



# Engineering Council Charter and Byelaws

## Version 2 (March 2014)

## Charter and Bye-laws

### Document Location

The authoritative document is held as a pdf on the Governance page of the extranet managed through SharePoint.

### Revision History

#### Date of this revision:

Revision date	Summary of Changes
19 May 2015	Constitutional Documentation split into 3 documents: <i>Introduction/History, Charter &amp; Byelaws</i> and <i>Regulations</i>

### Approvals

This document has the following approvals.

Name	Date of Approval	Version
Privy Council	6 Nov 2013 (Charter & Bye-laws)	1
Board	5 Dec 2013 (Charter, Bye-laws and Regulations)	1
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### Distribution

This document has been distributed to:

Name	Date of Issue	Version
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## 2. ENGINEERING COUNCIL CHARTER – AMENDED 2013

**ELIZABETH THE SECOND** by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

**TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!**

**WHEREAS** We were pleased by Royal Charter dated the twenty-seventh day of November 1981 (hereinafter referred to as the "Original Charter") to establish a body corporate by the name of "The Engineering Council" with perpetual succession and a common seal:

**AND WHEREAS** We were pleased by Supplemental Charters dated the twenty-seventh day of April 1988 and the fifteenth day of July 1992 to amend the provisions of the Original Charter:

**AND WHEREAS** We were pleased by Supplemental Charter dated the twenty-fourth day of January 1996 (hereinafter referred to as the "Supplemental Charter of 1996") to revoke the provisions of the Original Charter except Article 1 thereof in so far as it incorporates a body corporate with the powers referred to therein, and to make new provisions for the constitution, objects, powers and functions of the Engineering Council and matters ancillary thereto:

**AND WHEREAS** by an Humble Petition submitted to Us in Our Council, the Engineering Council have prayed that in order to modify its constitution, powers and functions for the public benefit, We might be graciously pleased to grant the said Council a further Supplemental Charter:

**NOW, THEREFORE, KNOW YE** that We, having taken the said Petition into consideration and being minded to accede thereto, by virtue of Our Prerogative Royal and of all other powers enabling Us in that behalf, have of Our especial grace, certain knowledge and mere motion granted and declared and do by these Presents for Us, Our Heirs and Successors grant and declare as follows:

### **THE ENGINEERING COUNCIL**

1. The Supplemental Charter of the twelfth day of February 2002 (except insofar as it preserved the incorporation effect of the Original Charter and the powers referred to in Article 1 thereof) and the Schedules thereto are hereby revoked, provided that such revocation shall not affect the validity or legality of any act or deed done hereunder.

2. With effect from the date of this Our Supplemental Charter the title of the Engineering Council (UK) shall be "The Engineering Council" referred to in this Our Supplemental Charter and the Bye-laws as "the Engineering Council", and the members of the Engineering Council shall consist of Voting members (namely Licensed Members) and Non-Voting members (namely Professional Affiliates and such other bodies as may be specified from time to time in the Bye-laws.)

### **OBJECTS**

3. The objects of the Engineering Council shall continue to be to advance education in, and to promote the science and practice of, engineering (including relevant technology) for the public benefit and thereby to promote industry and commerce in Our United Kingdom and elsewhere.

## **DUTIES**

4. In pursuance of the objects, the Engineering Council shall:
- a. establish and keep under review generic standards and procedures for academic achievement, professional competence and commitment and the requirements for initial and continuing professional development for Registrants;
  - b. participate, on behalf of Registrants, in the work of the Engineering and Technology Board (hereinafter referred to as the "ETB" (or any successor by whatever name) and respond to enquiries made by the ETB concerning regulation of the profession
  - c. provide guidance on the codes of conduct and disciplinary procedures of Licensed Members and Professional Affiliates;
  - d. maintain registers, or a register with sections, for Chartered Engineers and the letters "CEng", Incorporated Engineers and the letters "IEng", and such Technician Registers, and presently the letters "EngTech" and "ICTech", as may seem desirable to the Engineering Council from time to time and which shall be identified in the Engineering Council's Regulations, and modify, extend or add to such Registers as required. The Engineering Council shall also take such action as it decides is necessary to protect the integrity of the Registers and to ensure that its post-nominal designations are used only by those Registrants so entitled;
  - e. admit as Licensed Members those organisations which demonstrate to the satisfaction of its Board their competence to assess individuals for initial and continuing registration and which regulate the conduct of their members;
  - f. audit the performance of Licensed Members, and other members, and their compliance with the licensing requirements including Registrant representation within those requirements and ensure that processes are in place within Licensed Members and other members for Registrants' views to be represented to the ETB;
  - g. license those organisations to admit such individuals to the Registers, and monitor the additions and deletions they make to the Registers;
  - h. license those organisations to accredit or approve programmes of education or professional development that support admission to the Registers; and maintain a database of such programmes;
  - i. designate as Professional Affiliates those organisations meeting the relevant criteria as provided by the Engineering Council from time to time;
  - j. in conjunction or collaboration with Licensed Members, act as the representative body of Our United Kingdom in relation to the international recognition of Registrants and of educational qualifications in engineering and related subjects and disciplines;
  - k. give appropriate assistance and advice to Our Ministers, or any of them, on any matter relating to the objects of the Engineering Council;

