

Articles of Association
OF THE
Institute of Marine Engineers

**CONSTRUCTION OF ARTICLES AND INTERPRETATION
OF TERMS**

1. These Articles shall be construed with reference to the provisions of "The Companies Act, 1862," and "The Companies Act, 1867," and terms used in these Articles shall be taken as having the same respective meaning as they have when used in those Acts.

OBJECTS OF INSTITUTE

2. The Institute of Marine Engineers is established for the purposes expressed in the Memorandum of Association. It is hereinafter in these Articles referred to as "The Institute."

CONSTITUTION

3. The Institute shall be composed of Members, Associate Members, Associates, Graduates, Companions * and Honorary Members.

4. For the purpose of Registration, the number of Members, Associate Members, Associates, Graduates, Companions and Honorary Members of the Institute is limited to five hundred.†

MEMBERS

5. The subscribers of the Memorandum of Association, and such other persons as shall be elected as Members, in accordance with these Articles, and none others, shall be Members of the Institute, and be entered on the Register of the Institute as Members.

6. Any person may become a Member of the Institute who shall be qualified and elected as hereinafter mentioned, and

* Added March, 1896.

† Subsequently increased to 1,000, with power to further increase on application as may be found necessary.

shall agree to become such member, and shall pay the entrance fee and first subscription accordingly.

7. The rights and privileges of every Member of the Institute shall be personal to himself, and shall not be transferable or transmissible by his own Act or by operation of law.

QUALIFICATION OF MEMBERS

8. The qualification of Members shall be prescribed by the By-laws of the Institute from time to time in force, as provided for by these Articles.

ELECTION OF MEMBERS

9. The election of Members shall be conducted as prescribed by the By-laws of the Institute from time to time in force, as provided for by these Articles.

ASSOCIATE MEMBERS, ASSOCIATES, GRADUATES, COMPANIONS,* AND HONORARY MEMBERS

10. The Institute may admit such persons as may be hereafter qualified and elected in that behalf as Associate Members, Associates, Graduates, Companions and Honorary Members respectively, of the Institute, and may confer upon them such privileges as shall be prescribed by the By-laws of the Institute from time to time in force, as provided for by these Articles, provided always that no Associate Member, Associate, Graduate, Companion or Honorary Member shall have any rights as a Member.

NOTICE OF, AND VOTING AT MEETINGS

11. All Members, Honorary Members, Associate Members, Associates, Graduates and Companions shall have notice of, and the privilege to attend, all Meetings, but Members only shall be entitled to vote thereat.

ENTRANCE FEES AND SUBSCRIPTIONS.

12. An entrance fee of £1 and an annual subscription of £1 1s. shall be paid by each member.

13. An entrance fee of £1 and an annual subscription of 15s. shall be paid by each Associate Member.

14. An entrance fee of 15s. and an annual subscription of 10s. shall be paid by each Associate.

15. An entrance fee of 10s. and an annual subscription of 5s. shall be paid by each Graduate.

16. All entrance fees shall be paid by candidates before their application for Membership can be entertained, such entrance fees to be returned to such candidates in the event of their not being elected. In the event of the candidate being elected to a class of Membership other than that for admission to which he has applied, the difference (if any) between the entrance fee paid by such candidate and the entrance fee payable for the class to which he is elected, as provided by these By-laws, shall be repaid to such candidate, or paid by such candidate, as the case may be. All subscriptions shall be payable in advance, and shall become due on the first day of January in each year. The subscriptions of all Members, Associate Members, Associates, Graduates and Companions shall commence on the first day of January in the year in which he is elected, if such election shall take place on or before the thirtieth day of September, in that year; but if such election shall take place after the thirtieth day of September in such year, then the subscription of such Member, Associate Member, Associate or Graduate shall commence from the first day of January next following such election.*

17. The annual subscription of Members may be compounded for by the payment of ten pounds ten shillings, such payment to confer the privileges of Membership for life.

18. If any Member, Associate Member, Associate, Graduate or Companion shall allow his subscription to fall six calendar months in arrear, the Treasurer shall write to inform him of the same, and if he does not pay such subscription within the space of six calendar months from the date of this communication, the Council shall have power to cancel his Membership as Member, Associate Member, Associate, Graduate or Companion as the case may be. In no case shall any Member be allowed to vote at any meeting unless he has paid in full all arrears of subscriptions and his subscription in full for the year in which such Meeting is held.

