

**A**

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**OF**

**THE SOCIETY OF OPERATIONS  
ENGINEERS**

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Registered in England - Company No. 03667147, Charity No. 1081753

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## **1 Company's name**

1.1 The company's name is The Society of Operations Engineers ("**Society**").

## **2 Interpretation**

2.1 In the articles:

"**address**" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;

"**articles**" means the Society's articles of association;

"**clear days**" in relation to the period of a notice means a period excluding:

(a) the day when the notice is given or deemed to be given; and

(b) the day for which it is given or on which it is to take effect;

"**Commission**" means the Charity Commission for England and Wales;

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;

"**directors**" means the directors of the Society. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

"**document**" includes, unless otherwise specified, any document sent or supplied in electronic form;

"**electronic form**" has the meaning given in section 1168 of the Companies Act 2006;

"**Officers**" means the officers of the Society whose appointment and responsibilities shall be set out in the Rules;

"**Ordinary Resolution**" means the handling of a standard action typically associated with running the Society and passed by a simple majority (>50% of the vote).

"**Professional Sector**" means a professional sector of the Society as set out in the Rules from time to time;

"**Rules**" means the Rules of the Society for the time being in force and adopted in accordance with article 35;

“**seal**” means the common seal of the Society if it has one;

“**secretary**” means any person appointed to perform the duties of the secretary of the Society;

“**Society**” means the company which is a membership organisation formed from its members and intended to be regulated by the articles;

“**Special Resolution**” means the handling of any special business which is accompanied by an explanatory statement “and passed by at least 75% of the vote”.

“**Trustee Board**” means the directors of the Society when referred to as a single body.

“**United Kingdom**” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

- 2.2 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Society.
- 2.3 Apart from the exception mentioned in the previous article a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **3 Liability of members**

- 3.1 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the Society in the event of its being wound up while they are a member or within one year after they cease to be a member, for:
- 3.1.1 payment of the Society’s debts and liabilities incurred before they cease to be a member;
- 3.1.2 payment of the costs, charges and expenses of winding up; and
- 3.1.3 adjustment of the rights of the contributories among themselves.

## **4**     **Objects**

- 4.1     The Society's objects ("**Objects**") are specifically restricted to the following:
- 4.1.1   to improve and elevate the technical and general understanding, knowledge, skill and competence of persons engaged or desiring to be engaged in operations engineering or in any related employment, and the integrity and repute of the profession thereof;
  - 4.1.2   to promote and encourage the advancement of science, technology and practice, and inventions and improvements, in the field of operations engineering and any other related branches of engineering, and the dissemination and exchange of ideas, information and knowledge thereof;
  - 4.1.3   pending endorsement by the Charity Commission, to promote by means of 4.1.1 and 4.1.2 above, but without prejudice to the generality thereof, the standards for operations engineering that benefit the community at large, in particular but not limited to safety, efficiency sustainability and ethical standards

Nothing in the articles shall authorise an application of the property of the Society for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

## **5**     **Powers**

- 5.1     The Society, as an organisation having and based upon Professional Sectors, has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Society has power:
- 5.1.1   to raise funds. In doing so, the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - 5.1.2   to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 5.1.3   to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

- 5.1.4 to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Society must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- 5.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the Society;
- 5.1.10 to:
- (i) deposit or invest funds;
  - (ii) employ a professional fund-manager; and
  - (iii) arrange for the investments or other property of the Society to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.1.11 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

## **6 Application of income and property**

- 6.1 The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society, and no director shall be appointed to any office of the Society paid by salary or fees or

receive any remuneration or other benefit in money or money's worth from the Society, provided that nothing in this document shall prevent any payment in good faith by the Society:

- 6.1.1 of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Society to act in a professional capacity on its behalf: Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;
- 6.1.2 of reasonable and proper remuneration for any services rendered to the Society by any member or servant of the Society who is not a director;
- 6.1.3 of interest on money lent by any member of the Society or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
- 6.1.4 of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;
- 6.1.5 of reasonable and proper rent for premises demised or let by any member of the Company or a director;
- 6.1.6 to any director of reasonable out-of-pocket expenses.

