



## **CONSTITUTION OF THE BRITISH INSTITUTE OF AGRICULTURAL CONSULTANTS**

1. The name of the association is “The British Institute of Agricultural consultants” (BIAC)
2. The office of The British Institute of Agricultural Consultants will be in England.
3. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
4. Except where the context otherwise requires, words importing the singular number only, include the plural number and vice versa, and words importing the masculine gender shall include the feminine.
5. The objects for which The British Institute of Agricultural Consultants is established are:
  - a) to promote, encourage and co-ordinate the study, development and advancement of the profession of agricultural consultancy in all its branches, to promote the acquisition of that knowledge which constitutes the profession of agricultural consultancy and to promote the better education and training of agricultural consultants and to facilitate the exchange of information and ideas.
  - b) either alone or in conjunction with other bodies to conduct examinations in matters related to the profession of agricultural consultancy, to prescribe standards of proficiency therein and to award diplomas, degrees, fellowships and other distinctions, as may be thought fit.
  - c) to promote literature connected with agricultural consultancy and to encourage development and research in matters connected with the agricultural industry
  - d) to encourage and co-operate with public and private bodies, Universities, Colleges, technical schools, professional and other bodies concerned or connected with the agricultural industry to engage in education, research and the dissemination of knowledge in the principles and practices of matters relating to the agricultural industry or to agricultural consultancy, to arrange such lectures, courses of education, conferences, meetings and exhibitions in relation to matters connected with agricultural consultancy and the agricultural industry as shall be thought fit and generally to co-operate with such bodies in the promotion of the main objects of The British Institute of Agricultural Consultants
  - e) to assist in the study of and research into the principles and practices of matters relating to the agricultural industry or agricultural consultancy
  - f) generally to assist in the promotion, initiation, maintenance and co-ordination of schemes, arrangements and projects relative to agricultural consultancy and allied subjects



- g) to classify individual membership of The British Institute of Agricultural Consultants into Grades, based upon such standards of qualifications and experience as shall be thought fit, to prescribe conditions for acceptance into membership appropriate to each such Grade and to regulate entry therein by the holding of examinations or otherwise
- h) to maintain registers of members suitably qualified to practise as independent agricultural consultants
- i) to accord and bestow upon persons admitted to membership of The British Institute of Agricultural Consultants a status which membership of a professional institution carries and to permit the designation of the grade of membership to be indicated by the use of authorised initials in association with a member's name and upon demand provide to a member a certificate indicating their grade of membership
- j) to prescribe standards and codes of professional conduct and disciplinary powers to be exercised in the event of any breach therein and to support members practising in conformity therewith
- k) to provide information to persons requiring the services of agricultural consultants as to those who are particularly qualified or experienced or who specialise in the various aspects and branches of the agricultural industry whether or not such consultants be members of The British Institute of Agricultural Consultants
- l) to prescribe such scales of professional fees and expenses as shall seem fair and reasonable and to advise agricultural consultants and their clients thereon and on all matters pertaining thereto
- m) to nominate arbitrators, mediators or conciliators for the purpose of settling disputes arising within the agricultural industry or between agricultural consultants (whether or not members of The British Institute of Agricultural Consultants) and their clients
- n) to subscribe to, become a member of, co-operate, amalgamate or become affiliated with any other institution, association, society or other body in the United Kingdom or elsewhere (whether incorporated or not) whose objects are altogether or in part similar to those of The British Institute of Agricultural Consultants and not being a Trade union and to procure from and communicate to any such institution, association, society or other body such information as may be likely to forward the objects of the British Institute of Agricultural Consultants provided that The British Institute of Agricultural Consultants shall not amalgamate with any body which does not but its constitution prohibit the distribution of its income and property among its members to an extent at least as great as imposed on The British Institute of Agricultural Consultants under or by virtue of Clause 6 hereof
- o) to cultivate reciprocal relations with kindred and other institutions and bodies at home and abroad



- p) to establish and maintain such area, local, regional, country or other subsidiary branches and specialist sector groups of The British Institute of Agricultural Consultants as shall be thought fit.
- q) to collect and receive from persons admitted to membership of The British Institute of Agricultural Consultants such entrance fees and periodical and other subscriptions as may from time to time be determined and also to invite, collect or receive regular or occasional donations, grants, fees or other financial support from sources outside of membership and to borrow money to be applied for the objects of The British Institute of Agricultural Consultants
- r) to make grants of money and to provide buildings or equipment or other materials and personal services in any manner calculated to further the objects of The British Institute of Agricultural Consultants
- s) to establish, undertake, superintend or administer or assist in the establishment, undertaking superintending or administration of any charitable or benevolent fund or funds whence may be made donations or advances to deserving persons who may be or have been members of or subscribers to The British Institute of Agricultural Consultants or any persons related to or connected with any such present or past member or subscriber but so that no payment out of any of the asset or income of The British Institute of Agricultural Consultants shall be made to any such charitable or benevolent fund or funds
- t) to arrange and promote such insurance schemes for the benefit of members of The British Institute of Agricultural Consultants and the protection of the interests of their clients as may be thought fit
- u) to carry on any other business or operations which are conducive and ancillary to the objects for which The British Institute of Agricultural Consultants is established and which may seem to The British Institute of Agricultural Consultants capable of being carried on in connection with the above or calculated directly or indirectly to further objects
- v) to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of The British Institute of Agricultural Consultants
- w) to purchase, take on lease or in exchange hire or otherwise acquire any real or personal estate which may be deemed necessary or convenient for the promotion of the objects of The British Institute of Agricultural Consultants
- x) to promote any other body having the like or similar objects to those of The British Institute of Agricultural Consultants or some of such objects which by its constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on The British Institute of Agricultural Consultants under or by virtue of Clause 6 hereof for the purpose of acquiring all or any of the property and liabilities of The British Institute of Agricultural Consultants or for any other purpose



which may seem directly or indirectly calculated to benefit The British Institute of Agricultural Consultants

- y) to invest the moneys of The British Institute of Agricultural Consultants not immediately required for its purposes in or upon such investments, securities or property (including real property) as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- z) to draw up or make and from time to time supplement, repeal or vary Bye-Laws Rules for regulating the business affairs of The British Institute of Agricultural Consultants, provided always that no Bye-Laws or Rules shall be made under this power which would amount to such an addition or alteration of the Constitution of The British Institute of Agricultural Consultants as could only legally be made by a Special Resolution passed and confirmed at a meeting of members duly convened for that purpose
- aa) to pay all or any expenses incurred in connection with the formation and promotion of The British Institute of Agricultural Consultants or to contract with any person, firm or association to pay the same
- bb) to do all such other lawful things as are usually associated with institutions of a like character and such as are in addition incidental or conducive to the attainment of the objects of The British Institute of Agricultural Consultants, **provided that,**
  - i) in the case The British Institute of Agricultural Consultants shall take or hold any property which may be subject to any trusts, the British Institute of Agricultural Consultants shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
  - ii) The British Institute of Agricultural Consultants 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 British Institute of Agricultural Consultants would make it a Trade Union
  - iii) In case The British Institute of Agricultural Consultants shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, The British Institute of Agricultural Consultants 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 Council of Management or Governing Body of The British Institute of Agricultural Consultants shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglect and defaults and for the due administration of such



property and this Constitution of The British Institute of Agricultural Consultants shall not diminish or impair any control or authority exercisable by the Chancery Division the Charity Commissioners or the Department of Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority.

