

Dated 28 June 2007

The Companies Acts 1985 to 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

of

**THE SOCIETY OF
OPERATIONS ENGINEERS**

Registered in England – Company No: 3667147 Registered Charity No: 1081753

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The Companies Acts 1985 to 1989

**COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL
HAVING CHARITABLE STATUS**

**MEMORANDUM OF ASSOCIATION
of
THE SOCIETY OF OPERATIONS ENGINEERS
Adopted by Special Resolution 28 June 2000 and amended by Special Resolution
31 March 2005 and 28 June 2007**

1. The Company's name is **THE SOCIETY OF OPERATIONS ENGINEERS** (and in this document is called "the Society").
2. The Society's registered office is to be situated in England and Wales.
3. The Society's objects ("the Objects") are:-
 - (A) 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;
 - (B) 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;
 - (C) By means of (A) and (B) above, but without prejudice to the generality thereof, to promote the safety, efficiency and environmental sustainability of Operations Engineering to the benefit of the community at large.
4. For these purposes "Operations Engineering" means specifying, evaluation, acquisition, commissioning, operation, management, inspection, testing, maintenance, repair, refurbishment, development and disposal of vehicles and fixed, mobile and removable machinery, plant, equipment and systems, and all activities related or incidental to any of them.
5. In furtherance of the Objects but not otherwise the Society may exercise the following powers:
 - (A) To provide, take part in or co-operate with other societies, associations, institutions, bodies and persons for the delivery and holding of lectures, conferences, seminars, workshops, meetings, classes, exhibitions and a programme of continuous professional development;
 - (B) To diffuse by any means whatsoever information on all aspects of Operations Engineering and the work of the Society and, without prejudice to the generality of the foregoing, to commission, print, publish, issue and circulate papers, periodicals, books, circulars, pamphlets, films, videos, cd roms and other literary works, and to own, exploit and acquire copyrights, trade marks and other rights in respect thereof;
 - (C) To test by examination or otherwise the professional competence of persons engaged or desiring to be engaged in Operations Engineering;

- (D) To prescribe examinations as a qualification for admission to any class of membership of the Society or for the award of any diploma or certificate of competence in the science and practice of Operations Engineering;
- (E) To institute and award scholarships, grants, certificates, diplomas, distinctions and rewards;
- (F) To establish and uphold standards of professional conduct and deter malpractice;
- (G) To co-operate with government departments, universities, colleges and public and other educational institutions and authorities for the furtherance of knowledge of and education in the science and practice of Operations Engineering;
- (H) To promote the education and training of persons engaged or desiring to be engaged in Operations Engineering, to promote and encourage the entry of suitable persons into the profession thereof and to consider, discuss and promote the study of all questions affecting such persons and Operations Engineering and all ancillary and allied professions or trades;
- (I) To promote collaboration between Operations Engineers and industry and commerce, and to confer with and advise manufacturers, dealers, users, their agents and representative associations, any department of the United Kingdom Government or any institution of the European Union;
- (J) To acquire or otherwise establish, form and maintain a library and collections of catalogues, drawings, designs and other works of interest in connection with Operations Engineering, and to sell, exchange, loan or dispose of any or all parts thereof;
- (K) To establish and maintain a register of Operations Engineers prepared to act as expert witnesses and to make such information available for the furtherance of the settlement of disputes;
- (L) To encourage, subsidise or otherwise assist in carrying out research, investigation, tests, trials and experimental works;
- (M) To encourage the discovery of and to investigate and make known the nature and merits of inventions which may seem capable of being used in connection with Operations Engineering, and to acquire any patents or licenses relating to such inventions with a view to the use thereof by Operations Engineers either gratuitously or upon such terms as may seem expedient;
- (N) To admit any persons as members of the Society, into such classes of membership on such terms as may be expedient and under such terms as the Board may from time to time determine, or to admit any Firm, Company or Corporation as an Industry Partner, or any bona fide academic institution as an Academic Partner on such terms as may seem expedient and under such terms as the Board may from time to time determine.
- (O) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society;
- (P) To borrow or raise funds and to invite and receive contributions: provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (Q) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to the attainment of its Objects;

- (R) To invest the monies of the Society not immediately required for its purposes in or upon such investments, securities or other property as may be thought fit, subject nevertheless to such conditions (if any) and consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (S) To delegate the management of investments to proper and competent persons and to arrange for investments or other property of the Society to be held by a corporate body or nominee;
- (T) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its Objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
- (U) To sell, let, mortgage, dispose of, or turn to account (but only with such consents as may be by law required) all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its Objects;
- (V) To establish and maintain such headquarters, offices, professional sectors, divisions and regional structures as may be conducive to the attainment of the Objects of the Society;
- (W) To make such reasonable and proper charges for services rendered by the Society as may from time to time be thought fit;
- (X) Subject to Clause 6 below to engage and pay such staff, (whether on a full time or part time basis or whether as consultant or employee) who shall not be directors of the Society (hereinafter referred to as "the trustees"), as may be necessary or desirable for the proper pursuit of the Objects, to make all reasonable and necessary provision for the payment of pensions and superannuation to employees and their dependants and to grant any allowance or to make or donate payments towards insurance of any employee or ex-employee of the Society;
- (Y) To establish or support, or aid in the establishment or support of, any charitable trusts, associations or institutions, and to disburse, administer, subscribe or guarantee money for charitable purposes calculated to further the Objects of the Society;
- (Z) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (AA) To pay all reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 6.
- (BB) To amalgamate or affiliate with any person, corporation, society or other body having charitable objects altogether or in part of a similar nature to those of the Society or which may further the Objects of the Society and, whether for the purpose of amalgamating or affiliating therewith or otherwise, to acquire and undertake all or any part of the property, assets, liabilities and engagements of any such person, corporation, society or body or to transfer all or any part of the property, assets, liabilities and engagements of the Society to any such person, corporation, society or body;
- (CC) To pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;

