

THE INSTITUTION OF AGRICULTURAL ENGINEERS

Incorporated the twenty-seventh day of January 1960  
in London, England. Registered number 648041

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION**

as amended by Special Resolutions dated 16 October 1962,  
22 April 1965, 26 September 1968, 3 July 1973  
9 November 1976, 9 May 1989, 2 November 2000  
3 May 2007 and 14 February 2008

The Bullock Building,  
University Way,  
Cranfield MK43 0GH

## THE COMPANIES ACT 1948

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION  
OF  
THE INSTITUTION OF AGRICULTURAL ENGINEERS

1. The name of the company (hereinafter called "The Institution") is "THE INSTITUTION OF AGRICULTURAL ENGINEERS"
2. The Registered Office of The Institution will be in England
3. The objects for which the Institution is established are:-
  - (a) To promote, encourage and co-ordinate the study, development and advancement of the profession of Agricultural Engineering in all its branches, and to promote the acquisition of that knowledge which constitutes the profession of Agricultural Engineering, being the art of directing and applying the sources of energy in Nature for the use and convenience of man in the adaptation and application of materials, machinery and mechanical methods for the best development of agriculture and its allied purposes.
  - (b) To promote the consideration and discussion of all subjects affecting the profession of Agricultural Engineering and to facilitate the exchange of information and ideas thereon and for that purpose to hold meetings.
  - (c) To print and publish the Proceedings of the Institution and journals, papers, and generally to promote literature connected with Agricultural Engineering.
  - (d) To encourage invention and research in matters connected with Agricultural Engineering and to make grants of money, books, awards, or otherwise to assist such inventions and research.
  - (e) To co-operate with Universities, other educational Institutions and public educational authorities for the initiation and furtherance of education in Agricultural Engineering science or practice, to appoint Examination Boards, and to encourage the founding of educational establishments, for such a purpose.
  - (f) To classify membership of the Institution into Grades and to regulate entry therein by the holding of examinations or otherwise.
  - (g) To accord and bestow upon persons admitted to membership of the Institution a status which membership of a professional Institution carries and to permit the designation of the grade of Institution membership to be indicated by the use of authorised initials in association with a member's name.
  - (h) To co-operate with other bodies, being bodies established for charitable purposes only, in the award of prizes, certificates, distinctions and/or premiums after examination or otherwise.
  - (i) To give legislative, public and other bodies facilities for ascertaining the views of those engaged in the Profession of Agricultural Engineering as regards matters directly or indirectly affecting the interests of those so engaged and to confer with such bodies thereon.
  - (j) To subscribe to, become a member of, co-operate, amalgamate or become affiliated with any other Institution, Association, Society or other body in the United Kingdom or elsewhere (whether incorporated or not) whose objects are altogether, or in part, similar to those of this Institution, being a body to be established or already established for charitable purposes only, and not being a Trade Union, and to procure from and communicate to any such Institution, Association, Society or other body, such information as may be likely to forward the objects of the Institution provided that the Institution shall not amalgamate with any body which does not by its constitution prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Institution under or by virtue of Clause 4 hereof.
  - (k) To cultivate reciprocal relations with kindred and other institutions and bodies at home and abroad.
  - (l) To collect and receive from persons admitted to the Institution such entrance fees and periodical and other subscriptions as may from time to time be determined and also to invite, collect or receive regular donations or financial support from sources outside membership.

- (m) To carry on any other business or operations which are conducive and ancillary to the objects for which the Institution is established and which may seem to the Institution capable or being carried on in connection with the above, or calculated directly or indirectly to further such objects.
- (n) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Institution.
- (o) To promote any other body having the like or similar objects to those of the Institution or some of such objects, being a body to be established or already established for charitable purposes only, and which by its constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Institution under or by virtue of Clause 4 hereof for the purpose of acquiring all or any of the property and liabilities of the Institution or for any other purpose which may seem directly or indirectly calculated to benefit the Institution.
- (p) To borrow, raise or secure moneys in such manner as the Institution shall think fit, and in particular by the issue of bills of exchange, promissory notes, bonds, debentures, or debenture stock, perpetual or otherwise, charged upon all or any of the property (both present and future) of the Institution.
- (q) To invest the moneys of the Institution not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit subject, nevertheless, to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (r) To establish, undertake, superintend or administer, or assist in the establishment, undertaking, superintending or administration of any charitable or benevolent fund or funds whence may be made donations or advances to deserving persons who may be or have been members of or subscribers to the Institution or any persons related to or connected with any such present or past members or subscriber, but so that no payment out of any of the asset or income of the Institution shall be made to any such charitable or benevolent fund or funds.
- (s) To draw up or make, and from time to time supplement, repeal or vary By-laws or Rules for regulating the business affairs of the Institution, provided always that no Bye-Laws or Rules shall be made under this power which would amount to such an addition or alteration of the Articles of Association of the Institution as could only legally be made by a Special Resolution passed and confirmed at a meeting of Corporate Members duly convened for that purpose.
- (t) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Institution, or to contract with any person, firm or Association to pay the same.
- (u) To do all such other things as are usually associated with institutions of a like character and such as are in addition, incidental or conducive to the attainment of the above objects or any of them.

