



THE INSTITUTE OF AGRICULTURAL MANAGEMENT

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THE INSTITUTE OF AGRICULTURAL MANAGEMENT (*THE INSTITUTE*) **CONSTITUTION**

CONSTITUTION AND GOVERNANCE

Constitution adopted on the [] 2019. This Constitution shall replace all previous constitutions of the Institute and its predecessors.

1. Adoption of the Constitution

The Institute and its property will be administered and managed in accordance with the provisions set out in this Constitution by the members of the Institute (the **Members**) and the appointed charity trustees (the **Trustees**) who form the council body as prescribed by this Constitution (the **Council**).

2. Name

The Institute's name is ***The Institute of Agricultural Management***.

3. Objects

- a. The Institute's objects ('the **Objects**') are as follows:
 - i. to maintain and improve the standards and practice of Agricultural Management;
 - ii. to advance, spread and promote all aspects of Agricultural Management especially in the United Kingdom of Great Britain and Northern Ireland; and
 - iii. to encourage the study of Agricultural Management.
- b. The expression "***Agricultural Management***" shall include all aspects of the science, production, conservation, amenity, economics and art of managing and marketing agriculture and related rural businesses, their products and services.
- c. In pursuing these Objects, insofar as they may be similar to those of existing bodies, the Institute shall use its best endeavours to co-operate with them and to ensure that its activities are complementary.

4. Dissolution of the Institute

- a. If the Members resolve to dissolve the Institute, it is hereby agreed that the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Institute in accordance with this clause.
- b. The Trustees must collect in all the assets of the Institute and must pay or make provision for all the liabilities of the Institute.
- c. The Trustees must apply any remaining property or money:
 - i. directly for the Objects;
 - ii. by transfer to any charity or charities for purposes the same as or similar to the Institute; or
 - iii. in such other manner as the Charity Commission for England and Wales ('the **Commission**') may approve in writing in advance.
- d. The Members may pass a resolution before or at the same time as the resolution to dissolve the Institute specifying the manner in which the Trustees are to apply the remaining property or assets of the Institute and the Trustees must comply with the resolution if it is consistent with paragraphs (i) to (iii) inclusive in sub-clause (c) above.
- e. In no circumstances shall the net assets of the Institute be paid to or distributed among the Members of the Institute.
- f. The Trustees must notify the Commission promptly that the Institute has been dissolved. If the Trustees are obliged to send the Institute's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Institute's final accounts.

5. Registered particulars

The Trustees must notify the Commission promptly of any changes to the Institute's entry on the Central Register of Charities.

6. Status and Amendment of Constitution

- a. The Institute may amend any provision contained in this Constitution provided that:
 - i. no amendment may be made that would have the effect of making the Institute cease to be a charity at law;
 - ii. no amendment may be made to alter the Objects if the change would undermine or work against the previous Objects of the Institute; and
 - iii. no amendment may be made to clause 3 (Objects), 30 (Application of income and property), clause 28 (Benefits and payments to Trustees and connected persons), clause 4 (Dissolution) or this clause without the prior consent in writing of the Commission; and
 - iv. any such amendment is made by a Special Resolution in a Members' General Meeting.

- b. A copy of any Special Resolution amending this Constitution shall be sent to the Commission within twenty one days of it being passed.

MEMBERSHIP

7. Status of Members

- a. Membership shall comprise individual Members all of whom shall have equal rights to vote on matters concerning the conduct of the affairs of the Institute.
- b. A Register shall be kept by or under the control of the Council containing the names of all the Members of the Institute showing the grade to which each belongs and giving his last known address.
- c. No Member shall adopt or describe himself by any description or abbreviation to indicate the grade of membership of the Institute to which he belongs other than as is provided in this Constitution.
- d. Members may apply for upgrading to the next grade on submission of new evidence about their managerial experience and/or academic qualifications. Such applications should not normally be at less than one yearly intervals.
- e. Any person dissatisfied with the membership grade awarded may appeal to Council for upgrading (or downgrading), by submitting further evidence to support his contention. The Council will review all available information and communicate its decision to the appellant.

Membership Criteria

- f. Each member must fulfil the Membership Criteria as published by the Institute from time to time.

Student Member:

- g. The Council shall have the power by resolution to elect a person to be a Student who is registered on a full/part time agriculture, land base or related course including an apprenticeship scheme.
- h. A Student shall be described as a Student of the Institute and will be entitled to use "*SIAgrM*" post nominals.

