



Memorandum and Articles of Association, By-Laws and Standing Orders

CONTENTS

Subscribers	2
Certificate of Incorporation	3
Memorandum of Association	4-5
Articles of Association	6-16
Schedule of By-Laws	17-24
Standing Orders	25
Constitution and Rules for Branches, Groups and Special Interest Groups	26
Model Constitution and Rules for Branches	27-30
Model Constitution and Rules for Groups	31-33



Subscribers

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

Names, Addresses and Descriptions of Subscribers

HENRY NEAL, AMIMechE, Chief Officer, Fire Brigade Headquarters, Rutland Street, Leicester.

JAMES SCOTT, Chief Officer, Fire Brigade Headquarters, Nelson Street, Bradford.

J.T. BURNS, Chief Officer, Fire Brigade Headquarters, Charing Cross, Birkenhead.

ARTHUR R. CORLETT, OBE, Chief Superintendent of Fire Brigade, Fire Brigade Headquarters, Fairfield Street, Manchester.

JOHN W.M. DANE, Chief Officer, Chief Fire Station, Park Lane, Croydon, Surrey.

WILLIAM PETT, Chief Officer, Fire Brigade Headquarters, New North Road, Exeter, Devonshire.

A. PORDAGE, Firemaster, Fire Brigade Headquarters, Lauriston Place, Edinburgh.

A.R. TOZER, Chief Officer, Fire Brigade Headquarters, The Priory, Birmingham.

M. WADDELL, Firemaster, Fire Brigade Headquarters, Ingram Street, Glasgow.

Dated the 30th day of June, Nineteen Hundred and Twenty-Four

Witness to the signature of the above named
Henry Neal

JOHN HENRY FARMER Fire Brigade,
Leicester.

Witness to the signature of the above named
James Scott

CHARLES J. FIELD,
Supt., Bradford City Fire Station.

Witness to the signature of the above named
James Thomas Burns

C. BALL, 3rd Officer,
Fire Brigade Station, Birkenhead.

Witness to the signature of the above named
Arthur Ready Corlett

D.D. SLOAN, Chief Inspector, Chief Fire Station,
Manchester.

Witness to the signature of the above named
John William Dane

FREDERICK J. STOVELL, Sub-Officer, Croydon
Fire Brigade, Chief Fire Station, Park Lane,
Croydon.

Witness to the signature of the above named
William Pett

DAVID JONES BENFORD Instrument
Maker, 10 Oakfield Road, Exeter, Devon.

Witness to the signature of the above named
Arthur Pordage

H.M. GARROWAY, Typist,
2a Hill Street, Edinburgh.

Witness to the signature of the above named
Alfred Robert Tozer

A.L. WESTCOMBE, Secretary, Central
Fire Station, Birmingham.

Witness to the signature of the above named
William Waddell

PETER KELLY, Clerk,
Chief Fire Station, Glasgow.



The Institution of Fire Engineers
The International Organisation
for Fire Professionals



No. 13267

Certificate of Incorporation

I hereby Certify that 'THE INSTITUTION OF FIRE ENGINEERS' (word 'Limited' omitted by licence of the Board of Trade) is this day incorporated under the companies Acts, 1908 to 1917, and that this company is LIMITED.

Given under my hand at EDINBURGH, this TWENTY-FIFTH DAY OF JULY, ONE THOUSAND NINE HUNDRED AND TWENTY-FOUR.

JAMES ADAM,
Registrar of Joint Stock Companies



Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of The Institution of Fire Engineers

- I. The name of the Company (hereinafter called "The Institution") is "THE INSTITUTION OF FIRE ENGINEERS."
- II. The Registered Office of the Institution will be situated in Scotland.
- III. The object for which the Institution is established is: To promote, encourage, and improve the science and practice of Fire Extinction, Fire Prevention and Fire Engineering and all operations and expedients connected therewith, and to give an impulse to ideas likely to be useful in connection with or in relation to such science and practice to the members of the Institution and to the community at large. In furtherance of the above object and ancillary to it the Institution may:
 - (a) Enable members to meet and to correspond and to facilitate the interchange of ideas respecting improvements in the various Branches of the said science and the publication and communication of information on such subjects.
 - (b) Acquire and deal with and take options over any property, real or personal and improve, develop, sell, lease or otherwise dispose of, or otherwise deal with all or any part of such property and any and all rights of the Institution therein or thereto, and to borrow or raise money in such manner as the Institution shall think fit and secure repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Institution's property or assets.
 - (c) Act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform subcontracts. To act in any of the businesses of the Institution through or by means of agents, brokers, subcontractors or others.
 - (d) Do all other things, incidental or conducive to the attainment of the above objects or any of them.

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

Provided also that in case the Institution shall take or hold any property subject to the jurisdiction of the Office of Scottish Charity Regulator (OSCR), the Institution shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Institution 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 Managers or Trustees, have been if no incorporation had been effected, and the incorporation of the Institution shall not diminish or impair any control or authority exercisable by the Chancery Division, the Office of Scottish Charity Regulator (OSCR) over such Managers and Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or Authority as if the Institution were not incorporated. In case the Institution shall take or hold any property which may be subject to any trusts, the Institution shall only deal with the same in such manner as allowed by law having regard to such trusts.



- IV. The income and property of the Institution, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institution as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profits to the members of the Institution. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer, or servant of the Institution, or to any member of the Institution, in return for any services actually rendered to the Institution, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent, or reasonable and proper rent for premises, demised or let by any member to the Institution; but so that no remuneration or other benefit in money or money's worth shall be given by the Institution to any member of the Board or Governing Body except to the Chief Executive Officer under a contract of employment, subject to compliance with the Charities and Trustee Investment (Scotland) Act 2005, repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institution.
- V. The liability of the members is limited.
- VI. Every member of the Institution undertakes to contribute to the assets of the Institution in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Institution contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses for winding up the same, and for the adjustment of the rights of the contributions amongst themselves such amount as may be required, not exceeding Twenty Five Pence.
- VII. If upon the winding up or dissolution of the Institution there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institution, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institution, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institution, under or by virtue of Clause IV hereof, such institution or institutions to be determined by the members of the Institution at or before the time of dissolution; or in default thereof, by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
- VIII. True accounts shall be kept of the sums of money received and expended by the Institution, and the matter in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Institution; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institution for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Institution shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

*(As amended by Special Resolution passed on 4th July 2002)
(As amended by Special Resolution passed on 27 July 2016)*



The Institution of Fire Engineers
The International Organisation
for Fire Professionals



**The Companies Acts 1985 to 2006 Company Limited by Guarantee and
not having a Share Capital**

Articles of Association of The Institution of Fire Engineers

(Adopted by Special Resolution passed on the 11 July 2017)



Articles of Association of The Institution of Fire Engineers

Interpretation

1. a. In these Articles words standing in the first column of the table below shall bear the meanings set opposite them respectively in the second column if not inconsistent with the subject or context.
- b. Except where the context otherwise requires, words denoting any gender include all genders and reference to persons shall include corporations.
- c. Except where the context otherwise requires, words and expressions defined in the Act shall have the same meanings in these Articles.