Provided that:

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

4. The income and property of the Institution, whensoever derived shall be applied solely towards the promotion of the objects of the Institution 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 Institution.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institution, or to any member of the Institution, in return for any services actually rendered to the Institution, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institution, but so that no member of the Council or Governing Body of the Institution shall be appointed to any salaried office of the Institution or any office of the Institution paid by fees, save as provided in the Articles of Association respecting the appointment and remuneration of examiners and (save as aforesaid) no remuneration or other benefit in money or money's worth shall be given by the Institution to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institution, provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council or Governing Body may be a member, and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the Institution for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.
6. The fourth and fifth paragraphs of this Memorandum contain condition to which a licence granted by the Board of Trade to the Institution in pursuance of Section 19(1) of the Companies Act 1948 is subject.
7. The liability of the members is limited.
8. Every member of the Institution undertakes to contribute to the assets of the Institution, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member for payment of debts and liabilities of the Institution contracted before he ceases to be a member, and the costs, charges and expenses of winding-up the Institution, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding One Pound.
9. If upon the winding-up or dissolution of the Institution 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 Institution, but shall be given or transferred to some other institution or institutions established for charitable purposes only, having objects similar to the object of the Institution and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institution under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institution at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable objects.
10. True accounts shall be kept of the sums of money received and expended by the Institution, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Institution and of the property, credits and liabilities of the Institution; 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 Institution for the time being, such accounts shall be open to the Inspection of the members. Once at least in every year the accounts of the Institution shall be examined and the correctness of the income and expenditure account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

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

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

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PHILIP HENRY JOHNSON, Gunnersbury House, Hounslow.  
Chairman and Managing Director, Roadless Traction Ltd.

DOUGLAS RAYMOND BOMFORD, Bevington Hall, Evesham, Worcs.  
Chairman, Bomford Bros. Ltd.

WILLIAM HENRY CASHMORE, The Garden House, Wrest Park, Silsoe, Beds.  
Director, National Institute of Agricultural Engineering

CHARLES BORTHWICK CHARTRES, The Manor, Grendon Underwood, Aylesbury, Bucks.  
M.I.E.E. Retired.

ALEXANDER HAY, 221 Woodcote Road, Purley, Surrey.  
General Secretary, Association of Agriculture.

WILLIAM JAMES PRIEST, 28 Essex Street, Strand, London WC2.  
Assistant Editor of "The Engineer".

WILFRED JOHN NOLAN, 50 Sixth Cross Road, Twickenham, Middlesex.  
Agricultural Advisory Engineer, Shell-Mex and BP Ltd.  
Shell-Mex House, Strand, WC2.

DATED this 15 day of December, 1959.

WITNESS to the above signatures:

R. E. SLADE  
Secretary, The Institution of Agricultural Engineers.

ARTICLES OF ASSOCIATION  
of  
THE INSTITUTION OF AGRICULTURAL ENGINEERS

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INTERPRETATION

1. In these Articles:

"The Act" means the Companies Act, 1948.

"The Seal" means the Common Seal of the Institution.

"The Secretary" means any person appointed to perform the duties of Secretary of the Institution.

"The Institution" means the Institution of Agricultural Engineers incorporated under the Act.

"The Predecessors of the Institution" means the Institution of British Agricultural Engineers founded in 1938.

"Past President" includes a Past President of the predecessors of the Institution.

"Abroad" means outside England, Northern Ireland, Scotland, Wales, The Isle of Man and the Channel Islands.

"The Council" means the Council of Management for the time being of the Institution.

"Session" means the period commencing at the close of an Annual General Meeting of the Institution and terminating at the close of the Annual General Meeting next following.

"Agricultural Engineer" means all types of engineers engaged in the profession of agricultural engineering under the definition, *mutatis mutandis*, in Clause 3(a) of the Memorandum of Association of the Institution.

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

3. Except where the context otherwise requires, words importing the singular number only, include the plural number and vice versa, and words importing the masculine gender shall include the feminine.

4. For the purposes of Articles 52, 53, 54 and 55, any period of service as President, Vice-President or Ordinary Member of the Council of the predecessors of the Institution shall be deemed to be service in a similar capacity with the Institution.

5. The subscribers to the Memorandum of Association of the Institution and such other persons as shall be admitted to membership in accordance with these Articles, and none others, shall be members of the Institution and shall be entered in the register of members accordingly.

6. All members of the predecessors of the Institution shall be entitled to apply for membership and to be elected members of the Institution in the like grades or classes of membership in which they are members of such predecessors at the date of the incorporation of the Institution on the terms provided by and subject to those Articles of Association.

7. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Institution.

MEMBERSHIP

8. The number of members with which the Institution proposes to be registered is 1,500 but the Council may from time to time register an increase of members.

9. The Institution shall consist of:

Honorary Fellows	]	
Fellows	]	who shall be known as corporate members

Members ]  
Companions ]

Associate Members ] who shall be known as non-corporate members  
Associates ] and shall not be members for the purposes of the  
Students ] Act, and accordingly particulars in relation to them  
need not be entered in the Register of members  
pursuant to Section 110 of the Act.

