

COMPANIES ACT, 1963

**A Company Limited by Guarantee and not Having
a Share Capital**

Articles of Association

of

**THE ASSOCIATION OF CONSULTING
ENGINEERS OF IRELAND**

Changes Passed by Members: EGM Nov 2001
Approved/Implemented: AGM 8th March 2002
Revised and Approved AGM 28th March 2008
Revised/Approved AGM 23rd March, 2012

PRELIMINARY

- 1 The regulations contained in Table C in the First Schedule to the Companies Act, 1963 (such Table being hereinafter called "Table C") shall apply to the Association save in so far as they are excluded or varied hereby, that is to say;
 - (a) The Word "Association" shall be substituted for "Company" wherever the same appears in Table C, the Words "Presidential Team " for "Directors" or "Board of Directors" and the word "President" for "Chairman".
 - (b) The Regulations of Table C, numbered 1, 2, 3, 23, 31, 32, 33, 39, 40 shall not apply to the Association, but in lieu thereof and in addition to the remaining Regulations of Table C the following shall be the Regulations of the Association.
- 2 In these Articles of Association the following words shall have meanings hereunder assigned to them, if not inconsistent with the subject or context:

WORDS

MEANINGS

The Act	Companies Act 1963 – 1990 as extended and amended.
The Articles	The Articles of Association and the Regulations of the Association from time to time in force.
Chartered Engineer	A candidate authorised by the Institution of Engineers of Ireland (trading as Engineers Ireland) or other approved Chartered Institution to describe himself/herself as a Chartered Engineer.
ACEI Fellow (FConsEI)	A candidate possessing the necessary qualifications to practice in one or more of the various branches of engineering or related professional disciplines who devotes himself /herself to advising on engineering and related matters or to the design of engineering works or to the supervision or management of a Consulting Engineering Company, and who for such purposes occupies his/her own office and employs his /her own staff, or in the case of a partner or proprietary director or manager of a firm or Consulting Engineering Company uses the office and staff of the said organisation, and who is not directly or indirectly concerned or interested in commercial or manufacturing or contracting interests such as would tend to influence the exercise of his/her independent professional judgment in the matters upon which he/she advises.
Professional Consulting Engineer (RConsEI)	A candidate employed in a member company as a consulting engineer, possessing the necessary qualifications to practice in one or more of the various branches of engineering, who devotes himself/herself advising on engineering matters or to the design of engineering works or to the supervision or management of the construction of engineering works.

Proprietary Director	A director of a Company (by which is meant a Company incorporated under the provisions of the Act), who owns a portion of the controlling shares.
Partner:	A candidate who is a Partner in a Partnership and who owns a portion of the Partnership.
ACEI Member Company (MConsEI)	<p>A Member Company of the Association shall be the following:</p> <p>(a) An ACEI Registered Professional Consulting Engineer who has set up an office and works as a sole practitioner;</p> <p>(b) A professional firm in which all or a majority of the partners or all or a majority of the directors and shareholders with voting rights of a company qualify as ACEI Registered Professional Consulting Engineers provided that only a minority of other suitably professional qualified candidates or bodies, who are not directly or indirectly concerned or interested in commercial, manufacturing, or contracting interests such as would tend to influence the firm in its independent engineering professional judgment and who adhere to the Rules for Professional conduct incorporated in Articles hereinafter contained, may also be partners, proprietary directors or shareholders.</p> <p>(c) An Engineering Consultancy, operating in Ireland in which ACEI Registered Fellows have control of the Consultancy's affairs. Provided that the consultancy is not a subsidiary or Holding Company of a Company which is primarily engaged in manufacturing or contracting, is in substance owned by the State or a similar public body, or is in substance the Design Department of a development, manufacturing or contracting Company.</p>
The Association	The Association of Consulting Engineers of Ireland.
ACEI Corporate Affiliate Member	<p>Corporate Affiliate Member Company shall be the following:</p> <p>Any engineering related professional Company which does not fulfil the requirements for full membership but which has an interest in the consulting engineering industry, has been in business for a period of not less than 3 years prior to application for membership, which supports the ACEI Objectives and agrees to abide by the ACEI Code of Conduct and Professional Ethics.</p>
The Board of Directors	Means the directors of the Association, being the members for the time being of the Board hereby constituted.
The Presidential Team	The Executive Presidential Team for the time being of the Association. Team members include the President, first and second vice Presidents, Honorary Secretary, Honorary Treasurer and Company Secretary.
The Executive Committee	The Executive Committee for the time being of the Association.