Word	Meaning
Act	The Companies Act 1985 and 2006.
Institution	The Institution of Fire Engineers.
Articles	The Articles of Association and the regulations of the Institution from time to time in force.
Board	The Board of Directors of the Company.
Engineering Council Registrants' Director	A Board director elected by the Engineering Council Registrants.
International General Assembly Representative	A member of the International General Assembly.
International General Assembly	The International General Assembly referred to in Article 38.
Office	The Registered Office of the Institution or such other place as the Institution shall notify members in writing for the service of documents or proceedings.
Seal	The Common Seal of the Institution.
By-Laws	The By-Laws of the Institution for the time being in force.
United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Business Day	A day other than a Saturday, Sunday or public holiday in England when banks in London are open for business.
In writing	The representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
Document	Includes, unless otherwise specified, any document sent or supplied in electronic form.
Electronic form	Has the meaning given in section 1168 of the Companies Act 2006.



Corporate members	Members of the Institution who are Life Fellows, Fellows, Members and Associates.
Non-corporate members	Those members of the Institution who are Honorary Fellows, Graduates, Students, Licentiates and Technicians.
International President	The President of the Institution worldwide.
President	The President of a Branch.
Chair	The Chair of the Board.
Rules of Membership	The Rules of Membership of the Institution published from time to time by the Board.
Branch	An independent and autonomous body or association of members of the Institution within a defined geographical area licensed by the Institution to carry on activities as a legally distinct body under the name "Institution of Fire Engineers ____ Branch."
Group	A Group or body of members duly authorised to carry on activities under the name "Institution of Fire Engineers _____ Group."
Graduate	A member of the Institution having the title or grade of Graduate.
Leader	The Chair of the International General Assembly.
Voting Member	Any member who is a corporate member, Graduate, Licentiate or Technician.
Nominations Committee	The nominations committee established under these Articles.



Constitution

2. For the purpose of registration the number of members of The Institution is declared to be unlimited.
3. Such persons as shall be admitted in accordance with the Articles and no others, shall be members of the Institution and be entered on the Register as such, according to their titles and/or grades.
4. Any person may become a member of the Institution who according to the class in which he is placed, shall be qualified and elected as hereinafter mentioned and shall agree in writing to become such member, and shall pay any entrance fee prescribed and first subscription accordingly. A member shall also pay the appropriate entrance fee and subscription upon transferring from one grade and/or title of member to another grade and/or title.
5. There shall be Titles of membership termed Companions and Affiliates and Grades of membership termed Life Fellows, Fellows, Members, Associates, Graduates, Technicians and Students. The present classes of Licentiates and Honorary Fellows shall be retained but no further election to these classes of membership shall take place. The Board may award a person the title Honorary Fellow but such person shall not thereby become a member of the Institution.
6. The privileges and obligations, including liability to expulsion or suspension of members of each of the grades and titles for membership shall be such as the By-Laws prescribe. The qualifications, method and terms of admission to each of the grades and titles of membership shall be as determined from time to time by the Board and set out in the Rules of Membership.
7. The rights and privileges of any member shall not be transferable or transmissible by his own act or by operation of Law, except that a member may subject to the terms of the Articles appoint a proxy to attend and vote on his behalf at any General Meeting of the Institution.

General Meetings

8. The Annual General Meeting shall take place at such place as the Board may determine, and at such time as the Board shall appoint.
9. A General Meeting may be convened at any time by the Board and shall be convened on requisition in accordance with the provisions of Section 303 of the Act.
10. An Annual General Meeting and any General Meeting at which it is proposed to pass a resolution of which special notice has been given to the Institution shall be called by at least 21 days' notice in writing and any other General Meeting by at least 14 days' notice in writing (exclusive in either case of the day on which it is served and of day for which it is given) such notice shall be sent to the Auditors and to every member of the Institution. In the case of an Annual General Meeting the notice shall specify the meeting as such and in the case of any General Meeting shall set out any resolution to be proposed. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.
- 11a. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
 - i. notice of the proposed amendment is given to the Office in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than seven days before the meeting is to take place (or such later time as the Chair of the meeting may determine); and



- ii. the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 11b. A special resolution to be proposed at a General Meeting may be amended by special resolution if:
- i. the Chair of the meeting proposes the amendment at the General Meeting of which the resolution is to be proposed; and
 - ii. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
12. If within thirty minutes after the time fixed for holding the General Meeting a quorum is not present, the meeting if convened on a requisition under Article 9 shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place, and at such adjourned meeting the members present shall form a quorum.
13. Fifty members present in person or by proxy at the time when the meeting proceeds to business shall constitute a quorum for the purpose of an Annual General Meeting. Fifty members present in person or by proxy at the time when the meeting proceeds to business shall constitute a quorum for the purpose of a General Meeting.
14. The International President shall preside as Chair at every General Meeting and in his absence the Chair shall be Chair of the meeting, and if the Chair shall not be present the members present shall elect a Chair from amongst the corporate members present.
15. The decision of a General Meeting shall be ascertained by a show of hands unless after the show of hands a poll is forthwith demanded by the Chair of the meeting or at least ten of the members present at the meeting. The manner of taking a show of hands or a poll shall be at the discretion of the Chair. A declaration by the Chair that a resolution has been carried or carried unanimously or carried by a particular majority or lost and an entry in the minutes signed by the Chair shall be sufficient evidence of the decision of the General Meeting.
- 15i. At any general meeting each Voting Member shall have one vote. In the case of equality of votes the Chair shall have a second or casting vote; provided that this shall not interfere with the provision of the By-Laws as to election by ballot.
- a. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
 - b. If a poll is duly demanded (and the demand be not withdrawn) it shall be taken in such manner (including the use of electronic voting or ballot or voting papers or tickets) as the Chair may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chair may (and if so requested shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.



- c. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the Meeting) and place as the Chair may direct. No notice need be given of a poll not taken immediately.
 - d. 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 the poll has been demanded.
16. Each member shall be entitled to appoint a member of the Institution of any class as the proxy of such member to attend and vote at any General Meeting on their behalf.
17. An instrument appointing a proxy shall be in such form as the Board shall prescribe and shall be deemed to include the right to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it related.
18. An instrument appointing a proxy must be left at the Office not less than 48 hours before the time appointed for the meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
19. The acceptance or rejection of votes by the Chair shall be conclusive for the purpose of the decision of the matter in respect of which votes are tendered provided that the Chair may review such decision at the same meeting, if any error be then pointed out.

By-Laws

- 20a. The By-Laws shall regulate all matters by these Articles left to be prescribed by the By-Laws and all matters which, consistent with the Articles, shall be made the subject of By-Laws.
- 20b. Alterations in, and additions to, the By-Laws may be made by special resolution or by resolution of the Board.

Board

- 21a. The number of Directors shall be not more than 12, of whom:

one shall be the International President
one shall be elected by Engineering Council Registrant members from among their number
one shall be the Chief Executive Officer
up to 5 shall be elected by the Voting Members of the Company from among their number
up to 2 shall be elected by the International General Assembly
up to 2 may be co-opted to the Board in accordance with Article 21c.

Each Director (including co-opted Directors) shall, subject to compliance with the Act and any requirements of these Articles and the By-Laws in relation to any matter in which they have an interest, be entitled to vote at any meeting of the Board at which they are present.

- 21b. No member of the Board may be elected unless he or she has been recommended for election by the Nominations Committee.
- 21c. The Board may by majority resolution co-opt to the Board up to two persons who the Board consider



advantageous to the Board and who shall be willing to serve. Co-opted Directors shall not be required to be members of the Institution. All co-opted members of the Board shall serve for a maximum term of three years.