There shall also be Affiliated Organisations as provided in Article 40.

10. Wherever the term "Member" is solely herein used it shall, except when otherwise expressly mentioned, be taken to exclude Honorary Fellows, Fellows, Companions, Associate Members, Associates and Students.

11. A Register shall be kept containing the name, together with the grade for the time being, of each of the non-corporate members of the Institution. The privileges and obligations of any such member shall be those of the grade assigned to him in the Register.

12. All persons admitted by the Institution into the various grades shall sign the engagement prescribed by the Council and contained in the form of application for membership or in such other form as the Council may from time to time prescribe.

13. The rights and privileges of every corporate and non-corporate member of any grade shall be personal to himself, and shall not in any circumstances be transferable or transmissible.

14. Every person admitted to membership (whether corporate or non-corporate) shall be subject to the Articles of the Institution, and to any amendment that may be made from time to time.

#### 15. ABBREVIATED TITLES AND DESCRIPTION OF MEMBERSHIP

The undernoted members shall be entitled to the exclusive use of appropriate initials after their names:

Honorary Fellow	Hon FIAgrE
Fellow	FIAgrE
Member	MIAgrE
Companion	CIAgrE
Associate Member	AMIAgrE
Associate	AIAgrE

and shall use no other title or abbreviation to indicate his grade within the Institution. Such letters may not be used by any person who has ceased to be a member, nor in any manner which the Council may from time to time determine to be inappropriate. A student shall not be entitled to the use of an abbreviated title or initials after his name.

#### 16. CERTIFICATE OF MEMBERSHIP

Subject to such regulations and on payment of such fees as the Council may from time to time prescribe, the Council may issue to any member of any grade (whether corporate or non-corporate) a certificate showing the grade to which he belongs. Every such certificate shall remain the property of and shall on demand be returned to the Institution.

#### QUALIFICATIONS FOR MEMBERSHIP

#### 17. HONORARY FELLOW

An Honorary Fellow shall be:

(a) a person who is distinguished by his work in agricultural science or engineering.

or

(b) a distinguished person whom the Institution desires to honour for services rendered to the Institution, or whose association therewith is of benefit to the Institution.

18. Honorary Fellows shall be elected by the Council, and each such election shall be announced at the next General Meeting of the Institution following his acceptance. Not more than one Honorary Fellow shall be elected in any one year.

#### 19. ALL OTHER CORPORATE AND NON-CORPORATE MEMBERS

All other members whether corporate or non-corporate shall be subject to election or transfer to any grades defined according to the regulations as may be issued from time to time by the Council of the Institution, on the recommendation of the Chairman of the Membership Committee.

#### 20. CODE OF CONDUCT

Every member shall at all times so order his conduct as to uphold the dignity and reputation of the engineering profession.

He shall at all times safeguard the public interest in matters of safety, health and otherwise. He shall at all times exercise his skill and judgement to the best of his ability and discharge his responsibilities with integrity and due technical competence.

## 21. RULES OF CONDUCT

The Council may from time to time promulgate Rules of Conduct which shall be in accordance with the Code set out in Article 20 and may require all members to conform to such rules. The Rules of Conduct may be amended, varied or rescinded as the Council may think fit provided that they shall not be inconsistent with the principles of the Code as prescribed in Article 20.

22. NIL

23. NIL

24. NIL

25. NIL

## 26. ADMISSION TO MEMBERSHIP

An application for admission to membership or transfer to another grade of membership, whether corporate or non-corporate, shall be made on such forms as may from time to time be prescribed by the Membership Committee with power delegated by Council. Such application must be signed by a Proposer and Seconder, who must be corporate members of the Institution, but at its discretion the Membership Committee with power delegated by Council may waive this stipulation.

27. The Council shall cause to be held examinations for election or transfer to the grades of Fellow, Member or Associate Member or in the cases in which and to the extent to which an examination or examinations are or may be required and shall cause to be conducted in particular cases other examinations, academic tests or professional interviews for candidates seeking to become Fellows or Members or Associate Members.

28. The Council shall cause to be made and published Rules consistent with these Articles for examinations, academic tests and professional interviews and shall have power from time to time to vary or rescind such Rules. The Rules shall contain the syllabuses of such examinations and a list of academic qualifications which will exempt a candidate therefrom in whole or in part. Provided that no addition, alteration or amendment shall be made to or in the Rules for the time being in force unless the same shall have been previously submitted to and approved by the Board of Trade.

29. The Council shall not be bound to admit or transfer a candidate into any grade of membership, notwithstanding that such candidate may have complied with the qualifications pertaining to such grade and may have succeeded in any prescribed examination or have submitted himself to an academic test or professional interview, and the Council shall not be required to give any reason for its decision, which shall be final.

30. The decision concerning the grade to which a candidate is admitted or transferred shall rest with the Council and shall be final.

31. A candidate admitted or transferred to any grade of membership (whether corporate or non-corporate), shall thereupon become liable to pay such Fees and Annual Subscription as the Articles may prescribe or authorise. Until such payment is made, a candidate shall not be entitled to any of the rights or privileges of membership in the grade to which he has been elected.