- i. publish, or commission the publication of, material relevant to the objects in any form, undertake or commission research, establish and maintain libraries, databases, or any other facilities for the benefit of the public, and hold or promote conferences or other events;

## **POWERS**

5. To enable the pursuance of the objects, the Engineering Council may exercise the following powers:
  - a. hold, or arrange the holding of, examinations or other assessments in engineering or any other subject relevant to the objects;
  - b. receive gifts, endowments, bequests, donations, money and property real or personal and to purchase, lease or otherwise acquire land, buildings and hereditaments of any kind, and hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) grant, demise, alienate or otherwise dispose of the same or any part thereof and accept the Office of Trustee and carry out any trusts associated with any transfer of money or property to the Engineering Council;
  - c. enter into any contract or transaction, or engage in any activity, which is conducive, ancillary or incidental to the attainment of the objects;
  - d. borrow or raise money with or without security, and charge or mortgage any of its property whether real or personal;
  - e. charge fees and subscriptions;
  - f. invest any moneys of the Engineering Council not immediately required for its purposes in accordance with the Bye-laws;
  - g. appoint and remunerate staff and provide for their pensions and those of their dependents;
  - h. provide indemnity insurance covering every Board and committee member, officer and employee of the Engineering Council against any loss or expense incurred through any act or omission done or committed by him in good faith, in the course of the performance of his authorised duties on behalf of the Engineering Council and pay all reasonable and proper premiums in respect of such indemnity insurance; and
  - i. do all such other lawful acts and things as may further the objects.

## **GOVERNANCE**

6. The Engineering Council shall be accountable to Licensed Members in respect of its activities.
7. The management and control of the Engineering Council shall be vested in a Board of Trustees which may exercise all or any of the powers of the Engineering Council, and may delegate its powers and functions in accordance with these Bye-laws. The Board shall be constituted in accordance with the Bye-laws: provided that one third (or the number nearest thereto) of its members shall be appointed by ETB.

8. No member of the Board of Trustees or of any committee of the Board of Trustees shall be accountable in respect of acts done or authorised to which they have not expressly assented or shall incur personal liability in respect of any loss or damage incurred through any act done in good faith for the benefit of the Engineering Council.

## **PROPERTY AND INCOME**

9. Any person and anybody corporate may assure in perpetuity, or otherwise, or demise or devise to, or for the benefit of, the Engineering Council any lands, tenements, or hereditaments whatsoever, or any interest therein, within Our United Kingdom of Great Britain and Northern Ireland.

10. The income and property of the Engineering Council, howsoever derived, shall be applied solely towards the objects and no portion thereof shall be paid or transferred directly or indirectly to the members thereof or used otherwise than for charitable purposes: provided that nothing in this article shall prevent the payment in good faith of the reasonable out-of-pocket expenses of members of the Board and of any committee of the Board.

## **CHARTER CHANGES**

11. Subject to the approval by three-quarters majority vote of the members of the Engineering Council in general meeting, the Board may by resolution passed by a three-quarters majority vote of the members of the Board present and voting in person, modify or revoke any of the provisions of this Our Supplemental Charter, provided that no modification or revocation shall be made which shall cause the corporation to cease to be a charity at law. Any modification or revocation made under this article shall become effectual, when allowed by Us, Our Heirs or Successors in Council, so that this Our Supplemental Charter shall henceforth continue in force as so modified or revoked. This provision shall apply to this Our Charter as modified or revoked.