- 21d. Save as herein otherwise provided, the quorum necessary for the transaction of the business of the Board shall be fifty percent of the serving Board Directors.
- 22a. Two members of the Board (not including members of the Board co-opted in accordance with Article 21c) shall retire from the Board each year, but may be re-elected.
- 22b. Any member of the Board who has completed a maximum of three consecutive years in office shall retire from the Board and may be re-elected.
- 22c. The members of the Board due to retire from the Board each year shall, unless the Board agree otherwise amongst themselves, be chosen from those who have been longest in office and in the case of equal seniority, shall be chosen by ballot of members of the Board.
23. The Board shall nominate a Chair of their meetings and the period for which he is to hold office. In the case of equality of votes the Chair shall have a second or casting vote.
24. The election of members of the Board in place of those retiring at any Annual General Meeting shall be conducted in such manner as shall be prescribed by the By-Laws from time to time in force as provided by these Articles.
- 25a. The Board may, notwithstanding any vacancy in their body, fill any casual vacancy occurring among the ordinary members of the Board or in the office of International President (but excluding any member elected by the International General Assembly) caused by the retirement, resignation or removal of such member of the Board ("an Original Board Member") and the replacement member of the Board or International President (as the case may be) so appointed shall retire at the Annual General Meeting at which such Original Board Member would, in accordance with these Articles of Association, have been required to offer himself for re-election. Vacancies not filled at an Annual General Meeting shall also be deemed to be casual vacancies within the meaning of this Article. The period when filling a casual vacancy shall not be counted towards the term of office of any Board Member.
- 25b. The office of a member of the Board shall be vacated if:
- i. such a member shall fail to attend three consecutive meetings of the Board, or three meetings of the Board out of any consecutive five meetings of the Board and
 - ii. the Board resolves, following recommendation by the Chair of the Board that the office be vacated.
26. The Company Secretary and Treasurer, and other employees of the Institution, shall be appointed and removed in the manner prescribed in the By-Laws from time to time in force as provided by these Articles. Subject to the express provisions of the By-Laws and current employment legislation, employees of the Institution shall be appointed and may be removed by the Board.
27. The powers and duties of the employees of the Institution shall, subject to any express provision in the By-Laws, be determined by the Board. The duties of Company Secretary[and Treasurer] may be discharged by the same person.



Power of the Board

28. The government and control of the Institution and its affairs shall be vested in the Board subject to the provisions of the Act and the Articles and to the By-Laws. The business of the Board shall be conducted in such manner as the Board may from time to time prescribe.
- 29a. The Treasurer may with the consent of the Board invest in the name of the Institution in or upon any authorised securities as defined in the first schedule Trustee Investments Act 1961. Provided always that monies subject or representing property subject to the jurisdiction of OSCR shall only be invested in such securities and with such sanctions as shall for the time being be prescribed by law.
- The Board may borrow monies for the purposes of the Institution whether without security or secured on the property of the Institution. The Board may realise the investments of the Institution.
- 30a. The Board may appoint Committees and Sub-Committees to carry out the work of the Institution, the membership of which shall be determined by the Board. The Board may delegate any of its powers and duties to any Committee subject to the decisions of such Committees being reported to the Board and the International President shall ex-officio, be a member of all Committees of the Board.
- 30b. Without prejudice to the generality of Article 30a, there shall be a Nominations Committee which shall comprise three Directors nominated by the Board and three representatives nominated by the International General Assembly. The Directors shall agree terms of reference and regulations for the operation of the Nominations Committee that are consistent with the Memorandum and these Articles.
- 30c. The Board may at its discretion nominate any member of the Institution to serve as its representative on the committee or board of any other organisation.
- 30d. The Board may at its discretion employ any part of the funds of the Institution in the payment of lecturers and the foundation or grant of scholarships, exhibitions, prizes and medals in connection with any of the objects of the Institution, or of the examinations held by the Institution.
31. Travelling and other out-of-pocket expenses may be repaid by the Institution to members of the Board and members of Committees and sub-committees of the Board attending meetings, or otherwise engaged on Institution business with the authority of the Board. The Board may also authorise the payment of fees or other reasonable expenses to meet all or part of the expenses incurred by persons requested by the Board to assist the Institution.
32. The Board may regulate its own procedure and the procedure of any Committee appointed by it.
33. All communications to the Institution, unless otherwise determined shall be the property of the Institution, and shall be published only by authority of the Board.
34. None of the property or documents of the Institution may be removed from its premises or meetings without the written consent of the Board.

Accounts and Audit

35. The register of members, reports of the Board, annual audited accounts, minutes of Board meetings and public records of the Institution shall at all times be open to the inspection of the members, subject to such reasonable restrictions as to time and manner of such inspection as shall from time to



time be imposed by the Institution in the General Meeting.

36. A copy of every Balance Sheet and Income and Expenditure Account which is to be laid before a General Meeting of the Institution (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Board's Report shall not less than 21 days before the date of the meeting be sent to every member.
37. Auditors shall be appointed and their duties regulated in accordance with the Act.

International General Assembly

- 38a. The Board may authorise the formation of an International General Assembly.
- 38b. The International General Assembly shall be constituted and elected and its procedures and proceedings shall be governed in accordance with rules and regulations laid down from time to time in the By-Laws.

Branches and Groups

- 39a. The Board may when and where necessary authorise the formation of Branches and/or Groups. Such Branches and/or Groups shall be conducted according to the Articles and the By-Laws.
- 39b. Groups will normally be formed by, and within Branches, where a sub-division is necessary to achieve an advantageous distribution of the work of the Institution within the Branch, but special interest groups may be established on a non-geographic basis for the purpose of facilitating the objectives of the Institution.
40. The appropriation and contribution of funds of the Institution towards the expenses of Branches and/or Groups consistent with the objects of the Institution shall be at the sole discretion of the Board and the Institution shall not be responsible for any liability incurred by or on behalf of any Branch or Group of the Institution beyond any amount previously appropriated or contributed for any specified purpose by the Board.
41. Branches shall be conducted, governed and managed in accordance with the Constitution and Rules for Branches and Groups.
42. Branches outside the United Kingdom shall be responsible for the conduct and control of examinations in their particular country in accordance with the regulations prescribed by the Board from time to time.

Winding Up

43. The Provision in Clause VII of the Memorandum of Association shall have effect as if the same were repeated in the Articles.

Means of communication to be used

- 44a. Subject to these Articles, anything sent or supplied by or to the Institution under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Institution.



- 44b. Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that member of the Board has asked to be sent or supplied with such notices or documents for the time being.
- 44c. A member of the Board may agree with the Institution that notices or documents sent to that member of the Board in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 44d. Save as provided in Article 44(c), any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- i. if properly addressed and sent by prepaid United Kingdom second class post to an address in the United Kingdom, 48 hours after it was posted (or ten Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by airmail addressed to the intended recipient;
 - ii. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - iii. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - iv. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

- 44e. In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

Indemnity and insurance

- 45a. Subject to Article 45b, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
- i. each relevant officer shall be indemnified out of the Institution's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Institution's (or any associated company's) affairs; and
 - ii. the Institution may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article



45a(i) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

45b. This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

45c. The Directors may decide to purchase and maintain insurance, at the expense of the Institution, for the benefit of any relevant officer in respect of any relevant loss.

45d. In this Article:

- i. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- ii. a relevant loss means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Institution or any associated company; and
- iii. a relevant officer means any director of the Institution or an associated company, but excluding in each case any person engaged by the Institution (or associated company) as auditor (whether or not he is also a director), to the extent he acts in his capacity as auditor).



