the Association on such terms and on such scale as may from time to time be prescribed by the ITACS Committee.
 49. The Association may from time to time by ordinary resolution increase or decrease the number of members of the ITACS Committee.

BORROWING POWERS

50. The ITACS Committee may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof upon such terms and conditions whether as to amount, rate of interest to be paid, mode or method of repayment and as to whether with or without securities as the ITACS Committee may from time to time decide.

POWERS AND DUTIES OF THE ITACS COMMITTEE

51. The ITACS Committee may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting subject nevertheless to the provisions of the Act or these Articles and to the Bye-Laws, being not inconsistent with the aforesaid provisions and not constituting such an addition to or amendment thereof as could only lawfully be made by special resolution as may be prescribed by the Association in general meeting, but no Bye-Law made by the

Association in general meeting shall invalidate any prior act of the ITACS Committee which would have been valid if that regulation had not been made.

52. Without prejudice to the foregoing, the ITACS Committee shall be responsible for managing the following aspects of the business of the Association :
- a. The professional aspects of the business including the progression of the Association 's professional aims;
 - b. The conduct of the Association 's relationships with other persons or bodies, including Central and Local Government, trade associations and other institutional bodies;
 - c. The administration and maintenance of the Association 's services to Members and any other persons as may be interested therein, including the Association 's information services;
 - d. The financial affairs of the Association and the preparation and maintenance of the Association 's books, registers and accounts;
 - e. The promotion, organisation, staging, advertising and publicising of exhibitions, displays, conferences, seminars and meetings;
 - f. The administration of any subsidiary company of the Association and the appointment of officers to such subsidiary company;
 - g. Save as required to be elected by resolution of the ITACS Committee or of a general meeting pursuant to these Articles, the appointment of officers of the Association.
53. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the ITACS Committee shall from time to time by resolution determine.
54. The ITACS Committee may from time to time invest in the name of the Association any monies not immediately required for the purposes of the Association in trustee securities and may from time to time vary or convert such securities for the purposes of the Association or deposit them with a banker as security for monies loaned to the Association.
55. The ITACS Committee shall cause minutes to be made in books provided for the purpose of:-
- a. All appointments of officers made by the ITACS Committee;
 - b. The names of the Committee present at each meeting of the ITACS Committee and of any committee of the ITACS Committee;
 - c. All resolutions and proceedings at all meetings of the Association and of the ITACS Committee and of the committees of the ITACS Committee.
56. Every member of the ITACS Committee present at any meeting of the ITACS Committee shall sign their name in a book to be kept for that purpose.
57. The ITACS Committee may from time to time for the purposes of promoting any of the objectives specified in the Memorandum of Association direct the Committee to establish regions in the British Islands or in any other country as the ITACS Committee may from time to time decide and the ITACS Committee may require the Committee to dissolve any such region subject to the approval of a general meeting of the Association.

DISQUALIFICATION OF MEMBERS OF THE ITACS COMMITTEE

58. The office of the member, of the ITACS Committee shall be vacated if the member:-
- a. Ceases to be a Member of the Association or is suspended from membership of the Association , provided that the Treasurer and ITACS Secretary need not be Members; or
 - b. Becomes bankrupt or makes any arrangement or composition with their creditors; or
 - c. Becomes prohibited from being Director by reason of any order made under the Company Directors Disqualification Act 1986; or

- d. Becomes of unsound mind; or
- e. Resigns their office by notice in writing to the ITACS Committee pursuant to Article(44); or
- f. Ceases to be a Director by virtue of Section 293 of the Act; or
- g. Ceases to be a Director pursuant to a resolution passed in accordance with Section 303 of the Act.

ELECTION OF MEMBERS OF THE ITACS COMMITTEE

- 59. The members of the ITACS Committee shall be elected or appointed or become members of the ITACS Committee ex-officio, as the case may be, in the manner prescribed by Article 42 and the Bye-Laws.
- 60. Save for the ITACS Treasurer and ITACS Secretary, no person shall, unless recommended by the ITACS Committee for election, be eligible for election to membership of the ITACS Committee otherwise than in accordance with the provisions of the Bye-Laws.
- 61. In addition and without prejudice to the provisions of Section 303 of the Act, the Association may by extraordinary resolution remove any member of the ITACS Committee before the expiration of their period of office, and may by an ordinary resolution appoint, or by holding a by-election in the manner prescribed by the Bye-Laws, another qualified member in their stead, but any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held the same if they had not been removed and does not count as any part of the two consecutive years in rule.