Member:

- i. Any person employed in agricultural or rural management; or employed in associated rural management; or lecturing in courses which include agricultural management; or any person aspiring to a more senior role in agricultural management; or any person aspiring to a more senior role in associated rural management, in each case within the United Kingdom or elsewhere if considered by Council to be appropriate, is eligible to become a Member if they possess a degree or diploma in agriculture (or a branch of science connected with agriculture) or other qualification approved by the Council or has had suitable experience in Agricultural Management.

- j. A Member shall be described as a Member of the Institute and will be entitled to use “**MIAgrM**” post nominals.

Commended Member:

- k. Any person eligible to become a Member may be also eligible to be a Commended Member if they have a minimum of 2 years’ experience or have completed a course passed at Level 3 or equivalent which includes agri-business, farm management or related subjects (ie. BTEC Level 3) or an extended Diploma in Agriculture, plus has obtained an ongoing annual achievement of Continuous Professional Development (CPD) points as published by the Institute from time to time.
- l. A Commended Member shall be described as a Commended Member of the Institute and will be entitled to use “**CMIAgrM**” post nominals.

Professional Member:

- m. Any person eligible to become a Member may be also eligible to be a Professional Member if they are able to demonstrate one of the following;
- i. they can prove they have a minimum of 5 years’ experience; they have passed a course at Level 6 or equivalent which includes agricultural management e.g. BSc (Hons) Agriculture; and the submission of annual achievement of Continuous Professional Development (CPD) points as published by the Institute from time to time; and successful completion of an Interview; or
 - ii. they can prove they have a minimum of 10 years’ experience; and have made a significant contribution to the sector/ Objects of the Institute; and the submission of annual achievement of Continuous Professional Development (CPD) points as published by the Institute from time to time; and successful completion of an interview; or
 - iii. successfully completed 5 years’ continuous criteria as a Commended Member.
- n. A Professional Member shall be described as a Professional Member of the Institute and will be entitled to use “**P.Agric**” post nominals followed by “**MIAgrM**” or “**FIAgrM**” as appropriate.

Fellow Member:

- o. The Council shall have the power by resolution to elect a person to be a Fellow in recognition of those who are currently making, or have made, an outstanding contribution to Agricultural Management or for any other reason consistent with the Objects of the Institute.
- p. Such person must be proposed and seconded by current Members and ratified by the Trustees.
- q. Fellows shall enjoy such privileges as may from time to time be determined by the Trustees. Persons who have contributed significantly to the advancement of the Institute and its Objects may, exceptionally, be elected as Honorary Fellows by resolution of the Trustees. They shall enjoy the same privileges as Fellows.

- r. A Fellow shall be described as a Fellow of the Institute and will be entitled to use "*FIAGrM*" post nominals.

8. Appointment of Members

- a. Membership to the Institution is open to individuals over eighteen who are interested in furthering the work of the Institute and have paid any annual subscription.
- b. The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Institute to refuse the application. There shall be equality of treatment for all.
- c. The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- d. The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- e. Membership is not transferable to anyone else.

9. Termination of membership

- a. Membership is terminated if:
 - i. the Member dies;
 - ii. the Member resigns by written notice to the Institute unless, after the resignation, there would be less than two Members;
 - iii. any sum due from the Member to the Institute is not paid in full within 12 months of it falling due;
 - iv. the Member is removed from membership having failed to follow the Code of Professional Conduct set out in clause 10 below; or
 - v. the Member is removed from membership by a resolution of the Trustees that it is in the best interests of the Institute that his or her membership is terminated.
- b. 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 Trustees 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 Institute) has been allowed to make representations to the meeting; and
 - iii. the decision to remove the Member has been passed by Special Resolution.

10. Members' Code of Professional Conduct

- a. Every Member shall at all times so order his conduct as to uphold the dignity and reputation of the profession of Agricultural Management and to safeguard the public interest in matters of safety and health, financial probity and otherwise. Every Member shall exercise their professional skill and judgement to the best of their ability and discharge their professional responsibility with integrity.
- b. Members of the Institute shall:
 - i. conduct themselves in a manner which will merit the respect of the community for persons in their profession;
 - ii. uphold the reputation of the Institute and the dignity of the profession;
 - iii. not knowingly engage in any illegal or illicit act;
 - iv. observe financial probity;
 - v. take reasonable steps to maintain their professional expertise;
 - vi. maintain confidentiality about their business and the personal affairs of those involved in the business and not disclose confidential information to any unauthorised person; and
 - vii. comply with the law, including the regulations on Health and Safety, Environment and Taxation.
- c. Failure to observe this Code of Professional Conduct may result in the Member's name being removed from the membership register. Such action will only be taken after due consideration has been given to the alleged breach of the code by the Council, and to which the Member or their representative may take representation. Each party shall bear its own costs at such disciplinary hearing and there will be no refund of any subscriptions paid.