(DD) To do all such other lawful things as are necessary for the attainment of the Objects or any of them;

Provided also that nothing herein contained shall empower the Society to carry on insurance business of any class within the meaning of the Insurance Companies Act 1982 or any Act or regulation extending, amending or re-enacting the same.

Provided also that the Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which, if an object of the Society, would make it a trade union.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board or Governing Body of the Society shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

6. 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 trustee 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:
- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (2) of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society who is not a trustee;
 - (3) of interest on money lent by any member of the Society or trustee 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 trustees;
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
 - (6) to any trustee 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 members of the Board (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 guilty in relation to the Society: provided that any such insurance shall not extend to any claim arising from

any act or omission which the members of the Board (or any of them) knew to be a breach of trust or breach of duty or which was committed by the members of the Board (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

7. The liability of the members is limited.
8. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £10) to the Society's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Society's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9. 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 society 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.
10. True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, such accounts shall be open to the inspection of the members. Once at least, in every year, the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the Subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum.

NAMES and ADDRESSES of SUBSCRIBERS

Peter Tye
24 Scotts Avenue
Shortlands
Bromley
BR2 0LQ
Chief Executive
DATED 22nd day of October 1998

WITNESS to the above signature
Frans Gerber
RM Company Services
2nd Floor
80 Great Eastern Street
London
EC2A 3JL
Company Formation Agents

The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE SOCIETY OF OPERATIONS ENGINEERS

Adopted by Special Resolution 28 June 2000 and Amended by Special Resolutions passed 20 June 2002, 20 February 2003, 15 January 2004, 31 March 2005, 22 June 2006 and 28 June 2007.

GENERAL

1. In these Articles the words in the first column of the table set out below shall bear the meanings respectively set opposite in the second column, if not inconsistent with the subject or context:

WORDS

MEANINGS

| | |
|--------------------------------|---|
| the Act | the Companies Act 1985 as amended by the Companies Act 1989; |
| these Articles | these Articles of Association; |
| the Board | the Board of Management and Governance for the time being of the Society (Article 54); |
| Board extraordinary resolution | a resolution which has been passed by a Board special majority at a meeting of the Board which has been convened by a notice including the terms of the resolution to be proposed and a statement that it will be proposed as a Board extraordinary resolution; |
| Board special majority | not less than two thirds of all the members for the time being of the Board; |
| class | class of membership of the Society; |
| corporate member | any Honorary Fellow, Fellow, or Member (ie member with voting rights); |
| general meeting | a meeting of all of the members who as provided by these Articles have the right to vote at general meetings; |
| the Immediate Past President | the person who held office as President immediately before the person for the time being at any time holding office as President; |
| in good standing | in relation to any member, that he has discharged every sum due and payable by him to the Society; |
| in writing | written or printed or partly in one way and partly in another, and any other mode of representing or |

WORDS

MEANINGS

| | |
|------------------------|---|
| | reproducing words in a permanent visible form, including electronic communications, as specified in the Electronic Communications Act 2000; |
| member | a corporate member or a non-corporate member as the case may be; |
| month | calendar month; |
| non-corporate member | any Companion, Associate Member, Industry Partner or Academic Partner (ie non-voting members); |
| the Office | the registered office of the Society; |
| the Officers | the President, the President-Elect, any Vice-President, the Honorary Secretary, the Honorary Treasurer and the Immediate Past President; |
| Operations Engineering | Operations Engineering as defined in the Memorandum of Association of the Society; |
| the Patron | the person for the time being appointed as Patron pursuant to Article 56; |
| the President | the person who, having been elected by the Board, chairs the Trustee Board; |
| the President-Elect | the Board member elected by the Board to succeed the President at the next ensuing Annual General Meeting; |
| Professional Sector | Professional Sector of the Society established pursuant to Article 17; |
| the publication | the Society's publication, 'Operations Engineer' (or such other title as the Board may decide) published pursuant to Article 27; |
| the Register | the register of members of the Society; |
| the Seal | the common seal of the Society; |
| the Secretary | the company secretary of the Society and any temporary or assistant secretary or other person appointed by the Board to perform any of the duties of company secretary; |
| the Society | The Society of Operations Engineers; |
| the subscription date | in the case of Industry Partners or Academic Partners on the anniversary of their election and in every other case the 1st January; |

WORDS

MEANINGS

| | |
|---------------------|--|
| Table A | Table A as set out in the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles; |
| the Vice-Presidents | the corporate members who have been elected as chair of each Professional Sector Council and join the Board as Vice-Presidents; |
| Year | in relation to the time for any elections pursuant to these Articles or any period in or out of office in any capacity or the period between any Annual General Meeting and the next Annual General Meeting and “annually” shall be construed accordingly. |

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

Words importing the masculine gender only shall include the feminine gender and neuter gender.