6. The income and property of The British Institute of Agricultural Consultants, howsoever derived shall be applied and solely towards the promotion of the objects of The British Institute of Agricultural Consultants as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of any profit to the members of The British Institute of Agricultural Consultants. **Provided** that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of The British Institute of Agricultural Consultants or to any member of The British Institute of Agricultural Consultants in return for any services actually rendered to The British Institute of Agricultural Consultants nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on any money lent or reasonable and proper rent for premises demised or let by any member to The British Institute of Agricultural Consultants, but so that no member of the Council or Governing Body of The British Institute of Agricultural Consultants shall be appointed to any salaried office of The British Institute of Agricultural Consultants or any office of The British Institute of Agricultural Consultants paid by fees, save as provided herein respecting the appointment and remuneration of examiners and (save as aforesaid) no remuneration or other benefit in money or money's worth shall be given by The British Institute of Agricultural Consultants to any member of Council or Governing Body except 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 British Institute of Agricultural Consultants, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council or Governing Body may be a member, and in which such member shall hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits that they may receive in respect of any such payment.
7. Every member of The British Institute of Agricultural Consultants undertakes to contribute to the assets of The British Institute of Agricultural Consultants in the event of the same being wound up while being a member, or within one year after ceasing to be a member for payment of debts and liabilities of The British Institute of Agricultural Consultants contracted before ceasing to be a member, and the costs charges and expenses of winding-up The British Institute of Agricultural Consultants and for the adjustment of the rights of the contributories amongst themselves such amount as may be required.
8. If upon the winding-up or dissolution of The British Institute of Agricultural Consultants 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 British Institute of Agricultural Consultants, but shall be given or transferred to some other institution or institutions,





established for charitable purposes having objects similar to the object of The British Institute of Agricultural Consultants 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 British Institute of Agricultural Consultants under or by virtue of Clause 6 hereof, such institution or institutions to be determined by members of The British Institute of Agricultural Consultants at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision, then to some charitable objects.

9. True accounts shall be kept of the sums of money received and expended by The British Institute of Agricultural Consultants, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by The British Institute of Agricultural Consultants and of the property, credits and liabilities of The British Institute of Agricultural Consultants; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with regulations of The British Institute of Agricultural Consultants for the time being, such accounts shall be open to the inspection of members. Once at least in every year the accounts of The British Institute of Agricultural Consultants 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.

## MEMBERSHIP

10. The British Institute of Agricultural Consultants shall consist of the following individual members:

Honorary Fellows/ Members  
Fellows  
Members  
Associate Members  
Honorary Companions

There shall also be Individual and Corporate Affiliates as provided in Clauses 39 and 40.

11. Wherever the term "Member" is solely herein used it shall, except when otherwise expressly mentioned, be taken to exclude Honorary Fellows, Fellows, Associate Members and Honorary Companions.
12. A register shall be kept containing the name, together with the grade of membership for the time being, of each of the members of The British Institute of Agricultural Consultants. The privileges and obligations of any such member shall be those of the grade assigned to them in the register.
13. All persons admitted by The British Institute of Agricultural Consultants into the various grades shall sign the engagement prescribed by the Council and contained in the form of application



for membership completed by all applicants or in such other form as the Council may from time to time prescribe.

14. The rights and privileges of every member of any grade shall be personal to himself and shall not in any circumstances be transferable or transmissible.

15. Every person admitted to membership shall be subject to any Rules prescribed by Council of The British Institute of Agricultural Consultants and to any amendment thereto that may be made from time to time.

#### 16. ABBREVIATED TITLES AND DESCRIPTION OF MEMBERSHIP

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

Honorary Fellow	HonFBIAC
Fellow	FBIAC
Member	MBIAC

And shall use no other title or abbreviation to indicate their grade of membership within The British Institute of Agricultural Consultants. Such letters may not be used by any person who has ceased to be a member, nor in any manner which the Council may from time to time determine to be inappropriate. Associate Members and Honorary Companions shall not be entitled to the use of an abbreviated title or initials after their names.

#### 17. CERTIFICATE OF MEMBERSHIP

Subject to such regulations and on payment of such fees as the Council may from time to time prescribe, the Council may issue to any member of any grade on request from that member, a certificate showing the grade of membership to which the member belongs. Every such certificate shall remain the property of and shall on demand be returned to The British Institute of Agricultural Consultants.

### QUALIFICATIONS FOR MEMBERSHIP

#### 18. HONORARY FELLOW /MEMBER AND HONORARY COMPANION

An Honorary Fellow shall be a fellow or Member of The British Institute of Agricultural Consultants who has been accorded honorary status in recognition of services rendered to The British Institute of Agricultural Consultants.

An Honorary Companion shall be a distinguished person whom The British Institute of Agricultural Consultants desires to honour for services rendered to The British Institute of Agricultural Consultants or whose association therewith is of benefit to The British Institute of



Agricultural Consultants, or a person who is distinguished by their work in agricultural science or practice.

19. Honorary Fellows/ *Members* and Honorary Companions shall be elected by the Council and each such election shall be announced at the next General Meeting of The British Institute of Agricultural Consultants following acceptance by the individual of their election. Not more than two such honorary elections may take place in any one year and the total number of honorary memberships shall not exceed ten at any time.

## 20. ALL OTHER MEMBERS

All other members shall be subject to election or transfer to any grades defined according to regulations and criteria as may be issued from time to time by the Council of The British Institute of Agricultural Consultants, **upon the recommendation of the Entrance, Membership and Disciplinary Committee**. In the case of a conflict in position between the EMD Committee and the Council, the Council should not ultimately be prevented from making such amendments, as the superior body in the internal hierarchy.

## 21. PATRON

The British Institute of Agricultural Consultants shall from time to time elect a Patron. The role of a Patron is to lend credibility and support to the Institute. For the avoidance of doubt

The role of Patron of the Institute carries no financial commitment.

The Patron will not play a formal part in the organisation and will not be a member of Council.

