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REFRIGERATION AIR CONDITIONING HEAT PUMPS

Institute of Refrigeration
Kelvin House, 76 Mill Lane
Carshalton SM5 2JR

Invitation to
The Annual General Meeting of the Institute of Refrigeration

Charity Registration no 1166869

starting 2.15pm on 10th November 2026
to be held at One Park Crescent, London W1B 1SH and online
Register to attend in person or online at www.ior.org.uk/agm2026

PRE MEETING (INFORMAL)

Reports of the Committees and Working Groups on plans and activities
Discussion of strategic priorities and plans for 2027 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 29th October 2025 (appendix 1 below).
2. To receive the Annual Review and Report of the Trustees for the year ended 31st March 2026 for the Charitable Incorporated Institute of Refrigeration no 1166869 (appendix 2 – available to download at www.ior.org.uk/agm2026)
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 2026. (appendix 2- available to download at www.ior.org.uk/agm2026)
4. To appoint as auditors for the next set of accounts Kingston Burrowes of Surbiton, 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 2027 as below:

Grade	2026	2027
Fellow	£125	£130
Member	£114	£119
Associate Member	£102	£107
Affiliate	£102	£107
Technician	£65	£68
Student/Young Person/Pre-Affiliate	£34	£36

6. To confirm the appointment of new Trustees of the Institute of Refrigeration.
7. To confirm proposed amendments to the Constitution. (appendix 3 – available to download at www.ior.org.uk/agm2026)
8. 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 4 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 29th October 2025 at 1 Park Crescent London W1B 1SH and online

Present: The meeting was chaired by the President, Lisa-Jayne Cook FInstR, with the Hon Treasurer John Skelton FInstR, Secretary Miriam Rodway MInstR and Board Trustees: Dermot Cotter FInstR, Craig Girdlestone FInstR, Chris Griffiths MInstR, Julie Murray FInstR and Paul Singh FInstR. Trustee Damian Wiszniewski FInstR had sent apologies due to illness.

There were 33 members present at the meeting including Trustees, and 22 members present online. All those participating had confirmed that they were members of the IOR with voting rights (Fellow, Member, Associate and Technician). Apologies were noted from Shaun Creech FInstR Kevin Glass FInstR James Bailey AMInstR Rob Lamb FInstR Mike Creamer FInstR, Juliet Loiselle FInstR and Damian Wiszniewski FInstR. Proxy vote forms had been sent in advance by Kevin Glass FInstR, Lambert Kuijpers FInstR, Judith Evans FInstR, Jason Fraser MInstR, David Paget FInstR, James Bailey AMInstR, Andy Pearson FInstR, D Obrien MInstR, Lee Mitchell MInstR, Phil Treacher MInstR, Rob Lamb FInstR, Andy Campbell FInstR, Michael Robinson MInstR, Martyn Cooper MInstR, Daniel Colbourne FInstR, Tim Brown MInstR, Bruce Smeaton MInstR, Richard Parr MInstR, Stephen Gill FInstR, Colin Green MInstR, Astrid Prado MInstR and Derek Moore FInstR.

The Agenda, Annual Report and Accounts and minutes of the previous meeting had been distributed electronically. The statement of meeting conduct was read by the Chair.

1. The minutes of the Annual General Meeting held on 5th November 2024 were noted, with the following matters arising minuted:
   a. Proposal to produce a 125th anniversary yearbook. This was being progressed with a working group, sample pages were displayed, and the final book is due to be produced by end of the year.
   b. Proposal adopted to arrange Mediation between IOR and Mr Fox. The chair confirmed that mediation took place in December 2024 with Mr Fox, Miriam Rodway CEO and Lisa-Jayne Cook President taking part and the use of a mediation company CEDR. The Board received an email from the mediator confirming that the parties had agreed to end the dispute on the same day and a response from Mr Fox on 6th December confirming the dispute between himself and the IOR Board of Trustees and Miriam had been put to bed satisfactorily and suggesting wording for a statement to that effect. That statement was published by the IOR Board to members and online and was added as a Note on the Outcome of the Mediation to the Minutes of the AGM of 5th November 2025.
   c. Review of the Constitution. The chair reported that a working group of members had reviewed comments received on the initial draft changes to the constitution sent for consultation in 2024. All of those who had submitted comments had been invited to participate in this review. A 2nd draft of proposed changes had been presented to the Board earlier in 2025 and would be circulated to all members later this year for further review and comment. The aim is for a 3rd and final draft to be prepared for proposed adoption by members at the AGM in 2026.

   Objections to the minutes had been received from James Bailey and these were read out. The response of the Board to the objections was given. The chair advised that the Board did not consider any changes to the minutes necessary and proposed that the minutes be adopted. This was seconded by Dermot Cotter and 20 members in the room voted in favour, with 3 against and none abstaining. There were an additional 20 proxy votes in favour, 1 against and 2 abstentions. The minutes were therefore approved by the meeting with 40 votes in favour, 4 against and 2 abstaining.