PROCEEDINGS OF THE ITACS COMMITTEE

- 62. At all meetings of the ITACS Committee the Chair of the Association, or in their absence the Vice-Chair of the Association , shall preside, or if both be not present within five minutes of the time appointed for holding the meeting a Chair shall be elected from amongst those present.
- 63. The ITACS Committee may meet for the despatch of business, adjourn, and subject to the provisions of these Articles and the Bye-Laws, may regulate their meeting as they think fit except as otherwise provided in these Articles or the Bye-Laws, every question at a meeting of the ITACS Committee shall be determined by a majority of the votes of the members of the ITACS Committee present and voting, every member having one vote, and in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 64. The ITACS Secretary, on the requisition of the Chair of the Association or any four members of the ITACS Committee, shall at any time summon a meeting of the ITACS Committee. It shall not be necessary to give notice of a meeting of the ITACS Committee to any member for the time being absent from the British Islands.
- 65. Any Member may be present at meetings of the ITACS Committee but shall not vote and shall not have the right to speak except by the permission of the Chair of the Association ITACS Committee.
- 66. The quorum necessary for the transaction of the business of the ITACS Committee shall be Five.
- 67. The members for the time being of the ITACS Committee may act notwithstanding any vacancy on their body but, if and so long as their number is reduced below the number required by these Articles as the necessary quorum of ITACS Committee members, the members of the ITACS Committee for the time being may act for the purpose of increasing the number of members of the ITACS Committee to that number, or of summoning a general meeting of the Association, but for no other purpose.
- 68. The ITACS Committee or ITACS Elected Committee Member may delegate any of their powers (except those exercisable under such of these Articles as require a resolution to be passed or a decision to be reached by a special majority) to committees, Task Groups, Working Groups or such as approved by the ITACS Committee consisting of such members of the Association as it thinks fit. Any such committee, Task Group, Working

Group or such shall in the exercise of the powers so delegated conform to any regulations which may be imposed on them by the ITACS Committee and by these Articles and by the Bye-Laws.

69. All meetings of committees, Task Groups, Working Groups or such shall be convened in accordance with the manner prescribed by the Standing Orders of the ITACS Committee.
70. In the event of a vacancy in the number of members of the ITACS Committee elected by ballot of the Members the ITACS Committee may, at its discretion, cause the same to be filled by appointing to fill the vacancy the candidate who, at the immediately preceding election, received the highest number of votes among those not elected, if there be such a candidate. If there be no such candidate the ITACS Committee may, in its discretion, fill the vacancy by inviting nominations by notice in the Journal and, if necessary, holding a postal ballot or where these recruitment methods have failed, by co-opting an eligible, willing Member or it may defer filling the vacancy.
71. In the case of the vacancy in the membership of the ITACS Committee for an ITACS Elected Committee Member, the ITACS Committee shall cause the same to be filled.
72. Notwithstanding the foregoing, a Member appointed to fill such a vacancy in the membership of the ITACS Committee shall serve until the next following annual general meeting of the Association.
73. All acts of any meeting of the ITACS Committee or of a committee, task group or working group or such of the ITACS Committee, or of any person acting as a member of the ITACS Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid or that such person was disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the ITACS Committee.
74. A resolution in writing, signed by all the members of the ITACS Committee for the time being entitled to receive notice of a meeting of the ITACS Committee shall be valid and effectual as if it had been passed at a meeting of the ITACS Committee duly convened and held.

OFFICERS AND EMPLOYEES

75. The officers of the Association shall be the Chair of the ITACS Committee, the Vice Chair of the ITACS Committee, ITACS Secretary, ITACS Treasurer, The Nine ITACS Elected Committee Members

The ITACS Treasurer and ITACS Secretary are not obliged to be Members.

76. The ITACS Committee may appoint and remove and reasonably remunerate such employees as may be necessary for the due and proper discharge of the business of the Association and such employees shall have such powers and indemnities and perform such duties and be subject to such regulations as the ITACS Committee determine.
77. The accounts of any officer or employee may be settled and allowed, or disallowed, either wholly or in part by the ITACS Committee. An officer who has become bankrupt or has compounded with their creditors, or a Member who has been suspended or has had their name removed from the ITACS Register, shall thereupon be disqualified from acting as, and shall forthwith cease to be, an officer; provided that until an entry of the disqualification be made in the minutes of the ITACS Committee, their acts in their office shall be of the same effect as if they had acted as a qualified officer.