The Company Secretary	The Honorary Secretary, or any other candidate appointed by the Board to perform the duties of the Company Secretary of the Association.
The Treasurer	The Honorary Treasurer or any other candidate appointed to perform the duties of the Treasurer of the Association.
The Office	The Registered Office for the time being of the Association.
The Seal	The Common Seal of the Association.
Month	Calendar month.
Rules of Association:	The Rules of Association which may be amended or altered by the Executive Committee from time to time subject to such changes being agreed by members at a General Meeting.

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.

Unless the contrary intention appears words or expressions contained in the Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the Association.

Reference to the masculine gender includes the feminine gender.

MEMBER COMPANY

- 3 For the purpose of registration the number of member companies of the Association was declared not to exceed 300 but the Executive Committee may from time to time register an increase of members. Every member company shall have a registered address which the Member company shall notify to the Honorary Secretary when acknowledging election to membership of the Association. The Honorary Secretary shall keep a record of this address in the Register of Members and unless notified by a Fellow of the member company concerned as to any change shall address all communications to the member at that registered address.
- 4 The provisions of Section 116 of the Act shall be observed by the Association.
- 5 The companies who were at the date of the adoption of the Articles on the register of Members of the Association shall be registered as Member companies of the Association if deemed eligible by the Executive Committee and such other organizations shall be Members of the Association as the Executive Committee shall from time to time admit to membership provided that no valid objection in writing to said membership by an existing Member is received.
- 6 The privileges of membership shall not be transferable or transmittable.

QUALIFICATIONS FOR MEMBERSHIP

- 7 A sole trader, firm or Engineering Consultancy Company seeking membership of the Association shall be an organization that:
- i. Is primarily engaged in the business of offering impartial technology based intellectual and design services for the development of the built, and natural environment, to clients for a fee, and
 - ii. Is managed and has its operating policies determined by people whose professional qualifications, experience and conduct are in keeping with the requirements of the Articles of Association and Rules of the ACEI, and
 - iii. Has a good professional reputation and ethical standards, and
 - iv. Is controlled and managed by persons all or a majority of whom are Fellows of ACEI or who are qualified to become a Fellow of the Association and who have applied, and
 - v. Is not a subsidiary or Holding Company of a Company which is primarily engaged in manufacturing or contracting, and
 - vi. Is not in substance owned by the State or a similar public body, and
 - vii. Is not in substance the Design Department of a development, manufacturing or contracting Company, and
 - viii. Is resident or incorporated in the Republic of Ireland and is conducting business in Ireland, and
 - ix. In the opinion of the Executive, has appropriate persons with knowledge and experience in the field of consulting engineering or related professions to furnish impartial and competent advice to clients, and
 - x. Undertakes to maintain appropriate professional indemnity insurance cover, and
 - xi. Has been in business as a consulting engineering Company for a period of not less than three years immediately prior to application for membership or
 - xii. has been registered as an Fellow of the Association in an existing ACEI Company and
 - xiii. Undertakes to abide by the Rules of the Association for the time being in force or as they may thereafter be extended or amended, and to pay the annual subscription, and
 - xiv. Operates as a financially independent entity, free from subsidies or preferences, and
 - xv. Submits a statement annually confirming that the member continues to satisfy the membership requirements set out in the Memorandum and Articles.

ELECTION OF MEMBERS

- 8 Election of Members
- (a) Every Organisation desirous of becoming a member shall make application in writing according to such form as shall be approved by the Executive Committee from time to time. Such an application shall be supported by a Proposer and a Seconder, each of whom shall be registered as a Fellow of the Association (FConsEI).
 - (b) The completed application form shall be sent to the Honorary Secretary and be submitted to the Executive Membership Committee, who will then examine the qualification for membership and may elect to interview the FConsEI representative in the company. A company found eligible for membership of the Association shall be nominated for membership by the Executive Committee.

- (c) Notice of nomination for membership of the Association setting out the name and main address of the Organisation and such other information about the Organisation as the Executive Committee considers relevant, shall be sent to each member of the Association. A Member wishing to object to the election of this organisation, shall do so in writing to the Honorary Secretary within three weeks of the date of such notice.
 - (d) Any objections received by the Honorary Secretary, shall be considered by the Executive Committee. In the case of an Organisation qualified under Article 8 the final decision whether or not the Organisation be elected shall rest with the Executive Committee.
- 9 The Honorary Secretary shall inform an Organisation on its election and on receipt by the Secretary of the appropriate entry fee and membership subscription, the member's name shall be added to the Register of Members.