11. Continuing Professional Development (CPD)

- a. A Commended Member shall undertake in each year CPD in accordance with the CPD requirements as published by the Institute from time to time, and shall furnish the Institute with the evidence of CPD annually.
- b. A Professional Member shall undertake in each year CPD in accordance with the CPD requirements as published by the Institute from time to time, and shall furnish the Institute with the evidence of CPD annually.

MEMBERS MEETINGS

12. General Meetings

- a. The Institute must hold a general meeting of the members (**General Meeting**) within twelve months of the date of the adoption of this Constitution.
- b. An annual General Meeting (**AGM**) must be held in each subsequent year and not more than fifteen months may elapse between successive AGMs.

- c. Fourteen (14) clear business days' notice of General Meetings shall be given to Members. A General Meeting may be called by shorter notice, if it is so agreed by all the Members entitled to attend and vote.
- d. The notice must specify the date, time and place of the General Meeting and the general nature of the business to be transacted. If the General Meeting is to be an AGM, the notice must say so.
- e. The notice must be given to all the Members and to the Trustees.
- f. All General Meetings other than AGMs shall be called **Special General Meetings**.
- g. The business of the AGM shall be:
 - i. to receive and consider the report on behalf of the Council on the activities of the Institute;
 - ii. to receive and consider the accounts and balance sheet of the Institute and the reports of Council and auditors independent examiners thereon;
 - iii. to elect the Honorary Officers and members of the Council;
 - iv. to appoint an auditor independent examiner or auditors independent examiners; and
 - v. to transact any other business which under this Constitution is capable of being transacted at an AGM.
- h. If any person has any proposals or any matter which he wishes to make or bring before a General Meeting (whether AGM or Special General Meeting) he shall give thirty days written notice thereof to the Institute at its official address.

13. Special General Meetings

- a. The Trustees may call a Special General Meeting at any time.
- b. The Trustees must call a Special General Meeting if requested to do so in writing by at least ten Members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the Members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of this Constitution.

14. Procedures at General Meetings

- a. Any Special Resolution which shall be proposed for consideration by the Members, may be considered either at an AGM of the Institute or at some other General Meeting. In each case notice of the intention to propose such a Special Resolution shall be presented to the Institute at its normal address.
- b. All Members shall be entitled to receive notice of and to attend any General Meeting of the Institute.

- c. No Member shall be entitled to vote thereat if his subscription is in arrears for the space of 12 months.
- d. Guests may attend AGMs at the invitation or agreement of the Trustees.
- e. No business shall be transacted at any General Meeting (other than the adjournment thereof) unless a quorum of Members is present at the time when the Meeting proceeds to business.
- f. Ten Members personally present and entitled to vote shall constitute a quorum.
- g. If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.
- h. The Trustees must re-convene the meeting and must give at least 7 clear business days' notice of the re-convened meeting stating the date, time and place of the meeting.
- i. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the Members present at that time shall constitute the quorum for that meeting.
- j. Every resolution put to a General Meeting of the Institute shall be decided in the first instance on a show of hands. In the case of an equality of votes the Chairman of the Meeting shall be entitled to a second or casting vote. The Chairman of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting.
- k. The accidental omission to give notice of a General Meeting to or the non-receipt of a notice of a General Meeting by any Member, or the attendance and voting at any General Meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening calling and conduct of the General Meeting shall not invalidate the proceeding thereat.

15. Chair of Meetings

- a. General meetings shall be chaired by the person who has been elected as Chair.
- b. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- c. If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- d. If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present and entitled to vote must choose one of their number to chair the meeting.

16. Meeting Adjournments

- a. The Members present at a General Meeting may resolve that the General Meeting shall be adjourned.

- b. The person who is chairing the General Meeting must decide the date, time and place at which General Meeting is to be re-convened unless those details are specified in the resolution.
- c. No business shall be conducted at an adjourned General Meeting unless it could properly have been conducted at the General Meeting had the adjournment not taken place.
- d. If a General Meeting is adjourned by a resolution of the Members for more than seven days, at least 7 clear business days' notice shall be given of the re-convened General Meeting stating the date time and place of the General Meeting.

