

ACE Articles of Association

SECTION HEADING	ARTICLE NO	TEXT OF ARTICLE
NAME	1	The name of the Association is "ASSOCIATION FOR CONSULTANCY AND ENGINEERING" (ACE).
REGISTERED OFFICE	2	The registered office of the Association will be situated in England.
OBJECTS	3	<p>The objects for which the Association is established are:-</p> <ol style="list-style-type: none">a) To promote the advancement of the business interests of consultants in the built and natural environment.b) To build influence in the national and international affairs which affect the Members.c) To enhance the collective reputation and economic vitality of the Members.d) To give the legislature, public bodies and others facilities for conferencing with and ascertaining the collective views of the Members.e) To establish, maintain and monitor trading practices and ethical business standards consistent with membership of the Association.f) To confer with associations representing manufacturers, contractors and other persons on matters of common interest.g) To give financial support to any other association, institution or body engaging in activities which are calculated in whole or part to benefit, develop, enhance or otherwise advance the professional knowledge, practice, skills and economic efficiency of the Members.h) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the purposes of its business, and in particular lands, buildings or works, and to construct, maintain and alter any buildings or works necessary or convenient for the Association's business.i) To sell, let, mortgage, dispose of or turn to account all or any of the property, rights or privileges of the Association.j) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.k) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

- l) To invest the moneys of the Association not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit.
- m) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- n) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- o) To do all such other things as are incidental or the Association may think conducive to the attainment of the above objects or any of them.

Income & Property

4

The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles of Association, and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any Member thereof not being a member of the Board or Governing Body, in return for any services actually rendered to the Association, 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 Association.

Membership A Member

5

For the purpose of these Articles a Member shall be either a Full Member or an Honorary Member as defined in these Articles.

Classes of Membership

6

Membership of the Association shall comprise:

- a) Full Members
- b) Affiliates
- c) Honorary Members.

Notwithstanding the aforementioned Classes of Membership any references in these Articles to a 'Member' or 'Members' shall be read and construed as including Full Members and/or Honorary Members only.

A Full Member	7	A Full Member shall be a business enterprise providing consultancy or other professional services on engineering or related matters in the built and natural environment, which has satisfied the membership criteria approved by the Board from time to time.
An Affiliate	8	An Affiliate is a business enterprise that provides quality tailored products and services for the benefit of the Association and its Members or is a client or industry stakeholder that wishes to ally itself with the Association as a strategic partner. Affiliate status is open to organisations which are not eligible for Full or Honorary Membership.
Honorary Members	9	An Honorary Member is an individual elected by the Board in consideration of outstanding services provided to the Association or to the consultancy industry within the built and natural environment.
ACE Code of Business Practice	10	Members shall comply with the regulations and aim to achieve the standards of good practice set out in the ACE Code of Business Practice proposed by the Board from time to time and approved by the Members by ordinary resolution at a General Meeting.
Annual Declaration	11	It shall be a requirement of remaining a Member that on admission and thereafter each Member shall submit an annual declaration to the Association, the form and content of which shall be determined by the Board from time to time, confirming the Member's compliance with the ACE's Code of Business Practice.
Application for Membership	12	<p>An application for Full Member status shall be made in writing on a form approved by the Board from time to time. Each application shall be submitted to the Secretariat for processing and approval based on the criteria issued by the Board from time to time.</p> <p>An application for Affiliate status shall be processed by the Secretariat subject to any requirements imposed by the Board from time to time. Matters relating to the commencement and termination of Affiliate status, the level of fees payable and any other relevant terms and conditions shall in each case be documented by a separate form of contract prepared and agreed by the Secretariat.</p> <p>Applications or recommendations for the granting of Honorary Member status to any individuals shall be considered by the Board who shall decide whether to grant such status.</p>