2. The Annual Review and Report of the Trustees for the year ended 31st March 2025 for the Charitable Incorporated Institute of Refrigeration no 1166869 was presented by the President Lisa-Jayne Cook, chairing the meeting. She highlighted IOR work on the priority area of education which included the masterclass programme, TICR outputs, education outreach planning, monitoring apprenticeship developments and working with ACRIB on refrigerant handling matters. The CEO also summarised IOR work in areas education guidance notes, environment and awards, STEM toolkits and Lego, networking and the exchange of information with other groups, technical publications, CPD professional development of members, international activity and external liaison, and awards won.

   The chair drew the attention of the meeting to four additional reporting areas that had been included in the Annual Report of the Trustees. These were a statement on governance matters, notice of the outcome of the mediation, list of governance improvements made during the year, explanation of exceptional expenditure during that financial year, and a report of the Ethics and Conduct Committee activity.

Objections to the Annual Report had been received from James Bailey and these were read out. The response of the Board to the questions raised was given. The Board did not consider any changes to the Annual Report minutes necessary. The Chair then proposed that the Annual Report be accepted. This was seconded by Ray Gluckman. Members voted 27 in favour, none against and 1 abstaining. There were 21 proxy votes in favour, one against and one abstention. The Annual Review and Report was accepted with 48 votes in favour, one against and 2 abstentions.

3. The Financial Report and Audited Accounts and Balance Sheets for the year ended 31st March 2025 were presented by the Hon Treasurer. This year's accounts reflect after revaluation of investments a small surplus of £16,123. This is made up of operating surplus of £11,572 to which is added income from investments of £4,551. Dinner income and sponsorship was particularly strong. Projects (TICR & SIRACH & REAL Alternatives) where the IOR is able to recover its staff costs from third parties, increase its technical output and raise its profile, have help to boost IOR income and diversify our income sources as part of our strategy to mitigate risk. Overall, turnover increased from £419,749 to £522,610 showing a significant effort of staff and members to extend the IORs work and reach. The IOR remains in a healthy financial position with sufficient funds to support its continued operation and any future expenditure to further our work in our priority areas or other unforeseen expenses.

   The Treasurer proposed that the Audited Accounts be accepted. This was seconded by Graeme Maidment. Members voted 27 in favour with none against or abstaining. There were 20 proxy votes in favour, 1 against and 2 abstentions. The Audited accounts were therefore accepted with 47 votes in favour, 1 against and 2 abstentions.

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. The Treasurer proposed this motion, this was seconded by Andrew Bowden, with 28 votes by members in favour and none against or abstaining. There were 21 proxy votes in favour, none against and 2 abstaining. This motion was carried with 49 in favour and two abstaining and none against.

5. The Board of Trustee had put forward a motion for subscription rate increases 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

   It was explained that this increase of 4% represented increasing operating costs and a positive comparison with other professional bodies. The increase was proposed by the Treasurer, seconded by Manuel Comacho. There were 26 votes in favour from those in the room 5 against and no abstentions. Proxy votes were 19 in favour, 2 against and 2 abstaining. The increase in subscriptions was therefore carried with 45 votes in favour, 7 against and two abstaining.