ITACS SECRETARY OF THE ASSOCIATION

78. In relation to the appointment of the ITACS Secretary the provisions of Section 283 of the Act shall apply and be observed. The ITACS Committee may from time to time by resolution appoint an assistant or deputy ITACS Secretary and any person so appointed may act in place of the ITACS Secretary if there be no ITACS Secretary or no ITACS Secretary capable of acting.
79. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the ITACS Committee and the ITACS Secretary shall not be satisfied by its

being done by or to the same person acting both as a member of ITACS Committee and as, or in the place of, the ITACS Secretary and a provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the ITACS Committee and the ITACS Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the ITACS Committee and as, or in the place of, the ITACS Secretary.

INDEMNITY FOR MEMBERS OF THE ITACS COMMITTEE, OFFICERS AND EMPLOYEES

80. The members of ITACS Committee and officers and employees of the Association shall be indemnified out of the funds and property of the Association from and against all costs, charges, losses, damages and expenses whatsoever which they or any of them shall sustain or incur in the bona fide exercise of their powers or duties as such members of the ITACS Committee, officers or employees, subject always to the provisions of Section 310 of the Act.

ACCOUNTS

81. The ITACS Committee shall cause proper books of account to be kept with respect to:-
- a. All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - b. All sales and purchases of goods by the Association ; and
 - c. The assets and liabilities of the Association.
82. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association 's affairs and to explain its transactions.
83. The books of accounts shall be kept at the registered office of the Association , or, subject to Section 222(2) of the Act, at such other place or places as the ITACS Committee think fit, and shall always be open to the inspection of the members of the ITACS Committee.
84. The accounts and books of the Association shall be open to the inspection of the Members, not being members of the ITACS Committee, at all reasonable times during business hours subject to any reasonable restrictions or conditions as to time and manner of inspecting the same which may from time to time be imposed by the Association in general meeting.
85. The ITACS Committee shall from time to time in accordance with Sections 226, 227, 228 and 229 of the Act, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.
86. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days clear days before the date of the meeting be sent to the auditors and to every Member; provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware.

AUDIT

87. At least once in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified auditors.
88. Auditors shall be appointed and their duties regulated in accordance with Sections 236 and 237 of the Act.

NOTICES

89. A notice may be given by the Association to any Member either personally or sending it by post to them or to their registered address, or (if they have no registered address

within the British Islands) to the address, if any, within the British Islands supplied by them to the Association for the giving of notice to them. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of seventy-two hours after the letter containing the same is posted or, in the case of a notice contained in an electronic communication, at the expiration of forty-eight hours after the time it was sent.

90. Notice of every general meeting shall be given in the same manner hereinbefore authorised to:-
- a. Every Member except those Members who (having no registered address within the British Islands) have not supplied to the Association an address within the British Islands for the giving of notices to them;
 - b. Every auditor for the time being of the Association.
91. No other person shall be entitled to receive notices of general meetings.
92. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Association of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

BYE-LAWS

93. Bye-Laws for the purpose of regulating the affairs, procedure, government and property of the Association, and the duties, tenure, appointment and removal of officers and for the purpose of prescribing anything left by these Articles to be prescribed by the Bye-Laws may, subject as hereinafter provided and so far as the Bye-Laws are not inconsistent with these Articles, from time to time be made, amended, altered and revoked by the Members in any general meeting.
94. (In case of any difference or inconsistency between these Articles or any of them and the Bye-Laws or any of them the provisions of these Articles shall prevail.

DISSOLUTION

95. The provisions of clause 9 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the same were repeated in these Articles with the addition at the end of such clause of the words "or in default of any such determination shall be given to some charitable object".

BYE-LAWS of the INDEPENDENT TRADE ASSOCIATION OF COMPUTER SPECIALISTS

Adopted by resolution duly passed on the 12th day of August 2007

INTERPRETATION

1. "Articles" means the Articles of Association of the Association
2. Unless the context otherwise requires, words or expressions contained in these Bye-Laws shall bear the same meaning as in the Companies' Act 1985 (as amended) but excluding any statutory modification thereof not in force at the date at which these Bye-Laws become binding on the Association or as otherwise herein provided or as otherwise provided by the Articles.
3. In these Bye-Laws the expression "Local Authority" means any such Local Authority as is responsible in law for the enforcement of those statutory acts which Members are engaged in administering and "Local Authorities" shall be construed accordingly.