	13	The Secretariat shall inform both the Board and any Group appointed by the Board with responsibility for reviewing and reporting to the Board on matters relating to the membership of any applications for any of the Classes of Membership.
Subscription for Full Members	14	<p>New Members Every new Full Member shall immediately upon approval for admission to membership pay the subscription due for the current year and no membership shall become effective until such subscription shall have been paid.</p> <p>Rate of Subscription The subscription payable by a Full Member shall be an amount calculated in such a manner and payable on such a date or dates as shall be fixed by the Board from time to time.</p> <p>Obligation to Pay A Full Member shall pay a full year's subscription on 1st January in each year unless notice of termination of membership has been given in writing by the Full Member at least three months before that date.</p> <p>Overdue Subscriptions Should the subscription not be paid within three months of 1st January, it shall be deemed overdue. The Secretary shall take appropriate action to obtain payment and advise the Board accordingly. If a subscription remains unpaid after nine months, membership may be suspended. If a subscription remains unpaid after 12 months, membership may be terminated. Such action does not absolve the Full Member of the obligation to pay a subscription for that year.</p>
Cessation of Membership	18	<p>A Full Member shall cease to be a Full Member upon the happening of any of the following events:</p> <ol style="list-style-type: none"> a) at the end of the year for which a Full Member's subscription is payable after having given to the Association notice in writing of its resignation from membership in accordance with Article 16; b) if it goes into Administration or Administrative Receivership or Liquidation other than for the purposes of amalgamation or reconstruction; c) if it ceases to conform to the definition contained in Article 7 or otherwise ceases to be qualified as a Full Member under these Articles.

An Honorary Member may give notice in writing to the Board to terminate the Honorary Member's membership at any time.

	19	Expulsion
--	----	------------------

The Board shall have the power by resolution to expel any Member from membership where, in the Board's opinion, the Member had committed a breach of these Articles, or a breach of the ACE Code of Business Practice, or had been guilty of such conduct as to have rendered the Member to be unfit to belong to the Association. No such resolution shall have effect unless the Member had been given the opportunity of submitting a written statement or explanation to the Board. The Member shall be given the opportunity to be present at the Board meeting at which its actions or conduct would be considered.

General Meetings

20

Annual General Meeting

Association shall hold a General Meeting each year as its Annual General Meeting on such date after 28th February and at such place determined by the Board. The AGM shall take place not more than 15 months after the date of the previous AGM.

21

Notice

Notice of General Meetings shall be circulated to Members not less than 14 days before the date of the Meeting in the manner in which notices are herein directed to be served.

22

Resolutions

Where the notice convening a General Meeting states the precise wording of a proposed resolution no new wording or amendments shall be proposed at such Meeting save as shall in the opinion of the Chairperson of the Meeting be necessary to correct a manifest error which does not alter in substance the meaning or effect of the resolution. A completed proxy form that instructs the proxy how he shall vote in relation to such resolution shall be deemed to refer to the corrected resolution.

23

Proceedings at General Meetings

At every Annual General Meeting the Association shall:

- a) consider the accounts and balance sheet of the Association, the report of the Auditors of the Association and any reports laid before it by the Board.
- b) appoint an Auditor or Auditors in accordance with the provisions of the Act governing such appointments.
- c) endorse any appointments of new members of the Board made by the Board since the preceding Annual General Meeting.

24

Voting

Only Full Members may vote at General Meetings.

- 25 Byelaws may be proposed by the Board from time to time and agreed by Full Members by ordinary resolution at a General meeting. Such bye-laws shall include:
- a) The number of votes a Full Member shall be entitled to exercise
 - b) the entitlement of a Member to be represented at a General Meeting,
 - c) the manner in which notices calling a General Meeting shall be issued,
 - d) the manner in which votes may be cast and counted. Always provided that such bye-laws shall not conflict with any provision of these Articles.
- 26 Voting shall normally be on show of hands in which case a Full Member may cast one vote. If the Chairperson directs or if a Full Member so requests, there shall be a poll vote. In such instances votes may be cast: i) in person on behalf of a Full Member: and ii) by proxy.
- In the event of a poll, the number of votes will be in accordance with the bye-laws.
- 27 **Proxy**
A Full Member may nominate any person entitled to be present at act as its proxy.
- 28 **Entitlement to Vote**
A Full Member shall not be entitled to be represented or vote if its subscription has not been paid.
- 29 **Chairperson's Decision**
Any objection to the validity of a voter shall be referred to the Chairperson whose decision shall be final.
- 30 **Quorum**
No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall consist of ten Full Members represented by at least ten persons.
- 31 **Resolutions**
Any Full Member entitled to be represented and to vote at a Meeting may submit any resolution to any General Meeting, provided that at least six weeks before the day appointed for the Meeting the Full Member shall have served upon the Association a signed written notice which shall contain the proposed resolution and a statement of intent to submit the same. Upon receipt of any such notice, the Company Secretary shall include notice of the resolution proposed in the papers for the meeting.