17. Votes

- a. Each Member shall have one vote but if there is an equality of votes the person who is chairing the General Meeting shall have a casting vote in addition to any other vote he or she may have.
- b. A resolution in writing signed by each Member (or in the case of a Member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more Members.

TRUSTEES AND THE COUNCIL

18. The Council Structure

- a. There shall be a Council made up of the Trustees who are elected at the AGM or other General Meeting.
- b. The Trustees shall hold office as a Trustee for a three year term and then shall be eligible to stand for a further three year term. After serving for a six year term, all Trustees must stand down for the period of one year before any re-election.
- c. The Trustees shall have sole control in all matters relating to the management and organisation of the Institute.
- d. The Trustees will be appointed to the Council in the following roles as follows:
 - i. the **President** who will be ex officio;
 - ii. the **Chairman**;
 - iii. the **Vice Chairman**;
 - iv. the **Treasurer**; together with
 - v. such number of other Trustees not exceeding fourteen and not less than four in number.
- e. Trustees may co-opt up to three additional Council Trustees as necessary, who may serve for up to one year.

- f. No member of the salaried staff of the Institute shall be a Trustee of the Council.
- g. The election and period of service for the **Honorary Officers** shall be as follows:
 - i. The **President** may serve for an indefinite period. They shall initially be nominated by Council and the continuity of service shall be approved annually by the Council and confirmed at a Special General Meeting or AGM.
 - ii. The **Chairman** and **Vice Chairman** shall normally serve for a two year term in their respective positions. They shall be nominated by Council and should normally have been an elected Member of Council. Their term as Honorary Officers shall be in addition to any elected service on Council.
- h. Trustees shall be proposed and seconded by paid up Members of the Institute and their nomination shall be presented to the General Meeting or Annual General Meeting. If nominations exceed vacancies an election will be held and decided by a show of hands.
- i. All service as a Trustee shall be honorary and without remuneration, save that, if required, Trustees shall be entitled to be reimbursed out of the funds of the Institute their reasonable expenses incurred in carrying out their duties as Trustees, including expenses of travelling to and from and attending at meetings of the Council.

19. Powers of the Council

The Council shall have the following powers in order to further the Objects (but not for any other purpose):

- a. to manage the affairs of the Institute in accordance with the legal and constitutional requirements of a registered charitable association;
- b. to raise funds. In doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- c. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- d. to sell, lease or otherwise dispose of all or any part of the property belonging to the Institute. In exercising this power, the Trustees must comply as appropriate with sections 117 – 122 of the Charities Act 2011;
- e. to borrow money and to charge the whole or any part of the property belonging to the Institute as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 124 – 126 of the Charities Act 2011, if they intend to mortgage land;
- f. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- g. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- h. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

- i. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- j. to obtain and pay for such goods and services as are necessary for carrying out the work of the Institute, including administrative services by way of a supply of services agreement;
- k. to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds 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;
- l. to do all such other lawful things as are necessary for the achievement of the Objects;
- m. to enable and encourage all persons engaged in or interested in Agricultural Management or its application to communicate and meet in order to facilitate the exchange of ideas and information on the science, practice and teaching of Agricultural Management and its application;
- n. to promote, establish and support standards of education, training and codes of practice such as shall be conducive to a high standard of professional skill and conduct and of responsibility for the welfare of the public and environment;
- o. to produce and circulate literature or films, photographs and other visual aids or recordings including electronic means; bearing upon Agricultural Management, its application, education and training;
- p. to disseminate information on Agricultural Management and its application by means of lectures, conferences, seminars or other forms of meeting, taking part in, promoting or organizing exhibitions, demonstrations, visit experiments which may advance any of the Objects of the Institute;
- q. to confer, consult, maintain contact and co-operate with any other scientific, professional or technical institution, institute, society or association or other body, with a view to the pursuit and promotion of common interests in Agricultural Management and its application; and to represent the profession of Agricultural Management both nationally and internationally;
- r. to make representation on matters affecting Agricultural Management and related rural businesses;
- s. to hold and/or to supervise examinations and to make awards either alone or jointly with other educational or professional bodies, provided that no certificate or other like award issued by or on the authority of the Institute shall contain any statement expressing or implying that it is granted by or on the authority of any Department of Government unless it is in fact so granted;
- t. to found, aid maintain, and endow bursaries or scholarships and to make grants for the instruction and support (whether in the United Kingdom or overseas) of persons engaged in Agricultural Management and its applications, or in research into matters relating to Agricultural Management;