Schedule of By-Laws

BY-LAWS made pursuant to Article 20 of the Articles of Association of the Institution

INTERPRETATION

1. In these By-Laws words defined in Article 1 of the Articles of Association of The Institution of Fire Engineers shall have the meanings therein assigned to them and such Article shall apply mutatus mutandis in all respects to these presents.

STUDENTS

2. The Board may elect into the grade of Student, a person who, to the satisfaction of the Board, meets the requirements for the Student grade contained in the Institution's Rules of Membership.

TECHNICIANS

3. The Board may elect or transfer into the grade of Technician, a person who, to the satisfaction of the Board, meets the requirements for the Technician grade contained in the Institution's Rules of Membership.

GRADUATES

4. The Board may elect or transfer into the grade of Graduate, a person who, to the satisfaction of the Board, meets the requirements for the Graduate grade contained in the Institution's Rules of Membership.

ASSOCIATES

5. The Board may elect or transfer into the grade of Associate, a person who, to the satisfaction of the Board, meets the requirements for the Associate grade contained in the Institution's Rules of Membership.

MEMBERS

6. The Board may elect or transfer into the grade of Member, a person who, to the satisfaction of the Board, meets the requirements for the Member grade contained in the Institution's Rules of Membership.

FELLOWS

7. The Board may elect or transfer into the grade of Fellow, a person who, to the satisfaction of the Board, meets the requirements for the Fellow grade contained in the Institution's Rules of Membership.

LIFE FELLOWS

8. The Board may elect as a Life Fellow, a Fellow who has given outstanding service to the Institution for many years. Life Fellows shall not normally be under the age of 60 years and at any one time the number of Life Fellows shall not exceed six. The grade of Life Fellow shall carry the same rights and privileges as that of the grade of Fellow.

AFFILIATES

9. The Board shall have the power to elect as Affiliates such individuals or bodies as desire to support the aims and activities of the Institution. Every Affiliate shall be entitled to receive a copy of the Institution's circulated publications during the period covered by their subscription.

COMPANIONS

10. The Board may elect as a Companion, persons of eminent scientific attainment or distinguished standing, or members of the Institution, who have given outstanding service to the Institution. Companions may be elected for such a period as the Board considers appropriate.

HONORARY FELLOWS

11. The Board may elect Honorary Fellows, who may for professional purposes use the designatory title Hon FIFireE but shall not be members of the Institution. Honorary Fellows shall nevertheless be entitled to receive all circulated publications of the Institution.



Privileges of membership

12. Life Fellows, Fellows, Companions, Members, Associates, Graduates, Technicians and Licentiates may for professional purposes use the following designatory titles for indicating membership of the Institution in the title and various grades. They shall also receive all circulated publications of the Institution.

Life Fellow	FIFireE (Life)
Companion*	CIFireE
Fellow	FIFireE
Member	MIFireE
Associate	AIFireE
Graduate	GIFireE
Technician	TIFireE
Licentiate	LIFireE

*note: where members are entitled to use a designatory title for a grade of membership, and are awarded the title of Companion, the member may prefix the appropriate grade designation with the letter C. For example, a Member (MIFireE) who is awarded the title Companion, would use the designatory title CMIFireE, and it would be normal to address such a member as a Companion Member.

13. Subject to such regulations as the Board may from time to time prescribe every member shall be supplied with a Certificate of his membership and a membership card. Every such Certificate and membership card shall remain the property of, and shall on demand be returned to the Institution.
14. The Board shall cause to be held examinations that provide a means to meet the academic requirements for those seeking to be elected/transferred as Members, seeking to be elected as Graduates, seeking to be elected as Technicians, and for those wishing to sit introductory examinations. Fees to be paid by candidates shall be decided by the Board from time to time.
15. The annual subscriptions may be fixed by the Board from time to time for any class of member.
16. All subscriptions shall be payable in advance and shall become due on such date in each financial year as shall be determined by the Board; and the subscription of each member shall date from the first day in the financial year of the member's election and shall entitle that member to proceedings published during that financial year.
17. In the case of each member elected in the last three months of any financial year, the first subscription shall cover both the year of election and the succeeding year, and shall entitle the person elected to the proceedings published after his or her election.
18. Members of at least 15 years standing may, from the 1st January in the financial year following the attainment of the age of 65, make a payment of twice the Fellowship annual subscription which shall entitle them to remain members in the appropriate class during their life-time without the payment of any further annual subscription.

Code of Conduct

- 19a. If in the opinion of the Board any Life Fellow, Companion, Fellow, Honorary Fellow, Member,



Associate, Graduate, Technician, Licentiate, Student or Affiliate is guilty of dishonourable or unprofessional conduct or of conduct prejudicially affecting the interests of the Institution, he or she may be suspended from membership for any period not exceeding two years, as the Board may determine, or may be required to resign his or her membership or have his or her name struck off the membership roll.

- 19b. Any proposal that a member shall be suspended from membership or be required to resign his or her membership or have his or her name struck off the membership roll shall be made at a meeting of the Board of which not less than twenty-one days' notice shall be given to the Board and to the member concerned stating the proposal to be considered at the meeting.
- 19c. No member shall be suspended or required to resign his or her membership or expelled by having his or her name struck off the membership roll except by a resolution passed by not less than two-thirds of the members of the Board present and voting at the meeting of the Board at which at least eight members of the Board shall vote and unless he or she shall first have had an opportunity of being heard by himself or herself or his or her agent in defence, of cross-examining witnesses called against him or her and of calling witnesses on his or her own behalf, or in the case of a member who is for the time being resident abroad an opportunity of submitting a statement in writing of his or her defence.
- 19d. If any member who, in pursuance of the foregoing provisions is called upon to resign his or her membership fails to do so within seven days from the date of the requirement, the Board shall strike his or her name off the membership roll.
- 19e. When a member's name is struck off the membership roll he or she shall, thereupon, cease to be a member of the Institution and to have any rights as a member.
- 20a. The name of any person shall, ipso facto, be struck off the membership roll in the event of such person's annual subscription being in arrears for twelve months from date of the same becoming payable; provided always that the Board may suspend the operation of this By-Law whenever it may think fit so to do.
- 20b. No member, shall be entitled to receive any of the Institution's publications, Ballot papers, membership cards or certificates if they are in arrears with their subscriptions for such a period of time as has been presented by the Board except where the Board have suspended the operation of this By-Law.
- 20c. Any member of the Institution who under the provisions of this By-Law or By-Law 20 resigns or is required to resign his or her membership or whose name is struck off the membership roll or who otherwise ceases to be a member of the Institution shall:
- (i) remain liable to pay the amount of his current annual subscription and any other sums due to the Institution, and
 - (ii) be forbidden to use any of the distinctive titles of the Institution as set out in By-Law 13.
- 21a. If any member of the Board shall become bankrupt or insolvent or compound with his or her creditors or become of unsound mind or be convicted of an indictable offence or shall by writing resign his or her office or shall for any cause cease to be a member of the Institution, he or she shall ipso facto and immediately cease to be a member of the Board.
- 21b. If any member of the Institution shall become bankrupt or insolvent or compound with his or her creditors or become of unsound mind or be convicted of an indictable offence, he or she shall be disqualified from being elected as an ordinary member of the Board.



22. The Board may at its discretion reinstate in his former class any person upon payment of all arrears and subscriptions or such part of all arrears and subscriptions as the Board may determine.

Applications for membership

23. Every application for election to each class of membership shall be made in the form stipulated by the Board, through its sub-committees, for that purpose and shall be completed and forwarded to the Institution's Head Office.