MEMBERSHIP

4. The Association shall consist of a Chair, Vice Chair, Full Members, and Associate Members.
5. The Members whose names appear on the ITACS Register at the date on which these Bye-Laws are adopted, and such other persons as may be elected in accordance with these Bye-Laws shall be the Members.
6. The Chair and Vice Chair of the Association must possess the qualifications for Membership of the Association and all the rights and privileges of a Full Member.
7. The Chair shall be elected by the ITACS Committee Members on such date as it shall prescribe and shall retire bi-annually but shall be eligible for re-election as an ITACS Elected Committee Member
8. The Chair position shall be open to those persons who meet the following membership criteria:
 - a. Have served as a Full Member with at least two years as an ITACS Elected Committee Member in the last five years, or
 - b. Has served as Vice Chair for the last two years.
9. The Vice Chair shall be elected by the ITACS Committee Members on such date as it shall prescribe and shall retire bi-annually but shall be eligible for re-election as an ITACS Elected Committee Member or Chair.
10. The Vice Chair position shall be open to those persons who meet the following membership criteria:
 - a. Have served as a Full Member with at least two years as an ITACS Elected Committee Member in the last five years, or
11. A "Full Member" shall be a person as a trading entity or a legally recognised organisation duly admitted as a Member of the Association on the date of adoption of these Bye-Laws or a person duly admitted as a full Member of the Association after such date by the Committee and holding an appropriate qualification as prescribed in the Bye-Laws and an engagement acceptable to the ITACS Committee. Any Member temporarily disengaged may however, at the discretion of the ITACS Committee, retain their Membership of the Association ensuring all fees are up to date.

For the purpose of this Bye-Law an appropriate qualification shall mean the appropriate qualification to act in Great Britain as an ITACS Member

The criteria for full membership to be met by individuals who do not hold an appropriate qualification shall be:-

Recommendation from Two established Members of the Association
The applicant must also have made a contribution to the Service and support of Ethical

Computing practice, such as recognition as an expert, membership of a and subject to the approval of the ITACS Committee.

For the purpose of this Bye-Law an appropriate qualification shall mean as prescribed by the ITACS Committee.

12. An "Associate" shall be a person or organisation admitted by the ITACS Committee as an associate. An associate shall be a person or organisation who is not eligible for any other class of Membership but who is desirous of promoting the interests and objectives of the Association.
 - a) An associate shall not have the right to vote at an AGM or be eligible for Membership of the ITACS Committee.
13. Such classes of Members as are referred to in this Bye-Law may denote and indicate in writing their Membership of the Association by appending to their name such of the following abbreviated designations as may be applicable to their class of Membership:-
In the case of: Abbreviated designation
 - a. Full Member, M.I.T.A.C.S
 - b. An Associate Member: A.I.T.A.C.S
14. The rights and privileges of every Member shall be personal to themselves and shall not be transferable, transmissible, or assignable to any other person or body.
15. The Membership of whatever category of any person or organisation shall cease forthwith if eligibility for Membership ceases or if such person is found to be in breach of the Code of Professional Conduct, provided that where any person has been properly admitted into any class of Membership by the ITACS Committee, their Membership shall not cease solely as an immediate consequence of any change in the Articles or Bye-Laws in respect of that class of Membership.
16. All applications for admission as a Member pursuant to Bye-Laws 11, 14 through to 19 shall be made to the ITACS Committee as may from time to time be prescribed and shall be accompanied by a certificate of recommendation signed by two Members.
17. The ITACS Committee shall determine whether an applicant for Membership pursuant to these Bye-Laws shall be admitted to the Association. The ITACS Committee shall not be bound to give any reason as to why an application for Membership is rejected. The ITACS Committee may delegate the administrative responsibility of determining membership to the ITACS Secretary, subject to final endorsement.
18. If an applicant for Membership pursuant to these Bye-Laws is rejected by the ITACS Committee or ITACS Secretary, such an applicant may, by serving a written notice of appeal no later than 21 days after decision by the ITACS Committee, on the ITACS Committee, appeal for the decision of the ITACS Committee to be referred to the ITACS Appeals Committee specifically appointed for that purpose, from members of the ITACS Officiate Panel whose powers, duties, procedures and composition shall be as stated in these Bye-Laws and Articles of Association. The ITACS Appeals Committee shall consider the appeal within 48 days following the ITACS Committee's receipt of notice of appeal.
19. The provisions of Section 352 of the Act shall be observed by the Association and every Member shall either sign a written consent to become a Member or sign the ITACS Register on becoming a Member and shall sign an undertaking to observe these Articles, the Bye-Laws and the Rules and Regulations of the Association and the Code of Professional Conduct for the time being in force and any decision of an annual general meeting of the Association.
20. No Member shall in dealing with the Association's affairs represent or purport to represent the views of the Association without the express permission of either the Chair or the ITACS Committee, unless they are acting in their capacity as Chair or ITACS Secretary of a committee set up by the ITACS Committee or the ITACS Committee or as an officer of the Association.
21. Every Member shall from time to time notify the ITACS Secretary of the address of the place at which they are employed or of their residence and the address so notified shall be deemed to be their registered address.

