

Institution of Agricultural Engineers

Memorandum and Articles of Association of the Institution of Agricultural Engineers

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

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, 14 February 2008 and ??

Incorporated under The Companies Act

The Bullock Building
University Way
Cranfield
Beds MK43 0GH

Company Limited by Guarantee and not having a share capital

Memorandum of Association of The Institution of Agricultural Engineers

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, 14 February 2008 and ??

1. The name of the company is The Institution of Agricultural Engineers hereinafter referred to as “the Institution”.
2. The registered office of the Institution is situated in England.
3. The objects of the Institution are: To promote and coordinate the study, development and regulation of the profession of Agricultural Engineering in the public interest.
4. A definition of Agricultural Engineering is defined in our Regulations.

5. Powers

The Institution shall have the following powers to be used in pursuance of its Objects:

- (a) To promote the consideration and discussion of all subjects affecting the profession of Agricultural Engineering and to facilitate the exchange of information and ideas.
- (b) To disseminate information on all matters relating to Agricultural Engineering and to produce relevant publications in any form.
- (c) To encourage and support invention, innovation and research in matters connected with Agricultural Engineering.
- (d) To operate as a professional institution pursuant to the Objects of the Institution and to the licences issued by the Engineering Council and by the Society for the Environment or their successors by whatever names and other relevant licensing authorities.
- (e) To co-operate with educational institutions for the furtherance of education in Agricultural Engineering.
- (f) To co-operate with other bodies for the award of relevant prizes, bursaries and certificates.
- (g) To give legislative, public and other bodies facilities for ascertaining the views of those engaged in Agricultural Engineering.
- (h) To subscribe to and co-operate with relevant organisations other than Trade Unions and to exchange information and advice with them.
- (i) To receive donations or financial support from relevant sources.
- (j) To carry on any other business or operations which are conducive and ancillary to the Objects of the Institution 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.
- (k) To purchase, rent or hire or to sell, lease or otherwise dispose of all or any of its property.

- (l) To promote or co-operate with any other organisation having similar Objects to those of the Institution.
- (m) To borrow, raise or secure monies in such manner as the Institution shall think fit.
- (n) To invest the monies of the Institution not immediately required for its purposes, in or upon such investments following such advice as the Institution decides to seek.
- (o) To create such subsidiary Regulations as the Trustees may decide for the good administration of the Institution and subject to their not conflicting with this Memorandum or its Articles.
- (p) To promote and support the formation of organisations, whether charitable or not, for the purpose of any of the Objects of the Institution and to assist such organisations as necessary in the fulfilment of their Objects and to create, and undertake the management of, any trusts or endowments and any scholarships and exhibitions for the furtherance of the Objects of the Institution.
- (q) To give or lend money for the furtherance of the Objects of the Institution.
- (r) To make suitable arrangements for undertaking the work of the Institution.
- (s) To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity (whether incorporated or not) whose Objects are the same as or similar to any of the Objects.
- (t) To employ and remunerate such staff as are necessary for carrying out the work of the charity.
- (u) To do all such other lawful and charitable things as are incidental to the attainment or furtherance of the said Objects.

Provided that:

- (i) The income and property of the Institution shall be applied solely towards the promotion of its Objects.
- (ii) No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Institution and no member of its Board of Trustees shall normally be appointed to any Office of the Institution paid by salary or fees, or receive any remuneration or other benefit in money or in kind from the Institution.
- (iii) Nothing herein shall prevent any payment in good faith by the Institution:-
 - (a) of reasonable and proper remuneration to any member, Officer or employee of the Institution (not being a member of its Board of Trustees) for any agreed services rendered to the Institution.
 - (b) To any member of its Board of Trustees of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Institution undertakes to contribute to the assets of the Institution in the event of the Institution being wound up during the members' period of membership or within one year

after they cease to be a member for payments of liabilities of the Institution contracted before the member ceased to be a member and the expenses of winding-up the Institution, and for the adjustment of the rights of the contributories amongst themselves, an amount not exceeding the sum of £1.

8. If upon the winding-up of the Institution there remains, after satisfaction of its liabilities, any property whatsoever the same shall not be distributed among the members of the Institution but shall be transferred to some other institution established for charitable purposes only, having Objects similar to those of the Institution and which shall prohibit the distribution of its property among its members to an extent at least as great as that imposed by this Memorandum, such institution to be determined by the members of the Institution at the time of dissolution.