Subject as aforesaid any words or expressions defined or used in the Act shall bear the same meanings in these Articles.

MEMBERS AND CLASSES

2. The number of members of any class of the Society is unlimited save that the Board may from time to time determine the maximum number of Honorary Fellows and of Companions as it thinks fit.
3. The membership of the Society shall be divided into the following classes namely, Honorary Fellows, Companions, Fellows, Members, Associate Members, Industry Partners and Academic Partners.

ADMISSION TO THE SOCIETY

4. The subscriber to the Memorandum of Association shall be deemed to have become an Honorary Fellow upon the incorporation of the Society and he and such other persons as the Board shall admit to membership in accordance with the provisions of these Articles shall be the members of the Society.
5. Every member of the Society shall sign a written consent to become a member.
6. The Board shall admit to membership of the Society in any class such persons as it shall think fit who satisfy the requirements for admission to membership of that class.
7. The Board shall determine from time to time the educational, vocational and other requirements for admission to each class.
8. Other than for admission as an Honorary Fellow or Companion any person desiring to be admitted to membership of the Society or to transfer from one class to another shall apply in writing to the Board for admission or transfer as the case may be in such manner as the Board may prescribe. The Board may grant, refuse or postpone the consideration of an application for admission or transfer. However, the Board operates an open and transparent application assessment process and an application appeals procedure exists for use by the applicant or person representing the applicant.

9. The procedure for nomination and appointment of Honorary Fellows and Companions shall be as determined by the Board from time to time.

TERMINATION OF MEMBERSHIP

10. Any person may resign as a member by notice in writing to the Secretary, and upon receipt of such notice the name of such person shall be removed from the Register.
11. Unless in any case the Board resolves to the contrary any member whose annual subscription is six months in arrears shall, upon expiry of such six months, cease to be a member and his name shall be removed from the Register.
12. The Board may resolve by a Board extraordinary resolution that any member whose continued association with the Society is deemed for any cause to be undesirable be no longer a member and that his name be removed from the Register and he shall thereupon cease to be a member. Such member shall be given reasonable notice of the meeting at which the resolution is to be considered and a reasonable opportunity of attending such meeting and of being heard in his own defence.
13. The Secretary or any person appointed by the Board shall notify any person who, by virtue of Article 11 or Article 12, has ceased to be a member and may at the direction of the Board publish the fact in the publication.

RIGHTS OF MEMBERS

14. A member shall be entitled only to those rights and privileges which, by these Articles or by rules or regulations made by the Board in accordance with these Articles, are attached to the particular class to which he belongs. Such rights and privileges shall not be transferable or transmissible.
15. Every member in good standing shall be entitled to receive the proceedings of the Society including the publication, and other papers prepared by or under the authority of the Society when printed for circulation, to use such facilities as the Society may from time to time provide, to take part in discussions and to attend lectures and demonstrations organised or given by or under the auspices of the Society for the benefit of members generally and to use the Society's library, in all cases on such terms and subject to such rules or regulations as may from time to time be made by the Board or the Society in general meeting.
16. The Patron and every corporate member in good standing shall have the right to be given notice of and in the case of corporate members in good standing to attend and vote at general meetings of the Society which may be convened in accordance with these Articles. Every member in good standing shall have the right to be given notice of and to attend and vote at meetings of his class and of his Professional Sector which may be convened in accordance with these Articles. No non-corporate member shall be entitled to be given notice of or to attend or vote at any general meeting of the Society.

PROFESSIONAL SECTORS AND DIVISIONS

17. The members shall be organised into Professional Sectors according to the field of operations engineering in which they are specialised or interested.
18. The Board may from time to time form Professional Sectors of the Society to be comprised of members specialised or interested in any field of Operations Engineering.

19. If the number of members of a Professional Sector shall fail to reach or for a period of two years shall be less than such total as the Board deems sufficient, the Board may by resolution determine that this Professional Sector shall be dissolved or combined with another.
20. A Professional Sector may with the consent of the Board form or maintain one or more specific activity groups each to be known as an Interest Group.
21. If the number of members of an Interest Group shall fail to reach or for a period of two years shall be less than such total as the Board deems sufficient, the Board may by resolution determine that this Interest Group shall be dissolved or combined with another.
22. The Board may from time to time prescribe such rules or regulations as it shall think fit being not inconsistent with these Articles for the regulation of any Professional Sector or Interest Group.
23. The Board may at its discretion form divisions related to the primary professional disciplines and qualifications of members in all or any of the Professional Sectors.

