



TURKISH CYPRIOT ENGINEERS ASSOCIATION OF UK



İNGİLTERE KIBRIS TÜRK MÜHENDİSLER BİRLİĞİ

**CONSTITUTION
OF
THE TURKISH CYPRIOT ENGINEERS ASSOCIATION OF U.K.
LIMITED**

CHANGE HISTORY

Version	Date	Chair Person	Signatures	Change Summary
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V2	18 th June 2000			
V3	September 2000	Dr. M. Karamanoglu		
V4	20 th Nov. 2001	Mr. Soyer Nadiri		See Appendix –1 for changes

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THE COMPANIES ACT. 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL MEMORANDUM OF ASSOCIATION OF THE TURKISH CYPRIOT ENGINEERS ASSOCIATION OF U.K. LIMITED

1. NAME

The name of the Company (hereinafter called “The Association” is “THE TURKISH CYPRIOT ENGINEERS ASSOCIATION OF U.K. LIMITED”).

2. ADDRESS

The registered office of The Association will be situated in England.

3. OBJECTS

The objects for which The Association is established, all in compliance with local laws, rules and regulations are: -

- 3.1. To promote Engineering, that is to say the application of scientific principles to technical problems encountered by the members and the Turkish Cypriot Community as a whole.
- 3.2. To provide means of co-operation between members towards exchanging and disseminating technical information, standards, methods and data related to all disciplines of Engineering.
- 3.3. To keep in close contact with Turkish Cypriot Community in order to keep up with and to promote the technical, social, cultural, economical and religious events and activities and to communicate any developments and information to members. So far as possible, organise and/or participate in such activities in the United Kingdom with the view of maintaining the unity, identity and standards of the members and their families among the British Society.
- 3.4. To cater for social needs of members and their families.
- 3.5. To promote and maintain close liaison with other Engineering Associations and Institutions in U.K. and other countries for the purpose of reciprocal exchange of technical information and recognition of membership by respective Associations and Institutions.
- 3.6. To organise professional meetings, seminars, conferences and exhibitions for promoting and advancing the objects of The Association.
- 3.7. To publish and/or distribute journals, papers and publications for the purpose of making known and advancing the objects of The Association.
- 3.8. To raise funds by means of annual or other subscription and fees from members of The Association or others for the purposes of The Association.
- 3.9. To co-operate with other bodies in the United Kingdom or elsewhere having objects similar to and compatible with those of The Association.
- 3.10. To purchase, hire or otherwise acquire, hold, deal with and dispose of, any property or materials necessary or suitable for the purposes of The Association.
- 3.11. To give financial assistance by way of donation or subscription or otherwise to any association or body not carrying on business for profit, for the purpose of forwarding the objects of The Association.
- 3.12. To draw and endorse cheques and drafts.
- 3.13. To do all other lawful things as are incidental or conducive to the attainment of the above objects.

4. INCOME

The income and property of The Association howsoever derived, shall be applied solely towards the promotion of the objects of The Association as set forth in this Memorandum of Association and no proportion 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. Nothing herein shall prevent the free distribution or sale at a discount to members of The Association of any books or publications relating to the objects of The Association as set forth.

5. LIABILITY

The liability of the members is limited.

6. MEMBERS

Every corporate member of The Association undertakes to contribute to the assets of The Association up to 1.00 stg. (i.e. One pound sterling) in the event of the same being wound up during the time that he is a corporate member, or within one year afterwards, for payment of the debts and liabilities of The Association contracted before the time at which he ceases to be a member.

7. WINDING UP

If upon winding up or dissolution of The Association there remains, after the satisfaction of all its debts and liabilities, any property or assets the same shall be given or transferred to some other charity organisations registered in the U.K., such beneficiary to be determined by the members of the final general meeting.

8. ACCOUNTS

True accounts shall be kept of the sums of money received and expended by The Association, and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of The Association.

The accounts shall be verified by a professional accountant annually and presented to the Annual General Meeting. The accounts shall be audited if required by a minimum of 10 % of the membership.'

9. SUBSCRIBERS

(Names of original subscribers removed, as these are no longer required)

THE TURKISH CYPRIOT ENGINEERS ASSOCIATION OF U.K. LIMITED

ARTICLES OF ASSOCIATION

1. MEMBERSHIP

Membership of The Association will include the following categories: -

1. Corporate Member
2. Associate Member
3. Honorary Member

Candidates for membership shall satisfy the requirement laid down below for each category.