Names and addresses of Subscribers

PHILIP HENTRY JOHNSON – Gunnersbury House, Hounslow

DOUGLAS RAYMOND BOMFORD – Bevington Hall, Evesham, Worcs

WILLIAM HENRY CASHMORE – The Garden House, Wrest Park, Silsoe, Beds

CHARLES BORTHWICK CHARTRES – The Manor, Grendon Underwood, Aylesbury, Bucks

ALEXANDER HAY – 221 Woodcote Road, Purley, Surrey

WILLIAM JAMES PRIEST – 28 Essex Street, Strand, London

WILFRED JOHN NOLAN – 50 Sixth Cross Road, Twickenham, Middlesex

Dated the 15th 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 Part 1 Interpretation and Limitation of Liability

Defined Terms

1.1 In these articles, unless the content requires otherwise: -

“Companies Act” means the Companies Act 2006 and any subsequent amendments (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Institution;

“trustee” means a director of the Company each director is also ‘Trustee’ of the Charity hereinafter referred to as Trustee;

“The Secretary” means the Chief Executive or other Officer of The Institution appointed to undertake the duties of Company Secretary of The Institution;

“The Institution” means the Institution of Agricultural Engineers incorporated under the Act;

“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;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

Words importing the singular number only include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender and vice versa.

Executive Committee means the meeting of the Trustees.

Part 2 Trustees Trustees’ Powers and Responsibilities

Trustees’ general authority

2.1 Subject to the articles, the Trustees are responsible for the management of the Institution’s business, for which purpose they may exercise all the powers of the Institution.

2.2 Trustees shall meet as the Executive Committee.

Trustees may delegate

3.1 Subject to the articles, the Trustees may delegate any of the powers which are conferred on them under the articles on such terms as they think fit but the exercise of such delegated powers shall be reported to the Trustees who shall remain liable for the actions taken.

Decision-Making by the Trustees

Trustees to take decisions collectively

4. Any decision of the Trustees shall be unanimous or by a majority decision at a quorate meeting.

Calling an Executive Committee meeting

- 5.1 Any Trustee may call an Executive Committee by giving notice of the meeting to the Trustees or by authorising the Company Secretary to give such notice.
- 5.2 If it is anticipated that Trustees participating in the Executive Committee meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting will be agreed in advance.

Participation in Executive Committee meetings

- 6.1 Trustees participate in an Executive Committee meeting, or part of a meeting, when:
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 6.2 In determining whether Trustees are participating in an Executive Committee meeting, it is irrelevant where any Trustee is or how they communicate with each other.

Quorum for Executive meetings

- 7.1 The quorum for the Executive Committee meetings shall be five.

Chairing of the Executive meetings

- 8.1 The members at a general meeting shall appoint a President who shall chair the Executive Committee meetings.
- 8.2 If the President is not participating in an Executive Committee meeting within ten minutes of the time at which it was to start, the President-Elect or if absent the immediate Past-President shall chair.

Casting vote

9. If the numbers of votes for and against a proposal are equal, the President or person presiding has a casting vote.

Conflicts of Interest

- 10.1 Trustees shall avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Institution.
- 10.2 Trustees in such a situation shall declare their interest or possible interest at a relevant meeting of the Trustees or by notice in writing to all the Trustees before the meeting.
- 10.3 The Trustees shall decide how this conflict shall be managed.
 - a) They can decide that the conflicted person may remain at the meeting, participate in the discussion, and even vote on the matter concerned, or
 - b) they can allow the conflicted person to remain but not vote and or speak, or
 - c) they can require the conflicted person to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).

Record of decisions to be kept

11. The Trustees must ensure that the Institution keeps a record, in writing, for at least ten years from the date of the decision recorded by the Trustees.

Appointment of the Trustees

Methods of appointing the Trustees

- 12.1 The maximum number of Trustees shall be fifteen and the minimum shall be five both of which shall include the President and the other Officers as the Trustees may determine from time to time and published in the Regulations.
- 12.2 Any member of the Institution may be elected by the members in a general meeting to be a Trustee if there is a vacancy or in addition to provide further expertise not otherwise available in respect of a maximum of two Trustee positions only.
- 12.3 Each Trustee may normally serve for a period of two years and may be re-elected for one further period of two years before being ineligible to stand for election until the expiry of one further year. Those Trustees who are elected as Officers shall have their term of trusteeship extended, where relevant, until the expiry of their Officership. No person shall hold the office as an ordinary member of the Executive Committee for more than four years in succession.
- 12.4 Officers shall be appointed from members at a general meeting.

Termination of Trustee's appointment

13. A person ceases to be a Trustee as soon as notification is received by the Institution from the Trustee that the Trustee is resigning from office, and such resignation has taken effect in accordance with its terms.

