

## **ECUK Charter and Bye-laws**

### **SUPPLEMENTAL CHARTER**

**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:

1. The Supplemental Charter of 1996 (except in so far 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 22 March 2002 the Engineering Council shall be known as the "Engineering Council UK", referred to in this Our Supplemental Charter and the Bye-laws as "the corporation", and the members of the corporation shall consist of the Licensed Members, Professional Affiliates and such other members as may be specified from time to time in Bye-laws.
3. In this Our Supplemental Charter, unless the context otherwise requires:
  - (1) "Board" means the governing body of the corporation constituted under article 8;
  - (2) "Bye-laws" means the Bye-laws contained in Schedule B as amended from time to time;
  - (3) "Engineering and Technology Board" means the The Engineering and Technology Board, a company limited by guarantee incorporated on 14<sup>th</sup> November 2001;

- (4) "Licensed Member" means a body licensed by the Board in pursuance of article 5(5);
  - (5) "the objects" means the objects of the corporation specified in article 4;
  - (6) "Professional Affiliate" means a body designated as such by the Board, being a body which is not admitted as a Licensed Member but is acknowledged as supporting the objects;
  - (7) "the profession" means the profession of engineer or technologist;
  - (8) "registration" means registration in the register or registers maintained under article 5(4) and "registrant" means a person whose name appears in that register or registers or in the equivalent register maintained prior to the grant of this Our Supplemental Charter;
  - (9) references to the singular include the plural and vice versa, the masculine includes the feminine and vice versa, references to persons includes bodies, and "body" means any organisation whether incorporated or not;
  - (10) references to articles, paragraphs and Schedules are to articles and paragraphs in, of Schedules to, this Our Supplemental Charter.
4. The objects of the corporation 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.
  5. In pursuance of the objects, the corporation shall
    - (1) establish and keep under review generic standards and procedures for academic achievement, competence and commitment and the requirements for initial and continuing professional development for registrants;
    - (2) participate, on behalf of registrants, in the work of the Engineering and Technology Board and respond to proposals and enquiries made by the said Board concerning regulation of the profession;
    - (3) provide guidance on the codes of conduct and disciplinary procedures of Licensed Members;
    - (4) maintain registers, or a register with sections, for Chartered Engineers (registrants in which may use the title "Chartered Engineer" and the letters "CEng"), Incorporated Engineers (registrants in which may use the title "Incorporated Engineer" and the letters "IEng"), and Engineering Technicians (registrants in which may use the title "Engineering Technician" and the letters "Eng Tech"), and modify, extend or add to such registers as required;
    - (5) admit as Licensed Members or as Professional Affiliates those bodies which demonstrate to the satisfaction of the Board their competence to assess individuals for initial and continuing registration and which regulate the conduct of their members, licence them to admit such individuals to the registers, and monitor the additions and deletions they make to the registers;
    - (6) maintain registers of accredited or approved programmes of education;

- (7) audit the performance of, and registrant representation, including processes for ensuring that registrants' Views are represented to the Engineering and Technology Board within, Licensed Members and other members;
  - (8) 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 qualifications in engineering and related subjects and disciplines;
  - (9) be accountable to Licensed Members in respect of its activities;
  - (10) designate bodies as Professional Affiliates; and
  - (11) take note of any advice or request from, and give appropriate assistance and advice to, Our Ministers, or any of them, on any matter relating to the objects.
6. In pursuance of the objects, but not otherwise, the corporation shall have the following powers:
- (1) to 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 to accept the office of trustee and to carry out any trusts associated with any transfer of money or property to the corporation;
  - (2) enter into any contract or transaction, or engage in any activity, which is conducive, ancillary or incidental to the attainment of the objects;
  - (3) to borrow or raise money with or without security, and to charge or mortgage any of its property whether real or personal;
  - (4) to charge fees and subscriptions;
  - (5) to invest any moneys of the corporation not immediately required for its purposes in accordance with the Bye-laws;
  - (6) to appoint a chief executive officer of the corporation and other staff, and to remunerate them and provide for their pensions and those of their dependants;
  - (7) to publish, or commission the publication of, material relevant to the objects in any form, to undertake or commission research, to establish and maintain libraries, databases, or any other facilities for the benefit of the public, and to hold or promote conferences or other events;  
to hold, or arrange the holding of, examinations in engineering or any other subject relevant to the objects;  
to pay all reasonable and proper premiums in respect of indemnity insurance effected covering the indemnities given in accordance with article 9;  
and (10) to do all such other lawful acts and things as may further the objects.
7. The income and property of the corporation, 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 the Chairman, of other members of the Board and of the members of any committee of the Board.
8. The management and control of the corporation shall be vested in a Board which may exercise all or any of the powers of the corporation, and may delegate its powers and