- 32 **Special Business**
The following kinds of business shall be deemed to be special business, and so require a 75% majority vote to be approved:
- a) all business transacted at an Extraordinary General Meeting;
 - b) all business transacted at an Annual General Meeting with the exception of those items defined in Article 23.

- 33 **Composition**
The affairs of the Association shall be managed by the Board which shall be comprised of
The Officers:
- a) Chairperson;
 - b) Immediate Past Chairperson;
 - c) First Vice Chairperson;
 - d) Second Vice Chairperson;
 - e) Third Vice Chairperson;
 - f) Chief Executive/President and Company Secretary;
 - g) Treasurer

and by Group Chairpersons or representatives, normally as follows:

- a) chairperson of the Emerging Professionals Group formerly known as the Progress Network Group;
- b) chairpersons of ACE Groups in Scotland, Wales and Northern Ireland;
- c) three chairpersons or other Regional Group representatives from the English Regions of which one must represent the London and South-East Region;
- d) up to five representatives from sector Groups;
- e) chairpersons of Groups appointed by the Board

and in any event the total number of members of the Board shall not exceed 21 except where permitted by Article 35 or by Article 43.

Members of the Board will be appointed by the Board and the Full Members of the Association shall be asked to endorse any new appointments each year at the AGM.

- 34 **Representation by Firm**
Membership of the Board will aim to reflect the industry and will normally consist of representatives of six large firms, six medium firms, four small firms and four specialist firms.
Not more than two representatives from the same Full Member firm shall serve on the Board at any time.

The Chief Executive/President and Company Secretary shall additionally be a Board member and need not be a representative of a Full Member firm.

35

Co-option

After the Annual General Meeting the Board shall be entitled, should its composition be such that it is unrepresentative of the Association, to add by co-option up to two additional members. Persons so co-opted shall retire at the end of the year of office of the Board by whom they were co-opted but shall be eligible for further co-option, up to a maximum of three consecutive years.

36

Casual Vacancies

Any casual vacancy on the Board may be filled by the Board from those persons eligible to serve. The person appointed to fill such a vacancy shall retire from office on the date the replaced person would have expected to have retired.

37

Relationship to Companies Act

Those persons appointed or co-opted to the Board shall be considered as directors in accordance with the Companies Act, Table A.

38

Powers of the Board

The Board may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association in General Meeting, subject nevertheless to the provisions of these Articles, to the Act and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting but no regulation made by the Association in General meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made.

The Board shall employ a Chief Executive to run an effective Secretariat with responsibility for delivering services to Members and representing Members. The Chief Executive shall also be the Company Secretary.

39

Funds

All moneys, cheques, bills and notes belonging to the Association shall be paid to or deposited with the Association's bankers to an account opened in the name of the Association. Cheques on the Association's bankers shall be kept with such banker or bankers as the Board shall from time to time determine.

40

Election

At their last meeting of each calendar year, the Board shall elect from their members or from the Association's Full Members those to hold office as follows:

- a) one as Chairperson of the Association; and
 - b) three as Vice-Chairperson (First /Chairperson-Elect, Second Chairperson, and Third Chairperson) of the Association;
 - c) one as Honorary Treasurer of the Association; and
 - d) one as Immediate Past Chairperson
- until their successors have been elected at the last meeting of the Board in the following calendar year.

41 The Board shall extend the tenure of the Chairperson by one year if considered appropriate to address exceptional circumstances which could affect ACE business operations.