1.1 Corporate Member

Every candidate for election to the class of a Corporate Member shall be at least 21 years of age and shall satisfy the Executive Council that he or she:

- a) is a Chartered Engineer or
- b) possesses any of the following technical certificates/diplomas:
 - i. Degrees awarded in UK by recognised Educational Authorities.
 - ii. Higher National Diploma.
 - iii. Higher National Certificate.
 - iv. Any other qualifications, which are considered in the UK to be equivalent to one of the above.

1.2 Associate Member

Every candidate for election to the class of an Associate Member shall be at least 17 years of age and shall satisfy the Executive Council that he or she

- a) is pursuing a full time or part time course (not correspondence courses) including Open University courses for the attainment of educational awards as stated above

or

- b) possesses a technician's qualification.

1.3 Honorary Member

Any other person who The Association wishes to honour by virtue of his expertise, actions or assistance to The Association. Normally the number of Honorary Members shall be limited to ten percent of the number of the corporate membership. In the event of this being exceeded due to fall in the number of corporate membership, no new application shall be considered.

1.4 The Association incorporates the following professions:

Aeronautical Engineering
Agricultural Engineering
Architecture
Chemical Engineering
Civil/Structural Engineering
Computer Engineering
Electronics/Electrical Engineering
Marine Engineering
Mechanical/Environmental Engineering
Medical Engineering
Metallurgy
Municipal Engineering
Nuclear Engineering
Planning Engineering
Production Engineering

1.5 Election to membership

Membership will be open to persons residing in the U. K. A prospective member shall apply for membership proposed by one member and seconded by another member both of at least six months standing, by filling in the Association's Application Forms and submitting them to the Secretary for the consideration of the Executive Council.

Each application shall be vetted and approved unanimously at an Executive Council meeting. The membership shall be informed of the Executive Council's approval. The applicant shall be deemed to have been elected to membership after three weeks of informing the Members. If the Executive Council cannot make a unanimous approval or if a written objection is received against the approval from any Member within three weeks of being informed, the Election shall be deferred to the next General Meeting.

Election shall be by closed postal ballot of members returned by post or by hand to a General Meeting and any candidate receiving less than 2/3rd of the total votes cast shall be declared as not elected and shall not again be submitted for election until at least six months have lapsed.

The Secretary shall notify the members at least 14 days before the General Meeting of the names and the status of the Candidates to be considered for election at the meeting."

2. DUTIES OF MEMBERS

2. 1. Every member shall be bound:

- (a) To further to the best of his ability and judgement the purposes, interests and influence of The Association
- (b) To observe the provisions of the Constitution of Association
- (c) To pay, at the times and in the manners prescribed, such fees, subscriptions and other dues as shall be defined by the Articles of Association.

2. 2. Every member in all his/her professional relations shall be guided by the highest principles of honour and uphold the dignity of his/her own profession and the reputation of the Association.

3. TERMINATION OF MEMBERSHIP

3. 1. Any member whose subscription has lapsed by one month will receive a reminder. His membership will cease unless payment is received by the next general meeting. At every General Meeting, Secretary will provide members with list of persons whose membership has ceased and the reasons why.

Executive Council shall have the authority to reinstate the membership of those persons who lost their membership due to non-payment of fees by a unanimous vote of those present at the Executive Council Meeting, provided that all arrears of membership fees are paid.

3.2. Any member who acts against the objectives of The Association, with the recommendation of the Executive Council, may be expelled by the approval of a general meeting, (by closed ballot), by 2/3rd majority.

3.3. A member of any class may, by notice in writing to the Secretary, resign his membership of The Association after payment of all sums due from him in respect of subscriptions or otherwise. Such persons shall not be eligible to apply for membership for at least six months after the date of his notice of resignation.

4. PRIVILEGES OF NON-CORPORATE MEMBERS

Non-corporate Members shall have all rights and privileges of Corporate Members save that they shall not be entitled to vote.

5. SUBSCRIPTIONS

The members of the Annual General Meeting shall, after reviewing the recommendations of the Executive Council, determine the amount of annual subscriptions payable by the various classes of members. Such subscriptions shall be paid in full within one month of the Annual General Meeting and would count as the fee until the end of the Financial Year.

Each application for new membership will have to be accompanied by a fee corresponding to the proportional value of annual subscription for the period between the General Meeting when voting will take place and the end of the Financial Year. Such fees will be calculated to cover each remaining calendar month, including the month during which voting will be held, as a proportion of 12 monthly subscription fee applicable at the time.