functions in accordance with the Bye-laws. Subject to Schedule A, the Board shall be constituted in accordance with the Bye-laws: provided that one third of the members of the Board (excluding the Chairman) shall be appointed by the Engineering and Technology Board. Subject to Schedule A, the Chairman of the Board shall be elected by the members of the Board.

9. 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 corporation. The corporation shall indemnify every Board and committee member, officer and employee of the corporation 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 corporation.
10. Schedule B shall have effect. Subject to the provisions of this Our Supplemental Charter, the Board may by resolution make, amend or revoke Bye-laws for the regulation of the affairs of the corporation: provided that no new Bye-law, amendment or revocation shall be effective unless it has been passed by a three-quarters majority of the members of the Board present and voting in person on the relevant resolution, and unless approved by the Lords of Our Most Honorable 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.
11. Subject to the approval by three-quarters majority vote of the members of the corporation 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, when allowed by Us, Our Heirs or Successors in Council, become effectual 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.
12. Subject to the approval by three-quarters majority vote of the members of the corporation in general meeting, the Board may by resolution passed under the same voting requirements as are specified in article 11 resolve to surrender this Our Supplemental Charter and any further Charter granted to the corporation 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 corporation 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 corporation 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 corporation, with charitable objects similar to those of the corporation and which prohibits the distribution of its income and property to at least the same extent as specified in article 7 .
13. Our Royal Will and Pleasure is that this Our Supplemental Charter shall ever be construed benevolently and in every case most favorably to the corporation and the promotion of the objects.

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

**WITNESS** Ourselves at Westminster the 22nd day of March in the 50th year of Our Reign.

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

**SCHEDULE A**

1. Notwithstanding any provision of the Bye-laws, at the date of coming into force of this Our Supplemental Charter the Board shall consist of:-
  - (a) seven persons appointed for this purpose by the Engineering and Technology Board; and
  - (b) fifteen persons, who shall be registrants, appointed at a meeting of representatives of the nominated bodies of the Engineering Council as constituted under the Supplemental Charter of 1996 ("the Engineering Council"), convened by the Chairman of its Board for Engineers' Regulation ("the BER Chairman") as constituted under that Charter.
2. Members of the Board appointed under this Schedule shall serve for such period not exceeding three years as shall be determined by the relevant appointing authority having regard to the need to create a pattern of rolling retirements in the interests of continuity of the Board.
3. Members of the Board appointed under this Schedule shall be eligible for re-appointment or election following appointment to any extent provided in the Bye-laws.
4. The first Chairman of the Board shall be Professor Patrick Joseph Dowling, CBE, FREng, CEng, FRS, who shall serve for not less than one year, or such longer term of up to the three years as the Board shall determine, and shall be eligible for re-election to any extent provided in the Bye-laws. If for any reason Professor Dowling does not take up office or fails to complete his initial term under this Schedule, the Board shall appoint an acting Chairman who shall serve until a Chairman is elected in accordance with the Bye-laws.