## **BYE-LAW CHANGES**

12. Subject to the provisions herein and to the approval by a three-quarters majority vote of the members of the Board present and voting in person, the Board may make, amend or revoke Bye-laws for the regulation of the affairs of the Engineering Council: provided that no new Bye-law, amendment or revocation shall be effective unless it has been approved by the Lords of Our Most Honourable Privy Council, of which approval a certificate under the hand of the Clerk of Our said Council shall be conclusive evidence. The Bye-laws may provide for any matter dealt with in the Bye-laws to be further dealt with in Regulations made by the Board, provided that such regulations shall be invalid to any extent to which they are inconsistent with this Our Supplemental Charter or the Bye-laws.

## **SURRENDER OF CHARTER**

13. Subject to the provisions herein and to the approval by a three-quarters majority vote of the members of the Engineering Council in general meeting, the Board may resolve to surrender this Our Supplemental Charter and any further Charter granted to the Engineering Council subject to the sanction of Us, Our Heirs or Successors in Council upon such terms as We or They may think fit, and wind up or otherwise deal with the affairs of the corporation. If on the winding up or dissolution of the Engineering Council there shall remain after the satisfaction of all debts and liabilities any property whatsoever then it shall not be given to or distributed among the members of the Engineering Council or any of them but, subject to any special trusts affecting any of the property, shall be given to some other body, determined by the Board at or before dissolution of the Engineering Council, with charitable objects similar to

those of the Engineering Council and which prohibits the distribution of its income and property to at least the same extent as specified in these presents.

**CONCLUSION**

14. Our Royal Will and Pleasure is that this Our Supplemental Charter shall ever be construed benevolently and in every case most favourably to the Engineering Council and the promotion of the objects.

**IN WITNESS** whereof We have caused these Our Letters to be made Patent.

**WITNESS** Ourself at Westminster in the year of Our Reign.

**BY WARRANT UNDER THE QUEEN'S SIGN MANUAL**



### 3. BYE-LAWS OF THE ENGINEERING COUNCIL

#### INTERPRETATION

1. In the Charter and these Bye-laws the following meanings will apply:

<b>Word</b>	<b>Meaning</b>
Board	The governing body of the Engineering Council
Board Member	Member of the Board
Bye-laws	The Bye-laws herein as amended from time to time
The Chairman	The Chairman of the Board
The Charter	The Supplemental Charter to which these Bye-laws are scheduled as amended from time to time by Supplemental Charter or otherwise
Committee and Panels	Appointed by the Board, such committees and panels as it may from time to time determine and, such committees and panels shall report to the Board accordingly
Direct Registrant	An individual who registers directly with the Engineering Council rather than through a Licensed Member or Professional Affiliate
Engineering and Technology Board	The Engineering and Technology Board (ETB), a company limited by guarantee incorporated on 14 November 2001 whose trading name is EngineeringUK, or any successor organisation
Interim Registration	The stage at which individuals have met the educational requirement for registration, but who have not yet demonstrated the necessary competences to become a Registrant
Licensed Member	An incorporated body licensed by the Board to assess and nominate individuals for the appropriate register
Professional Affiliate	An incorporated body designated as such by the Board as required by these Bye-laws
The profession	the profession of engineer, technologist or technician
Regulations	Regulations made by the Board under these Bye-laws
Section	A section of the Register
Register(s)	The Registers are the national registers of Chartered Engineers (CEng), Incorporated Engineers (IEng), Engineering Technicians (EngTech) and Information and Communication Technology Technicians (ICTTech)
Registrant	An individual who registers with the Engineering Council through a Licensed Member and has demonstrated the competence and commitment appropriate to one or more of the sections provided by these Bye-laws and the observation of a professional Code of Conduct
UK-SPEC	UK Standard for Professional Engineering Competence describes the requirements for registration
Qualification	Shall include standards of education and professional development

References to a member of a Licensed Member or Professional Affiliate shall be to an individual in such category of registration of the Engineering Council as the Engineering Council shall determine and which constitutes membership of the Licensed Member or Professional Affiliate for the purposes of these Bye-laws. References to the male gender shall include the female, to the singular shall include the plural, and to persons shall include organisations whether incorporated or not.