- u. to make arrangements for the carrying on of the work of the Institute and for such purpose to engage and provide in whole or in part for the salaries, pensions and superannuation for staff;
- v. to administer the affairs and property of the Institute in all respects without any restrictions whatsoever and in the same manner as an individual may manage his own affairs and property and, in particular:
 - i. to demand and receive fees, subscriptions and other charges;
 - ii. to seek and accept donations and legacies;
 - iii. to borrow moneys whether on the security of any or all of the property of the Institute or without security
 - iv. to invest the funds of the Institute not immediately required for its purposes in such manner as may be prescribed;
 - v. to accept obligations and liabilities.
- w. to ensure that the Institute be registered or recognised in any part of the world;
- x. to establish and support or aid in the establishment and support of any charitable association or institutions having objects similar to those of the Institute and subscribe or guarantee money for charitable purposes being purposes calculated to further its objects;
- y. to enter into, and to give effect to, agreements or arrangements of any kind with, or to, other institutions whereby:
 - i. activities may be carried on in co-operation;
 - ii. any such institution may be or become incorporated in, federated or affiliated to or associated with the Institute.
- z. to do such other lawful things, whether incidental to the powers aforesaid or not, as may be requisite in order to further the Objects of the Institute.
- aa. to cause to be kept proper books of account with respect to all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure take place, all sales and purchases of goods and services by the Institute and the assets and liabilities of the Institute;
- bb. to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the Institute and for that purpose to engage professional or other assistance to appoint bankers and any other officers or agents whom it may deem expedient to appoint and to pay such reasonable fees or remuneration as it may think fit;
- cc. to admit persons to any grade of membership of the Institute and to transfer Members from one such grade to another, and keep a register of Members;

- dd. to provide arrangements whereby persons or organisations may become associated or affiliated with the work of the Institute;
- ee. to appoint persons to represent the Institute on examining and other bodies;
- ff. to hold examinations and arrange for the grant of certificates and awards and for the participation in any scheme for the grant thereof solely or jointly with other professional bodies;
- gg. to publish scientific and technical literature and other material relevant to Agricultural Management and the Institute;
- hh. to determine the remuneration of the auditor or auditors;
- ii. to appoint a director on a self-employed independent contractor basis;
- jj. to engage, determine the conditions of service of and discharge employees of the Institute and to provide for the welfare of and make provision for schemes of insurance, superannuation, pensions, retirement benefits, gratuities or benevolent arrangements for all such employees and former employees of the Institute and their dependants and relations;
- kk. to have the custody and use of the Seal of the Institute (if any);
- ll. to exercise any power which shall have been conferred upon or be exercisable by the Institute and which shall not by this Constitution have been assigned to the Members.

20. Council Committees

- a. The Council may appoint committees, which shall have such composition, such terms of reference and such powers as the Council may prescribe (a **Committee**) and the Council may delegate such of its powers as it may think fit to any such Committee. These Committees shall be responsible to and shall make regular reports to the Council and all decisions taken by such committees shall be subject to confirmation by the Council unless the Council shall otherwise determine.
- b. Committees shall be organised and function as follows:
 - i. Committee Chairmen shall be appointed by the Council and shall be members of Council for their term of Office;
 - ii. Membership of each Committee shall be determined by its Chairman in consultation with, and approval of, the Council;
 - iii. Committee Chairmen will report formally to Council at least once a year, and always to the Council meeting immediately prior to the AGM.
- c. The Council may impose conditions when delegating, including the conditions that:
 - i. the relevant powers are to be exercised exclusively by the Committee to whom they delegate; and

- ii. no expenditure may be incurred on behalf of the Institute except in accordance with a budget previously agreed with the Council.
- d. The Council may revoke or alter a delegation.
- e. All acts and proceedings of any Committees must be fully and promptly reported to the Council.