The Patron can be listed on letterheads and other documentation to raise awareness and support.

The role of Patron is intended to be a long term appointment. It can be terminated by either party effective at an AGM whereupon a replacement Patron shall be appointed

## 22. CODE OF CONDUCT

Every member shall at all times so order their conduct as to uphold the dignity and reputation of their profession. Every member shall exercise their skill and judgement to the best of their ability and discharge their responsibilities with integrity and due technical competence. The member shall at all times have due regard to the best interests of their clients and shall safeguard the public interest in matters of safety, health and otherwise.

In particular but without prejudice to the generality of the foregoing rule, no member shall:

(a) be employed or have any other financial relationship with any Company, firm or organisation if such employment or relationship shall in the opinion of Council be inconsistent





with their duty to advise their Clients impartially nor be engaged in any trade, profession or occupation which might in the opinion of the Council be or become inconsistent with such duty.

(b) be in any way connected with or have any relationship with any other person or body if such connection or relationship might be or become prejudicial or inconsistent with their duty to any of their Clients without making a full disclosure to that Client

(c) disclose or allow any disclosure of the affairs of any of their Clients to any other Client or to any other person for their own advantage or for the advantage of any other person.

(d) take an instruction where there is a conflict of interest or a conflict could reasonably be expected as clients have a substantial common interest and/or the parties are competing for the same objective unless all the clients have consented, given or evidenced in writing, and/or members have put in place effective safeguards to protect confidential information

(e) engage in any work outside the sphere of the member's competence.

(f) seek to obtain instructions from a Client in a manner considered by the Council to be unprofessional or knowingly seek to procure instructions from a Client for whom another member of the Institute is already acting without the consent of the member.

(g) make any charge for services in a manner considered to be unprofessional by the Council.

## 23. RULES OF CONDUCT

The Council of The British Institute of Agricultural Consultants may from time to time promulgate Rules of Professional Conduct which shall be in accordance with the principles of the Code set out in Clause 24 and shall require all members to conform to such Rules. The Rules of Conduct may be amended, varied or rescinded as the Council may think fit provided that they shall not be inconsistent with the principles of the Code as prescribed in Clause 24.

## 24. ADMISSION TO MEMBERSHIP

An application for admission to membership or transfer to another grade of membership shall be made on such forms as may be from time to time prescribed by the Entrance, Membership and Disciplinary Committee with power delegated by Council. Before election the applicant shall furnish the names and addresses of at least two of their clients who have agreed to provide references in their support.

25. The Council shall cause to be held written representations or professional interviews for election or transfer to higher grades.

26. The Council may cause to be made Rules consistent with this Constitution for examinations, academic tests and professional interviews and shall have power from time to time to vary or



rescind such Rules. The Rules shall contain the syllabuses of such examinations and a list of academic qualifications which will exempt a candidate therefrom in whole or in part. Rules shall also be made for professional training and development for continuing in membership.

27. The Council shall not be bound to admit or transfer a candidate into any grade of membership, notwithstanding that such candidate may have complied with the qualifications pertaining to such grade and may have succeeded in any prescribed examination or have submitted themselves to an academic test or professional interview and the Council shall not be required to give any reason for its decision which shall be final.
28. The decision concerning the grade to which a candidate is admitted or transferred shall rest with the Council and shall be final.
29. A candidate admitted or transferred to any grade of membership shall thereupon become liable to pay such Fees and Annual Subscription as the Council may prescribe or authorise. Until such payment is made a candidate shall not be entitled to any of the rights or privileges of membership in the grade to which the member has been elected or transferred.
30. The Council shall have the power at any time and from time to time to re-instate a former member, with or without entrance fee or payment of arrears of subscription in the grade in which they were formerly a member or in any other grade which the Council may determine, subject to the Rules governing admission and re-admission on the date an application is received for said re-admission.

#### ENTRANCE FEES, ANNUAL SUBSCRIPTION AND TRANSFER FEES

31. The entrance fee for members in each grade shall be as recommended by the Council and confirmed by members in General Meeting.
32. The annual subscription for members in each grade shall be as recommended by the Council and confirmed by members in General Meeting.
33. On transfer from one membership grade to another, the transfer fee for members in each grade shall be as recommended by the Council and confirmed by members in General Meeting.
34. The Council may remit or defer the fees, subscriptions or other dues of any member for any special reason.
35. The annual subscription shall be due and payable on the first day of January in every year.
36. Any member of any grade whose annual subscription remains unpaid two months after it is due shall not be entitled to attend or take part in any meeting of The British Institute of Agricultural Consultants that may be held or to receive any notice or publication of The British Institute of Agricultural Consultants that may be issued before the member has paid their



subscription in full or until such payment to exercise any of the rights and privileges of membership or to vote.

### 37. TERMINATION OF MEMBERSHIP

Membership of The British Institute of Agricultural Consultants shall cease and the name of the member be removed from the appropriate register in either of the following circumstances:

- a) On notice in writing to the Secretary by any member of their intention to retire from The British Institute of Agricultural Consultants after payment of any subscriptions due from them, including that for the current year
- b) At the discretion of the Council –
  - i) If any member shall be adjudicated bankrupt,
  - ii) If any member fails to pay the annual subscription within three months after it becomes due.
  - iii) For any other reason at the discretion of the Council including conduct prejudicial to the professional status of The British Institute of Agricultural Consultants or action in contravention of Clauses 24 or 25.

Provided that in the event of the Council proposing to consider the exercise of such discretion in any of the circumstances mentioned in the sub-clauses b) i) or b) ii) above it shall cause not less than 14 days notice in writing to be given to the member concerned of its intention to do so at its next meeting stating the date, time and place of such Meeting and the grounds upon which the exercise of such discretion is proposed to be considered and such member shall be entitled to attend in person, or in the case of an incorporated body, by duly authorised proxy, at such Meeting and then furnish to the Council such information as the member desires in reference to the relevant circumstances. Provided further that in the event of the Council exercising its discretion in the circumstances mentioned in sub-clause b) ii) above, the Council shall cause written notification to be issued by letter post to the member informing him of the termination of membership.

For the purposes of this Clause, the term “member” shall mean and include a member of any of the classes or grades specified in Clause 13.

### INDIVIDUAL AND CORPORATE AFFILIATES

38. The Council may, at its discretion, admit **as** Individual Affiliates an Individual who is engaged in, operates in, training for, or is connected with the agricultural industry but whose work or study requirements would make them ineligible for Member status. Such individuals will work or study within corporate bodies, government, institutions, associations, societies, trading companies, business professions, academic institutions and other entities whose activities in the opinion of Council are likely to promote the aims of the British Institute of Agricultural



Consultants. An Individual Affiliate shall not be a member of the British Institute of Agricultural Consultants.