## REGISTRATION

2. The Board shall make and publish regulations describing the standards of education, professional development, competence and commitment of individuals whom the Board may record in the Register.
3. Registrants and their Licensing Member shall be recorded in the Engineering Council's Register.
4. The Register shall have separate sections for Chartered Engineers, Incorporated Engineers, Engineering Technicians, Information and Communications Technology Technicians and such other sections as the Board shall determine. The Register shall include the addresses of those individuals registered and may contain such other information as the Board shall determine. Except as may be provided in Regulations, no person or other organisation shall be permitted to be supplied with the record, or any part thereof, of any individual on the Register without the agreement of that person.
5. The Board shall cause to be entered in each section of the Register, upon payment of such entry fee (as shall from time to time be prescribed by the ETB) to ETB, the name of each individual nominated by a Licensed Member and notified to the Engineering Council, provided that such organisation holds a current licence granted by the Engineering Council which permits such nominations.
6. Subject to these Bye-laws, only those individuals who are members of a Licensed Member or Professional Affiliate which has registration agreements, or who are Direct Registrants, shall have their names registered, added to, or maintained on the Register as:
  - a. Chartered Engineers, who may use the style or title of "Chartered Engineer" and use after their names the designatory letters "CEng";
  - b. Incorporated Engineers, who may use the style or title of "Incorporated Engineer" and use after their names the designatory letters "IEng";
  - c. Engineering Technicians, who may use the style or title of "Engineering Technician" and use after their names the designatory letters "EngTech"; and
  - d. Information and Communications Technology Technicians, who may use the style or title of "ICT Technician" and use after their names the designatory letters "ICTTech".

In each case the Register shall include a subsection to enable interim registration of persons who have met the educational requirement for registration, but who have not yet demonstrated the necessary competences for registration in these categories. Registration in one section of the Register shall not preclude registration in any other section provided this is with another Licensed Member. In addition, the individual shall not be registered in both the full and initial registration sections of any section.

7. The Engineering Council may at any time license an organisation in accordance with these Bye-laws; and may admit to the appropriate section of the Register any individual who at the date of such licensing is a member of that organisation in a category of membership requiring demonstration of competence and commitment, provided that the Board is satisfied that
  - a. the criteria applied at the time the individual was accepted into membership of that category were comparable to, or of a standard higher than, those criteria which

would have had to have been satisfied if he had sought, at that time, registration on the Register; and

- b. the organisation had at that time and since, procedures in place for continuing professional development comparable to, or of a standard higher than, those required of Licensed Members.

In order to ensure equivalent fitness to practise, the Board may at its absolute discretion specify by means of the Regulations, the evidence of competence required of any such individual as may be necessary to support Registration.

8. An individual whose name is entered in the Register may receive, at his request, and upon payment of a fee prescribed from time to time by ETB, a certificate certifying that he is a Chartered Engineer, Incorporated Engineer, Engineering Technician or Information and Communications Technology Technician, which certificate shall remain the property of the Engineering Council and shall be delivered by its holder to the Engineering Council upon demand made in writing by the Chief Executive Officer or any person authorised by him.

9. The Board may from time to time promulgate Codes of Practice. The Codes of Practice may be amended, varied or rescinded as the Board may think fit and the Board may, in its absolute discretion, waive the provisions of any of the Codes of Practice for a particular purpose expressed in such waiver and may revoke any waiver.

10. The Board may hear an appeal from an individual whose name appears on the Register and who is found by due process by a Licensed Member or Professional Affiliate, of which such individual is a member, to have breached its code of conduct, and if that organisation imposes a sanction which would entail the individual's removal from the Register. Such an appeal will be conducted in accordance with the procedures set out in Regulations which shall provide for the right to an oral hearing and the right of representation. Such an appeal, however, shall lie only on grounds of procedural irregularity and adhere to the principles of natural justice; the Board shall not adjudicate on the substance of the case.

11. Registration fees shall be payable in the manner prescribed in the Regulations. The Board may amend the Regulations relating to registration fees with the prior approval of The ETB, or if that Board is, for whatever reason, unable to act, the approval of the Privy Council.

12. The Board, having set its budget, shall notify the ETB annually the total sum required to be remitted by the ETB to the corporation to support the corporation's activities for the following calendar year.

### **MAINTENANCE OF TITLES OF CHARTERED ENGINEER, INCORPORATED ENGINEER, ENGINEERING TECHNICIAN AND INFORMATION AND COMMUNICATIONS TECHNOLOGY TECHNICIAN**

13. The Board shall make Regulations covering the maintenance of registration of a Chartered Engineer, Incorporated Engineer, Engineering Technician or Information and Communications Technology Technician in the event that;

- a. the organisation, of which he is or was a member, has ceased to be a Licensed Member or Professional Affiliate with a registration agreement or has ceased to exist; or
- b. he is not, or he has ceased to be, a member of that organisation.