32. The Council shall have the power at any time from time to time to re-instate a former member (whether corporate or non-corporate), with or without entrance fee or payment in arrears of subscription in the grade in which he was formerly a member or in any other grade which the Council may determine, subject to the Rules governing admission or re-admission on the date an application is received for said re-admission.

## ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND TRANSFER FEES

33. The entrance fee for members in each grade shall be as recommended by the Council and confirmed by members in General Meeting.

34. The annual subscription for members in each grade shall be as recommended by the Council and confirmed by members in General Meeting.

35. On transfer from one membership grade to another, the transfer fee for members in each grade shall be as recommended by the Council and confirmed by members in General Meeting.

36. The Council may remit or defer the fees, subscriptions or other dues of any member for any special reason.

37. The annual subscription shall be due and payable on the first day of every January in every year.

38. Any member of any grade whose annual subscription remains unpaid two months after it is due shall not be entitled to attend or take part in any meeting of the Institution that may be held, or to receive any notice or publication of the Institution that may be issued before he has paid his subscription in full, or until such payment, to exercise any of the rights and privileges of membership or (in the case of a corporate member, Associate Member or Associate) to vote.

### 39. TERMINATION OF MEMBERSHIP

Membership of the Institution shall cease and the name of the member be removed from the appropriate Register in either of the following circumstances:-

- (a) On notice in writing to the Secretary by any member of his intention to retire from the Institution after payment of any subscriptions due from him, including that for the current year.
- (b) At the discretion of the Council -
  - (i) If any member shall be adjudicated bankrupt
  - (ii) If any member fails to pay the annual subscription within three months after it becomes due.
  - (iii) For any other reason at the discretion of the Council including conduct prejudicial to the professional status of the Institution or action in contravention of Articles 20 or 21.

Provided that in the event of the Council proposing to consider the exercise of such discretion in any of the circumstances mentioned in sub-clauses (b) (i) or (b) (ii) of this Article it shall cause not less than 14 days notice in writing to be given to the member concerned of its intention to do so at its next Meeting, stating the date, time and place of such Meeting and the grounds upon which the exercise of such discretion is proposed to be considered, and such member shall be entitled to attend in person or in the case of a member being an incorporated body, by duly authorised proxy, at such Meeting and then furnish to the Council such information as he desires in reference to the relevant circumstances. Provided further that in the event of the Council exercising its discretion in the circumstances mentioned in sub-clause (b) (ii) of this Article, the Council shall cause written notification to be issued by letter post to the member informing him of the termination of membership.

For the purposes of this Article, the term "member" shall mean and include a member of any of the classes or grades specified in Article 9.

### AFFILIATED ORGANISATIONS

40. The Council may, at its discretion, admit as Affiliated Organisation Corporate bodies, companies or firms engaged in the agricultural engineering industry, or a closely associated industry. An Affiliated Organisation shall not be a member of the Institution.

41. The following shall be eligible for admission as Affiliated Organisations:

- (a) Companies or firms engaged in the production or distribution of agricultural machinery.
- (b) Companies or firms engaged in supplying components accessories or services used in the production, repair or operation of agricultural machinery.
- (c) Charitable or institutional bodies, associations, societies or other organisations whose activities are in the opinion of the Council likely to promote the aims of the Institution.

42. A company, firm or other organisation desiring to become an Affiliated Organisation shall make application to the Secretary on such form as may from time to time be prescribed by the Council.

43. The decision of the Council to accept or refuse such an application shall be final.

44. Every Affiliated Organisation approved by the Council shall be subject to such Articles or Bye-Laws, as are applicable, and to any amendments that may from time to time be made.

45. An Affiliated Organisation shall not be entitled to any services except upon payment of such fees and annual subscriptions as these Articles may prescribe.

46. Each Affiliated Organisation shall be entitled to appoint one or more representatives as shall be determined by Council from time to time, who shall be entitled to receive technical services accorded to members of the Institution.

47. A representative of an Affiliated Organisation shall not be deemed a member of the Institution, or be entitled to vote or to use an abbreviated title of membership of the Institution by virtue of being such a representative, unless he is entitled to do so in his own rights as an elected member to one of the grades of membership of the Institution.

48. Affiliated Organisations shall not be entitled to display in any way the fact of their affiliation to the Institution other than in a manner approved in writing by the Council of the Institution, but their names shall be printed after the names of the members of the Institution, in any membership directory published at the discretion of and by order of the Council.

49. The annual subscription to be paid by an Affiliated Organisation shall be such a sum as the Council may decide, from time to time. Said subscription to be due and payable on the first of January in each year.

### 50. TERMINATION OF AFFILIATION

Affiliation to the Institution shall cease:

- (a) On notice in writing to the Secretary by any such organisation of its intention to retire from the Institution after payment of any subscription due, including that for the current year
- (b) At the discretion of the Council -
  - (i) If any organisation shall enter into liquidation or be dissolved.
  - (ii) If any organisation fails to pay the annual subscription when requested so to do.
  - (iii) For any other reason at the discretion of the Council, including conduct prejudicial to the professional status of the Institution.

The provisos to sub-clause (b) of Article 39 shall apply mutatis mutandis to any section or step proposed by the Council under the provisions of this Article.

