



Company Number: 00832132

ORDINARY RESOLUTION OF THE INSTITUTUE OF MANAGEMENT SERVICES (COMPANY)

At the Institute's AGM held on 13th October 2023 Institute members were asked to vote and approve amending Articles 32 and 33. Both Articles relate to the number of members serving on the Institute's Council of Management and define the decisions they can make in the management of the Institute.

The two Articles were previously written as follows:

- 32. *The number of members on Council shall not be less nor more than eight; provided that if the number of members of Council be less than the number herein stated Council shall have the power to carry out the following but no other function, namely, to fill the vacancies on the Council, the admission of persons to membership of the Institute, and the summoning of a General Meeting. No person shall be eligible for Council who is not a Fellow or Member of the Institute.***
- 33. *Council will shall consist of not less than nor more than eight. Elections to Council will be held biennially. At each election four corporate members will be elected to serve for a four-year period***

The Articles indicate that the Institute must have eight members serving on its Council to take decisions on the day-to-day management of the Institute. If it has less than eight members, the only decision it can make is to appoint to fill vacancies and so bring the Council size back to eight members.

The Council is currently finding the requirement to have a full complement of eight to be making it extremely difficult to manage the Institute as it can take months to fill vacancies and bring Council membership up to eight, during which time Council cannot take any decisions on the day-to-day management of the Institute.

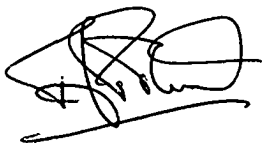
To remove the restrictions imposed by the current Articles 32 and 33 the Institute's Council asked the membership to vote on amending the articles to read as follows:

- 32. *The number of members on Council shall not be less than four nor more than eight; provided that if the number of members of Council be less than the number herein stated Council shall have the power to carry out the following but no other function, namely, to fill the vacancies on the Council, the admission of persons to membership of the Institute, and the summoning of a General Meeting. No person shall be eligible for Council who is not a Fellow or Member of the Institute.***

- 33. Council will shall consist of not less than four nor more than eight. Elections to Council will be held biennially. At each election four corporate members will be elected to serve for a four-year period.**

The resolution was duly passed on 13th October 2023 with a unanimous vote and no abstentions.

Signed:

A handwritten signature in black ink, appearing to be 'Dr A Muir', written over a horizontal line.

Dr A Muir, Chair