## **LICENSING OF MEMBERS**

14. The Board may at any time certify that an organisation is a Licensed Member provided that (in addition to satisfying the requirements of these Bye-laws) such an organisation has, in the opinion of the Board, sufficient experience, procedures and resources to undertake each of the following tasks:

- a. monitoring the conduct of Registrants;
- b. monitoring the continuing professional development of Registrants; and
- c. assessing the competence and commitment of candidates for registration.

15. The Board may at any time issue a Licence to an organisation, provided that the Board is satisfied that:

- a. it has been in existence for at least five years or results from the amalgamation of organisations, one of which has been in existence for at least five years and, in all cases, is stable and viable;
- b. it prescribes such standards of conduct for its members (if any) as are acceptable to the Engineering Council;
- c. it prescribes such standards of qualifications determined by the Board for those of its members (if any) who are engineers or technicians in such category as the Board may determine as will enable them to be registered pursuant to the Charter and these Bye-laws;
- d. it is not a trade association and is not, in the opinion of the Board, engaged (as a principal part of its activities) in activities carried on by trade unions or employers' organisations;
- e. such conditions as may be required by the Board are fulfilled in respect of its standards, procedures and criteria, and that the Board has received a satisfactory undertaking to support actively the actions of the Board in the operation of the Register, in particular, by encouraging all of its members (if any) who are eligible for entry on the Register to be so registered and by accounting for fees payable by those of its members (if any) who are on the Register;
- f. its principal object or, if the Board should so determine, one of its principal objects is the advancement of engineering, technology or applied science or of the better utilisation of engineers in industry and commerce (which may include education and training therefor);
- g. it has learned society activities of such a nature and on such a scale as to keep its members (if any) abreast of advances in its specific field of engineering;
- h. it has undertaken that it will not seek to change its governing document, or any related requirements in matters relating to qualification, registration or any other relevant matters required of it by the Board, without prior consultation with the Board; and
- i. it provides for adequate representation to ETB of the views of those of its members who are Registrants on matters relating to registration.

16. Licences may only be issued to organisations satisfying the audit requirements specified in the Regulations. If the Board so resolves, a Licensed Member may additionally be licensed to carry out the following functions:

- a. accrediting programmes which meet academic standards for registration;
- b. assessing the academic standards of candidates for registration who have not followed an accredited course;
- c. approving initial and professional development programmes leading to competence in the workplace; and
- d. carrying out any other relevant functions which the Board may require it to perform.

17. The Board shall from time to time publish a list of Licences granted.

18. An organisation shall become licensed on receipt of notice from the Board and shall thereupon become entitled to the rights or privileges conferred upon it and assume the obligations placed upon it by the Charter and these Bye-laws.

19. The Board shall audit any organisation seeking a Licence, and regularly re-audit those organisations licensed by the Engineering Council, to determine whether the relevant operations and requirements of such organisations are in accordance with these Bye-laws and Regulations of the Engineering Council which relate to such bodies.

20. The Board may resolve that a Licence granted by the Board shall cease to be of effect if:

- a. an order is made by a court of competent jurisdiction or any effective resolution is passed for the administration or winding up of the licensee, or it is dissolved or otherwise ceases to exist;
- b. in the opinion of the Board in each case, the licensee has ceased to satisfy the conditions on which it was appointed or its objects and purposes are no longer consistent with the objects and purposes of the Engineering Council or its rules for the conduct of its members no longer adequately prescribe the conduct required of persons placed in the relevant section of the Register;
- c. the licensee gives not less than one year's notice in writing of ceasing to be a licensee;
- d. in the opinion of the Board in each case, the standard adopted by the licensee for the qualification of its members in the different sections of the Register falls short of those prescribed for the entry of names in the relevant section of the Register and the licensee has failed to take all reasonable steps to raise the standard at least to that prescribed as aforesaid; or
- e. if an audit, conducted under these Bye-laws, reveals that the Licence should be withdrawn.

21. The Board shall give twenty-eight days' notice of any decision under these Bye-laws. The licensee may appeal against the decision in accordance with the Regulations, a copy of which shall accompany the Licence.

22. If any such resolution is passed by the Board or one of its committees to which its powers in this regard shall be delegated, the passing of such resolution shall be notified to the

licensee who shall have a right to appeal to the Board itself against such resolution. Notice of appeal must be lodged with the Engineering Council within twenty-eight days following the despatch of notice of such resolution.

