

Invitation to The Annual General Meeting of the Institute of Refrigeration

Charity Registration no 1166869

starting 2.15pm on 29th October 2025
to be held at One Park Crescent, London W1B 1SH and online
Register to attend in person or online at www.ior.org.uk/agm2025

PRE MEETING (INFORMAL)

Reports of the Committees and Working Groups on plans and activities
Discussion of strategic priorities and plans for 2026 by the President on behalf of the Board

AGM AGENDA

1. To note matters arising and confirm the minutes of the Annual General Meeting held on 5th November 2024 (appendix 1 below).
2. To receive the Annual Review and Report of the Trustees for the year ended 31st March 2025 for the Charitable Incorporated Institute of Refrigeration no 1166869 (appendix 2 – available to download at www.ior.org.uk/agm2025)
3. To receive the Financial Report of the Honorary Treasurer and consider for adoption, the Audited Accounts and Balance Sheets for the year ended 31st March 2025. (appendix 2- available to download at www.ior.org.uk/agm2025)
4. To appoint as auditors for the next set of accounts, Kingston Burrowes of Cheam, Surrey and to authorise the Board of Trustees to agree remuneration.
5. To consider and, if thought fit, approve the Board of Trustee motion for subscription rate increase in line with inflation at 4% for the year commencing 1st April 2026 as below:

Grade	2025	2026
Fellow	£120	£125
Member	£109	£114
Associate Member	£99	£102
Affiliate	£99	£102
Technician	£63	£65
Student/Young Person/Pre-Affiliate	£33	£34

- 6 To confirm the appointment of new Trustees of the Institute of Refrigeration.
- 7 Any other business notified as an additional resolution by a voting member in accordance with the Constitution given in writing to the President at least 14 days before the meeting using the form in Appendix 3 below.

By order of the Trustees of the Charity

Appendix 1 - Minutes of the Annual General Meeting of the IOR

Charity Registration no 1166869

Held on 5th November 2024 at 1 Park Crescent London W1B 1SH

Present: The meeting was chaired by the Immediate Past President Mike Creamer FInstR, with the Hon Treasurer John Skelton FInstR and Secretary Miriam Rodway MInstR. There were 33 members present at the meeting and 32 members present online who would be invited to vote in real time via a SurveyMonkey link. All those participating had confirmed that they were members of the IOR and for those online their grade/membership number had been verified in advance. Apologies were noted from R Borer FInstR, N Highnam MInstR, S Gill FInstR, Y Wu MInstR, J Loisselle MInstR, P Carnaval MInstR and P Singh FInstR. Proxy vote forms had been submitted by R Borer, S Gill, Y Wu and N Highnam. The Agenda, Annual Report and Accounts and minutes of the previous meeting had been distributed electronically.

1. The minutes of the Annual General Meeting held on 2nd November 2023 were proposed by the President, seconded by Nick Rivers and 18 members in the room voted to approve this, with none against and 4 abstaining. There were an additional 4 proxy votes in favour and online 6 members voted for, none against and there was 1 abstention. The minutes were therefore approved by the meeting.
2. The Annual Review and Report of the Trustees for the year ended 31st March 2024 for the Charitable Incorporated Institute of Refrigeration no 1166869 was discussed by the Hon Treasurer John Skelton with reference to IOR activity and achievements in the areas of education, environment, STEM, innovation, networking, technical, professional development and international activity for the period. The requirement of the Charity Commission to produce a report that explains what the charity accurately does was noted. The Chair proposed that the Annual Report be accepted. This was seconded by Ian Fisher and Kevin Glass. Those in the room voted 21 in favour, one against and 1 abstaining. There were 3 proxy votes in favour and one against. Online there were 9 votes in favour. The Annual Review and Report was accepted.
3. The Financial Report of the Honorary Treasurer and Audited Accounts and Balance Sheets for the year ended 31st March 2024 were presented. It was confirmed that IOR had had a small loss of £16,292 for that year. It was confirmed that this represented an investment in specific initiatives such as STEMAZING, STEM toolkits, Fantastic Fridges and Training by IOR Scotland. IOR remained in a healthy financial position with sufficient reserves to support continued operation and pursuing of future priorities and initiatives. The Chair proposed that the Audited Accounts be accepted. This was seconded by Nick Rivers and Ian Fisher. Those in the room voted 23 in favour, 2 against, and 3 abstaining. There were 4 proxy votes in favour. Online there were 9 votes in favour. The Audited accounts were therefore accepted.
4. The meeting was asked to confirm the appointment as auditors for the next set of accounts, Kingston Burrowes of Cheam, Surrey and to authorise the Board of Trustees to agree remuneration. It was explained that the previous auditors Myrus Smith of Sutton, Surrey had now been incorporated into Kingston Burrowes. The Chair proposed this motion, this was seconded by Kevin Glass, with 20 votes in favour from the room. There were 4 proxy votes in favour and 11 online votes in favour. This motion was carried.
5. The Board of Trustees had put forward a motion for subscription rate increases for the year commencing 1st April 2025 as below:

Grade	2024	2025
Fellow	£116	£120
Member	£105	£109
Associate Member	£95	£99
Affiliate	£95	£99
Technician	£60	£63
Student/Young Person/Pre-Affiliate	£32	£33

This was proposed by the Chair, seconded by Graeme Maidment. There were 26 votes in favour from those in the room 2 against and 1 abstention. Proxy votes were 3 in favour and 1 against. Online there were 8 in favour and 2 against. The increase in subscriptions was therefore carried.

- 8 The Chair confirmed the appointment of new Trustees of the Institute of Refrigeration Craig Girdlestone FInstR and Chris Griffiths MInstR, following an election carried out by online voting in advance of the meeting. He thanked all three candidates for having stood for election. He then acknowledged the contribution of the two Trustees whose terms had now come to an end, Catarina Marques FInstR and Ian Fisher FInstR and that of the previous President Graeme Fox FInstR. A vacancy on the Board had been created when Graeme Fox had stood down and the Board had asked Mike Creamer to stay on to fill the vacancy for Immediate Past President. The Chair then confirmed the appointment of the new President Lisa-Jayne Cook FInstR, who accepted the new President's badge of office.
- 9 Other business notified in accordance with the Constitution within the due date.
- 9.1 Proposal received from Craig Girdlestone FInstR as follows "The IOR was formed in 1899 as the Cold Storage and Ice Association. This year 2024 marks 125 years of the IOR. It would be both a benefit and mark the 125th Anniversary of the Institute. As a suggestion for the marking of this fantastic anniversary I would like to propose a

coffee table book to create an exclusive presentation of the IOR. An Elaborate Coffee table book have become design objects, stylish eye-catchers on coffee tables or shelves. With careful planning and execution, I believe that the coffee table book can be a valuable asset to the IOR and a lasting tribute to its 125-year legacy. The proposal includes more details off ideas for content and structure, design & layout, funding, writers, photography, steering committee, responsibilities and communications.”

Response from the Board: The Board of Trustees welcome and support this proposal and would like to suggest that Craig form a steering group to further develop the ideas and provide costings.

Vote: 33 members voted in favour, none abstained, and none were against. Online there were 9 votes in favour and 2 against. This was carried.

- 9.2 A statement was then read out on behalf of the Board of Trustees regarding recent events surrounding a complaint made by Graeme Fox FInstR as President, and the subsequent investigation into that complaint. It also detailed the Boards actions in respect of that complaint, the HR and legal advice they took to guide them and ongoing discussions with Graeme Fox regarding his own conduct and his dissatisfaction with how the complaint had been handled. They noted that this dissatisfaction and the subsequent arrangements for the Board to meet without Graeme Fox present to avoid disruption to meetings had led to his resignation as President and Trustee. Graeme Fox then gave a statement explaining his position and concerns about the conduct of the then President-Elect and CEO towards him, that the complaint he made had been handled badly and how this had affected him negatively. He expressed particular concern about the poor leadership skills of those involved and the costs of the HR and legal advice that the Board had obtained.
- 9.3 A proposal received from Miriam Rodway MInstR, proposing to the AGM that in the light of recent allegations made by Graeme Fox, a request be made for the Board of Trustees make publicly available to all members the records related to this dispute. Response from the Board: The Board had considered the legality of this proposal and had been advised that it is entitled to treat itself as discharged from confidentiality obligations as these have already been breached by Graeme Fox through his postings on LinkedIn and it therefore supported this proposal and would be prepared to make arrangements for members to access the material.
- 9.4 A discussion then followed with contributions from the floor, managed by the meeting Chair. Several members expressed concern that the release of this material would antagonize and perpetuate the dispute and wanted to find a more constructive way of reconciling and resolving matters. Some of those present and those online shared their views on what had taken place. The importance of the IOR continuing to evolve and change was noted. The Chair advised the meeting that all must be mindful of the health and well-being of all parties concerned including the previous President Graeme Fox, current President Lisa-Jayne Cook, and CEO Miriam Rodway as well the individual members of the Board of Trustees who had been under considerable strain. There was a call to reopen a previously failed attempt to engage in expert mediation so that a professional level discussion could take place and to cease both the use of social media and involvement of lawyers so that this dispute could be resolved, and this would not happen again. Those who took part in the discussion included: James Bailey, Brian Churchyard, Nabil Cook, Shaun Creech, Graeme Fox, Craig Girdlestone, Catarina Marques, Graeme Maidment, Steve Pace, Andy Pearson, Andy Reed, Miriam Rodway, Clive Thornley and John Wynter.
- 9.5 The Chair then called for a vote on the proposal to support resolution of the dispute through mediation in place of the proposal to make available minutes and emails. This was put to a vote by show of hands with all in favour in the room (it was not possible to vote online as the question had not been prepared in advance). Graeme Fox agreed to pause his complaint and calls for a vote of no confidence in the CEO and Trustees pending the outcome of mediation.