22. If any Member shall leave at or send by post or facsimile to the registered office of the Association a notice in writing signed by them self or an electronic mail communication addressed to the ITACS Secretary, stating that they desire to resign their Membership of the Association, they shall cease to be a Member from the date on which such notice shall have been received at the said office.
23. A complaint that a Member is guilty of any mis-conduct specified in these Bye-Laws shall be heard in the first instance by the ITACS Professional Conduct Committee specifically appointed for that purpose, from members of the ITACS Officiate Panel whose powers, duties, procedures and composition shall be as stated in these Bye-Laws and Articles of Association, and then by the ITACS Committee to provide final ruling on the matter, and any such any such actions as necessary.
24. If any Member of whatever category is found guilty of dishonourable or unprofessional conduct, or of conduct prejudicially affecting the welfare of the Association or any of the Members, or of breach of these Articles or the Bye-Laws, they may be suspended from membership of the Association for such period, not exceeding two years, or expelled from the Association as any of the committees constituted under these Bye-Laws may determine.
25. Any Member against whom a complaint has been made and who is dissatisfied with the decision of the ITACS Professional Conduct Committee can appeal to the ITACS Appeals Committee.
26. Members at an annual general meeting may from time to time approve a Code of Professional Conduct for the guidance of the committees by a majority vote.
27. Every person who is elected a Member (of whatever category) shall be notified in writing by the ITACS Secretary of their election, and shall be made aware of the Memorandum of Association, the Articles of Association, the Bye-Laws of the Association and the Code of Professional Conduct in force for the time being respectively.
28. Every Member (of whatever category) shall be supplied with a Certificate of Admission in such form as the ITACS Committee may from time to time prescribe and prepared at the expense of the Member which they shall hold as bailee, the Certificate remaining the property of the Association .
29. Members shall pay to the Association in advance such annual subscription and in such a manner as may be prescribed by the Bye-Laws. Different rates of subscription may be prescribed for the several categories of Members. The Bye-Laws may also make provision for additional sums by way of a premium to be paid in the event of payments by instalments.
30. No Member of whatever category shall be entitled to any of the rights or privileges of Membership unless either the subscription due is paid in full or, where instalments payments have been agreed, the instalment payments are up to date.
31. The ITACS Secretary may order a letter to be sent to any member by recorded post if their membership fee, or instalment, remains outstanding for more than two calendar months. If the member remains in default of payment, the ITACS Committee may order that the member's name be struck from the ITACS Register after one calendar month has elapsed from sending a second similar letter by recorded post.
32. Any Member who under the provisions of these Articles resigns or who is required to resign his Membership or whose name is removed from the ITACS Register or who otherwise ceased to be a Member shall remain liable to pay the amount of their current annual subscription and any other sums due from them to the Association.
33. The annual membership subscription (including the Journal) for all Members will be determined by the ITACS Committee on the following basis:
 - a. Full Members - unless otherwise resolved at an annual general meeting, for any year commencing 1st February, an amount equal to the amount of the annual subscription payable in respect of the previous year increased by a percentage equal to the annual percentage increase in the Retail Prices Index published in September immediately prior to the commencement of the year in question rounded to the nearest pound sterling.
 - b. Associate Members – unless otherwise resolved at an annual general meeting, for any year commencing 1st February, an amount equal to the amount of the annual subscription payable in respect of the previous year increased by a

percentage equal to the annual percentage increase in the Retail Prices Index published in September immediately prior to the commencement of the year in question rounded to the nearest pound sterling.