**SCHEDULE B**

**BYE-LAWS OF THE ENGINEERING COUNCIL UK**

**INTERPRETATION**

1. In these Bye-laws, article 3 of the Charter shall, unless the subject or context is inconsistent therewith, apply, and:

"Board member" means a member of the Board, including the Chairman;

"the Chairman" means the Chairman of the Board;

"the Charter" means the Supplemental Charter to which these Bye-laws are scheduled as amended from time to time by Supplemental Charter or otherwise;

"direct registrant" means an individual who registers directly with the corporation rather than through a Licensed Member or Professional Affiliate;

"the Office" means the principal office of the corporation;

"qualification" shall include standards of education and professional development;

"Regulations" means regulations made by the Board under these Bye-laws;

"section" means a section of the register;

References to any provision of any Act shall be deemed also to refer to any statutory modification or re-enactment thereof or any statutory instrument, order or regulation made there under or under such modification or re-enactment;

References to a member of a Licensed Member or Professional Affiliate shall be to an individual in such category of membership of that body as the corporation shall determine constitutes membership of that body for the purposes of these Bye-laws;

References to "incorporated engineer", "Incorporated Engineer" and "IEng" shall, in relation to the Licensed Members and individuals involved with those Licensed Members, be deemed to be references to "technician engineer", "Technician Engineer" and "TEng" until such time as the constitutions of those Licensed Members have been amended by the substitution of the former references for the latter references; and

References to paragraphs are to paragraphs in these Bye-laws.

#### **APPOINTMENT OR ELECTION OF BOARD MEMBERS**

2. Subject to Schedule A to the Charter, the Board shall consist of up to twenty-two members who shall be elected or appointed, as the case may be, in accordance with the Charter and these Bye-laws. Subject to Schedule A to the Charter, the Chairman of the Board shall be elected by the Board members and shall hold office in accordance with regulations. The Board shall consist of:
  - (a) up to fifteen persons who shall be registrants and who shall be elected by the Licensed Members; and
  - (b) seven persons who shall be appointed by the Engineering and Technology Board.
3. Subject to the provisions of Schedule A to the Charter, the Board shall make regulations relating to the period of office to be served by each Board member, and their eligibility for reappointment or re-election.
4. 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 corporation;  
he gives notice in writing to the Executive Director of his wish to resign and his resignation is accepted by the Board;  
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 corporation; or
  - (f) elected in accordance with Bye-law 2(a), he ceases to be a registrant. Any Board member, who, being a Board member elected in accordance with Bye-law 2(a), ceases to be a registrant shall give notice of such fact to the Chief Executive Officer. Any resolution in accordance with paragraph (e) of this Bye-law shall be passed at a meeting of the Board by not less than three-quarters of the Board members present and voting, which meeting shall be so conducted that the manner in which each Board member casts his vote shall be secret.
5. The Board shall have the power to fill a casual vacancy among Board members elected in accordance with Bye-law 2(a) 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 of the vacant seat in respect of which the casual vacancy has arisen. Where the vacancy has been caused by the retirement from office, for whatever reason, of a Board member whose appointment resulted from election by a specific Licensed Member or group of Licensed Members, the Board may require that Licensed Member or group of Licensed Members to elect a replacement. The Engineering and Technology Board shall have the power to fill a casual vacancy among Board members appointed by that company in such manner as the company 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.

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

6. The Chairman of the Board shall have all the rights of a Board member and such other rights as the Charter and these Bye-laws may provide. Subject to the provisions of Schedule A to the Charter, the Chairman shall be elected and serve in accordance with 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 or her election.
7. The Board shall make regulations relating to the method of election of the Chairman of the Board, and 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. 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 ELECTION OF BOARD MEMBERS**

8. The Board shall make regulations for the process to be adopted by Licensed Members in electing Board members under Bye-law 2(a). 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.

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

9. The Board shall carry out the objects of the corporation 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.

10. The Board shall determine by regulation the manner in which documents, cheques and other negotiable instruments shall be signed or otherwise executed on behalf of the corporation.
11. The Board shall cause minutes to be kept:
  - (a) recording the names of the individuals present at each meeting of the Board, and of any committee or other body set up by the Board; and
  - (b) recording all proceedings, resolutions and decisions of the Board, and of any committee or other body set up by the Board. All such minutes shall be signed by the Chairman of the relevant meeting after they shall have been confirmed by the next meeting of the relevant body.
12. The Board may make, alter, add to or revoke regulations for the conduct of any activity of the corporation carried out in the name of the corporation, 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.