* Amended to:—All Subscriptions are pro rata for the first year, according to the month of Election, but the first subscription shall be paid in full, and until such subscription be paid those elected shall be placed on a "probationary list."

EXPULSION

19. If any Member, Associate Member, Associate, Graduate or Companion shall leave his subscriptions in arrear for two years, and shall fail to pay such arrears within four calendar months after a written application has been sent to him by the Secretary, his name may be struck off the list of Members, Associate Members, Associates, Graduates, or Companions, as the case may be, by the Council, at any time afterwards, and he shall thereupon cease to have any rights as a Member, Associate Member, Associate Graduate or Companion, as the case may be, but he shall nevertheless continue liable to pay the arrears of subscriptions due at the time of his name being so struck off, provided always that this regulation shall not be construed to compel the Council to remove any name if they shall be satisfied that the same ought to be retained.

20. The Council may refuse to continue to receive the subscriptions of any person who shall have wilfully acted in contravention of the regulations of the Institute, or who shall, in the opinion of the Council, have been guilty of such conduct as shall have rendered him unfit to continue to belong to the Institute, and may remove the name of any such person from the list of Members, Associate Members, Associates, Graduates, Honorary Members or Companions (as the case may be), and such person shall cease to be a Member, Associate Member, Graduate, Companion or Honorary Member (as the case may be) of the Institute, but such person shall be at liberty to appeal to a General Meeting of the Association to rescind such removal, and such Meeting shall have power to do so.

GENERAL MEETINGS

21. * The first General Meeting shall be held at such time (not being more than four months after the registration of the Memorandum of Association of the Institute), and at such place as the Council may direct.

22. Subsequent General Meetings shall be held at such time and place as may be prescribed by the Council, but one General Meeting shall be held during the first three months of every year, and shall be called the Annual General Meeting.

23. Subject to the discretion given to the Council by Articles

* Held in the Langthorne Rooms, 15, Broadway, Stratford, on Friday evening, November 1, 1889.

21 and 22, four General Meetings shall be held in every year, and subject as aforesaid, such meetings shall be held at the Langthorne Rooms, Broadway, Stratford, in the County of Essex, or in other, or the Institute premises, and shall be respectively held on the first Friday in March, the first Friday in June, the first Friday in September, and the first Friday in December of every year. The Meeting held on the first Friday in March, or other, the first General Meeting prescribed by the Council under Article 21, shall be called the Annual General Meeting. All others of the above-mentioned General Meetings shall be called Ordinary General Meetings.

24. All other Meetings of the Institute shall be called Extraordinary General Meetings.

25. An Extraordinary General Meeting shall be convened at any time by the Council, and shall be convened by them whenever a requisition, signed by twenty Members of the Institute, specifying the object of the meeting, is left with the Secretary. If for fourteen days after the delivery of such requisition a meeting be not convened in accordance therewith, the requisitioners, or any twenty Members of the Institute, may convene an Extraordinary General Meeting in accordance with the requisition. All General Meetings shall be held within a radius of ten miles from the General Post Office, in the City of London.

26. No notice of any General Meeting held at the place and time mentioned in Article 23 shall be given, but seven clear days' notice of every other General Meeting, specifying generally the nature of any special business to be transacted at such meeting, shall be given to every Member of the Institute, and no other special business shall be transacted at such meeting; but the non-receipt of such notice by any Member or Members shall not invalidate the proceedings of such meeting. No notice of the business to be transacted (other than such ballot lists as may be requisite in case of elections) shall be required in the absence of special business.

27. Special business shall include all business for transaction at an Extraordinary General Meeting, and all business for transaction at every other meeting, with the exception of the reading and confirmation of the Minutes of the previous meeting, and the reading and discussion of papers as provided by the By-laws or any regulations of the Council made in accordance with the By-laws.