Trustees' remuneration

- 14.1 Trustees may undertake any services for the Institution that the Trustees decide.
- 14.2 Trustees are entitled to such remuneration for any service other than that of Trusteeship which they undertake for the Institution.

Trustees' Expenses

15. The Institution may pay any reasonable expenses which the Trustees properly incur in connection with their attendance at:-
 - (a) Executive Committee meetings,
 - (b) general meetings, or
 - (c) separate meetings of the holders of debentures of the Institution,or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Institution.

Officers

- 16.1 Officers of the Executive Committee meeting shall comprise of the President, President-Elect,

Immediate Past-President, Past President, Honorary Treasurer, three Vice-Presidents and Chair of the Membership Committee.

- 16.2 Officers shall be elected as Officers (and therefore Trustees) by the members in a general meeting.
- 16.3 Officers shall serve for two years as an Officer (extendable for one term) save that the President-elect shall normally continue in Office for two years as President (after serving as President-elect), and then as Immediate Past President for a further two years during which time, in all these three Offices, they shall remain as Trustees.
- 16.4 The President shall normally have the office of President-Elect. The President would normally be those who are, or have been, a Vice-President.

Advisory Council

- 17.1 In addition there shall be an Advisory Council elected by the members in a general meeting comprising of President, President-Elect, Immediate Past President, Past President, Honorary Treasurer, Three Vice-Presidents and Chair of Membership Committee, Chair of the Education and Training Committee, thirteen ordinary members, special representative for Scotland, Branch representatives, Douglas Bomford Trust representative and ex-officio member(s).
- 17.2 The duration of membership of the Advisory Council shall be as published in the Regulations.
- 17.3 The purpose of the Advisory Council shall be to advise the Executive Committee on any matters that Executive Committee refers to it and any other matters that it wishes to refer to the Executive Committee.
- 17.4 The Advisory Council shall meet at least twice in each calendar year.

Part 3 – Members

Becoming and Ceasing to be a Member

Applications for membership

18. No person or organisation shall become a member of the Institution unless:-
(a) they have completed an application form for membership in a form approved by the Trustees, and
(b) the Trustees have approved the application.
19. The Institution shall consist of:
- | | | |
|--------------------|---|--|
| Honorary Fellows |] | |
| Fellows |] | who shall be known as voting members |
| Members |] | |
| Associate Members | | |
| Technician |] | who shall be known non-voting members |
| Affiliates |] | and shall not be members for the purposes of the |
| Students |] | Act, |
| Academic Members |] | |
| Commercial Members |] | |

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

Honorary Fellow	Hon FIAgrE
Fellow	FIAgrE
Member	MIAgrE
Associate Member	AMIAgrE
Technician	TIAgrE
Affiliate	AIAgrE

and shall use no other title or abbreviation to indicate their grade within the Institution. Such letters may not be used by any person who has ceased to be a member. A student shall not be entitled to the use of an abbreviated title or initials after their name.

20.1 Admission to grades of membership depends on Regulations published from time to time by the Trustees.

Membership Fees

21.1 The entrance fee, annual subscription and transfer fees for members in each grade shall be as recommended by the Trustees and confirmed by members in a General Meeting.

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

21.3 The annual subscription is payable on the first day of January in every year.

21.4 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, or to receive any notice or publication of The Institution that may be issued before they have paid their subscription in full, or until such payment, to exercise any of the rights and privileges of membership or for corporate members to vote.

Code of Conduct and Disciplinary Procedure

22.1 Membership is an annually renewable contract between the member and the Institution under which benefits and duties arise. Such benefits and duties are decided from time to time by the Executive Committee and published in the Regulations.

22.2 The Executive Committee shall determine and publish from time to time in the Regulations:

- (i) a code of Professional Conduct and
- (ii) A Disciplinary Procedure to deal with alleged breaches of the Code of Professional Conduct

In doing so, the Executive Committee shall have due regard to the related Guidance published by the Engineering Council or a successor regulatory body

22.3 A fundamental duty of all members is to abide by a Code of Professional Conduct and to co-operate with a Disciplinary Process.

Termination of membership

- 23.1 A member may withdraw from membership of the Institution by giving 7 days' notice to the Institution in writing.
- 23.2 Membership is not transferable.
- 23.3 A person or organisational membership terminates when that person dies or that organization ceases to exist.
- 23.4 Membership may be terminated for a proven breach of the Code of Professional Conduct, as detailed in the Regulations.
- 23.5 A member who resigns, or whose membership lapses through non-payment of fees or subscriptions, after a complaint against them has been lodged with the Institution, shall be deemed to remain in membership until completion of the disciplinary process.