21. Disqualification and removal of Trustees

A Trustee shall cease to hold office if he or she:

- a. 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 that provision);
- b. ceases to be a Member of the Institute;
- c. in the written opinion, given to the Institute, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- d. resigns as a Trustee by notice to the Institute (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- e. is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

22. Council Meetings

- a. Any Trustee may call a Council meeting of the Trustees and the Director must call a Council meeting of the Trustees if requested to do so by a Trustee.
- b. No decision may be made by a Council meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. Five Members of the Council shall constitute a quorum at meetings of the Council but at least one of the Honorary Officers shall be present.
- c. Questions arising at a Council meeting must be decided by a majority of votes.
- d. All Trustees shall have equal voting rights. In the case of an equality of votes, the Chairman of the Meeting shall have an additional casting vote.
- e. The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- f. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- g. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.

- h. The person elected as the Chair shall chair Council meetings.
- i. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the Council meeting, the Trustees present may appoint one of their number to chair that meeting.
- j. The person appointed to chair Council meetings shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
- k. A resolution in writing signed by all the Trustees entitled to receive notice of a Council meeting or of a Council committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a Council meeting or (as the case may be) a Council committee duly convened and held.
- l. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

23. Conflicts of interests and conflicts of loyalties

- a. A Trustee must:
 - i. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Institute or in any transaction or arrangement entered into by the Institute which has not been previously declared; and
 - ii. absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Institute and any personal interest (including but not limited to any personal financial interest).
- b. Any Trustee absenting himself or herself from any discussion in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

24. Authority

- a. The Council shall have power to prescribe that any Committee may:
 - i. give receipts for money;
 - ii. sign cheques;
 - iii. enter into contracts;
 - iv. impose liabilities upon the Institute; and
 - v. pledge the credit of the Institute.

25. Irregularities in proceedings

a. Subject to sub-clause (b) of this clause, all acts done by the Council or a Committee shall be valid notwithstanding the participation in any vote of a Trustee:

- i. who was disqualified from holding office;
- ii. who had previously retired or who had been obliged by the Constitution to vacate office;
- iii. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate Council meeting.

b. Sub-clause (a) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a Council committee if the resolution would otherwise have been void.

c. No resolution or act of:

- i. the Council;
- ii. any Committee; or
- iii. the Institute in a Special General Meeting or AGM,

shall be invalidated by reason of the failure to give notice to any Trustee or Member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Member or the beneficiaries of the Institute.

26. Minutes

The Trustees must keep minutes of all:

- a. appointments of officers and Trustees made by the Council;
- b. proceedings at Special General Meetings;
- c. Council meetings and Committee meetings including or AGM:
 - i. the names of the Trustees present at the meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions.

27. Benefits and payments to Trustees and connected persons

a. No Trustee or connected person may:

- i. buy or receive any goods or services from the Institute on terms preferential to those applicable to members of the public;
- ii. sell goods, services or any interest in land to the Institute;

- iii. be employed by, or receive any remuneration from, the Institute; or
- iv. receive any other financial benefit from the Institute,

unless the payment is permitted by sub-clause 28(a) of this clause, or authorised by the court or the Commission. In this clause, a '*financial benefit*' means a benefit, direct or indirect, which is either money or has a monetary value.

28. Scope and powers permitting Trustees' or connected persons' benefits

- a. A Trustee or connected person may receive a benefit from the Institute in the capacity of a beneficiary of the Institute provided that a majority of the Trustees do not benefit in this way.
- b. A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Institute where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- c. Subject to sub-clause 27(a), a Trustee or connected person may provide the Institute with goods that are not supplied in connection with services provided to the Institute by the Trustee or connected person.
- d. A Trustee or connected person may receive interest on money lent to the Institute at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Institute. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f. A Trustee or connected person may take part in the normal trading and fundraising activities of the Institute on the same terms as Members of the public.

INCOME, PROPERTY AND ACCCOUNTS

29. Application and Subscription Fees

- a. An application fee shall be payable on application of membership for any Member, Commended Member and Professional Member of the Institute.
- b. Annual subscriptions shall be payable on admission to membership and thereafter on each 1 July for the year ending 30 June following, at the rate for the appropriate grade, and shall be remitted to the Institute direct, or through the Institute's Bankers.
- c. Persons admitted to membership after 1 February may pay fifty per cent of the rate for the appropriate grade for that year.
- d. The Council may from time to time propose new rates of application or subscription fees which must be approved by the Council and Members at a General Meeting or AGM of

the Institute. Any change to the rate of application or subscription fee will be payable from the following membership year.