## **MEETINGS**

13. The Board may, subject to the provisions of these Bye-laws, meet for the despatch of business and regulate its proceedings as it thinks fit and shall call an Annual Meeting of the corporation each calendar year.
14. The Annual Meeting shall be held in one of the first five 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 corporation and the appointment and determination of the remuneration of the auditors. Authorised representatives of each of the members of the corporation and of the Engineering and Technology Board shall be invited to attend the Annual Meeting.
15. Meetings of the Board shall be called with at least twenty-one clear days' notice. Notices shall be sent to Board members and shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual Meeting, shall specify the meeting as such. The notice of each meeting of the Board shall also be sent to the secretary of each of the members of the corporation and to the secretary of the Engineering and Technology Board at the same time as the notice of such meeting is sent to Board members. The accidental omission to give notice of a meeting to or the non-receipt of notice of such meeting by, any Board member or any Chief Executive Officer, entitled to receive notice shall not invalidate the proceedings at that meeting. With the unanimous agreement of all Board members, given in person or delivered as provided under Bye-law 33, the required period of notice for a specific Board meeting may be waived or reduced.

## **BOARD PROCEEDINGS**

16. The Chairman shall take the chair at meetings of the Board. In the absence of the Chairman, a Vice-Chairman so appointed by the Chairman shall deputise and, in the absence of a Vice-Chairman so appointed, the meeting shall appoint a chairman.



17. A meeting of the Board may consist of a conference between Board members, some or all of whom are in different places provided that each member who participates is able to hear each of the other participants addressing the meeting, and if he so wishes, to address all of the other participants simultaneously, whether directly, by conference telephone or by any other form of communication equipment (whether in existence when these Bye-laws are adopted or not) or by a combination of such methods.
18. Each Board member (including the chairman of the meeting), 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 chairman of the meeting shall be entitled to a casting vote.
19. No business shall be transacted at a meeting unless a quorum is present. The quorum for any meeting of the Board shall be not less than twelve of the Board members for the time being. If within thirty minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such time and place as the chairman of the meeting, or, if no chairman has been appointed, the majority of Board members present, may determine. Where there is not a quorum for a meeting those Board members present may form themselves into a meeting of Board members. The actions of such meeting of Board members shall in no way bind the Board or the corporation and the only function of such meeting of Board members shall be to discuss those matters intended to be discussed at the meeting of the Board. A note shall be kept of the proceedings of such meeting of Board members and shall be presented to the next meeting of the Board. The Board may adopt any decision of such meeting where a resolution relating to such decision has been included in the agenda for the next meeting of the Board.
20. The chairman of any meeting of the Board may adjourn the meeting from time to time and from place to place but the only business to be transacted in any adjourned meeting shall be that of the meeting at which such adjournment took place.

## **COMMITTEES**

21. The Board may appoint such committees (which term includes boards, working parties and other bodies howsoever called) as it may from time to time determine and, subject to the provisions of these Bye-laws, such committees shall in the name and on behalf of the corporation and in accordance with the Charter and these Bye-laws, subject to the general control of the Board, exercise such of the powers or functions of the corporation as the Board shall from time to time determine (including, in the case of a committee appointed by the Board, any of the powers or functions of the Board (except the power to promote changes to the Charter and these Bye-laws), if so resolved by the Board), and shall, if the Board so determines or these Bye-laws so stipulate, have the power to appoint subcommittees.
22. A committee may be composed of Board members alone or of Board members and other persons.
23. Committee meetings may be attended by non-members, who may speak but not vote. The Chief Executive Officer. or the Chief Executive Officer's 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**