Provided also that nothing herein shall prevent the payment of any premium in respect of any indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be liable in relation to the Society: provided that any such insurance shall not extend to any claim arising from any act or omission which the directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.



## **7 Declaration of directors' interests**

- 7.1 A director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A director must absent themselves from any discussions of the Society directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

## **8 Conflicts of interests and conflicts of loyalties**

- 8.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

8.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

8.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

8.1.3 the unconflicted directors consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.

- 8.2 In this article 8 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## **9 Members**

- 9.1 The membership of the Society shall be unlimited and shall be divided into the following classes. Voting members are indicated with an asterisk (\*):

9.1.1 Student/Apprentice Member

9.1.2 Associate Member;

9.1.3 Member\*;

- 9.1.4 Fellow\*;
  - 9.1.5 Honorary Fellow\*;
  - 9.1.6 Companion;
  - 9.1.7 Corporate Partner; and
  - 9.1.8 Academic Partner.
- 9.2 Membership is open to other individuals or organisations who:
- 9.2.1 apply to the Society in the form required by the directors;
  - 9.2.2 meet such educational, vocational and other requirements for admission to each class as set out in the Rules from time to time; and
  - 9.2.3 are approved by the directors.
- 9.3 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.
- 9.4 The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 9.5 The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 9.6 The members may be organised into Professional Sectors as set out in the Rules.
- 9.7 Members in good standing are entitled to various benefits offered by the Society, including receipt of Society publications (in soft copy or hard copy, if applicable), access to the Society's facilities as provided from time to time, and attendance at Society events. These benefits are subject to the terms and conditions outlined in the Society's Rules.
- 9.8 Membership is not transferable.
- 9.9 Conscious of the requirements of relevant data protection laws, the Society's data manager must keep a register of names and addresses of the members.

## **10 Designatory initials**

10.1 Every member of the following classes shall be entitled to use after their name the initial letters of the class of the Society to which they belong as set out below:

Associate Member	AMSOE
Member	MSOE
Fellow	FSOE
Honorary Fellow	HonFSOE
Companion <sup>1</sup>	Companion SOE

10.2 Any member who is entitled under article 10.1 to use the initial letters of the class to which they belong shall with the exception of Companions be entitled to use in addition the initial letters of any one (or with the consent of the directors more than one) Professional Sector to which they belong, in the case of the Professional Sectors as set out in Appendix 1 to these articles and in any other case mutatis mutandis as the directors shall specify.

10.3 A person who has ceased to be a member shall not use the initial letters of any class or Professional Sector. No member acting jointly with or practising with any person who is not a member or under the title of a firm shall after the joint names or other than in the case of a Corporate Partner or an Academic Partner which is a firm, after the title of the firm use any abbreviation descriptive of membership of the Society or of any Professional Sector.

## **11 Termination of membership**

11.1 Membership is terminated if:

- 11.1.1 the member dies or, if it is an organisation, ceases to exist;
- 11.1.2 the member resigns by written notice to the Society unless, after the resignation, there would be less than two members;
- 11.1.3 any sum due from the member to the Society is not paid in full within six months of it falling due;
- 11.1.4 the member is removed from membership by a resolution of the directors

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<sup>1</sup> Includes Students, Apprentices, Dignitaries and select others who are members that do not pay fees or have voting rights.

that it is in the best interests of the Society that their membership is terminated. A resolution to remove a member from membership may only be passed if:

- (i) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
- (ii) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

## **12 General meetings**

- 12.1 The Society shall hold an annual general meeting (AGM) in each calendar year and not more than fifteen months may elapse between successive annual general meetings.
- 12.2 A general meeting can be requested by 5% of those members entitled to vote at such a meeting. The directors may call a general meeting at any time.
- 12.3 The directors shall determine in relation to a general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the general meeting shall be enabled to do so by participation by means of electronic facilities determined by it, or partly in one way and partly in another.

## **13 Notice of general meetings**

- 13.1 The minimum periods of notice required to hold a general meeting of the Society are:
  - 13.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - 13.1.2 fourteen clear days for all other general meetings.
- 13.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 13.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general

meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 15.