23. If no such notice has been lodged by the required date, the licensee shall cease to be so licensed. If notice of appeal is given then, on the determination by the Board of the appeal (which shall be given effect by the decision at least three weeks after the notice of appeal, at a meeting at which the representative of the licensee shall have the same rights as indicated above that the appeal be dismissed), the licensee shall also cease to be so licensed.

## **APPROVAL OF PROFESSIONAL AFFILIATES**

24. The Board may at any time approve an organisation as a Professional Affiliate, provided that the Board is satisfied that:

- a. it has been in existence for at least five years or results from the amalgamation of bodies one of which has been in existence for at least five years and, in all cases, is stable and viable;
- b. it prescribes such standards of conduct for its members (if any) as are acceptable to the Engineering Council;
- c. it is not a trade association and is not, in the opinion of the Board, engaged (as a principal part of its activities) in activities carried on by trade unions or employers' organisations;
- d. its principal object or, if the Board should so determine, one of its principal objects is the advancement of engineering, technology or applied science or of the better utilisation of engineers in industry and commerce (which may include education and training therefor);
- e. it has learned society activities of such a nature and on such a scale as to keep its members (if any) abreast of advances in its specific field of engineering;
- f. it has undertaken that it will not seek to change its governing document, or any related requirements in matters relating to qualification, registration or any other relevant matters required of it by the Board without prior consultation with the Board.

Authorised representatives of Professional Affiliates shall be entitled to attend but not to vote or to be counted in a quorum at general meetings.

## **REGISTRATION VIA A PROFESSIONAL AFFILIATE**

25. Normally only those individuals who are full members of a Licensed Member may apply to be included on the Engineering Council's Register of Engineers. However, an Engineering Council Professional Affiliate can offer a route to registration for its members via a formal agreement with a Licensed Member who shall ensure compliance with the UK Standard for Professional Engineering Competence (UK-SPEC) and its licensing requirements and may require joint membership of the Licensed Member and Professional Affiliate.

## **ASSOCIATES**

26. The Board shall have the power to recognise the support that an individual provides to the Engineering Council through his expertise and personal network, by appointing individuals to be Associates of the Engineering Council. Such appointments shall be honorary and shall not carry the right to vote at Annual meetings or any other general meetings although they may attend such meetings. There is no formal period of appointment, but the Board shall keep such appointments under review.

## **APPOINTMENT OF BOARD MEMBERS**

27. The Board shall consist of up to twenty-two members who shall be appointed in accordance with the Charter and these Bye-laws. The Chairman of the Board shall be appointed by the Board members and shall hold office in accordance with the Regulations. The Board shall comprise:

- a. up to fifteen persons who shall be Registrants and who shall be appointed by the Licensed Members; and,
- b. seven persons who shall be appointed by the ETB.

28. Members of the Board appointed under these Bye-laws shall serve for such period as defined in the Regulations as shall be determined by the Board, having regard to the need to create a pattern of rolling retirements in the interests of continuity of the Board.

29. The Board shall make Regulations relating to the periods of office to be served by Board members, and their eligibility for re-appointment.

30. A Board member shall vacate office if:

- a. he becomes bankrupt or has his estate sequestrated or becomes incapable by reason of mental disorder;
- b. he becomes a paid employee of the Engineering Council;
- c. he gives notice in writing to the Chief Executive Officer of his wish to resign and his resignation is accepted by the Board;
- d. he fails, without the consent of the Board, to attend three consecutive meetings of the Board;
- e. the Board resolves that his Office be vacated by reason of conduct which, in the opinion of the Board, is, or is likely to be, materially prejudicial to the reputation of the Engineering Council; or
- f. having been appointed by a Licensed Member or group of Licensed Members in accordance with these Bye-laws, he ceases to be a Registrant.

31. The Board may require a Licensed Member or group of Licensed Members to fill a casual vacancy among Board members appointed by Licensed Members in such manner as the Board shall from time to time determine; and the Board member so appointed shall hold office for the remainder of the unexpired term of office in respect of which the casual vacancy has arisen. ETB shall have the power to fill a casual vacancy among Board members appointed by ETB in such manner as ETB shall from time to time determine; and the Board member so appointed shall hold office for the remainder of the three-year period of the vacant seat in respect of which the casual vacancy has arisen.

## **APPOINTMENT OF CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD**

32. The Chairman shall be appointed and serve in accordance with the Regulations. The Chairman shall, unless the Board otherwise resolves in any particular case, be a Registrant and be a Board member at the date of his appointment.