Award of Companion

- 24a. The Board may award a person who in their opinion is qualified in accordance with By-Law 10 the title of Companion. A proposal to this effect made by one member of the Board and seconded by two others shall be made at a Board meeting and a ballot for election shall take place at the next convenient meeting of the Board after consultation has taken place with the appropriate Branch of the Institution.
- 24b. Any Branch of the Institution shall have the right by resolution to nominate any member for the award of Companion (if in the opinion of the Branch Council such member is qualified in accordance with By-Law 10). In such cases the Branch Secretary shall forward to the Company Secretary a copy of the Branch Resolution offering the nomination and signed by the Branch President. A ballot for election shall take place at the next convenient meeting of the Board.
- 24c. The award of Companion under paragraphs (a) and (b) of this By-Law will only be approved by the Board after careful examination of the individual's credentials and suitability under By-Law 10. Companion being the premier title of the Institution will only be conferred on persons who have given outstanding service to the Institution at either Branch or National level.

Election of members of Board

- 25a. The International President shall be appointed annually at the Annual General Meeting by the Board. Those eligible to be appointed shall be the serving members of the Board with at least one year of their three year term left to serve. No person may hold the office of International President for more than one consecutive annual term.
- 25b. Proposals for the election of ordinary members to the Board may be made by Voting Members by notice in writing to the Company Secretary not later than the deadline advertised by the Board in advance. Such proposals shall be supported by a Proposer and Secunder and supported by three other members and also by the person nominated signifying consent. Nominees will be required to demonstrate their capacity to fulfil the criteria for appointment laid down by the Nominations Committee based on their experience and expertise and their record in the Institution.

The Nominations Committee will then nominate candidates from those proposed for the approval of Voting Members. A ballot shall take place and a ballot list of all nominees recommended for election by the Nominations Committee, together with a brief description of their record in the Institution shall be forwarded to each member.

After members have recorded their votes, they shall be returned electronically or by such other method stipulated by the Nominations Committee to the Company Secretary before the deadline communicated and not later than seven days prior to the date of the Annual General Meeting. An electronic receipt for all electronic votes received will be issued by the Company Secretary. The



electronic votes shall be counted prior to the Annual General Meeting, by the Company Secretary and one member of the Board who is not a candidate in the election. According to the number of vacancies occurring, those candidates receiving the majority of votes shall be declared elected members of the Board. In the case of equality of votes the International President shall be entitled to a second or casting vote and his or her decision shall be final and conclusive.

- 25c. The members of the Board elected by the International General Assembly shall be elected by ballot of the International General Assembly. Nominations shall be proposed by an International General Assembly Representative and seconded by two other International General Assembly Representatives and also by the person nominated signifying consent. Nominations shall be forwarded to the Company Secretary. A ballot shall take place and a ballot list of all nominees together with a brief description of their record in the Institution shall be forwarded to each International General Assembly Representative. After members have recorded their vote they shall be returned electronically or by such other method stipulated by the Board to the Company Secretary.

The electronic votes shall be counted prior to the Annual General Meeting, by the Company Secretary and one member of the Board who is not a candidate in the election. According to the number of vacancies occurring those candidates receiving the highest number of votes shall be declared elected. In the case of equality of votes, the Leader of the International General Assembly shall be entitled to a second vote.

Any casual vacancy occurring for a member of the Board elected by the International General Assembly may be filled by an International General Assembly Representative.

- 25d. The member of the Board elected by the Engineering Council Registrants ("IFERG") shall be elected by ballot of the members of IFERG. Nominations shall be signed by a proposer who is an IFERG member and seconded by two other IFERG members and also by the person nominated signifying consent. Nominations shall be forwarded to the Company Secretary. A ballot shall take place and a ballot list of all nominees together with a brief description of their record in the Institution shall be forwarded to each IFERG member. After members have recorded their vote the ballot paper shall be returned electronically or by such other method stipulated by the Board to the Company Secretary.

The electronic votes shall be counted prior to the Annual General Meeting, by the Company Secretary and one member of the Board who is not a candidate in the election. According to the number of vacancies occurring those candidates receiving the highest number of votes shall be declared elected. In the case of equality of votes, the outgoing Engineering Council Registrants' Director shall be entitled to a second vote.

Any casual vacancy occurring for a member of the Board elected by IFERG may be filled by a member nominated by IFERG

Appointment and duties of officers

26. The Chief Executive Officer and Company Secretary of the Institution shall be appointed by the Board on such terms as it thinks fit as and when a vacancy occurs and shall, subject to current employment legislation, be removable by the Board. The remuneration of the Chief Executive Officer and the Company Secretary shall be decided and reviewed annually by the Board.
27. It shall be the duty of the Chief Executive Officer of the Institution to work to achieve the direction of the Board, to lead Institution staff, deliver services, manage the Institution's resources and report to the Board on governance, operational and financial matters. The Company Secretary should also advise the Board on matters of regulation and statutory compliance, and attend all meetings of the



Board and be suitably represented at all meetings of the Board's Committees ensuring the taking of the minutes of proceedings and distribution of papers. The Chief Executive Officer shall carry out all duties in accordance with his or her job description.

28. In the event of the appointment of an Honorary General Secretary to the Institution the Board shall allocate duties to meet the special circumstances of the case.
29. A member of the Board may participate in a meeting of the Board or a committee of the Board of which he or she is a member by means of a conference, telephone or similar communicating equipment whereby all persons participating in that meeting can hear and/or see each other and provided that at all times there are not less than four members of the Board present in person. Participating in a meeting in this matter shall be deemed to constitute presence in person at the meeting. Subject to disclosure in accordance with Section 177 of the Companies Act 2006, a member of the Board shall be entitled to vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Institution.

Proceedings at the Annual General Meeting

30. The proceedings at the Annual General Meeting shall, as far as practicable, conform to the following order:
 1. The Annual General Meeting shall commence at such hour as the Board may advise.
 2. The minutes of the previous meeting shall be submitted to the meeting for approval. After being approved as correct they shall be signed by the Chair, being the current International President.
 3. The Annual Report of the Board shall be presented for adoption.
 4. The audited statutory accounts for the financial year ended shall be presented for adoption.
 5. The International President shall be installed by the outgoing International President.
 6. The result of the ballot for Board election shall be declared to the meeting by the Company Secretary.
 7. The Auditors are appointed for the current year.
 8. Any other business of which due notice shall have been given, shall be taken.
31. The Board may invite to the Annual General Meeting any person or persons who, in the opinion of the Board, are interested in the work and objects of the Institution. During such portion of the meeting as may be devoted to any business connected with the management of the Institution, visitors may be requested by the Chair to withdraw if any member asks that this shall be done and it shall be agreed by vote, unless his or her presence is a statutory requirement.
32. Every voting member shall be provided with voting cards prior to entering the meeting room.
33. All donations or grants to the Institution shall be enumerated in the Annual Report of the Board presented to the Annual General Meeting.

Notices

34. Seven clear days' notice at least normally shall be given of every meeting of the Board and its Committees. Such notice shall specify generally the business to be transacted by the Meeting. No business involving the expenditure of the funds of the Institution not included in approved budgets shall be transacted at any Board Meeting unless specified in the notice convening the Meeting or



Committee Meeting.

35. A notice may be served by the Board on any member of the Institution either personally or by sending it through the post or by any other method provided for under the Act.