39. The Council may at its discretion admit as Corporate Affiliates any corporate body, company, firm, society or other organisation, which is engaged in, operates in or is connected with the agricultural industry in a manner which Council deems appropriately relates to the aims and activities of the British Institute of Agricultural Consultants. A Corporate Affiliate shall not be a Member of the British Institute of Agricultural Consultants.
40. An Individual or Body desiring to become an Individual or Corporate Affiliate Organisation shall make application to the Secretary on such form as may from time to time be prescribed by Council.
41. The decision of the Council to accept or refuse such an application shall be final.
42. Every Individual or Corporate Affiliate approved by the Council shall be subject to such Clauses, Rules or Bye-Laws as are applicable and to any amendments that may from time to time be made.
43. An Individual or Corporate Affiliate shall not be entitled to any services except upon payment of such fees and annual subscriptions as the Council may prescribe.
44. Each Corporate Affiliate shall be entitled to appoint one or more representatives as shall be determined by the Council from time to time who shall be entitled to receive such of the services accorded to members of The British Institute of Agricultural Consultants as shall be determined by Council.
45. A representative of a Corporate Affiliate or an Individual Affiliate shall not be deemed a member of The British Institute of Agricultural Consultants or be entitled to vote or to use an abbreviated title of membership of The British Institute of Agricultural Consultants by virtue of being such a representative unless the member is entitled to do so in their own rights as an elected member to one of the grades of membership of The British Institute of Agricultural Consultants.
46. Individual or Corporate Affiliates shall not be entitled to display in any way the fact of their affiliation to The British Institute of Agricultural Consultants other than in a manner approved in writing by the Council of The British Institute of Agricultural Consultants but their names shall be printed after the names of the members of The British Institute of Agricultural Consultants in any membership directory published at the discretion of and by order of the Council.
47. The Annual subscription to be paid by an Individual or Corporate Affiliate shall be such a sum as the Council may decide from time to time. Said subscription shall be due and payable on the first day of January in every year.
48. TERMINATION OF AFFILIATION



Affiliation to The British Institute of Agricultural Consultants shall cease:

- a) On notice in writing to the Secretary by any such individual or organisation of their or its intention to retire from The British Institute of Agricultural Consultants after payment of any subscription due, including that for the current year,
- b) At the discretion of Council:-
  - i) If the individual or organisation shall enter into liquidation or be dissolved.
  - ii) If the individual or organisation fails to pay the annual subscription when requested to do so.
  - iii) For any other reason at the discretion of the Council, including conduct prejudicial to the professional status of The British Institute of Agricultural Consultants.

The provisos to sub-clause b) of Clause 39 shall apply *mutatis mutandis* to any section or step proposed by The Council under provisions of this Clause.

## COUNCIL

49. a) The Council shall consist of;

One Chairperson

The Immediate Past Chairperson (for one year only) or one Vice-Chairperson

The Chairperson of the Entrance, Membership and Disciplinary Committee

Up to 6 Ordinary Members

b) The Council shall in addition have power to co-opt such additional members as it may think fit but such co-opted members shall not be entitled to vote at Council meetings.

50. The Chairperson and Vice-Chairperson shall normally have previously served on Council. The Council may exceptionally at its decision nominate for election to any of the aforementioned office a Fellow or Member who has not previously served on Council.

51. The Chairperson and Vice-Chairperson shall be elected to serve, normally for two years, at an Annual General Meeting of members. They shall not serve in the same office for more than three years in any consecutive period of six years.

52. All members of Council are elected for a 3 year term and they cannot serve more than 2 terms without a break of Council membership for at least 1 year.

53. Chairperson and Vice Chairperson can continue council membership if elected to the relative position so as to remain on Council for 1 further year following holding the role of Chairperson



54. The Council may co-opt an Honorary Treasurer who shall be a Fellow or a Member, appointed annually and who shall hold office at the pleasure of the Council.
55. The Council shall fill any casual vacancy in the Council by appointment. Vacancies not filled at an Annual General Meeting shall be deemed to be casual vacancies within the meaning of this Clause.
56. The Chairperson and Vice-Chairperson shall, ex-officio, be members of all Committees of the Council. Officers and elected members of Council shall, ex-officio, be members of the Committee of the Regional Branch in which they have their registered address.

## THE EXECUTIVE COMMITTEE

57. Council shall delegate such powers as it sees fit for the purpose of the more efficient carrying on of the day-to-day business of the Institute to an Executive Committee comprising the Chairperson of the Institute, who shall be the chairperson of the Committee, the Vice-Chairperson and any other members Council may appoint. The Secretary and Chief Executive of the Institute shall be members of the Executive Committee.

## ELECTION OF COUNCIL

58. At least three weeks before the Annual General Meeting in each year, the Council shall cause to be sent to each member entitled to vote a list of duly qualified persons whom it nominates for election as:-
  - Chairperson
  - Vice-Chairperson
  - The Chairperson of the Entrance, Membership and Disciplinary Committee
  - Ordinary members of Council
59. Before or at the Annual General Meeting any member may nominate any other duly qualified persons, having obtained the consent of such persons to serve if elected, for election to any of the above vacancies. If nominations for any vacancy shall exceed the number of vacancies there shall be a ballot at the Annual General Meeting.
60. In the event of there being a ballot, each voter shall erase sufficient names from the list to reduce the remaining names to the number to be elected to the respective offices.
61. Canvassing directly or indirectly will automatically disqualify any nomination.
62. The persons elected shall take office at the beginning of the following session.

## VACANCIES

63. The office of a member of Council shall *ipso facto* be vacated:-
  - a) if by notice in writing to the Secretary/ Chief Executive the member resigns their office, or





- b) if the member ceases to be a member of any grade of The British Institute of Agricultural Consultants, or
- c) if the member ceases to hold such office pursuant to or by virtue of any of the provisions of this Constitution.
- d) if without leave of the Council the member absents themselves from more than half of the meetings of the Council held in any session, the Council may resolve that their office be vacated.

## PROCEDURES, POWERS AND DUTIES OF THE COUNCIL

64. The Council shall regulate its own procedure and may act notwithstanding any vacancies in its body. Provided always that in case the member of the Council shall at any time be reduced in number to less than the quorum of one-third of its members (Clause 68) prescribed by or in accordance with this Constitution, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

It may appoint such standing or other committees as it may think fit and may delegate any of its powers to any Council member or committee. The duty of any such person or committee so appointed and empowered shall be to take executive action or to report to the Council on such matter or matters as may have been referred to them or it by the Council. The Chairperson of any committee, if not elected, may be appointed by the Council, but if the member is not so appointed, the committee shall appoint its own Chairperson.