- c. The annual subscriptions payable in each year in will be notified to each Member, normally through publication in or with the Journal.
34. Annual subscriptions shall be payable in advance and shall be due on election and on the 1st February in each year, provided that:
- a. Any Member elected after 1st May in any year shall pay a pro rata amount of the annual subscription for that year from the 1st day of the month following their election; and
 - b. The Association shall make alternative methods of payment available to members, including payment by instalments in accordance with the relevant consumer credit legislation.
35. The imposition or increase of a charge for Members to attend the Association's annual conference shall only be made if approved by Members of any general meeting of the Association.
36. Notwithstanding these Bye-Laws, the ITACS Committee shall be authorised to vary the fees of international Members.
37. A Member (of whatever category) who resigns their Membership or whose name is removed from the ITACS Register for failure to pay their annual subscription, or who is suspended or expelled from the Association , shall forthwith at their own expense send their Certificate of Admission to the ITACS Secretary; provided that:
- a. In the case of suspension such Certificate shall be returned to the Member if they continue as such at the expiration of the period of suspension and
 - b. The ITACS Committee may waive the requirements of this Bye-Law in such cases as they think fit to do so.
38. Those members that hold the positions of Chair and Vice Chair will not be required to pay membership fees for the duration that they are in office.

ELECTIONS FOR OFFICE, ITACS COMMITTEE, GENERAL PROVISIONS

39. Elections shall be conducted in the following manner:-
- a. A nomination form, in the form from time to time approved by the ITACS Committee, shall be forwarded by the ITACS Secretary to each Member entitled to vote in such election not later than one calendar month before the date fixed for any such election.
 - b. Any Member entitled to vote in such election shall be entitled to nominate an eligible Member for each office respectively. A nomination shall not be valid unless the form bears the written consent of the nominee under their signature and is received by the ITACS Secretary not later than noon on the date prescribed for that purpose and printed on the form.
 - c. If only one person is nominated for any appropriate office or no more than the required number of persons are nominated for ITACS Committee or ITACS Committee they shall be duly elected.
 - d. If more than one person is nominated for any office or more than the required number for ITACS Committee, the ITACS Secretary shall notify each nominee for that office of the names of all persons validly nominated therefore and any nominee may by written notice to the ITACS Secretary withdraw their nomination within the next succeeding seven days. If after the expiry of seven clear days there shall still remain current valid nominations of more than the required number of candidates for office, the election shall be determined by a ballot of Members entitled to vote.
40. The ballot shall be conducted in the following manner:-
- a. A voting paper in such form as the ITACS Committee from time to time approves stating the names of the candidates for each office or position shall be sent by the ITACS Secretary, not less than fourteen days before the date fixed for the

return of the voting papers, to each Member entitled to vote together with an addressed envelope for the return of the voting paper.

- b. Each Member entitled to vote, may vote for not more than one candidate for each office or more than the required number for ITACS. No Member may record more than one vote for any candidate. Voting papers marked otherwise than in accordance with this provision shall be void.
- c. The voting paper shall be returned to the ITACS Secretary so as to be received not later than noon on the date prescribed for that purpose and printed on the form and if not so received by the ITACS Secretary shall be void
- d. The Association shall appoint scrutineers, who shall not be officers of the Association to count the votes and report the result to the ITACS Secretary.

The report of the scrutineers shall finally determine the election and shall not be open to objection.

The ITACS Secretary shall report the result to the next AGM or EGM of the Association as appropriate and in the event of equality of votes for two or more candidates the Members present at that meeting and entitled to vote shall determine which candidate or candidates of those supported by an equal number of votes shall be elected.

41. The ITACS Committee shall be competent to deal with and finally determine any difficulty or question arising in connection with any election provided for by these Bye- laws.

ELECTION OF MEMBERS OF THE ITACS COMMITTEE

42. Election of the ITACS Secretary and ITACS Treasurer shall be by the ITACS Committee themselves and must be of a unanimous decision.
43. Election of the positions of the Chair and Vice Chair will be held in accordance with these Bye-Laws. Any member standing for the position of Chair or Vice Chair

PROVISIONS FOR BY-ELECTIONS FOR ELECTED MEMBERS OF ITACS COMMITTEE

44. A member elected to ITACS Committee by the Membership to fill a casual vacancy caused by the death, ineligibility or resignation of an elected ITACS Committee or ITACS Committee member, shall be elected by the members entitled to vote in accordance with Bye-Laws and shall serve for the remainder of the term of office of the vacated seat but shall be eligible for re-election.
45. In the event of a casual vacancy occurring in the post of serving Chair during their term of office the elected Vice Chair shall act as Chair until the end of the next Annual General Meeting when a new Chair must have been elected. In the event of a casual vacancy occurring in the post of serving Vice Chair during their term of office, nominations will be sought from eligible Members in accordance with the Bye-Laws. This latter procedure shall only be implemented where the period of office of any Vice Chair so elected would be more than three months from election.
46. A member of the ITACS Committee elected as a ITACS Representative to fill a casual vacancy caused by the death, ineligibility or resignation of an ITACS Representative during their term of office, shall be elected by the members entitled to vote in accordance with these Bye-Laws, and shall serve for the remainder of the term of office of the vacated seat but shall be eligible for re-election.