ACEI REGISTERED PROFESSIONAL TITLES

- 10 The Registered Professional Titles of ACEI are, Fellow of the Association (FConsEI), Registered Professional Consulting Engineer (RConsEI)
- (a) **ACEI Fellow (FConsEI)**

A candidate seeking registration as an ACEI Fellow (FConsEI)

 - i Shall hold a third level qualification
Shall be a Chartered Engineer or
Possess a professional title equivalent to that of a Chartered Engineer, from
A professional body within his/her professional discipline as approved
by the Association and
 - ii Shall have not less than seven years' professional experience as approved by the
Association, and
 - iii
 - (a) Shall have been practising as a Professional Consulting Engineer or in a
similar capacity within his/her own professional discipline for a period of
not less than 3 years immediately prior to his/her application for
registration with the Association, or
 - (b) Shall be a partner or proprietary director or in control of the management
decisions in a Consulting Engineering organisation, and
 - iv Shall be engaged wholly or mainly in practice as a Consulting Engineer either
individually or as a Partner or Proprietary Director or in an equivalent
professional capacity as a Partner or Proprietary Director or in control of the
management decisions in a Consulting Engineering organization, and
 - v. Shall be directly responsible for dealing with clients and committing the firm to
consultancy or other financial agreement.

(b) **Registration as an ACEI Professional Consulting Engineer: (RConsEI)**

A candidate seeking registration as an ACEI Professional Consulting Engineer:
(RConsEI)

- i Shall hold a third level professional qualification, and
- ii Shall be a Chartered Engineer, and
- iii Shall be employed in an ACEI Member Company exercising a management role as a consulting engineer,
- iv Shall have not less than four years' professional engineering experience as approved by the Association, and
- v Shall have been practising as a Professional Engineer for a period of not less than 4 years immediately prior to his/her application for registration with the Association and
- vi Shall have completed an ACEI approved Business Course

LISTING ON ACEI PROFESSIONAL REGISTERS

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- i. Every individual, firm or company desirous of becoming registered as an ACEI Member Company or in the ACEI Registers for Professional Titles shall make application in writing according to such forms as shall be approved by the Directors & Executive Committee members from time to time. Such application shall be supported by a Proposer and a Secunder, each of whom shall be registered as a Fellow of the Association (FConsEI).
- ii. Following review by the Membership Committee and approval of the application by the Directors and Executive Committee, registration of the candidate on the appropriate ACEI Register will take effect upon receipt of the appropriate registration fee and subscription payment.
- iii. The following and no other abbreviations may be used to signify ACEI membership Registration :
 - i. Company Member MConsEI
 - ii. Fellow of the Association FConsEI
 - iii. Professional Consulting Engineer RConsEI

12 **Member Company Representatives**

Each Member Company shall nominate individuals who shall be its representatives within the Association. To be eligible to be a representative, a candidate shall be an ACEI Fellow.

The number of representatives that may be nominated shall be fixed in accordance with a ratio based on the size of the firm as set out in the Rules of the Association.

Where a representative leaves a Member organization, the Association shall be notified forthwith.

13 **General Meetings of the Association:**

- (i) Due notification of General Meetings shall be sent to all eligible Members according to regulations agreed from time to time by the Executive.
- (ii) Voting in relation to changes in the Articles put to members by Special Resolution must be passed by not less than three fourths of the votes cast.
- (iii) There will be no proxy votes.
- (iv) Members whose subscriptions have not been paid will not be entitled to vote.
- (v) Attendance at General Meetings of the Association: Retired ACEI Professional Consulting Engineers, Honorary ACEI Professional Consulting Engineers, the appointed representatives of Member companies, ACEI Registered Professional Consulting Engineers, and representatives of Corporate Affiliate Companies within the Member organisations may attend the General Meetings of the Association and may speak on any motion being considered by such meetings.
- (vi) At General Meetings of the Association only appointed FConSEI Member companies representatives shall have the right to:
 - (a) Vote in an election, referendum or ballot conducted by the Association
 - (b) Nominate or be nominated for an elective office of the Association
 - (c) Vote in relation to changes in the Articles.

OTHER CATEGORIES OF MEMBERSHIP

14 **Corporate Affiliate Membership**

Corporate Affiliate Membership is open to any engineering related professional Company, - which do not fulfil the requirements for full membership, -but

- which has an interest in the consulting engineering industry
- has been in business for a period of not less than 3 years immediately prior to application for membership
- supports the ACEI Objectives and agrees to abide by the ACEI Code of Conduct & professional ethics .