- 13.4 The notice must be given to all the members and to the directors and auditors and may be served in accordance with article 33.4.
- 13.5 If the directors determine that a general meeting shall be held partly by means of electronic facilities, the notice shall specify the means of attendance and participation determined and any access, identification and security arrangements determined.
- 13.6 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.
- 13.7 If after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the directors decide that it is impracticable or unreasonable to hold the meeting on the date or at the time or at a declared place, and/or by means of a declared electronic facility, it may postpone the meeting to another date or time and/or change any place and/or electronic facility at which the meeting is to be held. If such a decision is made, the directors may then change again any place and/or electronic facility and/or postpone the date or time if it decides that it is reasonable to do so.

#### **14 Proceedings at general meetings**

- 14.1 No business shall be transacted at any general meeting unless a quorum is present.
- 14.2 A quorum is twelve members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 14.3 The authorised representative of a member organisation shall be counted in the quorum.
- 14.4 The members present in person or by proxy by means of electronic facility shall be counted in the quorum for, and entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the

meeting to ensure that members attending the meeting by means of electronic facility are able to:

(a) participate in the business for which the meeting has been convened;

(b) hear all persons who speak at the meeting; and

(c) be heard by all other persons present at the meeting.

14.5 A member seeking to be present in person or by proxy at a general meeting by means of electronic facility is responsible for ensuring they have access to and can use the facility. That meeting shall be duly constituted and its proceedings valid notwithstanding the inability of the member to gain access to or use the facility, or the loss of access to or use of the facility during the meeting.

14.6 If it appears to the chair of the meeting that an electronic facility has become inadequate for the purposes referred to in article 14.4 as relevant, then the chair may, without the consent of the meeting, interrupt or adjourn the meeting. All business conducted at that meeting up to the time of adjournment shall be valid.

14.7 If:

14.7.1 a quorum is not present within half an hour from the time appointed for the meeting; or

14.7.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the directors shall determine.

14.8 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

14.9 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

14.10 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

- 14.11 If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- 14.12 If there is only one director present and willing to act, they shall chair the meeting.
- 14.13 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 14.14 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 14.15 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 14.16 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 14.17 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 14.18 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 14.18.1 by the person chairing the meeting; or
- 14.18.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 14.18.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 14.19 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 14.20 The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.

- 14.21 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 14.22 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 14.23 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 14.24 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 14.25 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 14.26 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 14.27 The poll must be taken within thirty days after it has been demanded.
- 14.28 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 14.29 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## **15 Content of proxy notices**

- 15.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- 15.1.1 states the name and address of the member appointing the proxy;
  - 15.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 15.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 15.1.4 is delivered to the Society in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.



- 15.2 The Society may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 15.3 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.
- 15.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 15.4.1 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
  - 15.4.2 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.

## **16 Delivery of proxy notices**

- 16.1 A person who is entitled to attend, speak or vote (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 Society by or on behalf of that person.
- 16.2 An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 16.3 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.
- 16.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## **17 Written resolutions**

- 17.1 A resolution in writing agreed by a simple majority (an Ordinary Resolution) (or in the case of a Special Resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 17.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 17.1.2 a simple majority (or in the case of a special resolution a majority of not

less than 75%) of members has signified its agreement to the resolution;  
and

17.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

17.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

17.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

## **18 Votes of members**

18.1 Subject to article 9, every full Member, Honorary Fellow and all Fellow members shall have one vote.

18.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

18.3 Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society.

18.4 The organisation must give written notice to the Society of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The representative may continue to represent the organisation until written notice to the contrary is received by the Society.

18.5 Any notice given to the Society will be conclusive evidence that the representative is entitled to represent the organisation or that their authority has been revoked. The Society shall not be required to consider whether the representative has been properly appointed by the organisation.

## **19 Directors**

19.1 The directors, together who form the Trustee Board, shall be:

19.1.1 the Officers; and

- 19.1.2 the Chair of the Membership and Professional Standards Committee; and
  - 19.1.3 the Chairs of each of the Professional Sector councils; and
  - 19.1.4 up to two Elected Members; and
  - 19.1.5 up to three additional co-opted directors (roles and functions reviewed annually).
- 19.2 No one may be appointed a director if they would be disqualified from acting under the provisions of article 22.
- 19.3 All directors must meet the Society's Key Skills and Experience (KSE) Requirements of a Trustee Director before standing for either election or appointment.
- 19.4 The minimum number of directors shall be seven and the maximum shall be fourteen.
- 19.5 A director may not appoint an alternate director or anyone to act on their behalf at meetings of the directors.