PROCEEDINGS OF THE ITACS COMMITTEE

47. The ITACS Secretary shall record in a book kept for the purpose Minutes of the proceedings of the ITACS Committee as required by Article 38. The minutes of any proceedings so recorded shall be submitted for confirmation at the next following meeting of the ITACS Committee and when confirmed shall be signed by the Chair of the meeting. The minutes when so signed shall be deemed a true and correct record of the proceedings of the ITACS Committee.

48. A report of the proceedings of each meeting of the ITACS Committee shall be published in the Journal and on the Association's Web Site as soon as practicable.
49. The ITACS Committee may from time to time make and adopt such Standing Orders being consistent with the Articles and these Bye-Laws, as they may consider necessary for the regulation of their proceedings and the due and expeditious conduct of the business of their meetings and for the prescription and regulation of the duties of any officer or employee of the Association.
50. The ITACS Committee may, from time-to-time, create Task Groups, Working Groups, and other bodies or appoint Lead Officers for the purpose of discharging the functions of the Association and the ITACS Committee shall determine the operating instructions for those groups or bodies as appropriate.

PROCEEDINGS AND TRANSACTIONS OF THE ASSOCIATION

51. The ITACS Secretary shall send to every Member copies of the documents mentioned in Article 84 in the manner prescribed therein.
52. The ITACS Committee shall, as soon as may be after 28 February in any year, caused to be prepared an annual report of the proceedings of the Association and the ITACS Secretary shall send a copy thereof, after adoption by the ITACS Committee, to every member not later than twenty-one clear days before the next annual general meeting.
53. The ITACS Committee shall cause to be prepared reports of all transactions and proceedings of the Association and, if they consider it to be desirable or necessary for the proper and due information of the Members, shall furnish copies thereof to the members by publication in the Journal or otherwise as they may determine. PAPERS, PUBLICATIONS, ETC.
54. Papers proposed to be read before the Association may be required to be submitted to the ITACS Committee for acceptance and the draft, a synopsis thereof, shall be sent to the ITACS Secretary not later than the time which may from time to time be decided by the ITACS Committee for such purpose.
55. The copyright of all papers read before the Association and of all reports and other matters issued and published by the ITACS Committee or any Committee thereof or officers of the Association or representative, or task groups, acting as such, shall vest in the Association and it shall be a condition of the acceptance of any paper that the copyright shall vest as aforesaid. Permission to copy or reprint papers or other matter, the copyright of which is vested in the Association may be granted in writing by the ITACS Secretary on behalf of the Association subject to the person to whom such permission as aforesaid is granted undertaking to print on every such copy or reprint a suitable and prescribed acknowledgement and to comply with such other conditions as may be required.

SECTIONS OF THE ASSOCIATION

56. Members who hold similar appointments to each other may, with the prior approval of ITACS Committee, form a section of the Association for the purpose of consulting each other or in respect or advice to be given to any association or associations of Local Authorities who may request such advice from the said members by virtue of their appointment and each such section shall adopt rules for its operation which have been approved by the ITACS Committee.
57. The Chair, Vice-Chair, and ITACS Secretary of the Association shall be ex-officio members of each section.

ADVERTISING APPOINTMENTS

58. The ITACS Committee shall cause to be published in the Journal and on the Web Site, advertisements inviting applications for all positions, save for those required to be filled by election, including officers or employees of the Association. The ITACS Committee may, in exceptional circumstances, resolve to waive this provision.
59. The ITACS Committee may, from time-to-time, create a committee for the purpose of monitoring and facilitating appointments within the Association.

Additions to be included as well in full

PROFESSIONAL CONDUCT COMMITTEE

The Professional Conduct Committee (hereafter called the PCC) may consider any instances of conduct by members of the Association or alleged members which it believes may have disregarded or breached the requirements of this Code. In particular this includes matters drawn to its attention by the ITACS Committee or by any of the Association Branches or Sections or an individual Member or any person outside the Association. This should be done in writing, to the Honorary Secretary and should be supported by appropriate evidence.