24. The Board shall cause to be kept, audited and reported on by an individual eligible for appointment as a company auditor under the Companies Acts 1985 and 1989, proper and sufficient accounts of the capital, funds, income and expenditure of the corporation which accounts shall conform to the requirements of the Charity Commission Statement of Recommended Practice in so far as these requirements are appropriate to the corporation and give in respect of each financial year a true and fair statement of the corporation'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 corporation. The Board shall cause to be prepared an annual report of the corporation which shall be attached to every balance sheet of the corporation containing a fair review of the activities of the corporation during the year ending with the balance sheet date. The annual report and income and expenditure account and balance sheet shall be published within two months of the Annual Meeting at which it is approved.
25. The financial year of the corporation shall be determined by the Board.
26. A copy of the accounts which are to be presented to an Annual Meeting of the corporation, together with a copy of the auditors' Report and of the proposed annual report of the corporation, shall be sent to all Board members, to the secretary of each Licensed Member, to the secretary of each Professional Affiliate and to the secretary of the Engineering and Technology Board, with the notice of the Annual Meeting.

#### **INVESTMENTS**

27. Subject to any relevant requirements of the law relating to trustees, the Board may invest corporation monies not immediately required for the purposes of the corporation in the name of the corporation 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**

28. 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 corporation upon written request, except for those minutes and papers which, in the opinion of the Board, are deemed to be confidential. Authorised representatives of any member of the corporation shall have the right to inspect copies of the minutes, agenda and supporting papers of each meeting of the Board between 9.00 am and 5.00pm 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**

29. The Board shall provide for the safe custody of the common seal of the corporation and make regulations for its use.

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

30. 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 corporation; establish and maintain an organisation for the attainment of those objects; represent the corporation in negotiations and elsewhere; conduct the ordinary business of the corporation; and carry out such other duties as the corporation may require. The Board may terminate the appointment of the Chief Executive Officer., but such termination shall be without prejudice to his or her contractual or statutory rights arising out of such termination. The Chief Executive Officer.

shall have the right to attend and speak at all meetings of the Board or any committee of the corporation, but shall have no vote at such meetings. Subject to the direction of the Board, the Chief Executive Officer. shall be entitled to recruit staff to administer the activities of the corporation.

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

31. The auditors shall be eligible for appointment as the corporation's auditors in accordance with the provisions of section 25 of the Companies Act 1989 and shall be appointed for the then current financial year at the Annual Meeting of the corporation, at a remuneration to be determined in accordance with a resolution passed at that meeting. The Board may fill any casual vacancy that may occur.

#### **NOTICES**

32. Any notice or communication required to be served upon or sent to a Board member or member of the corporation may be sent prepaid through the post, or by electronic mail or facsimile transmission, to the address last supplied by him or her to the corporation for the giving of notice.
33. Any notice may be served on, or any communication may be sent to, the corporation by delivering the same by hand, post, facsimile transmission or electronic mail addressed to the Chief Executive Officer. at the office.
34. Any notice or communication under Bye-laws 32 or 33, if sent by post shall be deemed to have been served or delivered on the seventh day after the day on which it was posted, or if sent by electronic mail or facsimile transmission shall be deemed to have been served or delivered at the time confirmed by the sender's printed confirmatory record of successful transmission.

#### **LICENSING OF MEMBERS**

35. The Board may at any time certify that a body is a Licensed Member or Professional Affiliate, provided that (in addition to satisfying the requirements of Bye-law 36) such body 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 continued professional development of registrants; and
  - (c) assessing the competence and commitment of candidates for registration.
36. The Board may at any time issue a license to a body, 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 corporation;
  - (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 or categories 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 registration on the register to be so registered and by accounting for fees payable under Bye-law 42 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 therefore);
  - (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 change its constitution or any related requirements in matters relating to qualification, registration or any other relevant matters required of it by the Board without prior notification to the Board; and
  - (i) it provides for adequate representation to the Engineering and Technology Board of the views of those of its members who are registrants on matters relating to registration.
37. Licenses may only be issued to bodies satisfying the audit requirements specified in 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 they may require it to perform.
38. The Board shall from time to time publish a list of licenses granted.
39. A body 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.
40. The Board shall audit any body seeking a license, and regularly re-audit those bodies licensed by the corporation, to determine whether the relevant operations and requirements of such body are in accordance with these Bye-laws and regulations of the corporation which relate to such bodies.
41. (1) 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 corporation 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 Bye-law 40 reveals that the licence should be withdrawn.
- (2) The Board shall give twenty-eight days' notice of any resolution under paragraphs (1)(b), (d) or (e) of this Bye-law. The licensee may appeal against the proposed resolution in accordance with regulations, a copy of which shall accompany the licence.
- (3) If any such resolution is passed by a committee set up by the Board and 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 corporation within twenty-eight days following the despatch of notice of such resolution.
- (4) 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 resolution passed, 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 in (2) above) that the appeal be dismissed, the licensee shall also cease to be so licensed.