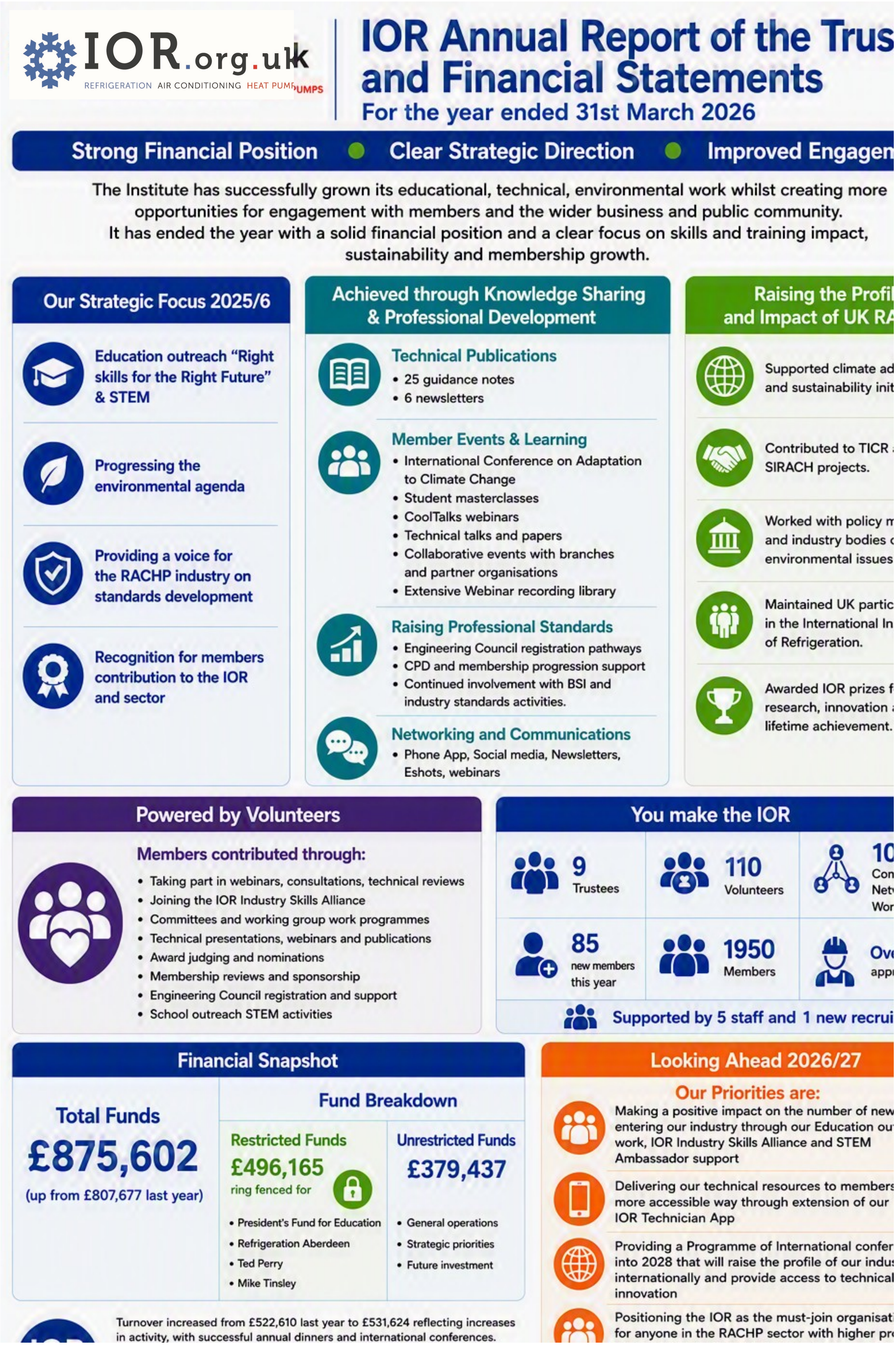
6. The meeting then confirmed the appointment of new Trustees of the IOR, Stephen Benton FInstR and David Bostock FInstR, following an election carried out by online voting in advance of the meeting. The chair thanked all three candidates for having stood for election. They acknowledged the contribution of the two Trustees whose terms had now come to an end, Paul Singh FInstR and Damian Wiszniewski FInstR.

   The meeting confirmed the appointment of Stephen Gill FInstR as President-Elect and Trustee following an election carried out by online voting in advance of the meeting. The candidates who had stood for election as President-Elect were thanked.

7. Three further questions were raised online by James Bailey AMInstR regarding the Minutes of the meeting held on 5th November 2025 and Annual Report of the Trustees. These were responded to, two of them having been previously answered by the Board as part of their response to his objections sent with his Proxy voting form. There being no other business notified in accordance with the Constitution within the due date and using the form provided for this purpose, the chair closed the meeting at 3.30pm.

Appendix 2 – Annual Report and Accounts

Below is a summary. The full Report and Accounts are available to download at www.ior.org.uk/agm2026



Appendix 3 – Proposed Amendments to the Constitution

Below is a summary. A copy of the Constitution showing proposed changes is available to download at www.ior.org.uk/agm2026

All of the changes to the current version of the IOR constitution (last amended 4 November 2021) which have been proposed following two rounds of consultation are highlighted in yellow. This commentary explains the thinking behind the changes made after the second round of consultation, which are in response to concerns raised by members during the consultation period.

Clause 9(4)(a) – subclause (iv) was added to impose a duty on members who have accepted a position of responsibility in the Institute to ensure that their membership fee is paid within 60 days of it falling due. Note, the original proposal was within 30 days but this was felt to be too short.

Clause 9(4)(c) and (d) were added to clarify that the trustees' powers to remove a member from membership are limited under certain circumstances. This brings clause 9 in line with clause 15 by removing an ambiguity.

Clause 11(4) was modified to emphasise that the charity trustees retain responsibility for arranging all general meetings, even if the chairing of the meeting is delegated to another trustee or to a member elected by the meeting

Clause 11(9)(j) was modified to replace "the Electoral Reform Services" with "external mediation" because Electoral Reform Services no longer exist and there are several bodies providing this service

Clause 12(1) was modified to give a more detailed account of the duties of the trustees and to place them in an appropriate legal context – it is emphasised that the rules, bye-laws etc are not permitted to contradict the constitution, which by default would take precedence in the event of any conflict.