DESIGNATORY INITIALS

24. Every member shall be entitled to use after his name the initial letters of the class of the Society to which he belongs as set out below:

| | |
|------------------|----------------------|
| Associate Member | AMSOE |
| Member | MSOE |
| Fellow | FSOE |
| Honorary Fellow | HonFSOE |
| Companion | Companion SOE |
| Industry Partner | Industry Partner SOE |
| Academic Partner | Academic Partner SOE |

25. Any member who is entitled under Article 24 to use the initial letters of the class to which he belongs shall with the exception of Companions be entitled to use in addition the initial letters of any one (or with the consent of the Board more than one) Professional Sector to which he belongs, 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 Board shall specify.
26. 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 an Industry 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.

PUBLICATION

27. The Board shall issue from time to time as it shall think fit a publication of the Society for all members.

FEES AND SUBSCRIPTIONS

28. The Board shall determine annually what fees and subscriptions shall be payable by the members of each class and publish the same in the publication Operations Engineer, which shall be issued to all members. Without prejudice to the generality of the foregoing the Board may decide whether any application fee or joining fee shall be payable upon application for admission to the Society or admission to any class and the amount of any such fee or fees and whether any application fee paid by an applicant whose application is refused shall be returned to him. All annual subscriptions shall become due in advance on the subscription date in each year. The first annual subscription of a person admitted

to the Society after the subscription date of the year current at the time of his admission shall be deemed to have become due on the subscription date preceding his admission and shall be payable forthwith upon admission. The Board may at its discretion reduce to such extent as it thinks fit or remit any fees, annual subscription or arrears thereof. The Board may from time to time determine what, if any, fees or payments are to be charged for the proceedings, books, papers, courses of instruction, examinations, tests, facilities and other matters and things supplied by the Society to members, or non-members, and for which it considers a fee or payment in addition to the annual subscription may properly be charged and in respect of such fees or payments may distinguish between various classes.

29. Any annual subscription and any other fees and subscriptions due from a member at the time of his ceasing to be a member shall remain due and payable and no part of any annual subscription shall be returnable unless the Board resolves to the contrary.

GENERAL MEETINGS

30. A general meeting shall be held as the Annual General Meeting of the Society once in every calendar year at such time and place as may be determined by the Board, provided that each such Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding such meeting.
31. The Annual General Meeting shall be specified as such in the notices calling it. All other general meetings shall be called Extraordinary General Meetings.
32. The Board may call an Extraordinary General Meeting whenever it thinks fit, and Extraordinary General Meetings shall also be convened in accordance with the Act on such requisition, or in default may be convened by requisitionists comprising members representing not less than one-tenth of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at a general meeting.
33. The business at an Annual General Meeting consisting of the consideration of the annual accounts, the reports of the Board and of the auditors, the announcement of the result of voting for the election of members of the Board in the place of those retiring, the appointment of the auditors and the fixing of the remuneration of the auditors shall be deemed annual business. No other business at an Annual General Meeting and no business at any other general meeting shall be annual business.
34. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these Articles, the quorum necessary at a general meeting shall be twelve persons personally present and entitled to vote.

MEETINGS OF CLASSES AND PROFESSIONAL SECTORS

35. Subject always to the Memorandum of Association and these Articles the Board may at any place and time as it may think fit call a meeting of the persons comprising any class or any Professional Sector or any two or more or all of such classes or Professional Sectors for any purpose. In Articles 36 and 37 a reference to a meeting is a reference to a meeting called under the provisions of this Article.
36. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. The quorum at any meeting shall be twelve persons personally present and entitled to vote at that meeting.
37. Notwithstanding any other provisions of these Articles and without prejudice to any rights and privileges he may have as a member of any class or Professional Sector every Officer shall be entitled to receive notice of and to attend and speak at any meeting.

MEETINGS: NOTICES, PROCEEDINGS AND VOTING

38. The following Articles numbered 39 to 53 inclusive shall apply to every general meeting and mutatis mutandis to every meeting called under the provisions of Article 35.
39. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting called to pass a Special Resolution, and fourteen days' notice at the least of every other general meeting (exclusive in every case both of the day on which the notice is deemed to be served and of the day for which the notice is given) specifying the place, the day and the hour of meeting and, in the case of business, other than annual, the general nature of such business shall be given to such persons as are under the provisions of these Articles entitled to receive notices of such meeting; but with the consent of all persons entitled to receive notice thereof a meeting may be convened by such notice and in such manner as those persons may think fit. The accidental omission to give notice of a meeting to or non-receipt of such notice by any person entitled to receive the same shall not invalidate any resolution passed or proceeding had at such meeting.
40. If within half an hour from the time appointed for the holding of a meeting a quorum is not present the meeting shall, if convened on requisition, be dissolved and in any other case shall stand adjourned to no later than the same day in the next week at such time and place as the chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the persons present and entitled to vote shall be a quorum.
41. The President shall preside as chairman at every general meeting but if at any meeting the President shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the President-Elect shall preside and if he is absent or unwilling, the persons present and entitled to vote shall choose some member of the Board or, if no such member be present or if all the members of the Board present decline, some other corporate member to preside.
42. With the consent of any meeting at which a quorum is present, the chairman may adjourn the meeting from time to time and from place to place, as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, no notice need be given of an adjournment or of the business to be transacted at an adjourned meeting.
43. A resolution put to the vote at any meeting shall be decided on a show of hands unless a poll has been demanded in accordance with these Articles. Unless a poll be duly demanded a declaration by the chairman of the meeting and an entry in the minute book of the Society that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence thereof without proof of the number or proportion of the votes given in favour of or against such resolution.
44. A poll may be demanded either by the Board in relation to any resolution by specifying, in the notice calling the meeting at which the resolution is to be considered, that a poll has been demanded by the Board and the time, place and manner of taking the poll or, in any other case, before or upon the declaration of the result of the show of hands in writing by the chairman of the meeting or by at least twelve persons present in person and entitled to vote.
45. If at a meeting a poll be duly demanded it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct. The result of any poll shall be deemed to be the resolution of the meeting in relation to the business of which the poll