65. The proceedings of the Council and committees and all documents relating to them are strictly confidential. No information concerning such proceedings and documents may be communicated to any person who is not a member of the Council or committee or be otherwise published except by permission of the Council.
66. The Chairperson, or Vice-Chairperson or any three members of the Council may, and the Chief Executive shall on their request, convene a meeting of the Council. At every meeting of the Council one-third of its members shall constitute a quorum.
67. At least seven clear days' notice shall be given and confirmed in writing of every meeting of the Council. Such notice shall specify generally the business to be transacted by the meeting. The chairperson or in their absence the Vice-Chairperson shall preside as Chairperson at each meeting of the Council. In case of an equality of votes the member presiding in the Chair shall have a second or casting vote.
68. The Council shall direct and manage the property and affairs of The British Institute of Agricultural Consultants in accordance with this Constitution.
69. The financial year of The British Institute of Agricultural Consultants shall end on the 31<sup>st</sup> day of December in each year and the accounts of The British Institute of Agricultural Consultants shall be made up each year to that date and after having been examined and found correct by



an Auditor or Auditors and approved by the Council shall be laid down before the Annual General Meeting next following.

70. The Council shall pay out of the funds of The British Institute of Agricultural Consultants to the Secretary, Chief Executive and to the persons employed under them, other servants of The British Institute of Agricultural Consultants such salaries and/or remuneration as the Chairperson and Vice-Chairperson shall from time to time jointly determine.
71. The Council shall arrange for the publication in any manner which they may deem advisable of such papers documents and publications as may be considered by the Council to be likely to advance agricultural consultancy knowledge and the objects of The British Institute of Agricultural Consultants.
72. The Secretary-with consent of the Council, invest in the name of The British Institute of Agricultural Consultants any monies not immediately required for the purposes of The British Institute of Agricultural Consultants.
73. The Council shall not sell, mortgage or otherwise deal with any land or interest in land belonging to The British Institute of Agricultural Consultants or any premises occupied by The British Institute of Agricultural Consultants unless authorised so to do by Resolution passed at an Extraordinary General Meeting of The British Institute of Agricultural Consultants convened for that purpose.

## THE SECRETARY

74. The Secretary of The British Institute of Agricultural Consultants shall be appointed by the Council, who shall determine the terms and conditions of their appointment. Subject to the directions of the Council it shall be the duty of the Secretary to conduct the correspondence of The British Institute of Agricultural Consultants, to attend all national meetings of The British Institute of Agricultural Consultants, of the Council and of national committees; to arrange for the taking of minutes of the proceedings of such meetings, to read all minutes and communications that may be ordered to be presented, to prepare and issue such publications as the Council or committees may direct; to direct the collection of the subscriptions and other amounts due to The British Institute of Agricultural Consultants and the preparation of the Account of the income and expenditure of the funds and to present to the Council all accounts for inspection and approval. They will also engage subject to the approval of the Council and be responsible for all persons employed under them and shall generally conduct the ordinary business of The British Institute of Agricultural Consultants under the direction of the Council.

## THE CHIEF EXECUTIVE

75. The Chief Executive of The British Institute of Agricultural Consultants may be appointed by the Council, who shall determine the terms and conditions of their appointment. Subject to the directions of the Council it shall be the duty of the Chief Executive to support the Chairperson and act as servant of the Institute carrying out duties



- a) Promote membership, member services and member activities including events
- b) Oversee sector interests in Expert Opinion, Rural Planning, International, Business Management, Environmental and any such other sector interest that is deemed by Council to be of benefit to members
- c) Manage and promote the BIAC responses to EU, Government, NGO and similar organisations.
- d) Responsibility for the BIAC presence at stakeholder meetings with Government and other organisations for the purposes of providing information for members.
- e) Liaise with and mutually promote BIAC to similar organisations to include AICC, IAgM, CLA, CAAV, RICS, IAgSA, etc to the benefit of members

## SESSIONS AND MEETINGS

76. The annual session of The British Institute of Agricultural Consultants shall begin at the close of the Annual General Meeting and terminate at the close of the Annual General Meeting next following. The meetings of The British Institute of Agricultural Consultants shall be held at such places and at such times as the Council may appoint.

77. The meetings of The British Institute of Agricultural Consultants shall be as follows:

- a) Ordinary Meetings for the reading and discussion of Papers on agricultural, consultancy and allied subjects and for lectures and discussions on these subjects and other subjects as the Council may decide.
- b) The Annual General Meeting.
- c) Extraordinary General Meetings.

## ORDINARY MEETINGS

78. The Council shall have discretion over the reporting of the proceedings at any meeting of The British Institute of Agricultural Consultants, of a Regional Branch or of a Specialist Groups

79. The Ordinary Meetings of The British Institute of Agricultural Consultants shall be conducted as prescribed by the Council from time to time and the Council shall determine the conditions of admission to such meetings.

80. Members of any grade shall be permitted to introduce visitors at Ordinary Meetings of The British Institute of Agricultural Consultants by writing their names in the book or other document provided for that purpose, unless the Council decrees otherwise.

81. No question shall be discussed or motion be made at the Ordinary Meetings relating to the direction or management of The British Institute of Agricultural Consultants other than the calling of an Extraordinary General Meeting.



## GENERAL MEETINGS

82. At all General Meetings of The British Institute of Agricultural Consultants, paid-up members only shall be competent to vote. Each person voting shall have one vote which shall be given personally. Voting by proxy shall be permitted but only on previous written application to the Chairperson of The British Institute of Agricultural Consultants. A quorum at a General Meeting shall be 15 Fellows and Members.
83. The Annual General Meeting shall be held within 7 months of the year end and not more than fifteen months after the last preceding Annual General Meeting. The business of the Annual General Meeting shall be to receive and consider the Reports of the Council and the Accounts of The British Institute of Agricultural Consultants for the past year and (with the approval of the Council) to transact any other business that may properly be transacted at an Annual General Meeting and of which notice in writing shall have been given to the Chief Executive at least twenty one days before such Meeting. Representatives of Affiliated Organisations shall be entitled to attend the Annual General Meeting but not to vote thereat.
84. The Council may whenever it thinks fit, convene an Extraordinary General Meetings shall also be convened on requisition by not fewer than ten members.
85. Twenty- One days' notice in writing at the least of every Annual General Meeting and every Extraordinary meeting convened to pass a Special Resolution and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these presents entitled to receive such notices from The British Institute of Agricultural Consultants but with the consent of all the members having the right to attend and vote thereat, a Meeting may be convened by such notice as those members may think fit. 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 proceedings had, at any meeting.
86. Quorum
- a) No business shall be transacted at General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, 15 Fellows and Members personally present shall be a quorum.
  - b) If within half-an-hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such an adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting the members present shall be a quorum.