51. (a) The Council shall consist of:

One President  
 One President-Elect  
 The Immediate Past President  
 One Past President  
 Three Vice Presidents  
 An Honorary Treasurer  
 An Honorary Editor (Chairman of the Editorial Panel)  
 The Chairman of the Membership Committee  
 The Chairman of the Examination Board  
 The Chairman of the Education and Training Committee  
 13 Ordinary Members  
 The Special Representative for Scotland  
 A Representative of each branch who shall be elected by the Council annually at its formal meeting following the Annual General Meeting on the nomination of the Committee of the Branch, from amongst its Chairman, Vice-Chairman, or Past Chairman.

- (b) The Council shall, in addition, have power to co-opt such additional members, whether corporate or non-corporate as it may think fit, but such co-opted members shall not be entitled to vote at Council Meetings.

52. The President shall normally have the office of President-Elect as provided under Article 53. Provided that Council may exceptionally and at its discretion choose the President from among those who are, or have been, Vice-Presidents or from Past Presidents who are eligible for further service. The President shall retire annually at the end of each session, but shall be eligible for re-election. No person shall hold the office of President for more than three years.

53. The President-Elect shall be chosen from those who are, or have been, Vice-Presidents, or, at the discretion of the Council, Past Presidents who are eligible for further service. Such appointment shall be on the recommendation of the Council at the Annual General Meeting and he shall hold office at the pleasure of the Council for a maximum of three years.

54. The One Past President shall hold office for a period not exceeding two years, in any consecutive period of five years.

55. The Vice-Presidents shall be chosen from amongst those corporate members who are, or have been, members of the Council; Vice-Presidents shall retire annually at the end of each session, but shall be eligible for re-election. No person shall hold the office of Vice-President for more than two years, in any consecutive period of ten years.

56. The Honorary Treasurer shall be a corporate member, appointed on the recommendation of the Council at the Annual General Meeting and shall hold office at the pleasure of the Council and for a maximum period of three years.

57. (a) The ordinary members of the Council shall be representatives of the following grades of membership in the numbers shown:

Fellows	3
Members	3
Companions	2
Associate Members	3
Associates	2

At least one of the ordinary members of the Council in each grade shall retire at the end of each session. In the grades where a proportion retire, it shall be those who have been longest in office since their election. When of equal seniority, the one or more to retire shall be selected by ballot unless those with equal seniority agree otherwise. Members of the Council who retire before having completed their three years service may offer themselves for re-election. No person shall hold office as an ordinary member of Council for more than three years in succession.

Additionally Members of Council shall at all times:

- (a) comprise a majority who are registrable on the various professional registers for which IAGrE is a licensee and
- (b) include at least one member who is listed on each of these registers.

- (b) The Special Representative for Scotland shall be a corporate member affiliated to the Scottish Branch and appointed on the recommendation of Council at the Annual General Meeting. The normal term of office shall be three years.

58. The Council shall fill any casual vacancy in the Council (including any casual vacancy in the office of President) and the President, President-Elect, Past Presidents on the Council, Vice Presidents, Honorary Treasurer or members of the Council shall retire at the end of each session. Vacancies not filled at an Annual General Meeting shall be deemed to be casual vacancies within the meaning of this Article.

59. The President shall, ex officio, be a member of all Committees of the Council and of the Examination Board.

## 60. ELECTION OF THE COUNCIL

At least seven weeks before the Annual General Meeting in each year, the Council shall send to each corporate member, Associate Member and Associate entitled to vote a list of duly qualified persons whom it nominates for election as:

President  
 President-Elect  
 Past President on Council  
 Vice Presidents  
 Honorary Treasurer  
 Honorary Editor  
 Ordinary members of Council  
 Special Representative for Scotland  
 Chairman Membership Committee  
 Chairman Education and Training Committee

61. Not later than fourteen days after the issue of the Council's list, any two corporate members may nominate any other duly qualified person to fill any such vacancy by delivery of such nomination in writing to the Secretary, together with the written consent of such person to accept office if elected, but each nominator shall be debarred from nominating any other person for the same election. Associate Members and Associates may exercise a similar right in respect of their own grade.

62. Not later than twenty-one days after the date for receipt of members' nominations, if any such nominations be received, the Council shall send to each corporate member, Associate Member and Associate entitled to vote, a ballot paper containing the names of all persons duly nominated to fill the vacancies referred to in Article 60 stating which persons are nominated by the Council and giving the names of those by whom every other person (if any) is nominated, Providing that if no candidate or candidates has or have been nominated under the provision of Article 61 the persons nominated by the Council shall be deemed to be duly elected and no ballot papers shall be issued.

63. In the event of there being a ballot, each voter shall erase sufficient names to reduce the remaining names to the number to be elected to the respective offices. Associate Members and Associates shall only be entitled to vote respectively for candidates nominated in respect of their respective grades. The ballot papers shall be returned so as to reach the Secretary not later than fourteen days after their issue by the Council and they shall be so marked and returned as may from time to time be determined by the Council.