The Meeting closed at 11.25am

Note: Outcome of Mediation

The following mutually agreed statement was issued by Mr Fox and the IOR Board of Trustees 15th January 2025 confirming mediation had successfully resolved the dispute:

The IOR and Past President Graeme Fox are pleased to announce that they have been able to resolve their differences and look forward to working collaboratively going forward. Mr Fox and IOR CEO Ms Rodway had a very constructive and positive discussion during the mediation process. Mr Fox has acknowledged and apologised for comments made which caused significant distress to the CEO, and concern to the board of trustees, and which he accepts were unhelpful in bringing their dispute to a successful conclusion. The board of trustees have acknowledged and apologised for their treatment of Mr Fox in relation to him raising serious concerns that he had earlier in the year, which they accept exacerbated the situation at the time and caused Mr Fox significant distress. Both sides look forward to rebuilding the working relationship which had previously been positive and productive and the IOR looks forward to benefitting once more from Mr Fox's significant contributions to the wider sector as well as the work of the Institute itself.

Appendix 2 – Annual Report and Accounts is available to download at www.ior.org.uk/agm2025

Appendix 3 – Additional Resolution Form for use by members

Motion to be raised at a General Meeting of the Institute of Refrigeration to be held on 29th October 2025.

Deadline for submission 11.59pm 14th October 2025. Please submit form to iorboard@ior.org.uk

In accordance with clause 11.3(b) of the Constitution any member is permitted to give notice to the Institute that they wish to raise a motion at any general meeting of the Institute including the Annual General Meeting and Special General Meetings. The constitution requires that the motion shall be lawful and is not defamatory, frivolous or vexatious* (see definitions below). These requirements of the Institute of Refrigeration's Constitution reflect the requirements mandated by the Charity Commission for England and Wales as stipulated in their model form of Constitution of a Charitable Incorporated Organisation.

The Board of Trustees shall decide whether the motion is suitable for inclusion in the business of the general meeting. If the motion is not accepted for inclusion a written statement giving the reasons for rejection shall be provided to the proposer.

I wish to table the following motion for consideration by the members of the Institute of Refrigeration at the General Meeting (if necessary additional information can be attached to this form):

Signed: _____

Date: _____

Name: _____

Membership No. _____

Grade of Membership: _____

(Note only voting members may submit resolutions: Technician, Associate, Member or Fellow)

* For the avoidance of doubt, these terms as used here are taken to mean:

lawful – “permitted by national law or the rules of the Institute”

defamatory – “a false statement that is harmful to someone’s good reputation”

frivolous – “not serious or sensible in content or attitude”

vexatious – “unjustified, inappropriate or improper use of a formal procedure”

AGM PROXY VOTING FORM

If you are unable to attend the AGM you may vote by proxy by completing this form and returning a scanned copy showing your handwritten signature to iorboard@ior.org.uk to arrive by 22nd October 2025. You may also return this form by post to the address above.

Note: Only voting members (Fellow, Member, Associate or Technician grade) are entitled to vote with each member/representative having one entitlement to vote. Appointing a proxy does not prevent a member/representative from attending the meeting and voting in person if they wish *but they cannot vote both in person and by proxy*. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Full Name of member:

Membership number:

Address:

I hereby appoint Miriam Rodway whose correspondence address is shown above as my proxy to vote on my behalf at the Annual General Meeting of the Institute of Refrigeration and at any adjournment thereof.

Your Signature (handwritten)

Date.....

Note: A handwritten or "wet" signature is required. An image of a signature is not acceptable. A scan of the original document containing the real signature is acceptable.

Please indicate with an **X** in the spaces below how you wish your votes to be cast.

		For	Against	Abstain
Item 1	To approve the minutes of the previous AGM			
Item 2	To receive and adopt the Annual Review by the Trustees			
Item 3	To receive and adopt the Audited Accounts and Balance Sheets			
Item 4	To appoint as auditors Kingston Burrowes for the next set of accounts and to authorise the Trustees to agree remuneration			
Item 5	To agree the proposed membership subscriptions for next year			
	This proxy vote may be treated as: (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting and (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself, as stated in the constitution clause 11 (7) Proxy voting.			