## **20 Powers of directors**

- 20.1 The directors shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 20.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 20.3 The directors shall assure and retain the skills and experience required of the Trustee Board to enable the legal and effective management of the Society.
- 20.4 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

## **21 Appointment and retirement of directors**

- 21.1 The Society may by ordinary resolution appoint a person who is willing to act to be a director.
- 21.2 The Officers shall be appointed in accordance with the Rules for such terms as set out in the Rules with each to hold office for such term of years, normally being not more than three nor less than one, with an annual review if over one year.

- 21.3 Any director co-opted to the Trustee Board in accordance with article 19.1.5 shall be appointed for an initial term of 12 months. Thereafter, with the consent of the Trustee Board, this term can be extended by up to two additional 12-month terms.
- 21.4 The Officers may, in special circumstances, continue beyond the maximum term as a co-opted director the conditions of which will be reviewed annually.
- 21.5 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.
- 21.6 The appointment of a director, whether by the Society in general meeting, placed by the PSCs, or appointed by other directors for the co-opted directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

## **22 Disqualification and removal of directors**

- 22.1 A director shall cease to hold office if they:
- 22.1.1 cease to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - 22.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
  - 22.1.3 cease to be a member of the Society;
  - 22.1.4 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - 22.1.5 resign as a director by notice to the Society (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
  - 22.1.6 is absent without the permission of the directors from all their meetings

held within a period of six consecutive months and the directors resolve that their office be vacated.

**23 Proceedings of directors**

- 23.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 23.2 Any director may call a meeting of the directors.
- 23.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 23.4 Questions arising at a meeting shall be decided by a majority of votes.
- 23.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 23.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 23.7 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- 23.8 The quorum shall be five directors.
- 23.9 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 23.10 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 23.11 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- 23.12 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time

appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

- 23.13 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 23.14 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

## **24 Delegation**

- 24.1 The directors may delegate any of their powers or functions but the terms of any delegation must be recorded in writing.
- 24.2 The directors may revoke or alter a delegation.
- 24.3 All acts and proceedings of any committees must be fully and promptly reported to the directors.

## **25 Validity of directors' decisions**

- 25.1 Subject to article 25.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- 25.1.1 who was disqualified from holding office;
  - 25.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
  - 25.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- 25.1.4 the vote of that director; and
  - 25.1.5 that director being counted in the quorum,
- the decision has been made by a majority of the directors at a quorate meeting.

25.2 Article 25.1, does not permit a director or connected person to keep any benefit that may be conferred upon them by a resolution of the directors or of a committee of directors if, but for article 25.1, the resolution would have been void, or if the director has not complied with article 7.

## **26 Officers**

26.1 The Society shall have Officers who shall be appointed by the Society which must be in General Meeting.

26.2 Officers shall be appointed in accordance with, and have such delegated powers and responsibilities as set out from time to time in the Rules.

## **27 Professional Sector councils**

27.1 The Society shall have Professional Sector councils, who shall have delegated powers and roles as set out from time to time in the Rules.

27.2 The Professional Sector council shall be constituted and elected, and its procedures and proceedings shall be governed in accordance with rules and regulations as set out from time to time in the Rules.

## **28 Patron**

28.1 The directors may appoint a Patron of the Society for such term as they see fit.

28.2 The Patron will, at the request of the directors, give such support to the Society in such manner as the directors shall from time to time determine.

28.3 The role of Patron shall be an honorary office and carry no executive duties or responsibilities and no voting powers.

## **29 Seal**

29.1 If the Society has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

### **30 Minutes**

- 30.1 The directors must keep minutes of all:
- 30.1.1 appointments of officers made by the directors;
  - 30.1.2 proceedings at meetings of the Society;
  - 30.1.3 meetings of the directors and committees of directors including:
    - (i) the names of the directors present at the meeting;  
the decisions made at the meetings; and
    - (ii) where appropriate the reasons for the decisions.

### **31 Accounts**

- 31.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 31.2 The directors must keep accounting records for purposes of independent audit or financial examination required by Company Law.