was demanded.

46. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
47. In the case of an equality of votes, either on a show of hands or on a poll, the chairman of the meeting shall be entitled to a further or casting vote.
48. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES

49. Subject as hereinafter provided, every person entitled to vote at a meeting shall have one vote.
50. On a show of hands a person present only by proxy shall have no vote. On a poll votes may be given either personally or by proxy. No person shall act as a proxy who is not entitled to be present and vote in his own right.
51. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing and shall be in the form set out in Regulation 60 or as the case may be Regulation 61 of Table A or in any other form which the Council may from time to time approve.
52. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office or such address as may be specified for the purpose in the notice calling the meeting at least forty-eight hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
53. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the Office two hours at least before the time fixed for holding the meeting.

GOVERNANCE OF THE SOCIETY

54. The business of the Society shall be governed by a Trustee Board of Management and Governance ("the Board").
55. There shall also be Professional Sector Councils, who shall have delegated powers from the Board to manage the business appropriate to their own Professional Sector only, within operational budgets and business plans approved by the Board, and shall report back to the Board. Each Professional Sector shall elect its Chair from amongst its corporate members to serve for a term of years of not more than three nor less than one. The Chair of each Professional Sector Council shall upon election become a Vice-President of the Society and therefore a member of the Board. Save as otherwise decided by the Board the provisions of these Articles applicable to the conduct of proceedings of the Board shall apply to each Professional Sector Council mutatis mutandis.

56. There shall be a Patron of the Society who shall be appointed by the Board for a term of years being normally not less than one nor more than three. The Patron will, at the request of the Board, give such support to the Society in such manner as the Board shall from time to time determine. Unless the Board otherwise agrees, no person who has served as Patron for three years or more shall be eligible for re-appointment.

OFFICERS OF THE SOCIETY

57. The Board shall elect annually from its number the President-Elect. The President-Elect shall be the Deputy President and his term of office shall be extended by up to one year if, otherwise, he would retire from the Board before appointment as President. The Vice-Presidents shall serve as Officers, having been elected in accordance with Article 55.: a Vice-President may but shall not automatically become President-Elect or President.
58. At the conclusion of each Annual General Meeting the person for the time being holding office as President shall retire from that office and the President-Elect shall become President to hold office for the period of one year. If the President-Elect shall be unable or unwilling to accept office as President the Board shall appoint from its number one who shall become President, or at its discretion invite the retiring President to serve a second term.
59. A person who has held office as President shall be ineligible for election as President for the period of three years from the end of his period in office, other than under the provisions of Article 58.
60. The Board shall elect from among the corporate members of the Society an Honorary Secretary and an Honorary Treasurer each to hold office for such term of years, normally being not more than three nor less than one, as the Board may decide. The Board may, however, at its discretion extend the term of office of the Honorary Secretary or Honorary Treasurer in circumstances that it shall determine are exceptional. The Honorary Secretary and Honorary Treasurer shall not serve for more than two consecutive three-year terms of office and must stand down on completion of their second term for at least one year.
61. The President, the Immediate Past President, the President-Elect, the Vice-Presidents, the Honorary Secretary and Honorary Treasurer shall be the Officers of the Society and shall ex officio be members of the Board.
62. The Board shall appoint the Chief Executive and Company Secretary of the Society on such terms as to remuneration, duties, period of office and other matters as it may decide.
63. Whenever the Society shall have exercised the power under Clause 5(BB) of the Memorandum of Association and, in connection with the exercise of that power and the Board shall have resolved to form a new Professional Sector the Board may appoint a person who is a corporate member in that Professional Sector as a President Emeritus to hold office as such for the period ending with the close of the first Annual General Meeting after his appointment or, if he would then have held office for less than six months, the second such Annual General Meeting.

TRUSTEE BOARD OF MANAGEMENT AND GOVERNANCE

64. There shall be a Board of Management and Governance comprising not more than fifteen and not less than nine members, who shall be the President, President-Elect, Immediate Past President, the Vice-Presidents, the Honorary Secretary, the Honorary Treasurer, the chair of IRTE Services Ltd, the chair of Membership and Professional Standards Committee and a maximum of six other corporate members to be elected by the membership for specific purposes as shall be determined by the Board from time to time.