87.

- a) The Chairperson, or in their absence the Vice-Chairperson or in their absence the next senior (by length of service on Council) first Fellow and then Member present shall preside as Chairperson at every General Meeting, but if no such Chairperson shall be present within fifteen minutes after the time appointed for holding the meeting, and willing to preside, the members present shall choose some Fellow or Member of the Council, or if no such member be present, or if all the members of the Council decline to take the chair, they shall choose a fellow or Member of The British Institute of Agricultural Consultants who is present to Preside.
- b) The Chairperson 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 other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.
- c) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon declaration of the result of the show of hands, demanded by the Chairperson or by at least three members and unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect made in the minute book of The British Institute of Agricultural Consultants, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution. The demand for a poll may be withdrawn.
- d) Subject to the provisions of paragraph (e) hereof, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- e) No poll shall be demanded on the election of a Chairperson of a meeting or on any question of adjournment.
- f) In case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
- g) The demand of a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## REGIONAL BRANCHES



89. The Council may, at its discretion, upon receipt of a request to that effect from at least two members, resident in any district, create a Regional Branch of The British Institute of Agricultural Consultants in that district for the holding of regular ordinary Meetings for the reading of Papers and for discussions on general agricultural consultancy subjects and the Council shall have power to dissolve such Regional Branch at any time after it has been formed. Each Regional Branch shall be constituted and its affairs shall be carried on in accordance with any rules and regulations which the Council may lay down, or approve from time to time and it shall elect annually for its Chairperson and Secretary Fellows or Members of The British Institute of Agricultural Consultants.
90. The appropriation and contribution of funds of The British Institute of Agricultural Consultants towards expenses of a Regional Branch, consistent with the objects of The British Institute of Agricultural Consultants shall be in the sole discretion of the Council and The British Institute of Agricultural Consultants shall not be responsible for any liability incurred by or on behalf of any Regional Branch of The British Institute of Agricultural Consultants beyond any amount previously appropriated or contributed for any specific purpose by the Council.

#### COPYRIGHT

91. The Copyright of all Papers printed by The British Institute of Agricultural Consultants shall be vested in The British Institute of Agricultural Consultants.  
The Council, in such cases as it may think fit, shall have power to release or surrender its rights in respect of any such communication. The right of publishing and translating all such communications and the reports of the proceedings and discussions at meetings of The British Institute of Agricultural Consultants and of Regional Branches and Specialist Groups shall be reserved to the Council, which may, as it thinks fit, give its consent to publication in approved cases.

#### INDEMNITY

92. Each member of the Council shall be accountable in respect of their own acts only and shall not be accountable for any acts done or authorised to which the member shall not have expressly assented. No members of the Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done in good faith for the benefit of The British Institute of Agricultural Consultants, although in excess of their legal power.
93. The members of the Council, Chief Executive and the Secretary shall be indemnified out of the funds and property of The British Institute of Agricultural Consultants from and against all reasonable costs, charges, damage and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting, office or acting in execution of the duties or powers imposed upon or given to them by the Constitution of The British Institute of Agricultural Consultants.





## ACCOUNTS

94. The Council shall cause proper books of account to be kept with respect to:
- All sums of money received and expended by The British Institute of Agricultural Consultants and the matters in respect of which the receipt and expenditure takes place.
  - All sales and purchases of goods by The British Institute of Agricultural Consultants.
  - The assets and liabilities of The British Institute of Agricultural Consultants.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of The British Institute of Agricultural Consultants affairs and to explain its transactions.

95. The books of account shall be kept at the office of The British Institute of Agricultural Consultants and shall always be open to the inspection of members of the Council.
96. Subject to such reasonable restrictions as to the time and manner of the inspection as may be imposed by the Council, the accounts and books of The British Institute of Agricultural Consultants or any of them shall be open to the inspection of members not being members of the Council.
97. The Council shall from time to time cause to be prepared and to be laid down before The British Institute of Agricultural Consultants in General Meeting such income and expenditure accounts, balance sheets and reports as necessary to give a true and fair view of the Institute's affairs.
98. A copy of every balance sheet which is to be laid before The British Institute of Agricultural Consultants in Annual General Meeting, together with a copy of the Auditor's report, shall, not be less than twenty-one days before the date of the meeting, be sent to every member of The British Institute of Agricultural Consultants. Provided that this Clause shall not require a copy of those documents to be sent to any person of whose address The British Institute of Agricultural Consultants is not aware.

## NOTICES

99. Any notices may be served or any communication may be sent by the Council or by the Secretary or Chief Executive of The British Institute of Agricultural Consultants upon or to any member of any grade either personally or by sending it prepaid through the post addressed to such person at their address as registered in the books of The British Institute of Agricultural Consultants.
100. Any notice or communication to a member of any grade, if served or sent by post, shall be deemed to have been served or delivered on the second day following that on which the same



is posted, and in proving such service or sending it shall be sufficient to prove that the notice or communication was properly addressed and posted to the address last notified by the member to The British Institute of Agricultural Consultants.

102. No member of any grade, whose registered address is abroad, shall be entitled to any notice and all proceedings may be had and taken without notice to such person in the same manner as if the member had had due notice.

#### MISCELLANEOUS

104. In case any matter shall at any time arise not provided for in these presents or in any of the rules and regulations of The British Institute of Agricultural Consultants for the time being, the same shall (subject at all times to the statutes of these presents) be determined by the Council, whose decision shall be final.

#### Criteria for Membership of the British Institute of Agricultural Consultants

**Honorary** Fellows will be Fellows or Members of the Institute who have been accorded honorary status in recognition of services rendered to the Institute.

**Fellows** will normally be qualified to Graduate level or equivalent, be of at least 35 years of age and have been in independent practice, or equivalent, as a consultant for at least ten year.

**Members** will normally be qualified to Graduate or Diploma level or equivalent, be of at least 25 years of age and have been in independent practice, or equivalent, for at least two years. Members can apply or be nominated by two other Fellow members to transfer to Fellow after 10 years in the grade of Member or have been independent practice, or equivalent, as a consultant for at least ten years

**Associates** will normally be qualified to Graduate or Diploma level or equivalent, be of at least 21 years of age and have demonstrated a clear intent to make a career out of consultancy in the rural sector. Associate Members will be required to apply for Member grade within three years of acceptance of their Associate grade.

**Honorary Companions** will be persons who are ineligible for membership but to whom the Institute wishes to award a form of association in recognition of their renown and status in some related field.