PROCEEDINGS AT GENERAL MEETINGS

28. Fifteen Members shall constitute a quorum for the purpose of a General Meeting other than an Extraordinary General Meeting. Twenty Members shall constitute a quorum for the purposes of an Extraordinary General Meeting.

29. If within twenty minutes after the time fixed for holding the meeting a quorum is not present, the meeting shall be dissolved, and all matters which might, if a quorum had been present, have been done at a meeting (other than an Extraordinary General Meeting) so dissolved may forthwith be done on behalf of the Meeting by the Council.

30. The President shall be the Chairman at every meeting, and in his absence one of the Vice-Presidents, and in the absence of all Vice-Presidents, a Member of Council shall be elected by the Members present to the Chair, and if no Member of Council be present and willing to take the Chair, the Members present at the meeting shall elect a Chairman from among themselves.

31. The decision of a General Meeting shall be ascertained by show of hands, unless after the show of hands a poll is forthwith demanded, and by a poll, when a poll is thus demanded. The manner of taking a show of hands or a poll shall be in the discretion of the Chairman, and an entry in the Minutes signed by the Chairman shall be sufficient evidence of the decision of the General Meeting. Each Member shall have one vote, and no more. In case of equality of votes the Chairman shall have a second or casting vote. Provided that this Article shall not interfere with provisions of the By-laws as to election by Ballot.

32. The acceptances or rejections of votes by the Chairman shall be conclusive for the purpose of the decision of the matter in respect of which the votes are tendered. Provided that the Chairman may review his decision at the same meeting if any error be then pointed out to him.

BY-LAWS

33. The By-laws set forth in the Schedule to these Articles, and such altered and additional By-laws as shall be added or substituted as hereinafter mentioned shall regulate all matters by the Articles left to be prescribed by the By-laws, and which may lawfully be settled by By-laws, and all matters which,

consistently with the Articles and Statute, shall be made the subject of By-laws. Alterations in and additions to the By-laws may be made only by resolution of the Members at an Annual General Meeting.

COUNCIL

34. The Council of the Institute shall consist of one President, not more than thirty Vice-Presidents, the Honorary Secretary and Honorary Treasurer (if any), and thirteen ordinary Members of the Council.*

The first Council shall be as follows :—

PRESIDENT

Asplan Beldam.

VICE-PRESIDENTS

William Jeffers Craig.

Thomas Wilson Fish.

John Macfarlane Gray.

G. W. Manual.

Henry Prior.

Alexander Winter Robertson.

Henry Milnes Rait.

John Henderson Thomson.

Archibald Thomson.

John Tait.

James Weir.

F. W. Wymer.

HONORARY SECRETARY

James Adamson.

HONORARY TREASURER

James William Domoney.

COUNCIL

Lewis Potter Coubro.

David Greer.

Andrew Gibb.

* The office of Hon. Minute Secretary was created and established at the Annual General Meeting held March, 1890.

The office of Hon. Financial Secretary was created and established at the Annual General Meeting held March, 1904.

James George Hawthorn.
 Robert Leslie.
 William Percy Laing.
 Daniel Macmillan.
 Arthur John Maginnis.
 Matthew Prior.
 John Ruthven Ruthven.
 Frederick William Shorey.
 James Stewart.
 William M. Taylor.

35. The first Council shall continue in office until the Annual General Meeting in 1890. *The President, Vice-Presidents, and eight Members of the Council shall retire at each succeeding Annual General Meeting, but shall be eligible for re-election. The Members of Council to retire each year shall be chosen from those who have been longest in office, and in cases of equal seniority shall be determined by the Council by ballot.

36. The election of a President, Vice-Presidents, and Members of the Council, to supply the places of those retiring at the Annual General Meeting, shall be conducted in such a manner as shall be prescribed by the By-laws from time to time in force as provided for by these Articles.

37. The Council may supply any casual vacancy in the Council (including any casual vacancy in the office of President) which shall occur between one Annual General Meeting and another, and the President or Members of the Council so appointed shall retire at the succeeding Annual General Meeting. The Members of the Council so retiring shall be in addition to the Members retiring under Article 35.* Vacancies not filled up at the Annual General Meeting shall be deemed to be casual vacancies within the meaning of this Article.