Any decision to not investigate a referral may be the subject of an appeal to the Appeals Committee.

The PCC may also consider matters of conflict referred to it and may issue whatever instructions or advice it considers appropriate.

Any decision or advice of the PCC may be the subject of an appeal to the Appeals Committee.

The PCC shall comprise of:-

- The Chair or Vice Chair of the Association
- One other member of the ITACS Committee, selected at random
- The ITACS Secretary
- Six ordinary Members selected at random from the Officiate
- One non public Authority Member selected at random

The PCC shall elect one of their number as a Chairman who will also be the presenting officer should the matter be Appealed to the Appeals Committee.

If the subject of the referral is one of the officers listed above, that person shall not be included in the PCC but their place shall be taken by another ITACS Committee Member selected at random

Any member whose conduct is investigated by the PCC shall be sent written notice of that investigation by Recorded Delivery together with details of the allegation of misconduct within fourteen days of receipt.

The member will be given thirty working days in which to submit a written response and state whether or not they wish their written submission to be considered alone or to appear in person to put their case or to appear with a representative to speak on their behalf at a hearing before the PCC. The PCC may make such other enquiries as it considers appropriate and may ask the member under enquiry for any explanation or other point of clarification that it may require. The PCC will then give the Member fourteen days notice in writing of the time and venue of the hearing.

All procedures connected with or leading to the possibility of disciplinary action or in connection with an appeal shall be private and confidential and enquires made by the PCC of other members shall be so treated.

The committee shall arrive at its decision, which shall be by majority vote on the basis of the evidence it obtains and the verbal or written submission of the member under investigation. The decision of the committee shall be sent to the member by recorded delivery within fourteen days. In the absence of an appeal, the decision and reasons for suspension or expulsion shall be notified to the ITACS Committee and such other interested parties as the PCC consider appropriate. Proceedings may be reported in the official journal of the Association provided all appeal procedures have been exhausted and provided that, in any case found to be 'not proven', the member's name and proceeding shall not be published.

Where an allegation of misconduct is found to be proven, the ITACS Committee may, subject to appeal, consider whether:

- To suspend the member from membership of the Association including any section of the Association for a period not exceeding two years; or
- To expel them from the Association.

During such suspension, the member will forfeit all rights and privileges and will not be required to pay any subscriptions other than their current annual subscription but will be expected to pay back any outstanding subscription when membership is re-instated.

A member aggrieved by a decision of the PCC or ITACS Committee may exercise the right of appeal. Such appeal shall be made to the Appeals Committee. Such appeal shall be made in writing and sent to the Chair of the Association and addressed to the registered office of the Association and a copy of the notice must be sent to the ITACS Secretary. Notice of appeal must be made within thirty working days of the date of the notification of the PCC's or ITACS Committee's decision.

Appeals before the Appeals Committee will take the following form:-

The Appeals Committee shall comprise of:-

- One other member of the ITACS Committee, selected at random
- The ITACS Secretary
- Six ordinary Members selected at random from the Officiate
- One non public Authority Member selected at random

The Appeals Committee may take appropriate legal advice before commencing any Appeal Proceedings.

The Chairman of the Professional Conduct Committee (PCC) shall be the Presenting Officer and will put the case in the presence of the member in question and their representative if any. The Presenting Officer will be permitted to call witnesses and produce relevant documents.

The member or their representative may ask questions of any witness on the evidence presented.

The member or their representative may then put their case to the Appeals Committee. They will be permitted to call witnesses and produce relevant documents.

The Presenting Officer of the PCC may ask questions of the member or their representative on the evidence given and of any witnesses called.

The Presenting Officer of the PCC, followed by the member or their representative will sum up their respective cases.

The Chairman of the Appeals Committee will ask those concerned in the hearing to leave the room. The Committee will deliberate in private and only recall either party or their representative to clarify points of uncertainty on evidence already given. If recall is necessary both parties shall return notwithstanding only one may be concerned with the point giving rise to doubt.

The Appeals Committee may take appropriate legal advice before commencing any Appeal

The decision of the Appeals Committee will be made as soon as possible and the decision confirmed in writing to the member and the Presenting Officer immediately thereafter.

No costs shall be awarded to either party.

Decisions shall be reported to the ITACS Committee and in the official journal of the Association provided that in any case that has been held to be 'not proven' the members name shall not be published.

The decision of the Appeals Committee shall be final.