64. Canvassing directly or indirectly will automatically disqualify any nomination.

65. The persons elected shall take office at the beginning of the following session.

## 66. VACANCIES

The office of a Member of Council shall ipso facto be vacated:

- (a) if by notice in writing to the Institution he resigns his office.

or

- (b) if he ceases to be a member of any grade of the Institution.

or

- (c) if he ceases to hold such office pursuant to or by virtue of any of the provisions of the Act.

If without leave of the Council he absents himself from more than half the meetings of the Council held in any session, the Council may resolve that his office be vacated.

## PROCEDURE, POWERS AND DUTIES OF THE COUNCIL

67. The Council shall regulate its own procedure and may act notwithstanding any vacancies in its body. Provided always that in case the members of the Council shall at any time be reduced in number to less than the quorum of 10 members (Article 69) prescribed by or in accordance with these articles, it shall be lawful for them to act as the Council for the purposes of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

It may appoint such standing or other committees as it may think fit, and may delegate any of its powers to any Council member or committee. The duty of any such person or committee so appointed and empowered shall be to take executive action or to report to the Council on such matter or matters as may have been referred to him or it by the Council. The Chairman of any committee may be appointed by the Council, but if he is not so appointed, the Committee shall appoint its own Chairman.

68. The proceedings of the Council and Committees and all documents relating to them are strictly confidential. No information concerning such proceedings and documents may be communicated to any person who is not a member of the Council or be otherwise published, except by permission of the Council.

69. The President, or the President-Elect with any one Vice-President, or any two Vice-Presidents, or any three members of the Council may, and the Secretary shall, on their request, convene a Meeting of the Council. At every meeting of the Council ten shall constitute a quorum.

70. At least seven clear days notice shall be given of every Meeting of the Council. Such notice shall specify generally the business to be transacted by the Meeting. The President or in his absence the President-Elect, or in his absence the senior (in terms of service on Council) Vice-President, shall preside as Chairman at each meeting of the Council, and in case of an equality of votes the Chairman shall have a second or casting vote.

71. The Council shall direct and manage the property and affairs of the Institution in accordance with the Articles of Association.

72. The financial year of the Institution shall end on the 31<sup>st</sup> day of December in each year and the accounts of the Institution shall be made up each year to that date and after having been examined and found correct by an Auditor or Auditors and approved by the Council, shall be laid down before the Annual General Meeting next following.

73. The Council shall pay out of the funds of the Institution to the Secretary and to the persons employed under him, other servants of the Institution, such salaries and/or remuneration as the President, President-Elect and Honorary Treasurer shall from time to time jointly determine. The amount of such payments shall be duly recorded in a private minute book kept for that purpose, and any Council member shall have the right to inspect the said minute book at any reasonable time, upon request.

74. The Council in consultation with the Honorary Editor shall arrange for the publication, in any matter which they may deem advisable, of such papers, documents and publications as may be considered by the Council to be likely to advance agricultural engineering knowledge and the objects of the Institution.

75. The Honorary Treasurer may, with the consent of the Council, invest in the name of the Institution any monies not immediately required for the purposes of the Institution in or upon any of the investments authorised by the Trustee Investment Act 1961, or by any statutory modification thereof for the time being in force.

76. The Council shall not sell, mortgage or otherwise deal with any land or interest in land belonging to the Institution or any premises occupied by the Institution unless authorised so to do by Resolution passed at an Extraordinary General Meeting of the Institution convened for that purpose.

## EXAMINATION BOARD IN AGRICULTURAL ENGINEERING

77. Subject to these Articles, the Council may at its discretion appoint annually an Examination Board in Agricultural Engineering (hereinafter in this and subsequent Articles referred to as "the Board") to be responsible to the Council for the control and administration of Examinations in Agricultural Engineering and for giving effect to the provisions of Article 27 in the manner in which and to the extent to which the Council shall from time to time determine.

78. The Board shall consist of up to ten members of the Institution and representatives of such other bodies as the Council may determine.

79. The President of the Institution shall be ex officio a member of the Board. The Chairman of the Board shall be a Fellow or Honorary Fellow of the Institution and, if not an elected Member of the Council, shall serve on the Council in an ex-officio capacity by virtue of his office as Chairman of the Board, with power, in the latter event, to vote in all matters concerning the Examination Board.

80. The Secretary to the Board shall be appointed by the Council on the nomination of the Board, on such terms and conditions as the Council shall at its discretion determine, subject always to the provisions of Article 73. At the direction of the Board and subject to the over-riding discretion of the Council, it shall be the duty of the Secretary to the Board to conduct the correspondence of the Board; to attend all meetings of the Board and of such sub-committee as may be appointed by the Board; to take minutes of the proceedings of such meetings; to read all minutes and communications that may be ordered to be read; to prepare and issue such publications as the Board may direct; to undertake the collection of examination fees and the payment of Examiners and Examination Assessors appointed by the Board; to direct the preparation and presentation of all Board accounts to the Secretary of the Institution; and generally to conduct the business of the Board under the direction of the Board and subject always to the over-riding discretion of the Council.