In general terms, ACEI encourages Affiliate Members to play an active role in the Association. This is, on the one hand, an advantage for Affiliate Members. At the same time, Affiliates bring a wealth of varied experience to the consulting engineering industry and to ACEI & FIDIC.

Direct Benefits for Affiliate companies:

Receive an Annual ACEI Certificate of membership

The right to use the designation 'ACEI Corporate Affiliate Member' on stationery, with the ACEI/EFCA & FIDIC logos, thus enhancing the status of an organisation in the consulting engineering sphere.

Eligibility to participate in ACEI sub-committees task force groups in areas of expertise and interest.

Advance notice of new or revised ACEI/FIDIC publications including contracts and the opportunity to purchase copies at members rates.

Advance notice of ACEI CPD Training Courses and the opportunity to avail of member rates.

ELECTION OF HONORARY ACEI REGISTERED PROFESSIONAL CONSULTING ENGINEER

- 15 At any General Meeting of the Association the Executive may recommend for election as an Honorary ACEI Registered Professional Consulting Engineer any candidate or candidates who by reason of their public status or professional experience appears to the Association to have made a conspicuous contribution towards the advancement of the objects of the Association for such period as it may decide as an honorary member without subscription. An Honorary ACEI Registered Professional Consulting Engineer shall be entitled to notice of and to attend all General Meetings to take part in discussions thereat, but shall not be entitled to be elected a member of the Executive Committee or as a President of the Association.

RETIRED ACEI REGISTERED PROFESSIONAL CONSULTING ENGINEERS

- 16 (a) The Association shall keep a Retired Register being a Register in which are entered the names of those candidates referred to in (b) which register shall be open to inspection upon reasonable notice by those candidates and by any Member.
- (b) Any Candidate who has been an ACEI Registered Professional Consulting Engineer and is no longer practising as a Consulting Engineer may apply to have his name entered into the Retired Register.
- (c) The amount of any subscription payable upon such election and from time to time thereafter shall be decided by the Executive.
- (d) Each candidate in the Retired Register shall be entitled to notice of and to attend all General Meetings and to take part in discussions thereat but he shall not vote on any question nor shall he have any other privilege attaching to registration, except that he may receive such communications regarding the Association as decided by the Executive.

SUBSCRIPTION OF MEMBERS

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- (a) Each member company of the Association shall pay an annual subscription which shall be payable on the first day of January of each year or on election to membership.
- (b) The annual subscription shall be such sum as the Executive Committee shall decide, provided that any change in the rate of subscription shall become operative only on the first day of January following the approval of such change by the majority of members present and voting at a General Meeting, provided always that the subscription of a member elected after 1st June in any year, may for that year be reduced to such sum as the Executive Committee may resolve.
- (c) If the subscription of any member shall remain unpaid for three months after it is due the Secretary shall make application in writing for it and in the event of its remaining unpaid for a further two months from the date of such application by the Secretary the Executive Committee may, if the subscription be still unpaid, remove such member's name from the Register, and he shall thereupon cease to be a member. No member whose subscription is unpaid shall be entitled to attend or vote at General Meetings of the Association.

CESSATION OF MEMBERSHIP

- 18 Any member may withdraw from membership at the end of the calendar year by giving 3 months notice in writing to the Secretary but companies and individual Fellow of the Association will remain liable to pay any subscriptions due.
- 19 A member shall cease to be a member of the Association in any of the following cases:
- (a) If the Organisation resigns membership by Notice in writing to the Association.
 - (b) If the Organisation becomes Bankrupt.
 - (c) If convicted of an indictable offence, under the Companies Act or other relevant legal provisions.
 - (d) If the organisation's name be removed from the Register for failure to pay its subscription.
 - (e) If the organisation ceases to be qualified under these Articles.
 - (f) If the organisation undergoes changes in name, ownership, or management control or any significant changes in the structure of the organization, such as to make it ineligible for membership.
- 20 The Executive Committee shall have the power by Resolution to expel from membership of the Association any member who in the opinion of the Executive Committee shall have committed a breach of the provisions of the Articles, or Rules of the Association or shall have been guilty of such conduct as shall have rendered the member unfit to continue to be a member of the Association. No such Resolution shall be passed, unless the Member concerned shall have been given a proper opportunity of submitting for the consideration of the Executive Committee any statement or explanation in writing which the Member may desire, and of attending and being heard by the Executive Committee at the meeting at which the actions or conduct of the Member are to be under consideration.
- 21 **Removal from Association Register of ACEI Fellows and Registered Professional Consulting Engineers**