30. Application of income and property

- a. The income and property of the Institute shall be applied solely towards the promotion of the Objects.
- b. A Trustee is entitled to be reimbursed from the property of the Institute or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Institute.
- c. A Trustee may benefit from Trustee indemnity insurance cover purchased at the Institute's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- d. None of the income or property of the Institute may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Institute. This does not prevent a Member who is not also a Trustee from receiving:
 - i. a benefit from the Institute in the capacity of a beneficiary of the Institute; or
 - ii. reasonable and proper remuneration for any goods or services supplied to the Institute.

31. Area Branches

The Council shall have power to establish and dissolve Branches of the Institute consisting of Members in such places as the Council may think fit, and may make and impose rules and regulations for the purpose of defining the powers and duties of Branches, in accordance with the Objects of the Constitution.

32. Appointment of Director

- a. There shall be a Director who shall be appointed by the Council as a paid independent self-employed contractor and who shall perform the duties prescribed by the Council.
- b. Their appointment, or any removal from office, shall require a resolution passed by not less than three-fourths of the Trustees of the Council present and voting at a meeting of the Council, at which meeting not less than five Trustees of the Council shall be present.
- c. Notwithstanding any provision in this Constitution, a Member shall not be disqualified from holding the office of Director by reason only of his membership of the Institute.

33. Appointment of Treasurer

- a. There shall be a Treasurer of the Institute who shall be appointed by the Council in a honorary role and who shall perform the duties prescribed by Council.
- b. If the Treasurer becomes bankrupt, or is guilty of misconduct prejudicial to the interest of the Institute or proves incompetent or inefficient in the discharge of his or her duties or wilfully neglects the due performance of his or her duties, s/he may be removed from his or her respective office and his or her appointment terminated by the Council. The

appointment, or removal, shall require a resolution passed by not less than three-fourths of the Trustees of the Council present and voting at a meeting of the Council, at which meeting not less than five Trustees of the Council shall be present.

- c. Notwithstanding any provision in this Constitution, a Member shall not be disqualified from holding the office of Treasurer by reason only of his membership of the Institute.

34. Staff

- a. The Council shall have power to appoint such members of staff as the Council shall consider fit and to prescribe their duties and the terms of their service; provided that all such staff shall be subject to the direction of the Director.
- b. Notwithstanding any provision in this Constitution, a Member shall not be disqualified from holding the office a paid member of staff by reason only of his membership of the Institute.
- c. The Council may delegate any of its powers of appointment or removal of staff to a committee of the Institute or to the Director.

35. Payment for supply of goods

The Institute and its Trustees may only rely upon the authority provided by sub-clause 28(a) of this Constitution if each of the following conditions is satisfied:

- a. The amount of maximum amount of the payment for the goods is set out in an agreement in writing between the Institute and the Trustee or connected person supplying the goods ('the **Supplier**') under which the Supplier is to supply the goods in question to or on behalf of the Institute.
- b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c. The other Trustees are satisfied that it is in the best interests of the Institute to contract with the Supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
- d. The Supplier is absent from the part of any meeting at which there is discussion of the proposals to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Institute.
- e. The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- f. The reason for their decision is recorded by the Trustees.
- g. A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 34(a) of this Constitution.

36. Accounts, Annual Report, Annual Return

- a. The Trustees must comply with their obligations under the Charities Act 2011 with regard to:
 - i. the keeping of accounting records for the Institute;
 - ii. the preparation of annual statements of account for the Institute;
 - iii. the transmission of the statements of account to the Commission;
 - iv. the preparation of an Annual Report and its transmission to the Commission;
 - v. the preparation of an Annual Return and its transmission to the Commission;
- b. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
- c. The books of account shall be kept in such a form as the Council shall determine and shall be open to inspection by Members of the Council during normal business hours. The Council shall have the power to determine to what extent, at what times and places and under what conditions the accounts shall be open to inspection by Members (not being Members of the Council).
- d. Council shall prescribe the nature of the income and expenditure accounts and balance sheets and supporting documents to be laid before any General Meeting. Copies of such accounts, balance sheets and documents shall, not later than 14 clear business days before the date of such General Meeting, be sent to every Member entitled to receive notices of General Meetings in the manner in which such notices are hereinafter directed to be served.