81. The Board shall present reports of its meetings to the Council, but shall not otherwise be required to submit recommendations to the Council except in matters affecting policy or finance. The Board may appoint Examiners and/or Examination assessors and, subject to the approval of the Council, fix their remuneration. Members of the Council shall be eligible for appointment as Examiners and/or Examination Assessors, provided that:-

- (i) The number of members of the Council appointed as Examiners and/or Examination Assessors at a remuneration shall not at any one time exceed one fifth of the total number of the members of the Council then in office.
- (ii) The rate of remuneration paid to such members of the Council shall not exceed that paid to Examiners and/or Examination Assessors who are not members of the Council.
- (iii) No member of the Council who is or is proposed to be appointed such an Examiner and/or Examination Assessor shall vote at meetings of the Council or of the Board on any resolution relating to the appointment or remuneration to Examiners and/or Examination Assessors.

82. The Board shall present annually to the Council a Statement of Income and Expenditure in connection with the Board's work during the financial year of the Institution.

83. The Board shall present annually to the Council a Report on Examination awards during the year.

84. The Board shall tender its resignation to the Council on the Completion of the Examination awards each year, with recommendations as to the constitution of the Board for the ensuing year.

#### SECRETARY

85. The Secretary of the Institution shall be appointed by the Council, who shall determine the terms and conditions of his appointment. Subject to the directions of the Council, it shall be the duty of the Secretary to conduct the correspondence of the Institution, to attend all national meetings of the Institution and of the Council and of national Committees; to take minutes of the proceedings of such meetings, to read all minutes and communications that may be ordered to be presented, to prepare and issue such publications as the Council or Committees may direct; to direct the collection of the subscriptions and other amounts due to the Institution and the preparation of the Account of the expenditure of the funds and to present all accounts to the Council for inspection and approval. He shall also engage, subject to the approval of the Council and be responsible for all persons employed under him and shall generally conduct the ordinary business of the Institution under the direction of the Council.

#### SESSIONS AND MEETINGS

86. The annual session of the Institution shall begin at the close of the Annual General Meeting and terminate at the close of the Annual General Meeting next following. The meetings of the Institution shall be held at such places and at such times as the Council may appoint.

87. The meetings of the Institution shall be as follows:-

- (a) Ordinary Meetings for the reading and discussion of Papers on agricultural engineering and allied subjects, and for lectures and discussions on these subjects and other such subjects as to the Council may decide.
- (b) The Annual General Meeting.
- (c) Extraordinary General Meetings.

#### ORDINARY MEETINGS

88. The Council shall have discretion over the reporting of the proceedings at any meeting of the Institution or of a Branch.

89. The Ordinary Meetings of the Institution shall be conducted as prescribed by the Council from time to time and the Council shall determine the conditions of admission to such meetings.

90. Members of any grade shall be permitted to introduce visitors at Ordinary Meetings of the Institution by writing their names in the book or other document provided for that purpose, unless the Council decrees otherwise.

91. No question shall be discussed or motion be made at the Ordinary Meetings relating to the direction and management of the Institution.

#### GENERAL MEETINGS

92. At all General Meetings of the Institution, corporate members only shall be competent to vote. Each person voting shall have one vote which shall be given personally. Voting by proxy shall not be allowed. A quorum at a General Meeting shall be 20 Corporate Members.

93. The Annual General Meeting shall be held before the end of May in each year and not more than fifteen months after the last preceding Annual General Meeting. The business of the Annual General Meeting shall be to receive and consider the Report of the Council and the Accounts of the Institution for the past year, to elect Auditors and (with the approval of the Council) to transact any other business that may properly be transacted at an Annual General Meeting and of which notice in writing shall have been given

to the Secretary at least twenty-eight days before such Meeting. Associate Members, Associates, Students and representatives of Affiliated Organisations shall be entitled to attend the Annual General Meeting but not to vote thereat.

94. The Council may whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisitions or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

95. Twenty one days' notice in writing, at the least, of every Annual General Meeting and every meeting convened to pass a Special Resolution and fourteen days' notice in writing, at the least, of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Institution, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a Meeting may be convened by such notice as those members may think fit. The accidental omission to give notice of a meeting, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

96.

- (a) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, 20 corporate members personally present shall be a quorum.
- (b) If within half-an-hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of 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 at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting the members present shall be a quorum.

97.

- (a) The President, or in his absence the President Elect or in his absence the next senior (by the length of service on Council) Vice President, shall preside as Chairman at every Council General Meeting, but if no such Chairman shall be present within fifteen minutes after the time appointed for holding the same, and willing to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose a corporate member of the Institution who shall be present to preside.
- (b) The Chairman 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.
- (c) At any General Meeting a resolution put to the vote of the meeting shall be decided on a shown of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three corporate members or by a corporate member or corporate members representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institution, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution. The demand for a poll may be withdrawn.
- (d) Subject to the provisions of paragraph (e) hereof, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (e) No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
- (f) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- (g) The demand of a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### BRANCHES

98. The Council may, at its discretion, upon receipt of a request to that effect from a number which it deems sufficient of corporate members, resident in any district, create a branch of the Institution in that district for the holding of regular ordinary meetings for the reading of Papers and for discussion on agricultural engineering subjects and the Council shall have the power to dissolve such branch at any time after it has been formed. Each branch shall be constituted and its affairs shall be carried on in accordance with any rules and regulations which the Council may lay down, or approve from time to time and it shall elect annually for its Chairman and Vice-Chairman corporate members of the Institution.