Branches and Groups

36. The Board shall approve a Model Constitution and Rules for Branches, Groups and Special Interest Groups, which shall be published as an Annex to the Articles of Association. The Constitution and Rules for the government and management of each Branch, Group and Special Interest Group shall be first approved by the Board and shall be either:
- 36a. the same as the Model Constitution and Rules for Branches, or
- 36b. as similar to the Model Constitution and Rules for Branches as circumstances permit, due allowance being made for laws appropriate to the country in which the Branch operates, but without prejudice to the generality of the foregoing, including the following minimum provisions:
- i. Name: The Name shall be in a form identical to rule 1 of the Model Constitution and Rules for Branches.
 - ii. Object: The Object shall be in a form identical to rule 2 of the Model Constitution and Rules for Branches and must be stated in full without alteration.
 - iii. Membership: The rules relating to membership shall be in a form identical to the Model Constitution and Rules for Branches.
 - iv. Meetings: A Provision shall state that the Annual General Meeting may be held at a time other than the month specified in the Model Constitution for Branches subject to the approval of the Board. Further, provision must be made for the calling of General Meetings both by the Branch Council and by the membership.
 - v. Alterations: Shall be in a form identical to the Model Constitution and Rules for Branches.
37. The Board may upon receipt of a request to that effect from a sufficient number of members of the Institution resident in any district authorise the formation of a Group or number of Groups within the area of a Branch where it is deemed that such action will further the aims of the Institution.
38. There shall be such number of Branches and Special Interest Groups as the Board may from time to time determine.
39. Each Branch shall be conducted, governed and managed by a Branch Council which shall consist of a President, Vice President and such numbers of members as may be prescribed by the Board. The number of Branch council members should not exceed eleven and normally all such members should be resident wherein the Branch is established.
40. All Branches outside the United Kingdom shall pay to the Board such subscriptions and fees as may be prescribed by the Board.
41. Each Branch shall send a copy of their properly prepared and independently audited annual accounts to the Company Secretary immediately following their acceptance at the Branch Annual General Meeting and such further explanation of their accounts as the Board may from time to time require.
42. The attached Model Constitution and Rules for Branches should be signed by the Branch President and Branch Secretary and approved and adopted by the Branch Council of each branch.



International General Assembly

43. The Constitution and Rules for the government and management of the International General Assembly shall be first approved by the Board. Unless otherwise agreed by the Board or as herein provided, the provisions of the Institution's Articles of Association and By-Laws shall, mutatis mutandis, apply to the Constitution and Rules for the government and management of the International General Assembly.
44. Each constituted Branch and Special Interest Group of the Institution is entitled to elect one International General Assembly Representative to attend International General Assembly meetings. The Branch or Special Interest Group Representative (as the case may be) must hold a minimum grade of Graduate to serve as the Branch or Special Interest Group Representative. The Branch or Special Interest Group may set additional criteria for election to the position of International General Assembly Representative.

The procedure is as follows:

- Each International General Assembly Representative will be elected by an open, transparent and democratic process, which will be approved and published by the Branch Council or Special Interest Group Committee (as the case may be) with a copy forwarded to the Company Secretary.
 - The Branch Secretary or Special Interest Group Honorary Secretary (as the case may be) shall send in writing the name of the duly elected International General Assembly Representative to the Company Secretary so as to arrive not later than the first day of May in the year of election.
45. Fifteen International General Assembly Representatives present in person, or by proxy at the time of the start of business, will constitute a quorum of the International General Assembly. If a quorum is not present, the meeting may continue but any decisions taken will require subsequent ratification by the International General Assembly.
46. The International General Assembly shall elect a Leader and Vice Leader and determine the period for which he is to hold office, but if no such Leader and Vice Leader are elected, or if at any meeting the Leader or Vice Leader are not present 5 minutes after the scheduled start time, the International General Assembly Representatives present may choose one of their number to be chair of the meeting.
47. Business decisions of International General Assembly meetings shall be ascertained by a poll normally in the form of a show of hands. On a poll, each International General Assembly Representative of a Branch shall (subject to the Branch having a minimum of 25 members) have one vote for every 50 members (or part thereof) in the Branch by which they were elected (as recorded in the most recent records held by the Institution at Head Office).
48. In the event that an International General Assembly Representative is unable to attend a meeting of the International General Assembly, the Branch or Special Interest Group may nominate another member of the Branch or Special Interest Group to act as the Branch or Special Interest Group designated alternate and may also remove from office any alternate so appointed. Notice of any such appointment must be given to the Leader of the International General Assembly and Company Secretary not less than twenty-one days before the appointment is to take effect. An alternate will be entitled to receive copies of all documents available to International General Assembly Representatives, attend and perform all the functions of their principal Branch or Special Interest Group representative, in his or her absence.



Standing Orders

Order and conduct of business at meetings of the Institution

1. The business at meetings shall proceed in the following order except that (a) the Chair may, in his discretion, bring forward any business at any stage: and (b) any item of business may, on cause shown and with the consent of the meeting, be taken out of its order.
 - (1) Welcome and apologies for absence.
 - (2) Minutes of the previous meeting.
 - (3) Matters arising.
 - (4) Items appearing on the published agenda, including any election matters and reports.
 - (5) Any other business.
 - (6) Motions of which notice has been given immediately after the reading of minutes to be taken up provided three-quarters of the members present consent.

Chair's Power of Adjournment

2. The Chair of the Meeting shall be entitled, in the event of disorder arising at any Meeting, or a quorum not being present, to adjourn the meeting to a time he may then or afterwards fix.

Obstructive and offensive conduct

3. Any member guilty of the above may be suspended for the remainder of the sitting if a motion thereupon be moved and seconded and supported by at least three-quarters of the members present.

Items of new business

4. Any matter of new business not appearing on the agenda may be raised under Any Other Business. However, the time allocated to a new item of business will normally be limited to 10 minutes and normally those present are restricted to raising only one new item of business under Any Other Business.

Minutes

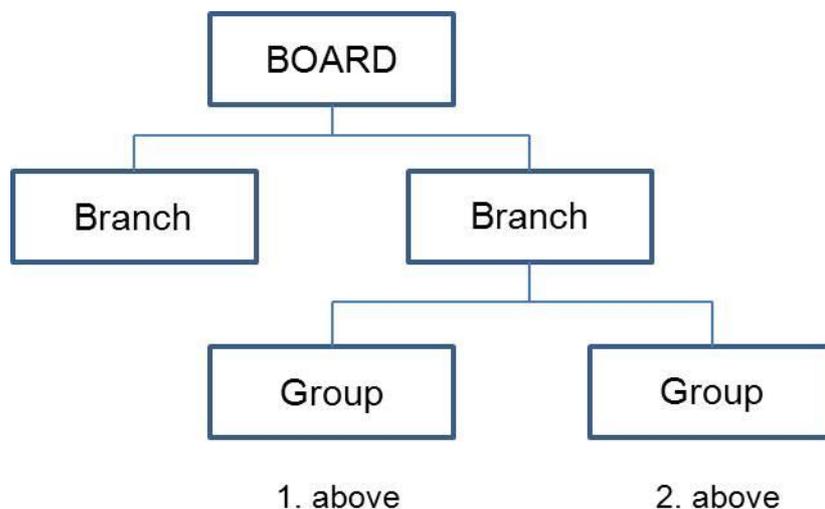
5. Minutes of all meetings of the Board, Annual General Meetings, International General Assembly meetings and committee meetings shall be taken by a member of Institution staff who will send the Chair a draft for approval prior to circulation.
6. Presentations, seminars, conferences, workshops and other informal gatherings do not require formal minutes to be taken.