42 **Casual Vacancies**

A casual vacancy arises at any time in any of the aforesaid offices it shall be filled by the Board appointing one of its members, and the person so appointed shall hold office until his successor has been elected at the last meeting of the Board in the calendar year or as otherwise determined by the Board.

43 **Number of Board Members**

The Association may from time to time in General Meeting increase or reduce the number of members of the Board and make any consequential alterations in the provisions of these Articles as to the manner of appointment of members of the Board

44 **Disqualification of Members of the Board**

The office of a member of the Board shall be vacated if:

- a) notice is given in writing of resignation from office; or
- b) the person leaves the employment of a Full Member (but this ground shall not apply to the Chief Executive/President and Company Secretary); or
- c) the person becomes prohibited by law from being a director; or
- d) the person becomes bankrupt or makes any arrangement or composition with his creditors generally or
- e) the person is in the opinion of the Board incapable of managing their own affairs by reason of mental disorder; or
- f) the person is removed from office by a resolution duly passed under Section 303 of the Act or
- g) the person fails to attend at least three of any six consecutive meetings of the Board unless he has obtained from the Board leave of absence.

Proceedings of the Board

- 45 In addition and without prejudice to the provisions of Section 303 of the Act, the Association may by ordinary resolution remove any member of the Board, before the expiration of his period of office and may by an ordinary resolution appoint another member in his stead but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed.
- 46 **Conduct of Business**
Subject to the provisions of the Act and of the Articles the Board shall decide how to conduct its business and when and where it shall meet.
- 47 **Quorum**
The quorum for the transaction of business of the Board shall be five. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under these Articles for the time being vested in the Board generally.
- 48 **Voting**
Questions arising at a meeting shall be decided by a majority of votes. Voting at meetings of the Board shall be by show of hands and every member of the Board shall have one vote. In the event of an equality of votes the Chairperson of the meeting shall have a second or casting vote
- 49 **Extra Meetings**
A member of the Board or any five Full Members of the Association may request the Secretary, at any time to summon a meeting of the Board within thirty days. The Secretary shall act upon such a request.
- 50 **Notice of Meetings**
A member of the Board shall be entitled to a notice of a meeting only at the address he notified to the Board on taking office or as formally notified to the Association of any change to that address.
- 51 **Chairperson**
The Chairperson, or in his/her absence the First or Second Vice-Chairperson of the Association shall preside as Chairperson at every meeting of the Board but if neither of them are present within five minutes after the time the meeting was due to start the members of the Board present shall choose one of their number to be Chairperson of the meeting
- 52 **Groups**

The Board may delegate any of its powers to Groups and may decide who should be the members. Provided no direction is given by the Board all meetings of Groups shall be held in accordance with the Articles. The Board may appoint a Group for any special purpose, which may include taking responsibility for reviewing and reporting on membership criteria, the Disciplinary Panel and any other matters relating to membership. It shall appoint Groups for Scotland, Northern Ireland, and Wales, whose membership shall be those persons recommended to the Board by the Members of the relevant country, any elected member of the Board from the relevant country and any additional members required by the Board.

The Board with the assistance of the Secretariat shall maintain a handbook setting out the arrangements and responsibilities of the individual Groups and the operation of the Association.

53

Regional Groups

Regional and other Groups may be formed by Full Member firms within the region. The boundaries of the region shall be decided by the Board. The Regional Groups will be required to abide by such rules and requirements, which shall, from time to time, be decided by the Board.

54

Advisory Board

An Advisory Board may be established which will provide strategic guidance and lobbying assistance to the ACE Board. The composition of the Advisory Board will be determined by the ACE Board.

55

The Advisory Board's composition, operation and members' tenure shall be defined in the terms of reference to be approved by the ACE Board.

56

Minutes

The Board shall cause minutes to be kept of all appointments of officers made by the Board and of the proceedings of all meetings of the Association, of the Board and of its Groups and all business transacted at such meetings. Such minutes when signed by the Chairperson of the meeting or of the next meeting shall not require any further proof of the facts stated.

57

Resolutions

A resolution in writing signed by all the members of the Board or of any Group of the Board who are entitled to receive notice of a meeting of the Board or of such Group shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Group and

may consist of several documents in like form each signed by one or more members of the Board or of such Group.