99. The appropriation and contribution of funds of the Institution towards the expenses of Branches, consistent with the objects of the Institution shall be in the sole discretion of the Council, and the Institution shall not be responsible for any liability incurred by or on behalf of any Branch of the Institution beyond any amount previously appropriated or contributed for any specific purpose by the Council.

#### COPYRIGHT

100. The Copyright of all Papers printed by the Institution shall be vested in the Institution.

The Council in such cases as it may think fit shall have power to release or surrender its rights in respect of any such communication. The right of publishing and translating all such communications and the reports of the proceedings and discussion at Meetings of the Institution and of the Branches shall be reserved to the Council, who may, as it thinks fit, give its consent to publication in approved cases.

#### INDEMNITY

101. Each member of the Council shall be accountable in respect of his own acts only and shall not be accountable for any acts done or authorised to which he shall not have expressly assented. No member of the Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done, authorised or suffered by him, being done in good faith for the benefit of the Institution, although in excess of his legal power, but this provision shall be subject to section 205 of the Act.

102. Subject to the provisions of Section 205 of the Act, the members of the Council and the Secretary shall be indemnified out of the funds and property of the Institution from and against all costs, charges, damage and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in execution of the duties or powers imposed upon or given to them by the Articles of the Institution.

#### THE SEAL

103. The Council shall provide a Common Seal of the Institution, and make rules for the safe custody and use thereof, and it shall never be used except by the authority of the Council, previously given, and in the presence of two members of the Council at least, and every such instrument shall be counter-signed by the Secretary, or some other person appointed by the Council for that purpose. A record of all documents signed under seal shall be kept in a book provided for that purpose.

#### ACCOUNTS

104. The Council shall cause proper books of account to be kept with respect to:

- (a) All sums of money received and expended by the Institution and the matters in respect of which the receipt and expenditure takes place.
- (b) All sales and purchases of goods by the Institution.
- (c) The assets and liabilities of the Institution. 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 Institution's affairs and to explain its transactions.

105. The books of account shall be kept at the registered office of the Institution and shall always be open to the inspection of members of the Council.

106. Subject to such reasonable restrictions as to the time and manner of inspection as may be imposed by the Council, the accounts and books of the Institution or any of them shall be open to the inspection of members not being members of the Council.

107. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid down before the Institution in General Meeting such income and expenditure accounts, balance sheets and reports as referred to in those Sections.

108. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institution in Annual General Meeting, together with a copy of the Accountant's report, shall, not less than twenty-one days before the date of the meeting, be sent to every member of the Institution. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Institution is not aware.

#### AUDITORS

109. Auditors shall be appointed and their duties regulated in accordance with Sections 159-162 of the Act.

#### NOTICES

110. Any notice may be served or any communication may be sent by the Council or by the Secretary of the Institution upon or to any member of any grade either personally or by sending it prepaid through the post addressed to such person at his address as registered in the books of the Institution.

111. Any notice or communication to a member of any grade, if served or sent by post, shall be deemed to have been served or delivered on the second day following that on which the same is posted, and in proving such service or sending it shall be sufficient to prove that the notice or communication was properly addressed and posted to the address last notified by the member to the Institution.

112. No member of any grade, whose registered address is abroad, shall be entitled to any notice, and all proceedings may be had and taken without notice to such person in the same manner as if he had had due notice.

#### MISCELLANEOUS

113. WINDING-UP - The provision of Clause 9 of the Memorandum of Association relating to the winding-up or dissolution of the Institution shall have effect and be observed as if the same were repeated in these Articles.

114. In case any matter shall at any time arise not provided for in these presents or in any of the rules and regulations of the Institution for the time being, the same shall (subject at all times to the statutes of these presents) be determined by the Council, whose decision shall be final.

115. The first Secretary of the Institution shall be Ronald Edgar Slade.

116. As permitted under Article 67, an Executive Committee is elected annually by Council and is responsible for executive action on all matters within the policy framework approved By Council including Finance and General Purposes. For the purposes of the Institution's activities as a registered charity and a company limited by guarantee, the members of the executive Committee will be the trustees of the charity and directors of the company.

#### - THE INSTITUTION OF AGRICULTURAL ENGINEERS

- 1938 - founded in 1938 as the Institution of British Agricultural Engineers
- 1960 - incorporated as The Institution of Agricultural Engineers
- 1971 - founder member of the Engineers Registration Board. Authorised to register Technician Engineers and Engineering Technicians
- 1978 - admitted as an affiliate of The Council of Engineering Institutions and authorised to sponsor members for registration as Chartered Engineer
- 1985 - nominated and authorised by The Engineering Council to sponsor members for registration as Chartered Engineer, Technician Engineer (now Incorporated Engineer) and Engineering Technician and to accredit academic courses for each of the three levels of registration
- 2004 - founder Constituent Body of the Society for the Environment and licensed to register Chartered Environmentalists.

*The above is for information purposes only and does not form part of the Memorandum and Articles of Association.*