6. SPECIAL PROVISIONS

- 6.1. Official language will be Turkish and/or English. Documents will be kept in either Turkish or English.
- 6.2. This Association will have no political allegiance and under no circumstances will The Association act as a political forum for other establishments and for itself.

7. EXECUTIVE COUNCIL

- 7.1. The executive Council shall consist of seven members. Their duties will be to manage the affairs of The Association in accordance with its constitution. It will be composed of five officers namely a Chairperson, Vice-Chairperson, Secretary, Social Secretary, Treasurer and two ordinary members.
- 7.2. Only Corporate Members shall be eligible to apply for election to the Executive Council.
- 7.3. Any interim vacancies for officers of the Executive Council shall be filled by one of the two ordinary members of the Executive Council.
- 7.4. The Executive Council may appoint committees as necessary to advise on particular issues. The terms of reference for each Committee shall be defined by the Executive Council. Such Committees may not necessarily consist of council members. Any Committee set-up in this way shall continue to function unless and until it is dissolved by the current Executive Council.
- 7.5. The quorum for Executive Council meetings shall be 5 out of 7 officers and ordinary members.
- 7.6. All members appointed to the Executive Council will represent the interests of general membership.

8. CHAIRPERSON

The Chairperson shall be responsible for the conduct of all general meetings and all Executive Council meetings except the Annual General Meeting. The Chairperson (including the Chairperson of the AGM) shall have a normal voting right. In the case of equality of votes, the Chairperson shall have second or casting vote during all meetings except AGM.

9. VICE CHAIRPERSON

The Vice Chairperson shall assist the Chairperson in his duties and in the absence of resignation of the Chairperson he shall be responsible for those duties.

10. SECRETARY

- 10.1. The Secretary shall be responsible for calling all meetings and for the preparation and circulation to members of the minutes of such meetings.
- 10.2. He shall submit to the Executive Council such matters as are referred to him by members or any outside bodies.
- 10.3. He shall maintain a register of members..

11. SOCIAL SECRETARY

The Social Secretary shall be responsible for organising all entertainment functions and social events

decided upon by the Executive Council.

12. TREASURER

12.1. The Treasurer shall ensure that there are proper arrangements for the collection of all subscriptions paid; remind within one month any member whose subscription has lapsed by one month that his membership will cease unless payment is received by the next general meeting.

12.2. He shall be responsible for the proper use, custody and accounting of the funds entrusted to him by The Association and shall maintain in the name of The Association such bank accounts into which all monies shall be paid. Cheques drawn on this account shall bear the signatures of the Treasurer and anyone of the following: Chairperson, Vice- Chairperson.

12.3. He shall prepare annually an income and expenditure account and Balance Sheet up to end of February of each year and shall make them available to Auditors to examine. He shall also submit a brief report to the Annual General Meeting on the finances of The Association.

13. ANNUAL GENERAL MEETING

13.1. The Annual General Meeting shall be held as soon as possible after the 5th of April but not later than the 1st of July. If the quorum is not achieved then the AGM shall be held two weeks later and those present shall represent the quorum.

Its business shall include:

- a) Election of Chairperson for the meeting.
- b) Election of Secretary for the meeting.
- c) Presentation of the Annual Report by the Chairperson of the Association.
- d) Presentation of the Financial Report by the Treasurer.
- e) Discussion and suggestions on Reports.
- f) Absolvment of the present Executive Council.
- g) Election of officers, members of the new Executive Council and the appointment of Auditor(s).
- h) Determination of Subscription Fee.

13.2. The Secretary will notify all members about the AGM date 28 days in advance asking for nominations.

13.3. All nominations for the posts of Chairperson and other members of the Executive Council and of the auditors, properly proposed and seconded in writing and submitted to the secretary at least three weeks before the AGM, shall be circulated to members at least 10 days in advance of the AGM.

13.4. There will be two ballots for the election of officers and members of the Executive Council. Firstly for the election of Chairperson followed by second ballot for the election of remaining Executive Council members, such that: -

- (i) The Chairperson will be elected by simple majority.
- (ii) The rest of the Executive Council will be elected by the general membership based on the highest six consecutive number of votes cast.
- (iii) The appointment of the officers to individual posts shall be decided by the newly elected Executive Council.
- (iv) Nominees for the Chairperson who have failed to be elected will automatically be eligible for election to other posts of the Executive Council.

13.5. Statement of audited accounts shall be issued to members together with the annual report at least 10 days in advance of the Annual General Meeting.