**Individual Affiliate** status may apply to any individual who is engaged in, operates in, training for or is connected with the agricultural industry but whose work or study requirements would make them ineligible for Member status. Such individuals will work or study within corporate bodies, government, institutions, associations, societies, trading companies, business professions, academic institutions and other entities whose activities in the opinion of Council are likely to promote the aims of the British Institute of Agricultural Consultants. An Individual Affiliate shall not be a member of the British Institute of Agricultural Consultants.



**Corporate Affiliate** status may apply to any corporate body, company, firm, society or other organisation, which is engaged in, operates in or is connected with the agricultural industry in a manner which Council deems appropriately related to the aims and activities of the British Institute of Agricultural Consultants. A Corporate Affiliate shall not be a Member of the British Institute of Agricultural Consultants.

## **INDIVIDUAL AND CORPORATE AFFILIATE - RULES**

### 1. OBJECTS AND RESPONSIBILITIES

1.1 The objects of Affiliated membership for individuals and organisations are:

- (a) to provide a mechanism for the participation in Institute affairs by members of other organisations.
- (b) to facilitate interchange of information between the Institute **and others** engaged in the agricultural industry or a closely associated industry, for example, by interchange of publications and notices of activities.

1.2 The Institute and Affiliates shall endeavour to give publicity to, and to promote, each other in areas and at events where otherwise they would not be represented.

### 2. MEETINGS

2.1 **Individual Affiliates Members or staff of Corporate Affiliates** may attend Ordinary meetings of the British Institute of Agricultural Consultants and may participate in the technical proceedings thereof upon payment of any entry or other fee or cost which is generally charged to members of the Institute for such attendance.

2.2 **Individual Affiliates or staff of Corporate Affiliates** may attend a General Meeting of the Institute and do not have a vote in matters of business of the Institute.

### 3. REPRESENTATION

3.1 Each **Corporate Affiliate** shall nominate a representative (and an alternate) who may attend, as an observer, General Meetings of the Institute but shall have no vote thereat. **Individual affiliates may attend, as an observer, General Meetings of the Institute but shall have no vote thereat.**

3.2 All correspondence between the Institute and the Corporate Affiliate shall be between the Secretary and the nominated representative unless the Corporate Affiliate shall stipulate some other correspondent.

## REGIONAL BRANCH RULES

### 1. TITLE AND OBJECT

- 1.1 A Regional Branch of the Institute shall be known as "The British Institute of Agricultural Consultants ..... Branch".
- 1.2 Regional Branch will be concerned to further and promote the interests of all members in the region.



1.3 The objects of Regional Branches include the arranging of events of a generalist nature for the benefit of members of diverse interests.

## 2. MEMBERSHIP

- 2.1 Any two Fellows or Members of the Institute may initiate the formation of a Regional Branch and this shall be subject to the formal agreement of the Council of the Institute. The Council may initiate the formation of a Regional Branch.
- 2.2 Membership of a Regional Branch shall be given to all registered members of the Institute resident within the area of the Branch. A member may apply at any time to be registered with, or to be disassociated from, another Regional Branch.
- 2.3 Membership of a Regional Branch shall be in addition to, and not in conflict with, registration with a Specialist Division.

## 3. SUBSCRIPTION

- 3.1 No additional subscription shall be required from a member of a Regional Branch over and above that payable to the Institute under the Constitution.
- 3.2 With the approval of Council, a Regional Branch may levy an occasional additional charge on its registered members for a specific purpose.

## 4. ANNUAL ACCOUNTS

- 4.1 Each Regional Branch shall keep account of its financial transactions in accordance with procedures as may be laid down from time to time by Council.

## 5. GENERAL MEETINGS

- 5.1 A General meeting of a Regional Branch should be held not less frequently than once a year.
- 5.2 A General Meeting of a Regional Branch may be attended by all members of the Institute but only paid-up members may vote.
- 5.3 The business of a General Meeting shall include consideration of Reports of the Chairperson and Honorary Secretary of the Branch and the election of nominees to fill vacancies on the Committee.
- 5.4 A copy of the minutes of a General Meeting shall be sent to the Secretary of the Institute immediately after the meeting.

## 6. COMMITTEE CONSTITUTION

- 6.1 The Committee shall normally consist of a Chairperson, a Secretary and three other members, the Chairperson, Secretary and one other being Fellows or Members of the Institute.
- 6.2 The above Committee may co-opt to its number additional members in any grade as it shall think fit but these shall retire at the next General Meeting.
- 6.3 The Committee may appoint from its members other officers as it shall think fit.

## 7. COMMITTEE NOMINATION AND ELECTION



- 7.1 The Chairperson, Secretary and one other elected member shall retire at each General Meeting and shall be eligible for re-election. The Chairperson and Secretary shall not hold office in these capacities for more than six years in succession.
  - 7.2 Not less than 21 days before the General Meeting the Branch Secretary shall cause to be sent to all registered members of the Branch a list of qualified persons whom the Committee nominates for election to vacancies for officers and members of the Committee.
  - 7.3 The notice containing the above list shall state that any two members of the Branch may nominate any other qualified person for adding to the list, such additional names to be submitted before or at the General Meeting.
  - 7.4 No person shall be so nominated until it has been ascertained that the person is willing to serve as nominated if elected.
    - 7.4.1 When nominations exceed the vacancies, the position(s) shall be filled by ballot at the General Meeting, otherwise the nominees shall be deemed to have been duly elected.
8. COMMITTEE CASUAL VACANCIES
- 8.1 Casual vacancies occurring amongst the officers or members of the Committee may be filled by a resolution of the Committee. Those so appointed shall retire at the next General Meeting of the Branch but shall be eligible for election.
9. COMMITTEE POWERS AND DUTIES
- 9.1 The Committee shall arrange and manage the affairs of the Branch in conformity with the Constitution, the Code of Conduct and any other practices as directed by the Council from time to time.
  - 9.2 The Branch shall not, without the approval of Council, do anything which might affect the interests of the Institute as a whole or which involves a question of the Institute's policy or may otherwise be a matter properly the concern of Council. If in the opinion of Council the Branch is not being run in accordance with the Constitution of the British Institute of Agricultural Consultants or the Code of Conduct or any other practices as directed that Council shall have the power to intervene.
10. COMMITTEE PROCEEDINGS
- 10.1 Three members of the Committee shall constitute a quorum, without which no business shall be transacted.
  - 10.2 A copy of a brief note or minutes of each Committee meeting shall be sent to the Secretary immediately after the meeting.
  - 10.3 The proceedings of the meeting shall be confidential, in accordance with the Constitution of the Institute.
11. BRANCH MEETINGS
- 11.1 The dates and subject of meetings of a Branch shall be fixed by the Committee.
  - 11.2 The Branch Committee shall take all reasonable steps to ensure that any presentation or other activity at a meeting shall be in accordance with the general aims and objects of the Institute.