### **32 Annual Report and Return and Register of Charities**

- 32.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:
- 32.1.1 transmission of a copy of the statements of account to the Commission;
  - 32.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - 32.1.3 preparation of an Annual Return and its transmission to the Commission.
- 32.2 The directors must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

### **33 Means of communication to be used**

- 33.1 Subject to the articles, anything sent or supplied by or to the Society under the articles may be sent or supplied in any way in which the Companies Act 2006



provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society.

- 33.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 33.3 Any notice to be given to or by any person pursuant to the articles:
- 33.3.1 must be in writing; or
  - 33.3.2 must be given in electronic form.
- 33.4 The Society may give any notice to a member either:
- 33.4.1 personally; or
  - 33.4.2 by sending it by post in a prepaid envelope addressed to the member at their address; or
  - 33.4.3 by leaving it at the address of the member; or
  - 33.4.4 by giving it in electronic form to the member's address;
  - 33.4.5 by placing the notice on the Society's official website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website, providing a link to the notice. A notice served via the Society's website shall be deemed to have been served on the day following the day on which the notice was posted on the website.
- 33.5 A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.
- 33.6 A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 33.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

- 33.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 33.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 33.9.1 48 hours after the envelope containing it was posted; or
  - 33.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

#### **34 Indemnity**

- 34.1 The Society shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 34.2 In this article a “**relevant director**” means any director or former director of the Society.

#### **35 Rules**

- 35.1 The directors may from time to time make such reasonable and proper Rules as they may deem necessary or expedient for the proper conduct and management of the Society.
- 35.2 The Rules may regulate the following matters but are not restricted to them:
- 35.2.1 the admission of members of the Society and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - 35.2.2 the conduct of members of the Society in relation to one another, and to the Society’s employees and volunteers;
  - 35.2.3 the setting aside of the whole or any part or parts of the Society’s premises at any particular time or times or for any particular purpose or purposes;
  - 35.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

35.2.5 generally, all such matters as are commonly the subject matter of Society rules.

35.3 The Society in general meeting has the power to alter, add to or repeal the Rules.

35.4 The directors must adopt such means as they think sufficient to bring the Rules to the notice of members of the Society.

35.5 The Rules shall be binding on all members of the Society. No Rule shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### **36 Disputes**

36.1 If a dispute arises between members of the Society about the validity or propriety of anything done by the members of the Society under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **37 Dissolution**

37.1 If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Society by Clause 6 above, chosen by the members of the Society at or before the time of dissolution and if that cannot be done then to some other charitable object.

### **38 Interpretation**

38.1 In article 8.2 and article 25.2, "**connected person**" means:

38.1.1 a child, parent, grandchild, grandparent, brother or sister of the director;

38.1.2 the spouse or civil partner of the director or of any person falling within article 38.1.1 above;

38.1.3 a person carrying on business in partnership with the director or with any person falling within articles 38.1.1 or 38.1.2 above;

38.1.4 an institution which is controlled:

(i) by the director or any connected person falling within articles

38.1.1, 38.1.2 or 38.1.3 above; or

- (ii) by two or more persons falling within article (i) above, when taken together

38.1.5 a body corporate in which:

- (i) the director or any connected person falling within articles 38.1.1 to 38.1.3 above has a substantial interest; or
- (ii) two or more persons falling within article 38.1.5(i) above who, when taken together, have a substantial interest.
- (iii) sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

## Appendix 1

Professional Sector:	IRTE	IPlantE	BES	Environmental	Operations
Associate Member:	AMIRTE	AMIPlantE	AMBES	AMSOE	AMSOE
Member:	MIRTE	MIPlantE	MBES	MSOE	MSOE
Fellow:	FIRTE	FIPlantE	FBES	FSOE	FSOE
Honorary Fellow:	HonFIRTE	HonFIPlantE	HonFBES	HonFSOE	HonFSOE
Corporate Partner:	Corporate Partner IRTE	Corporate Partner IPlantE	Corporate Partner BES	Corporate Partner Environmental	Corporate Partner Operations
Academic Partner:	Academic Partner IRTE	Academic Partner IPlantE	Academic Partner BES	Academic Partner Environmental	Academic Partner Operations