14. GENERAL MEETINGS

14.1. The business of The Association shall be dealt with by the general meetings of the members and subject to any decision at these meetings by the Executive Council. At least three general meetings shall be held during any financial year of The Association.

14.2. Notice of every motion shall be sent to the Secretary, signed by a member at least 21 days prior to the meeting.

14.3. No motion to rescind any resolution passed within the preceding six months and no motion or

amendment to the same effect as one rejected within the preceding six months shall be proposed unless the motion bears the names of at least 25 per cent of the membership.

14.4. Voting at all general meetings shall be by open ballot unless close ballot is requested by any 33 per cent of the members present during the meeting.

14.5. Proxy from another member will not be acceptable at all times.

14.6. At least 28 days notice of all general meetings shall be given to the members by the secretary. An agenda shall be sent to the members at least 15 days prior to the meeting.

15. EXTRA-ORDINARY GENERAL MEETING

An extra-ordinary general meeting may be called at any time by: -

a) Executive Council without reference to any other member

or

b) Written request signed by 25% of the membership against which the Secretary will be obliged to act. In either case, the Secretary will give 28 days notice in writing advising all members about the date and business for discussion for such extraordinary general meeting.

16. QUORUM

16.1. Annual General Meeting

Quorum shall ordinarily be 33% plus one. When a quorum of 33% plus one has not been achieved the meeting shall be postponed and all members notified in writing. The next meeting shall be held two weeks later and those present shall represent the quorum.

16.2. Extra-ordinary General Meeting

Quorum shall ordinarily be 33% plus one. When a quorum of 33% plus one has not been achieved the meeting shall be postponed and all members notified in writing. The next meeting shall be held two weeks later and those present shall represent the quorum.

16.3. General Meeting

Members present shall form the quorum provided that four members of the Executive Council or 25% of members are present. When the quorum is not achieved the meeting shall be postponed and all members notified in writing. The next meeting shall be held two weeks later and those present shall represent the quorum.

17. VISITORS

Visitors can only be allowed to attend certain meetings of The Association with the consent of the Executive Council subject to all members being informed about the arrangements in advance of such meetings.

18. CHANGE OF RULES

The memorandum of articles of The Association or their parts can only be altered by a decision at an annual or extra-ordinary general meeting with 67 per cent majority, provided that no alteration shall be made which would have the effect of causing The Association to cease. Any resolution for the alteration of the Constitution must be received by the Secretary at least four (4) weeks before the meeting when the resolution is to be discussed.

19. DISSOLUTION

The members of The Association may, at an extra-ordinary general meeting and by a majority of 67% (sixty seven percent) of membership, resolve that on the grounds of expenses or otherwise it is necessary or advisable to DISSOLVE The Association. If such a decision is made the Members of the extra-ordinary general meeting (i.e. final meeting) shall have the power to dispose the remaining property and assets of The Association in accordance with Clause 7 of its Memorandum.

20. VOTING RIGHTS

Each corporate member shall have the right of one vote.

21. SUBSCRIBERS

(Names of original subscribers removed, as these are no longer required)

Appendix-1

Amendments approved at the EGM on 20 November 2001

Item 1.5 'Election of Membership' of the ARTICLES OF ASSOCIATION to be replaced as follows:

1.5 Election to membership

Membership will be open to persons residing in the U. K. A prospective member shall apply for membership proposed by one member and seconded by another member both of at least six months standing, by filling in the Association's Application Forms and submitting them to the Secretary for the consideration of the Executive Council.

Each application shall be vetted and approved unanimously at an Executive Council meeting. The membership shall be informed of the Executive Council's approval. The applicant shall be deemed to have been elected to membership after three weeks of informing the Members. If the Executive Council cannot make a unanimous approval or if a written objection is received against the approval from any Member within three weeks of being informed, the Election shall be deferred to the next General Meeting.

Election shall be by closed postal ballot of members returned by post or by hand to a General Meeting and any candidate receiving less than $2/3^{\text{rd}}$ of the total votes cast shall be declared as not elected and shall not again be submitted for election until at least six months have lapsed.

The Secretary shall notify the members at least 14 days before the General Meeting of the names and the status of the Candidates to be considered for election at the meeting."

Item 8 of the 'MEMORANDUM OF ASSOCIATION' shall be amended as below:

8. ACCOUNTS

True accounts shall be kept of the sums of money received and expended by The Association, and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of The Association.

The accounts shall be verified by a professional accountant annually and presented to the Annual General Meeting. The accounts shall be audited if required by a minimum of 10 % of the membership.'