33. The Board shall make Regulations relating to the method of appointment of the Chairman of the Board, and Regulations made under this Bye-law shall be amended only by a three-quarters majority vote of the members of the Board present and voting. The Board may at any time resolve that a Board member be appointed Vice-Chairman of the Board. There may be more than one Vice-Chairman.

## **REGULATIONS RELATING TO APPOINTMENT OF BOARD MEMBERS**

34. The Board shall make Regulations for the process to be adopted by Licensed Members in appointing Board members under these Bye-laws. Regulations made under this Bye-law shall be made or amended only by a three-quarters majority vote of the members of the Board present and voting.

35. No member of the Board or of any committee of the Board shall be accountable in respect of acts done or authorised to which he has not expressly assented or shall incur personal liability in respect of any loss or damage incurred through any act done in good faith for the benefit of the Engineering Council. The Engineering Council shall indemnify every Board and committee member, officer and employee of the Engineering Council against any loss or expense incurred through any act or omission done or committed by him in the course of the performance of his authorised duties on behalf of the Engineering Council.

## **POWERS AND DUTIES OF THE BOARD**

36. The Board shall carry out the objects of the Engineering Council as set out in the Charter and, subject to the provisions of these Bye-laws and the Regulations from time to time in force, may regulate its affairs as it thinks fit.

37. The Board shall in particular promote the professional interests and activities of UK registered engineers worldwide and for this purpose may promote or support activities of other bodies including Licensed Members or Professional Affiliates in furtherance of this objective.

38. The Board shall determine by regulation the manner in which documents and negotiable instruments shall be signed or otherwise executed on behalf of the Engineering Council.

39. The Board shall cause minutes to be kept of all general meetings and meetings of the Board and its committees.

40. The Board may make, alter, add to or revoke Regulations for the conduct of any activity of the Engineering Council carried out in the name of the Engineering Council, provided that such Regulations shall not be inconsistent with the Charter and these Bye-laws. Regulations made under this Bye-law shall be made or amended only by a three-quarters majority vote of the members of the Board present and voting.

## **GENERAL MEETINGS**

41. The Board shall call an Annual Meeting of the Engineering Council each calendar year. The Annual Meeting shall be held in one of the first seven months of each calendar



year, provided that no Annual Meeting shall be held more than fifteen months after the previous Annual Meeting. The business of the Annual Meeting shall include the presentation, consideration and agreement of the annual report and accounts of the Engineering Council.

42. The Board may call a general meeting other than the Annual Meeting at any time and the Board shall at all times be bound to do so on a requisition in writing of six members of the Engineering Council. Such requisition shall state the matters to be brought before and the resolutions (if any) to be moved at such a general meeting. If the Board does not within 40 days from the delivery of the requisition duly convene a meeting the requisitionists may do so.

43. Notice of any general meeting shall be given to those entitled to attend in the same way as notice shall be given for Board meetings. Authorised representatives of each of the members of the Engineering Council, and of any organisation which is not a member of the Engineering Council but is acknowledged as supporting the Engineering Council's objects, shall be invited to attend general meetings but only the members of the Engineering Council may exercise a vote. The Chairman shall take the chair at any general meeting. In the absence of the Chairman, a Vice-Chairman shall deputise.

44. No business shall be transacted at any general meeting unless a quorum is present; the quorum shall be not less than ten members of the Engineering Council (excluding the Chairman). Each member of the Engineering Council, present and voting, shall have one vote, and resolutions, other than those for which a different majority is required by the Charter or these Bye-laws, shall require a simple majority. In the event of an equality of votes on any resolution, the person chairing the meeting shall be entitled to a casting vote. Further provisions for the calling and holding of general meetings may be made in the Regulations.

## **DECLARATION OF INTEREST**

45. A Board member or a member of a committee or other group constituted by the Engineering Council shall declare any personal interest in any contract, dealing or arrangement to be considered at any meeting of such group. The chairman of the relevant meeting shall rule if the interest is material and, if so, decide whether the conflicted person may speak in connection with such contract, dealing or arrangement and whether he should be counted in the quorum present at the meeting but, if the interest is found to be material, he shall have no vote at such meeting. For the avoidance of doubt, no member of the Board shall acquire any interest in property belonging to the Engineering Council (otherwise than as a trustee).