Clause 12(2) was modified to emphasise that trustees must remain in good standing with regard to their membership throughout their term of office. The acknowledgement of the office of trustee was simplified to be signing a copy of the IOR Code of Conduct for Trustees, to be done by a member each time they are nominated to stand for election. The signed Code of Conduct must be returned before the member is accepted as a candidate for election.

Clause 13(3) was modified to emphasise that when the President delegates to a Deputy they remain accountable for actions taken on their behalf. The scope of that delegation was limited to 2 days unless approved by the charity trustees and a provision for the charity trustees to nominate and appoint a deputy was added in the case of the President being unable to make a nomination. In that case the Trustees could also resolve to terminate the appointment of the Deputy by a majority vote.

Clause 15(3) was modified to highlight that the trustees can only act to remove one of their number after the due disciplinary process has been followed. Several members expressed concern about the addition of clause 15(3) which they had interpreted as a significant shift in power from members to trustees. However, after discussion they all accepted that this clause is actually a restriction of the trustees powers because they had always had the right under clause 15(1) to remove one of their number but now it is only possible at the end of the disciplinary process. The reason that 15(3) was added to the original proposal was to avoid the need to ask members to vote on a disciplinary matter when they had not been given all the facts of the case. The addition of clause 15(3) is therefore to avoid disclosure of confidential material which might otherwise cause unnecessary distress or harm to a member.

Clause 15(4) was modified to highlight that the 14 days' notice period only applies in the case of clause 15(2) since the disciplinary and appeal process required for clause 15(3) to apply already includes all of the necessary rights of appeal.

Clause 17 was modified to revert to the wording in the Charity Commission's model form of constitution with regard to the resolution in writing being agreed by a majority of all of the charity trustees. The reason for the change is that the current constitution wording requiring agreement of all the charity trustees was felt to be potentially difficult to achieve. It should be noted that in this clause "electronic means" refers to email and does not relate to online meetings, which are covered by clause 19. The reason that it is a majority of all the charity trustees is because all have been written to and all have the opportunity to reply, so the quorum is the whole group in this case but there is no reason why the majority should not apply as it would to a face-to-face meeting.

General

In addition to these amendments to the draft constitution several good suggestions were made with regard to other Institute policies and procedures. Questions were asked regarding the judgment of what constitutes an "unlawful, defamatory, frivolous or vexatious motion" when submitted by a member. It was noted that this was clearly the responsibility of the Board of Trustees, who are responsible for calling all general meetings, but it might be appropriate to agree a protocol for the Board to review any motion. The protocol might say something like "The validity of motions raised by the members under clause 10(3)e, 11(2)e or 11(3)b shall be determined by a simple majority vote of the charity trustees. If the motion is rejected on the grounds that it is considered to be unlawful, defamatory, frivolous or vexatious the member who submitted the motion shall be informed of the reasons for the decision without delay and shall be invited to revise and resubmit a suitable motion to address their concern, if there is sufficient time before the meeting." The Institute has created a form for motions with helpful guidance – this might need to be modified to emphasise that motions need to be submitted sooner if there is to be time to resubmit in the event that they are rejected. Note that the form for members to submit a motion for consideration at a general meeting, including the AGM, includes definitions of lawful, defamatory, frivolous and vexatious and makes it clear that the ruling on the validity of the motion shall be made by the charity trustees.

One commenter asked that the Institute's codes of conduct should be made available to members. They are already available on the IoR website and can be found at https://ior.org.uk/about/policies-and-practices If a member has a concern about one of these documents they should raise it with the Board of Trustees.

One commenter suggested that the constitution should be modified to state that "A person who has served as a charity trustee remains bound, following the end of their term of office, by duties of confidentiality, must not misuse information obtained during their tenure, and must not represent themselves as acting on behalf of the Institute. These obligations shall apply insofar as they are reasonable and necessary to protect the interests of the Institute." It was decided that this text would be more appropriate in the Code of Conduct for Trustees.

Appendix 4 – Additional Resolution Form for use by members

Motion to be raised at a General Meeting of the Institute of Refrigeration.

Deadline for submission 11.59pm 27th October 2026. 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 ior@ior.org.uk to arrive by 3rd November 2026. You may also return this form by post to IOR Kelvin House, 76 Mill Lane, Carshalton SM5 2JR.

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 ………………………………………………………………………….

Date…………………………………………………………………………………………

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			
Item 7	To approve proposed amendments to the Constitution			

Sign below if, in addition, you wish proxy vote to 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.

Your Signature ……….