- 11.3 Any presentation or proceedings at a Branch meeting which, in the opinion of the Branch Committee, is suitable for presentation at a National Meeting or for publication in some form, may be sent to the Secretary with a recommendation to that effect.
- 11.4 Subject to the approval of the Committee, the media may be admitted to Branch meetings. Speakers shall be informed of the presence of the media.
12. **BRANCH HONORARY SECRETARY**
- 12.1 The Honorary Secretary of each Branch shall conduct correspondence in connection with the Branch and shall send to the Secretary for publicity and press coverage, particulars of all meetings to be held by the Branch and shall issue to the members of the Branch notices of all such meetings.
- 12.2 The Branch Secretary shall prepare agendas for all meetings and shall take notes or minutes, as appropriate, of all business transacted and record the same in such manner as prescribed by Council.
- 12.3 The Branch Secretary shall send to the Chief Executive for record by the Institute copies of minutes or notes of meetings of the Branch and Branch Committee immediately after each such meeting, such being marked "Unconfirmed".
- 12.4 The Branch Secretary shall be responsible for bringing to the notice of the Committee such Council or other Committee proceedings as may be relevant to the work of the Branch or its Committee.
- 12.5 The Branch Secretary shall, under the general direction of the Committee in liaison with the Chief Executive, establish and maintain communication with media and publicity organisations to ensure that information concerning Branch activities is made available in every instance where the interest of the Branch and the Institute will be served.
13. **REPRESENTATION ON COUNCIL**
- 13.1 Regional Branches will report to, or be represented on, Council in accordance with the Constitution and as directed by Council from time to time.
14. **BRANCH RULES**
- 14.1 Nothing in these Rules shall be deemed to waive the prerogative of Council as provided in the Constitution.
- 14.2 In the event that a Branch or Branch Committee finds difficulty in complying with any of these Rules, it will consult with the Secretary and, through them if necessary, with Council.
15. **WINDING UP**
- 15.1 If a Branch, or its Committee, should deem its further existence to be serving no useful purpose, it shall seek the direction of Council on the means of its winding up.
- 15.2 If Council should deem the further existence of a Branch to be not in the best interests of the Institute, Council will direct its winding up.

## **CONSTITUTION OF THE ENTRANCE, MEMBERSHIP AND DISCIPLINARY COMMITTEE**

1. Terms of Reference for the Committee





- a) To be responsible to Council for the maintenance of high standards of professional practice throughout the membership and for the implementation of the Code of Professional Conduct.
- b) To scrutinise on behalf of Council all entrants' applications and to make recommendations as to acceptance or otherwise of candidates.
- c) To review applications for membership re-grading and make recommendations to Council accordingly.
- d) To receive all correspondence relating to complaints or disciplinary matters concerning members, to make any necessary confidential enquiries and to report the outcome to Council.

## 2. Membership of the Committee

- a) The Chairperson of the Committee shall be elected at the Institute's Annual General Meeting and will then become a member of Council.
- b) Membership of the Committee: The Committee shall consist of a minimum of eight members including the Chairperson above and the Vice-Chairperson and Secretary of the Institute.
- c) Other members: Five members will be appointed by the Council. Each member shall hold office for 3 years from the date of their appointment or until the member shall previously resign or cease to be a Member of the Institute or cease to be a member of the Committee by operation of clause 2(f). Each member shall normally be required to retire by rotation and seek reappointment every 3 years.
- d) The Committee has powers to co-opt up to two additional members to represent specialist divisions of Institute activity when required.
- e) i) Without prejudice to its powers at clause 66 of the Constitution, if it considers that a member of the Committee has breached the Code of Professional Conduct and Rules of the Institute made pursuant to clauses 24 and 25 of the Constitution, the Council may suspend them from membership of the Committee.
  - i) If the suspended member is the Chairperson of the Committee, the member shall also be suspended from membership of the Council.
  - ii) If the suspended member is the Chairperson of the Committee, the Council shall appoint a Member of the Institute temporarily to chair the Committee until determination whether the suspended member has breached the Code of Professional Conduct and Rules of the Institute or until the next AGM at which a Chairperson is elected in accordance with 2(a), whichever is sooner.
  - iii) If the suspended member is a member appointed by the Council under 2(d), the Council shall appoint a Member of the Institute temporarily to be a member of the Committee until determination whether the suspended member has breached the Code of Professional Conduct and Rules of the Institute or until the next AGM, whichever is sooner.
  - iv) The question whether the suspended member of the Committee has breached the Code of Professional Conduct and Rules shall be determined under the Procedures for the Entrance,



Membership & Disciplinary Committee in Handling a Disciplinary Matter and, if the Complaints Sub-Committee decides that there may be a case to answer, under the Procedures for the Consideration of a Disciplinary Matter by the Standing Disciplinary Committee and Arbitrator.

v) If the Complaints Sub-Committee finds that there is no case to answer against the suspended member or the Standing Disciplinary Committee or Arbitrator decides that the suspended member has not breached the Code of Professional Conduct and Rules of the Institute, their suspension shall be lifted and they shall resume membership of the Committee and, if Chairperson, membership of the Council for the remainder of their annual period of office, if there be any remainder.

vi) If the Standing Disciplinary Committee or Arbitrator decides that the suspended member has breached the Code of Professional Conduct and Rules of the Institute and if an AGM has not already taken place since the member was suspended, the Council shall appoint a Member of the Institute to be a member of the Committee and, if the suspended member was Chairperson of the Committee, to be Chairperson of the Committee and a member of the Council until the next AGM.”

vi) If the Executive considers that the Complaints Sub Committee of the EMD Committee is likely to be too close to the issues in question to be a safe or fair judge whether there is a case to answer, 2(f)(v)) can be amended so that this initial stage of handling the complaint goes to a panel selected by the Council, which then passes the matter to the Standing Disciplinary Committee if the panel determines that there is a case to answer.

### 3. Rules of Committee Governance

- a) The Committee shall meet not less than twice between each AGM held in accordance with clause 84 of the Constitution of the Institute and the next AGM.
- b) Matters arising at any Committee Meeting will be decided by a majority of votes of those members present. Every member of the Committee other than the Chairperson has one vote at Committee Meetings. In the case of an equality of votes on any question the Chairperson of the Committee has a casting vote.
- c) The Chairperson of the Committee will chair each Committee Meeting. If at any Committee Meeting the Chairperson of the Committee is not present within 15 minutes after the time set for the start of the meeting, the members of the Committee present must choose one of their number to chair the meeting.
- d) A Committee Meeting is not valid unless a quorum is present throughout its duration. The quorum is four of the members of the Committee.