65. No person shall be ineligible for appointment or re-appointment as a member of the Board or be required to vacate office as a member of the Board by reason of his having attained any particular age.
66. Where a skills requirement exists, the Board may from time to time and at any time appoint a member of the Society, or a person who is not a member of the Society but who meets skills' requirements specified by the Board, as a member of the Board, either to fill a casual vacancy or by way of addition to the Board provided that the prescribed maximum number of members of the Board shall not thereby be exceeded. Any person so appointed shall hold office only until the next following Annual General Meeting, and shall then if a corporate member be eligible for election or re-appointment and if not a corporate member of the Society, for re-appointment. No appointee to the Board shall serve in that capacity for more than three years.
67. An elected Board member may serve for two consecutive terms of office of up to three years each but on completion of the second term must then stand down for a period of at least one year before seeking re-election to the Board.
68. The Society may from time to time in general meeting increase or reduce the number of members of the Board and determine in what manner such increased or reduced number shall go out of office, and may make such regulations necessary for effecting such increase or reduction or authorise the Board to make the same.
69. The Board may from time to time by a Board extraordinary resolution make regulations not being inconsistent with these Articles specifying or removing the minimum or maximum number or proportion of the members who shall be members of a particular Professional Sector or class or below a specified age on election; provided that no member of the Board shall thereby be required to retire earlier than his due retirement date.
70. The membership of the Board shall include at least one registrant from each section of the register of the Engineering Council (UK) of which the Society is a Licensed Member.
71. In accordance with the provisions of Sections 303 and 304 of the Act the Society may by extraordinary resolution remove any member of the Board before the expiration of his period of office.

CESSATION OF MEMBERSHIP OF THE BOARD

72. A member of the Board shall cease to be a member of the Board if:-
 - (a) a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (b) he is, or may be, suffering from mental disorder and either: -
 - (1) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
 - (c) he ceases to be a corporate member of the Society, having been elected to the Board in that capacity;
 - (d) being an ex officio member of the Board he ceases to hold the office by virtue of

which he is a member of the Board;

- (e) by notice in writing to the Society, he resigns his membership of the Board;
- (f) he ceases to be a member of the Board by virtue of any provision of the Act or he becomes prohibited by law from being a director of a company;
- (g) he is requested in writing by resolution of the Board to resign; or
- (h) he absents himself from all meetings of the Board for a period of six months and the Board resolves that he should no longer hold office.

RETIREMENT OF ELECTED BOARD MEMBERS

73. The elected members of the Board shall be subject to retirement but shall be eligible for re-election. At each Annual General Meeting every elected member who has served as an elected member for three consecutive years (or such lesser number of years as may have been specified in accordance with these Articles) ending with that meeting shall retire at the dissolution or adjournment of the meeting unless he is a candidate for re-election in which case he shall retain his membership of the Board until the result of the election is announced and shall then be deemed to have retired immediately prior to such announcement. Elected members may serve for two consecutive terms of up to three years each and shall not then stand for election again until at least one year has passed since the date of the completion of their second term.
74. Notwithstanding any other provisions of these Articles an elected member who has served for a period of three consecutive years may be appointed as a member of the Board to serve as a Vice-President, Honorary Secretary, Honorary Treasurer, the Chair of IRTE Services Ltd or the Chair of Membership and Professional Standards Committee.
75. An elected member who is elected or appointed as an Officer shall upon such election or appointment cease to be an elected member, which shall be deemed to create a casual vacancy unless more than one year of the term of office remains, in which case the vacancy shall be deemed to be a residual vacancy. The Board may, at its discretion, appoint a member to fill such casual vacancy until the close of the next Annual General Meeting, or in the case of a residual vacancy may appoint a member to serve for the remaining period of the term of office of the member who has become an Officer, or may decide that the vacancy be filled by election at the next ensuing Election, or be left unfilled.

POWERS OF THE BOARD

76. The business of the Society shall be managed by the Board which may exercise all such powers of the Society and do on behalf of the Society all such acts as may be done by the Society as are not by the Act or by these Articles required to be exercised by the Society in general meeting subject nevertheless to these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with these Articles or such provisions, as may be prescribed by the Society in general meeting; but no regulation made by the Society in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
77. The members of the Board may act notwithstanding any vacancy in their number provided always that in case the total number of members of the Board shall at any time be reduced to less than the total minimum number prescribed by or in accordance with these Articles they may act as the Board for the purpose of filling up vacancies in the Board or of summoning a general meeting but not for any other purpose.
78. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a Committee authorised by the Board in that behalf, and every

instrument to which the Seal shall be affixed shall be signed by an elected member or Officer of the Board and shall be countersigned by the Company Secretary or by a second elected member of the Board or by some other person appointed by the Board for the purpose.

79. Cheques on the Society's bankers shall up to an amount fixed from time to time by the Board be signed by any person authorised in writing by the Board. Cheques for amounts in excess of such amount and not exceeding an amount from time to time fixed by the Board shall be signed by any two of the said persons authorised in writing by the Board. Cheques for amounts in excess of the amount so fixed shall in addition require a letter from the President to the Society's bankers authorising payment. "Cheque" shall include any document instrument or authorisation or instruction in any form as the Board may think fit which is required by the Society's bankers to be signed by authorised signatories and 'signed' shall include any mode of signing recognised by law.