OFFICERS

38. The Treasurer, Secretary, or Assistant Secretary or Secretaries, whether honorary or paid, and all the employés of the Institute shall be appointed and removed in the manner prescribed by the By-laws or Regulations of the Institute from

* Amended at the Annual General Meeting held March, 1908, to:—
 “The President, Vice-Presidents and five Members of the Council shall retire at each succeeding Annual General Meeting, but shall be eligible for re-election.”

time to time in force. Subject to the express provisions of the By-laws, the officers and servants of the Institute shall be appointed and removed by the Council.

39. The powers and duties of the officers of the Institute shall (subject to any express provisions in the By-laws) be determined by the Council.

POWERS AND PROCEDURE OF COUNCIL

40. The Council may regulate their own procedure, and delegate any of their powers and discretions to any one or more of their body, and may determine their own quorum if no other number is prescribed. Three Members of the Council shall form a quorum.

41. The Treasurer may, with the consent of the Council, invest in the name of the Institute any moneys not immediately required for the purposes of the Institute in or upon any of the following investments, that is to say :—

(a) The Public Funds or Government Stocks of the United Kingdom, or of any Foreign or Colonial Government, guaranteed by the Government of the United Kingdom.

(b) Real or leasehold securities, or in the purchase of real or leasehold properties in Great Britain.

(c) The security of rates levied by any corporate body empowered to borrow money on the security of rates, where such borrowing has been duly authorized by Act of Parliament.

42. The Council may, with the authority of a resolution of the Members in General Meeting, borrow moneys for the purposes of the Institute, on the security of the property of the Institute.

43. No act done by the Council, whether *ultra vires* or not, which shall receive the express or implied sanction of the Members of the Institute in General Meeting, shall be afterwards impeached by any Member of the Institute on any ground whatsoever, but shall be deemed to be an act of the Institute.

NOTICES

44. A notice may be served by the Council of the Institute upon any Member, Associate Member, Associate, Graduate Companion or Honorary Member, either personally or by sending it through the post in a prepaid letter, addressed to such

Member, Honorary Member, Associate Member, Associate, Graduate or Companion at his registered place of abode.

45. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office.

46. No Member, Honorary Member, Associate Member, Associate or Graduate Companion, not having a registered address within the United Kingdom, shall be entitled to any notice, and all proceedings may be had and taken without notice of such Member, Honorary Member, Associate Member, Associate, Graduate or Companion (as the case may be) in the same manner as if he had had due notice.

PREMISES OF THE INSTITUTE

47. The rights and restrictions of Members, Honorary Members, Associate Members, Associates, and Graduates, or Companions, in the usage of the premises of the Institute, shall, so far as lawful, be prescribed by the By-laws or by the regulations of the Institute from time to time in force, as provided for by these Articles.

PROPERTY OF THE INSTITUTE

48. The rights and restrictions of Members, Honorary Members, Associate Members, Associates, Graduates and Companions in the usage of the property of the Institute, shall, so far as lawful, be prescribed by the By-laws or by the regulations from time to time in force as provided for by these Articles.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

ASPLAN BELDAM, Engineer, The Lodge, Acton.

JOHN MACFARLANE GRAY, Chief Examiner of Engineers,
Board of Trade, 1, Claremont Road, Forest Gate.

GEORGE W. MANUEL, Superintendent Engineer, Eildon, Catford, Kent.

H. M. RAIT, Engineer, 1, Nester Terrace, N.W.

WILLIAM JEFFERS CRAIG, M. Insts. N.A. & C.E., Earlham
Grove, Forest Gate.

JOHN H. THOMSON, Engineer, 26, Ethel Road, Victoria Docks.

ROBERT LESLIE, Engineer, Mayfield, Sprowston Road, Forest
Gate.

J. W. DOMONEY, Merchant, Montrose, Balham Park Road, S.W.

JAS. ADAMSON, Engineer, St. Quivox, Stopford Road, Upton
Manor.

L. P. COUBRO, Engineer, 13, Park Villas, Charlton Road,
Blackheath.

Dated this 18th day of July, 1889.

Witness to the above signatures,

RICH^d. BROWSE,

Clerk to JOHN NEELY,

Solicitor,

25, Old Jewry, London, E.C.