Constitution and Rules for Branches, Groups and Special Interest Groups

General

1. In order to function effectively the Institution has Branches throughout the world. In some cases the Branch covers an entire country, in other instances a State or some similar sub-division.
2. In the interest of promoting the objectives of the Institution a Branch may allow the formation of Group(s) within its area. Any Group(s) formed should continue to participate in the parent Branches activities. In addition, in the interest of promoting the objectives of the Institution, the Board may allow the formation of Special Interest Groups which shall be independent of Branches.
3. A diagrammatic illustration of the various structures achievable with Branches, Groups and Special Interest Groups is shown below.
4. The attached Model Constitution and Rules for Branches, Groups and Special Interest Groups are approved by the Board. Attention is drawn to the Articles of Association By-Law 40, which limits changes to some rules within the Model. The Model shall be taken as a guide, and local requirements should be incorporated as appropriate.
5. All Branch, Group and Special Interest Group constitutions must first be submitted to the Board for approval, by sending it to the Company Secretary in the first instance, and shall only become operative following approval by the Board and a formal copy of the aforesaid constitution, carrying the signature of the International President, will then be lodged with the Branch and Group (as the case may be) and at the Institution's Head Office.





Annex A

Model Constitution and Rules for Branches

1. Name

The name of the Branch shall be the _____ Branch of the Institution of Fire Engineers, and shall bear the short title of the _____ Branch.

2. Object

To foster and support the Institution of Fire Engineers in its object, and so far as is possible within the structure of the Branch, to subscribe to and carry out the object, namely:

To promote, encourage and improve the science and practice of Fire Extinction, Fire Prevention, and Fire Engineering, and all operations and expedients connected therewith, and to give an impulse to ideas likely to be useful in connection with, or in relation to, such science and practice to the members of the Institution and the community at large.

In furtherance of the above object, and ancillary to it, the Branch may:

- (a) Enable members to meet and to correspond and to facilitate the interchange of ideas respecting the improvements in the various branches of the said science, and the publication and communication of information on such subjects and to coordinate and encourage Groups within the Branch.
- (b) Do all other things incidental or conducive to the attainment of the above or any of them.
- (c) Do all in its power to prepare and produce suitable candidates for membership of the Institution as requisite and to encourage and assist members to attain corporate membership.

3. Membership

- (a) All grades of membership shall be eligible for membership of the Branch and the Institution as long as they are not in arrears with annual subscriptions.
- (b) Every Branch member shall, on joining the Branch and on the first day of January in each year, pay an annual subscription of an amount to be decided by the members of the Branch at a General Meeting (*or, to be decided by resolution of the Branch Council*).

In the case of Groups the subscription shall be collected by the Group Treasurer, who shall retain an agreed percentage of the subscription to meet Group expenses and remit the remainder to the Branch Treasurer. The amount of subscriptions and the percentage to be retained by the Group shall be determined by the Branch. (*NB This paragraph may be used when the Branch Council resolve within the Branch Constitution to provide for Groups to collect the annual subscription on behalf of the Branch*).

- (c) A member of a Branch shall have that membership terminated in the event of such person's annual subscriptions being in arrears for twelve months from the date of the same becoming payable, subject to notice being given in such manner as the Branch deems fit.



- (d) In the case of each member elected in the last three months of any financial year, the first subscription shall cover both the year of election and the succeeding year.
- (e) Members of at least 15 years standing, may from the 1st January in the financial year following the attainment of the age of 65, make a payment of twice the annual Fellowship subscription which shall entitle them to remain members of the Branch during their lifetime without the payment of any further annual subscriptions.

4. Meetings

- (a) An Annual General Meeting shall be held in or about the month of _____ each year at which the audited accounts of the previous year shall be submitted for approval and the Branch Council and officers for the ensuing year shall take office, having been elected in accordance with Rule 5.
- (b) General Meetings shall be held as required at times and places to be determined by the Branch Council, notice of which shall be communicated in writing to all members of the Branch not less than nine days prior to the day of the Meeting. Such notices shall specify the exact business to be discussed at the Meeting, and no business shall be transacted or resolution proposed of which notice has not been given.
- (c) On a requisition in writing signed by or on behalf of ten members being received by the Secretary, a General Meeting shall be called forthwith giving at least nine days and not more than twenty- one days notice thereof. Such notice shall specify the exact business to be discussed at the Meeting, and no business shall be transacted or resolution proposed of which such notice has not been given.
- (d) Every member present at a Branch Meeting, irrespective of class, shall have one vote, but in cases of equality of voting, the Branch President shall have a second or casting vote.

5. Branch Council & Officers

- (a) The Branch shall elect members from within the Branch to form a Branch Council.
- (b) Branch Council shall consist of a President, Vice President, Secretary and Treasurer (which office may be joined with that of Secretary) and other members. The President shall be appointed by the Branch Council from members serving on the Branch Council. The office of President shall not be held by the same person for longer than three consecutive years.
- (c) All members of the Branch of any class shall be eligible for election as officers or to the Branch Council, subject only to members, other than Life Fellows, Fellows, Members and Associate Members, not exceeding one-third of the total number of members of the Branch Council.
- (d) The Branch Council shall appoint a suitably qualified person as Auditor.
- (e) The officers other than the Auditor shall be entitled to be present and vote at all Meetings of the Branch Council.
- (f) Where Group(s) are formed they shall be entitled to have one or more members of the Branch Council depending on the numbers of members in the Group i.e. 1-29 Groups



members - one elected representative of Branch Council, 30 or more Group members - two elected representatives on Branch Council. (NB This paragraph is an option for Branches where it is appropriate to have Groups represented on the Branch Council.)

- (g) The Branch Council shall hold office for one year and unless those members of the Branch at a General Meeting have decided otherwise, all members of the Branch Council shall be eligible for re-election.
- (h) Nominations for officers and membership of the Branch Council, proposed by a member of the Branch and seconded by two other members, should be addressed to the Branch Secretary so as to arrive not later than (Specify the actual date appropriate to finalising a ballot prior to the Annual General Meeting)
- (i) A ballot shall take place to fill membership on Branch Council. Ballots shall be cast in sealed envelopes and counted by a sub-committee appointed by Branch Council. Vacancies shall be filled by the highest polling candidate(s), subject to rule 5 (c) above. If as a result of the Ballot the number of Corporate members elected to Branch Council is less than two thirds, then the vacancy will be filled by the next highest Corporate member. The results of the Ballot and the number of votes for each person shall be declared at the Annual General Meeting.

6. *Proceedings, Powers and Duties of the Branch Council*

- (a) The Branch Council shall have the power to co-opt for a specific purpose any member of the Branch to serve on the Branch Council and to fill any casual vacancy occurring therein.
- (b) The Branch Council may determine their own quorum, may regulate their own procedure (other than the appointment of a Chair when either the President or Vice President are present) and the procedure of any Sub-Committee appointed by them, and may delegate their powers and discretion to Sub Committees consisting of a quorum to include a Chair or elected Chair and three members; the Chair to have a second or casting vote.
- (c) The Branch Council shall manage the property, proceedings and affairs of the Branch, and shall exercise all powers of the Branch which are not required to be exercised by the Branch in General Meetings, subject to any Regulations from time to time made by the Branch in a General Meeting.
- (d) The Branch Council shall not have the power to refuse membership to the Branch, but shall report any Reason for wishing to decline specific membership to the Board of Directors. Where the Branch wish to terminate a membership, then it shall be reported to the Board of Directors for approval.
- (e) The Branch Council shall meet at times and places to be determined by itself, but if the Honorary Secretary should receive notice in writing from three members of the Branch Council requesting that a Meeting of the Branch Council be called, the Honorary Secretary shall do so forthwith, giving at least nine and not more than twenty one days notice thereof.
- (f) It shall be the duty of the Branch Council to ensure that a copy of the Annual Report, Audited Accounts and the Minutes of the Annual General Meeting are forwarded as soon as possible to the Board of Directors.
- (g) The Branch Council shall not take any action not in accordance with the general policy of



the Institution and any resolution, either of the Branch Council or a General Meeting, which in any way affects matters of policy must be submitted forthwith to the Board of Directors.