The Executive Committee shall have power by Resolution to remove from the register of ACEI Registered Consulting Professional Engineers any candidate who in the opinion of the Executive Committee shall have committed a breach of the provisions of the Articles, or Rules of the Association or shall have been guilty of such conduct as shall have rendered him/herself unfit to continue to be registered as an ACEI Fellow or Registered Professional Consulting Engineer. No such Resolution shall be passed, unless the candidate concerned shall have been given a proper opportunity of submitting for the consideration of the Executive Committee any statement or explanation in writing which he may desire, and of attending and being heard by the Executive Committee at the meeting at which his actions or conduct are to be under consideration.

EXECUTIVE COMMITTEE

- 22 The Executive Committee shall consist of ten members' representatives who shall be elected at the Annual General Meeting in each year as follows:
- (a) The President
 - (b) Two Vice-Presidents
 - (c) The Honorary Secretary
 - (d) Six Ordinary Members
 - (e) The outgoing President who shall be an ex-officio member of the Executive for the year following his term of office.

The Executive Committee shall have the power of

- i. co-opting such member representative(s) as it considers fit in any year
 - ii appointment of 1 representative from the YPE Forum and
 - iii appointing up to a maximum of 2 representatives from the Corporate Affiliate members register .
- 23 A representative shall not be entitled to hold office as President for more than two successive years.
- 24 Member's representatives may serve on the Executive for not more than four consecutive years. Two of the elected members of the Executive Committee in each year shall be ineligible for re-election to the Executive, such two candidates being those who have served longest continuously as members of the Executive Committee, but as between representatives who have served continuously for equal periods those to be ineligible for re-election shall (unless they otherwise agree amongst themselves) be determined by lot. Provided always that the provisions of this Clause shall not apply to the President, save where such President has completed two successive years as President, nor to candidates for election to the offices of President or Vice-President nor to the Honorary Secretary.
- 25 Candidates for election to the Executive Committee shall be nominated by at least two Fellow members of the Association . Nominations shall be in writing and must be received by the Honorary Secretary at least seven days before the Annual General Meeting.
- 26 A quorum for the meeting shall be 6 members, at least 1 of which must be a member of the Board of Directors.

BOARD OF DIRECTORS

- 27 The members of the Executive Presidential Team shall be appointed as the Board of Director for the Association
- 28 The Board shall meet not less than four times in its term of office.
- 29 Meetings shall be arranged by the Secretary on the instruction of the President or the requisition in writing of a majority of the Board. If the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State is for the time being absent from the State.

- 30 The President shall preside as Chairman. In his or her absence either Vice President shall act as Chair.
- 31 The quorum for the meeting shall be three members which can include remote participation through telephone conference or other electronic means (e.g. SKYPE) Remote participation may only be used in the event of exceptional circumstances and no more than one candidate may be allowed to join the meeting electronically for the purpose of attaining a quorum.
- 32 Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote.
- 33 A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of the directors duly convened and held.
- 34 Board shall have responsibility for overseeing the financial structures and accountability. They will be responsible for ensuring that the Association employ appropriately qualified accounting candidates , maintain appropriate account books and that accounting records are kept in the Association Company offices in accordance with Section 202 of the Companies Act, 1990,
- 35 The Directors shall ensure that Auditors shall be appointed and their duties regulated in accordance with sections 160 to 163 of the Companies Act, 1963 . Copy of the Annual audited accounts shall be kept in the Association offices and made available to the Revenue Commissioners on request.

RULES OF PROFESSIONAL CONDUCT

- 36 Members shall practice their profession in a completely independent manner.
- 37 Members shall build their professional reputation on the quality of their service and shall not compete unfairly with others. They shall ensure that they have or can provide, the necessary knowledge and experience to fulfil any commission which they accept as a Consulting Engineering and / or related organization.
- 38 Members shall uphold the Rules & Code of Conduct of the Association.
- 39 A Member shall not act or conduct itself in a manner which is, in the opinion of the Executive Committee, prejudicial to its position as a Consulting Engineering organization, or to the interests of the Association or its Members.
- 40 While the Association remains a Member of FIDIC, a member operating in a country where there is a member Association of FIDIC, should order their conduct according to the rules and standards of that Association. Where no such member association exists a member shall comply with the Standards of Professional Conduct as laid down by FIDIC.