## **COMMITTEES AND PANELS**

46. The Board may appoint such committees and panels as it may from time to time determine and such committees and panels shall report to the Board accordingly.

47. A committee or panel may be composed of Board members alone or of Board members and nominees from the Licensed Members and Professional Affiliates, and other suitably qualified invited persons.

48. Other persons attending the Board or any of the committees and panels by invitation may speak but not vote. The Chief Executive Officer, or his nominee, shall have the right to attend and speak at any meeting of any committee, but shall have no vote. All committees shall conform to any directions that may be given to them by the Board and, subject thereto and to the provisions of this Bye-law, may regulate their own proceedings as they think fit.

## **ACCOUNTS AND ANNUAL REPORT**

49. The Board, having set its budget, shall notify ETB annually of the total sum required to be remitted by ETB to the Engineering Council to support the Engineering Council's activities for the following calendar year.

50. The Board shall cause to be kept, audited and reported on by a qualified auditor, proper and sufficient financial records which shall conform to the requirements of the Charity Commission and give in respect of each financial year a true and fair statement of the Engineering Council's affairs and of its income and expenditure. The Board shall cause such accounts for the past financial year, together with the report of the auditors thereon, to be presented to each Annual Meeting of the Engineering Council. The Board shall cause to be prepared also an annual report of the Engineering Council which shall be attached to every balance sheet of the Engineering Council containing a fair review of the activities of the Engineering Council during the year ending with the balance sheet date. The annual report and statement of financial activities and balance sheet shall be published within two months of the Annual Meeting at which it is presented.

51. The financial year of the Engineering Council shall be determined by the Board.

52. A copy of the accounts which are to be presented to an Annual Meeting of the Engineering Council, together with a copy of the auditors' report and of the proposed annual report of the Engineering Council, shall be sent to all Board members, Licensed Members and Professional Affiliates and to ETB, with the notice of the Annual Meeting.

#### **APPOINTMENT AND DUTIES OF AUDITORS**

53. The Engineering Council's auditors for the next financial year shall be appointed on the recommendation of the Board at the Annual Meeting of the Engineering Council, at a remuneration to be decided by the Board.

#### **INVESTMENTS**

54. Subject to any relevant requirements of the law relating to trustees, the Board may invest Council monies not immediately required for the purposes of the Engineering Council in the name of the Engineering Council or of the trustees or nominees on its behalf in such manner as it sees fit and may appoint and delegate powers to appropriately qualified investment managers for this purpose.

#### **INSPECTION**

55. Board members may inspect the minutes of any meeting of the Board. Following a meeting of the Board, the minutes, agenda and supporting papers of that meeting shall be made available to members of the Engineering Council upon written request, except for those minutes and papers which, in the opinion of the Board, are deemed to be confidential. Nominated representatives of any member of the Engineering Council shall have the right to inspect copies of the minutes, agenda and supporting papers of each meeting of the Board between the normal hours of business on any business day at the office, except for those minutes and papers which, in the opinion of the Board, are deemed to be confidential.

#### **COMMON SEAL**

56. The Board shall provide for the safe custody of the common seal of the Engineering Council and make Regulations for its use.

#### **APPOINTMENT AND DUTIES OF CHIEF EXECUTIVE OFFICER**

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57. The Chief Executive Officer shall be appointed by, and be responsible to, the Board. Subject to the direction of the Board, the Chief Executive Officer shall promote and execute the objects of the Engineering Council; establish and maintain an organisation for the attainment of those objects; represent the Engineering Council in negotiations and elsewhere; conduct the ordinary business of the Engineering Council and carry out such other duties as the Engineering Council may require. The Board may terminate the appointment of Chief Executive Officer, but such termination shall be without prejudice to his contractual or statutory rights arising out of such termination. Subject to the direction of the Board, the Chief Executive Officer shall be entitled to recruit and dismiss staff to administer the activities of the Engineering Council.

## **NOTICES**

58. Any notice or communication required to be served upon or sent to a Board member or member of the Engineering Council may be sent prepaid through the post, or by electronic mail, to the address last supplied by him to the Engineering Council for the giving of notice.

59. Any notice may be served on, or any communication may be sent to, the Engineering Council by delivering the same by hand, post or electronic mail, addressed to the Chief Executive Officer, or his nominated representative, at the office.

60. Any notice or communication, if sent by post, shall be deemed to have been served on the seventh day after the day on which it was posted, or if sent by electronic mail shall be deemed to have been served within twenty four hours of sending.