- (h) The President and Treasurer shall be empowered to incur approved expense on behalf of the Branch and Branch Council, and be authorised to operate a current banking account for this purpose and shall notify the Branch Council of any action taken under this ruling.

7. Groups

- (a) The Branch may be divided into such Groups as the Branch Council may determine from time to time.

8. Alteration of Constitution

This Constitution shall not be altered or added to except at a General Meeting of the Branch at which such alteration or addition is approved by at least two-thirds of the members present, notice of the proposed alteration having been given to members. NB Before becoming operative any such alteration shall require confirmation by the Board of the Institution in accordance with the Institution's By-Laws.

Approved at a Branch meeting held on the _____ day of 20

Signed: _____ Branch
Branch President Branch Secretary

Approved by the Board of Directors
Minute No _____ Dated: _____ day of 20

Signed: _____ Chairman, Board of Directors



Annex B

Model Constitution and Rules for Groups

1. **Name**

The name of the Group shall be the _____ Group.

2. **Object**

To foster and support the Institution of Fire Engineers in its object and, so far as is possible, within the structure of the Group to subscribe to and carry out the object namely:

To promote, encourage and improve the science and practice of Fire Extinction, Fire Prevention, and Fire Engineering, and all operations and expedients connected therewith, and to give an impulse to ideas likely to be useful in connection with or in relation to such science and practice, to the members of the Institution and the community at large.

In furtherance to the above object, and ancillary to it, a Group may:

- (a) Enable members to meet and to correspond, and to facilitate the interchange of ideas respecting improvements in the various branches of the said science, and the publication and communication of information on such subjects.
- (b) Do all other things incidental or conducive to the attainment of the above, or any of them.
- (c) Do all in its power to prepare and produce suitable candidates for membership of the Institution as requisite and to encourage and assist members to attain corporate membership.

3. **Membership**

The rules of membership according to the Constitution of the _____ Branch shall at all times be accepted as the Rules governing the Group membership and anyone who is resident in, or carries on the profession of Fire Engineering in the territory of the _____ Group shall be admitted to membership of the Group provided that they have qualified for membership in accordance with the appropriate Rules of the aforementioned Branch Constitution and which are reproduced as an Appendix to these Rules.

4. **Meetings**

- (a) An Annual General Meeting of the Group shall be held in or about the month of _____ of each year, at which meeting the accounts of the previous year shall be submitted by the retiring Committee for approval and at which the new Committee members appointed in accordance with Rule 5(a) shall assume office.
- (b) In addition to the Annual General Meeting the Group shall attempt to hold at least five General Meetings per annum, but unless otherwise directed by the Committee or unless summoned in accordance with Rule 4(d) or (e) the meetings may be devoted entirely to educational talks, films, and/or visits and no other business need be discussed or minutes read.



- (c) All of the above meetings shall be open by invitation to all members of the Branch, sufficient copies of the notice of the Meeting being sent to the Honorary Secretaries of the other Groups within the Branch for circulation to members of these Groups.
- (d) General Meetings shall be held as required at times and places determined by the Group Committee, of which at least seven days notice in writing must be given to members; such notice shall specify the exact business to be discussed and no other business shall be transacted or resolution proposed of which such notice has not been given.
- (e) On a requisition in writing, signed by, or on behalf of five members being received by the Honorary Secretary, a General Meeting shall be called forthwith giving at least seven days, and not more than twenty-one days notice thereof. Such notice shall specify the exact business to be discussed at the meeting and no business shall be transacted or resolution proposed of which such notice has not been given.
- (f) Every member present at a group meeting, irrespective of class, shall have one vote, but in cases of equality of voting the Chair shall have a second or casting vote.

5. **Committee and Officers**

- (a) The Group Committee shall consist of a Chair, Vice Chair, Honorary Secretary (which office may be joined with that of Treasurer) and Committee members as determined by the ensuing subsections of this Rule.
- (b) The Committee shall be elected by ballot from members within the Group.
- (c) The Chair and Vice Chair of the Group shall be elected from among the Committee members of the Group at the Annual General Meeting.
- (d) There shall (also) be elected at the Annual General Meeting an Honorary Secretary (which office may be joined with that of Treasurer) and a suitably qualified person as an Auditor. Nominations for the office of Honorary Secretary proposed by a member of the Group and seconded by two others shall be addressed to the Group Secretary so as to reach him no later than the first day of February in each year.
- (e) The Committee shall hold office for one year and unless the members of the Group at a General Meeting have decided otherwise all members of the Committee shall be eligible for re-election.
- (f) All members of the Group of whatever grade shall be eligible for election as officers of the Committee.
- (g) The officers, other than the Auditor, shall be entitled to be present and vote at all meetings of the Committee.

6. **Proceedings, Powers and Duties of the Committee**

- (a) The Committee shall have power to co-opt for a specific purpose any members of the Group to serve on the Committee and to fill any casual vacancy occurring thereon.
- (b) The Committee may determine their own quorum, may regulate their own procedure (other



than the appointment of a Chair when either the Chair or Vice Chair is present) and the procedure of any Sub-Committee appointed by them, and may delegate any of their powers and discretion to Sub Committees consisting of a quorum to include a Chair or elected Chair and three members, the Chair to have a second or casting vote.

- (c) The Committee shall manage the property, proceedings and affairs of the Group, and shall exercise all the powers of the Group which are not required to be exercised by the group in General Meetings, subject to any regulations from time to time made by the group in a General Meeting.
- (d) The Committee shall meet at times and places determined by itself, but if the Secretary shall receive notice in writing from three members of the Committee, requesting him to call a Meeting of the Committee, he shall do so forthwith giving at least seven days and not more than twenty one days' notice thereof.
- (e) The Committee shall not take any action not in accordance with the general policy of the Institution and any resolution, either of the Committee or a General Meeting which in any way affects matters of policy must be submitted forthwith to the Branch Committee and shall not become effective until approved by the Branch Committee.
- (f) The Chair and Treasurer shall be empowered to incur expense on behalf of the Group and Committee, and be authorised to operate a current banking account for the purpose, and shall notify the Committee of any action taken under this ruling.
- (g) The Committee shall ensure that a copy of notices of meetings, minutes of Group meetings, and copies of correspondence issued to Group members are sent to the Honorary Branch Secretary as soon as available.

7. **Alteration of Constitution**

The Constitution shall not be altered or added to except at a General Meeting of the Group at which such alteration or addition is approved by at least two-thirds of the members present, notice of the proposed alteration or addition having been given to members.

Note: any such alteration shall require the confirmation of the Branch Council before becoming operative.

Approved at a Group meeting held on _____ day of 20

Signed _____
Group Chair Group Secretary

Approved by Branch Council:
Signed _____
Branch President Branch Secretary

Approved by the Board of Directors
Minute No. Dated: Day of 20

Signed _____ Board Chairman