PROCEEDINGS OF THE BOARD

80. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, five members of the Board for the time being shall be a quorum.
81. Questions arising at any meeting shall be decided by a majority of votes. Each member of the Board shall have one vote.
82. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
83. On the request of the President or five members of the Board the Secretary shall summon a meeting of the Board on at least seven days' notice.
84. The President shall preside as chairman at every meeting of the Board but if at any meeting the President shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the President-Elect and if he is absent or unwilling, the members of the Board present shall choose an Officer or, if no Officer be present or if all the Officers present decline, some other member of the Board to preside.
85. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Board.
86. The Board may delegate any of its powers to Professional Sector Councils or sub-committees, consisting of such members of the Society or non-members as the Board may think fit, and any Council or committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such Council or committee shall be governed by the provisions of these Articles and the Policy and Procedures manual as the Board may promulgate from time to time for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations imposed by the Board as aforesaid.

87. The Board may also, if it thinks fit, co-opt to serve on any Professional Sector Council or committee any person, whether a member or not, whom it may consider specially qualified to assist that Council or committee with a specific task. Such a co-opted person shall at the discretion of the Professional Sector Council be entitled to vote at meetings on matters relating to the specific project for which he was co-opted only and if so to form part of the quorum.
88. All acts bona fide done by any meeting of the Board or of any Professional Sector Council or committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that he was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or Professional Sector Council.
89. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Society, the classes and the Professional Sectors and of the Board and of Professional Sector Councils and committees of the Board and of all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the same kind, shall be conclusive evidence without any further proof of the facts therein stated.
90. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee, duly convened and held.
91. The Board may, in circumstances it deems exceptional, determine on a simple majority vote that the election process for the Board or for any or all Professional Sector Councils, be delayed for not more than one year only and that the Officers, Board members or Professional Sector Council members not due to retire at that time shall remain in post until no later than the next ensuing Annual General Meeting.

PROFESSIONAL SECTOR COUNCILS

92. Each Professional Sector shall be managed by its own Council, with delegated powers from the Board to manage business appropriate to its Professional Sector within approved operational budgets and business plans. The quorum for a Professional Sector Council meeting shall be five.
93. Professional Sector Councils shall comprise such combination of corporate members elected by the membership of each Professional Sector and co-opted members, as the Board shall from time to time decide, to a maximum number of twelve members. The membership of the Professional Sector Councils should be representative of the diversity of the Society membership.
94. The Chair and Vice-Chair of each Professional Sector Council shall be elected annually from its number by the members of each Professional Sector Council, serving a maximum period of three years. The Chair and Vice-Chair of each Professional Sector Council must be a corporate member of the Society. The Chair will represent the Professional Sector on the SOE Board as a Vice-President of the Society, and will report all Professional Sector Council decisions to the Board.
95. Each Professional Sector Council may, if it thinks fit and the Board approves, co-opt any person, whether a member or not, whom it may consider specially qualified to assist the committee with a specific project. Such a co-opted person shall, at the discretion of the Professional Sector Council, be entitled to vote at meetings on matters relating to such specific project for which he was co-opted only, and to form part of the quorum. A member's period of co-option shall be to assist with specific tasks but if the need for such

a co-option extends beyond a year, it shall be renewable yearly, for a maximum of three years.

NOMINATIONS AND ELECTIONS

96. The persons entitled to vote for candidates for election to the Board or to a Professional Sector Council shall be the corporate members.
97. To be a candidate for election to the Board or Professional Sector Council, a corporate member must be in good standing and must be nominated as a candidate by a minimum of two and a maximum of four corporate members in good standing or such number as the Board may decide from time to time. Members of a Professional Sector may vote for candidates from any Professional Sector in an election to the Board, but only for candidates of their own Professional Sector in an election to the Professional Sector Councils.
98. No member may nominate or join in nominating more than three candidates for the same election.
99. Each nomination shall be in writing signed by the nominators and shall contain a consent, signed by the person nominated, to stand for election.
100. Each nomination shall relate only to the next ensuing election and must be received at the Office prior to a date ("the Nominations Date") to be notified each year to the corporate members. The Nominations Date shall be not later than seventy days before the date of the next Annual General Meeting and not earlier than ninety days before the date of that meeting.
101. The Board shall make such regulations as it thinks fit with regard to the form and use of nomination and voting papers and the conduct of elections provided that the return of votes cast for elections to the Board and to one or more Professional Sector Councils shall be made to the body ("the Scrutineers") being the Society's auditors or such other independent scrutineers as the Board may appoint for the purpose and that no voting paper shall be valid if the number of candidates voted for exceeds the number of vacancies to be filled, or if it is returned to the Scrutineers after the date prescribed in the paper for such return.
102. Subject to the provisions of this Article each elected member to the Board or to a Professional Sector Council shall be elected and hold office for a period of three years. An elected Board, or Professional Sector Council, member may not serve more than two consecutive three-year terms of office and at the conclusion of the second elected term must stand down for at least one year before again standing for election to the Board or Professional Sector Council.
103. The Board, having determined that an election shall take place for membership of either the Board or a Professional Sector Council, or both the Board and one or all the Professional Sector Councils, shall cause to be prepared a list of the candidates eligible for election to the Board or Professional Sector Council(s) as the case may be, giving the names of their nominators. If in any case the number of candidates does not exceed the number of vacancies all the eligible candidates shall be deemed to have been elected. In every case where there are more candidates than vacancies a voting paper containing a copy of the list of eligible candidates and stating the number of vacancies shall be sent to every corporate member in good standing, and he may vote by indicating the names of the candidate or candidates for whom he wishes to vote in accordance with regulations made by the Board for the purpose.
104. The dates notified or prescribed by the Board in respect of nomination and voting papers shall be such that the election in respect of which they are used can be completed at or