37. External Scrutiny

- a. The Members in any General Meeting shall appoint an independent examiner or independent examiners. Every such independent examiner shall be a member of a body of accountants established in the United Kingdom and for the time being recognised for the purposes of section 25 of the Companies Act 1989 or the corresponding provision of any Act replacing it. No person shall be appointed independent examiner who shall be or any of whose partners shall be a Member of the Council or the staff of the Institute.
- b. The independent examiner(s) shall hold office for one year or until his or their resignation and shall be eligible for reappointment and shall receive such remuneration as may be determined by the Council.
- c. If the office of independent examiner(s) shall become vacant by his or their death or resignation or any other cause before the expiration of his or their period of office the Council shall forthwith appoint an independent examiner (s) in his or their place for the remainder of such period.
- d. The auditor independent examiner(s) shall have a right of access at all reasonable times to the books, records, accounts, and vouchers of the Institute and shall be entitled to require from the Honorary Officers and the salaried staff of the Institute such

information and explanations as may be necessary for the performance of his or their duties.

- e. An independent examiner may resign by notice in writing addressed to the Director.
- f. The independent examiner(s) shall make a report to the Institute in the General Meeting on the accounts examined by him or them and on every balance sheet and statement of accounts laid before the Institute in such General Meeting during his or their tenure of office, and the report shall so far as relevant contain statements as to the matters mentioned in the Companies Act 2006 or any Act replacing it. Such report shall be placed before the Institute in the General Meeting and shall be open to inspection by any Member.
- g. The independent examiner(s) shall be entitled to attend any General Meeting of the Institute and to receive all notices of and any other communications relating to any such meeting or which Members are entitled to receive and to be heard at any such meeting which he or they attend on any part of the business of the meeting which concerns him or them as auditor or auditors.

38. Risk register

A risk register should be maintained and this will be subject to review and formally agreed annually by the Council.

39. Property

- a. The Trustees must ensure the title to:
 - i. all land held by or in trust for the Institute that is not vested in the Official Custodian of Charities; and
 - ii. all investments held by or on behalf of the Institute,

is vested either in a corporation entitled to act as '*custodian trustee*' or in not less than three individuals appointed by them as '*holding trustees*'.

- b. The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the Members of the Institute.
- c. The Trustees may remove the holding trustees at any time.

40. Insurance

The Trustees must insure suitably in respect of Corporate Liability, Management Liability, Employment Practice Liability, Crime Cover and Cyber Liability.

GENERAL PROVISIONS

41. Notices

- a. Any notice required by this Constitution to be given to or by any person must be:

- i. in writing; or
 - ii. given using electronic communications.
- b. The Institute may give any notice to a Member either:
 - i. personally; or
 - ii. by sending it by post in a prepaid envelope or wrapper addressed to the Member at his or her last known address; or
 - iii. by leaving it at the address of the Member; or
 - iv. by giving it using electronic communications to the Member's electronic mail address.
- c. A Member who does not register an address with the Institute or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Institute by post.
- d. A Member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- e. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- f. Proof that a notice contained in an electronic communication was received by the recipient shall be conclusive evidence that the notice was given.

42. Indemnity

- a. The Honorary Officers, the other Trustees of the Council, the salaried staff and the Director of the Institute may by resolution of the Council be indemnified out of the funds of the Institute against any expenses or liability incurred by them in or about the discharge of their respective duties.
- b. No Honorary Officer, Trustee of the Council, member of the salaried staff of the Institute or Director shall be liable for any act other than his own or for signing any receipt or other document or doing any other act, or for any loss or expense which may happen to the Institute, otherwise than through his own wilful act or default.

43. Disputes

- a. If a dispute arises between Members of the Institute about the validity or propriety of anything done by the Members under this Constitution, 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.

44. Interpretation

- a. In this Constitution '**connected person**' means:
 - i. a child, parent, grandchild, grandparent, brother or sister of the Trustee;

- ii. the spouse or civil partner of the Trustee or of any person falling within sub-clause (1) above;
 - iii. a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (I) or (II) above;
 - iv. an institution which is controlled:
 - 1. by the Trustee or any connected person falling within sub-clause (i), (ii), or (iii) above; or
 - 2. by two or more persons falling within sub-clause (v)(1), when taken together;
 - v. a body corporate in which;
 - 1. the Trustee or any connected person falling within sub-clauses (i) to (iii) has a substantial interest; or
 - 2. two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- b. Any reference to '**clear business days**' means complete days between and including Monday to Friday when the Banks in England are open for business (not including public holidays) and exclude the day on which the period begins and the day of the meeting itself.
- c. A '**Special Resolution**' means a resolution passed at a General Meeting of the Members of the Institute convened and held in accordance with this Constitution and passed by not less than two-thirds of the Members present and voting.
- d. Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.