Organisation of General Meetings

Attendance and speaking at general meetings

- 24.1 At least twenty one days' notice must be given of every Annual General Meeting and every meeting convened to pass a Special Resolution and at least fourteen days' notice of every other General Meeting specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business.
- 24.2 Any member may attend and is able to exercise the right to speak at a general meeting.
- 24.3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at.

Quorum for general meetings

- 25. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A quorum at a General Meeting shall be twenty voting Members.

Chairing General Meetings

- 26.1 The President shall chair general meetings if present and willing to do so. If not then the President-Elect or the immediate Past President shall chair.
- 26.2 If none of these are present and willing, the meeting shall appoint a Trustee to chair. If no Trustee is present and willing, the meeting shall appoint a voting member to Chair.

Attendance and speaking by non-members

- 27. The person presiding at the meeting may permit other persons who are not members of the Institution to attend and speak but not vote at a general meeting.

Adjournment

- 28.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the person presiding of the meeting must adjourn it.
- 28.2 The person presiding of the meeting may adjourn a general meeting at which a quorum is present if:-
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the person presiding of the meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.
- 28.3 The person presiding at the meeting must adjourn a general meeting if directed to do so by the meeting.
- 28.4 When adjourning a general meeting, the person presiding at the meeting must:-
- (a) state that it is to continue at a time and place to be fixed by the Trustees, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 28.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Institution must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):-
- (a) to the same persons to whom notice of the Institution's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 28.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at general meetings

Voting: general

- 29.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- 29.2 At all General Meetings, voting members only shall be able to vote. Each person voting shall have only one vote.

Errors and disputes

- 30.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 30.2 Any such objection must be referred to the person presiding at the meeting whose decision is final.

Poll votes

- 31.1 A poll on a resolution may be demanded at a general meeting immediately after the result of a show of hands has been declared.

- 31.2 A poll may be demanded by any voting member.
- 31.3 A demand for a poll may be withdrawn if:-
(a) the poll has not yet been taken, and
(b) the person presiding of the meeting consents to the withdrawal.
- 31.4 Polls shall be taken in such manner as the person presiding of the meeting directs.

Content of proxy notices

- 32.1 Proxies may be appointed by voting members by a notice in writing (a "proxy notice") which:-
(a) states the name and address of the member appointing the proxy;
(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
(d) is delivered to the Institution in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 32.2 The Institution may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 32.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 32.4 Unless a proxy notice indicates otherwise, it must be treated as:-
(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 33.1 A voting member (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Institution by or on behalf of that person.
- 33.2 An appointment under a proxy notice may be revoked by delivering to the Institution a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- 33.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

Amendments to resolutions

- 34.1 A special or ordinary motion to be proposed at a general meeting may be amended by an ordinary motion of amendment proposed by a voting member.
- 34.2 If the person presiding of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the person presiding's error does not invalidate the vote on that resolution.

Part 4 - Administrative Arrangements

Means of communication to be used

- 35.1 Anything sent or supplied by or to the Institution may be sent or supplied in any way in which the Companies Act 2006 provides.
- 35.2 Any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by the Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 35.3 A Trustee may agree with the Institution that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 35.4 The Institution aims to have all its policies and procedures with no discrimination.

Right to inspect accounts and other records

36. Except as provided by law or authorised by the Trustees or an ordinary resolution, all members are able to inspect any of the Institution's accounting or other records or documents by arrangement with the secretary.

Trustees' Indemnity and Insurance

37. A Trustee of the Institution may be indemnified by an insurance policy provided by the Institution or out of the Institution's assets against any other liability incurred in good faith in the course of managing the affairs of the Institution.

Audit or Independent Financial Examination

- 38.1 Once at least in every year the accounts of The Institution shall be audited or examined and the correctness of the income and expenditure account and balance sheet ascertained by qualified Auditors or Examiners.
- 38.2 Auditors or Examiners shall be appointed and their duties regulated in accordance with the Act.

Company Seal

- 39.1 Any common seal may only be used by the authority of the Trustees.
- 39.2 The Trustees may decide by what means and in what form any common seal is to be used.
- 39.3 Unless otherwise decided by the Trustees, if the Institution has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 39.4 For the purposes of this article, an authorised person is:-
(a) any Trustee of the Institution;
(b) the company secretary (if any); or
(c) any person authorised by the Trustees for the purpose of signing documents to which the common seal is applied