before and the result announced at the next ensuing Annual General Meeting, but failure to complete an election at or before such meeting shall not invalidate the election. If completion of an election shall be delayed beyond the date of such meeting it shall be the duty of the Board to complete the same as soon as reasonably possible, to announce the result and to inform candidates individually of the result.

REGIONAL STRUCTURES

105. For the furtherance of the work of the Society in any locality the Board may establish or authorise the establishment of a branch of the Society to be called a Branch or Centre or Regional Group. The Board may make rules and regulations for governing the functions, meetings and proceedings of such Branches or Centres or Regional Groups, their conduct and management as the Board shall think fit including the identification of any Branch or Centre or Regional Group with any Professional Sector or Interest Group. In the absence of such rules or regulations, and in matters to which such rules or regulations do not extend, the meetings and proceedings of every such Branch or Centre or Regional Group shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable. Each Branch or Centre or Regional Group shall maintain a written record of the minutes of its proceedings. Such written record shall be produced to the Board on demand. The Board may terminate or close any Branch or Centre or Regional Group at any time and on such terms (including as to the disposal of any property) as it shall think fit.
106. The Board may either from time to time or by such rule or regulation as it may think fit permit the chairman of the committee of any Branch or Centre or Regional Group (referred to in this Article as a local chairman) to attend any meeting of the Board and such local chairman may be permitted by the chairman of the meeting to speak at the meeting. Any such local chairman who is unable to attend a meeting of the Board may be represented at the meeting by another member of his committee who has been appointed by that committee for the purpose.
107. The Board may by such rules and regulations as they shall think fit make provision for any person to become affiliated to any Branch or Centre or Regional Group established outside the European Union provided that any such person shall not thereby become a member.

ACCOUNTS

108. The Society in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Society and subject to such conditions and regulations the accounts and books of the Society shall be open to the inspection of members at all reasonable times during business hours.
109. Once at least in every year, in accordance with the Act, the Board shall cause to be prepared and laid before the Society in general meeting an income and expenditure account for the period since the last preceding account, made up to a date not more than nine months before such meeting, together with a balance sheet as at the same date. Every such balance sheet shall be accompanied by a report of the Board and a report of the auditors, and a copy of such account, balance sheet and reports (together with any other documents required by law to accompany the same) shall twenty-one clear days at least before the date fixed for the meeting be sent to all persons entitled to receive notices of general meetings.

NOTICES

110. Any notice or other written communication may be sent by the Society to any member, either personally or by sending it through the post in a prepaid letter, addressed to him at

his registered address as appearing in the Register.

111. Any notice or other written communication, if sent by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post if the registered address of the member is in the United Kingdom but in respect of any other registered address notice shall be deemed to have been served on the eighth day following that on which the letter containing the same is put into the airmail post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
112. Any member described in the Register by an address not within the EU, who shall from time to time give the Society an address within the EU at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those members who are described in the Register of members by an address within the European Union shall be entitled to receive any notice from the Society.

ENGINEERING COUNCIL UK

113. The Board shall for so long as the Society is a Licensed Member of Engineering Council UK encourage and assist to be nominated for registration in the Engineering Council UK register or for transfer from one to another Stage or Section of the register any member who, consistent with these Articles and with the Bye-laws and Regulations for the time being of Engineering Council UK, is eligible to be so nominated.
114. Consistent with these Articles and with the Bye-Laws and Regulations for the time being of Engineering Council UK, the Board shall define the procedures governing nomination of members to the Engineering Council UK register and the determination of any fees or charges to be paid or deposited by such nominated members.

WINDING UP

115. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

The Society of Operations Engineers
Memorandum and Articles of Association – Appendix 1

Article 25 refers:

| | | | |
|----------------------|-----------------------|--------------------------|----------------------|
| Professional Sector: | IRTE | IPlantE | BES |
| Associate Member | AMIRTE | AMIPlantE | AMBES |
| Member | MIRTE | MIPlantE | MBES |
| Fellow | FIRTE | FIPlantE | FBES |
| Honorary Fellow | HonFIRTE | HonFIPlantE | HonFBES |
| Industry Partner | Industry Partner IRTE | Industry Partner IPlantE | Industry Partner BES |
| Academic Partner | Academic Partner IRTE | Academic Partner IPlantE | Academic Partner BES |