58

Chairperson’s Ruling

If a question arises at a meeting of the Board or of a Group of the Board as to the right of a member to vote, the question may, before the conclusion of the meeting, be referred to the Chairperson of the meeting and his/her ruling in relation to such member other than himself/herself shall be final and conclusive.

The Disciplinary Panel

59

Composition

The Disciplinary Panel shall be comprised of three persons nominated by the Board or by a Group appointed by the Board (“Membership Group”).

60

No member of the Disciplinary Panel may serve concurrently on the Board.

61

Chairperson

The Disciplinary Panel shall be chaired by a member of the Membership Group.

62

Reporting

The Disciplinary Panel shall report directly to the Board or if applicable to the Membership Group.

63

Proceedings of the Disciplinary Panel

The Disciplinary Panel shall be responsible for:

- a) upholding the Code of Business Practice and supervising its application to Members;
- b) considering all disciplinary matters in relation to Members and recommending to the Board (or if applicable to the Membership Group) any action to be taken.

The Board may from time to time and as it thinks fit offer business to, and frame such rules for the conduct of the business of the Disciplinary Panel.

Accounts

64

The Board shall cause proper books of accounts to be kept so as to give a true and fair view of the state of affairs of the Association and to explain the transactions.

65

Inspection

The books of accounts shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

66

The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspections by the Members

of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of Members at all reasonable times.

67

Annual Accounts

At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up to the same date as the date to which the income and expenditure account is made up. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served.

Audit

68

The financial year shall end on the 31st day of December. As soon as possible following this day the accounts shall be examined by properly qualified auditors.

69

Auditors shall be appointed and their duties regulated in accordance with the Act.

Notices

70

A Notice may be served by the Association upon any Member by one of the following methods; personally, by sending it through the post in a prepaid letter addressed to such Member at the registered address as appearing in the Membership Records, by electronic means or by publication in the relevant area of the Association's website.

71

Any Member described in the Membership Records by an address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom, at which notices may be served shall be entitled to have notices served at such address.

72

Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a first class prepaid letter. Notices served on Members outside the United Kingdom shall be sent by

air-mail. Notices served by electronic means or posted on the Association's website shall be deemed to be served on the day that the electronic communication is sent or the day on which it appears on the Association's website

Dissolution

73

Liability

The liability of the Members is limited.

74

Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that they are a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which they cease to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding an amount equivalent to their annual subscription.

75

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among Members of the Association, but if and so far as effect can be given to the next provision, shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by such Judge, of High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.

Indemnity

76

Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association. The Board shall be entitled to purchase and maintain through the Association a policy or policies of insurance for any officer or auditor of the Association against any liability

which may attach to any of them in respect of any negligence, default, breach of duty, breach of trust or any other wrongful act committed in the execution or performance of their duties including any liability incurred by them in defending any proceedings therefor.

THE SCHEDULE

Interpretation of the Companies Act and definitions of words used in the Articles of Association of the Association for Consultancy and Engineering.

Interpretation

The Companies Act

All reference to provisions of the Act shall be interpreted as references to the Companies Act 1985 as from time to time amended or re-enacted.

Table A and
Table C

All references to Table A and to Table C shall mean the Regulations so entitled as set out in the Schedule to the Companies (Tables A-F) Regulations 1985 as from time to time amended or re-enacted.

The regulations in Table C to the Companies (Tables A-F) Regulations 1985 as amended shall apply subject to the modifications expressed in these Articles.

Regulation 1 of Table C shall be modified so that the regulations referred to therein as not applying to the Association shall be regulations 2 to 35 inclusive, 40, 54, 56, 57, 59, 64 to 69 inclusive, 73 to 89 inclusive, 91, 92, 93, 100, 102 to 110 inclusive, 112 and 114 to 118 inclusive.

Regulations 3, 4 and 8 of Table C shall not apply to the Association.

Definitions

Person

An individual and not a body corporate.

The Office

The registered office of the Association.

Month

Calendar month.

Member

The word Member in these Articles embraces both Full Member and Honorary Member.