## **REGISTRATION FEES**

42. Registration fees shall be payable in the manner prescribed in regulations. The Board may amend the regulations relating to registration fees with the prior approval of the Engineering and Technology Board, or if that company is, for whatever reason, unable to act, the approval of the Privy Council.
43. The Board, having set its budget, shall notify the Engineering and Technology Board annually the total sum required to be remitted by the Engineering and Technology Board to the corporation to support the corporation's activities for the following calendar year.

## **THE REGISTER**

44. The register shall have separate sections for Chartered Engineers, Incorporated Engineers, Engineering 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 corporation 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.

45. (1) The Board shall cause to be entered in each section of the register, upon payment of such entry fee as may from time to time be prescribed by the Board, the name of each individual nominated by a Licensed Member or Professional Affiliate and notified to the corporation, provided that such body holds a current licence granted by the corporation which permits such nomination.
- (2) Only those individuals who are members of a Licensed Member or Professional Affiliate (or who are direct registrants) and whose names are registered pursuant to article 5(5) of the Charter for:
- (a) Chartered Engineers, may use the style or title of "Chartered Engineer" and use after their names the designatory letters "CEng";
  - (b) Incorporated Engineers, may use the style or title of "Incorporated Engineer" and use after their names the designatory letters "IEng"; and
  - (c) Engineering Technicians, may use the style or title of "Engineering Technician" and use after their names the designatory letters "Eng Tech".
46. (Deleted February 2004)
47. The corporation may at any time licence a body for the purposes of article 5(5) of the Charter; and any individual who at the date of such licensing is a member of such body shall be registered in the appropriate section of the register pursuant to article 5(5) of the Charter, provided that the Board is satisfied that the criteria applied to each member of that body at the time of becoming a member of that body are comparable to or of a standard higher than those criteria which would have had to be satisfied if he had at the time of recognition of such body sought registration on the register.
48. An individual whose name is entered in the register pursuant to article 5(5) may, at his request, and upon payment of a fee prescribed from time to time by the corporation, receive a certificate certifying that he is a Chartered Engineer, Incorporated Engineer or Engineering Technician, which certificate shall remain the property of the corporation and shall be delivered by its holder to the corporation upon demand made in writing by the Executive Director or any person authorised by him.
49. 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 or purposes expressed in such waiver and may revoke any waiver.
50. The Board may hear an appeal from an individual whose name appears on the register and who is found guilty by a Licensed Member or Professional Affiliate of which such individual is a member of a breach of its code of conduct, if that body imposes a penalty 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 shall however only lie on grounds of procedural irregularity or unfairness and the Board shall not adjudicate on the substance of the case.

#### **MAINTENANCE OF TITLES OF CHARTERED ENGINEER,**

## **INCORPORATED ENGINEER AND ENGINEERING TECHNICIAN**

51. If a Chartered Engineer, Incorporated Engineer or Engineering Technician is not a member of a Licensed Member by reason of the fact that the body of which he is or was a member has ceased to exist or is not or has ceased to be a Licensed Member, he or she shall not in consequence cease to be a Chartered Engineer, Incorporated Engineer or Engineering Technician, as the case may be, if, during the period of twelve months from such cesser:
- (a) he becomes a member of another Licensed Member or Professional Affiliate; or
  - (b) the former Licensed Member concerned is, in the opinion of the Board, able to prove and assess appropriate continuing professional development, supervise and enforce adequate disciplinary procedures and has become a Professional Affiliate of the corporation.

## **DECLARATION OF INTEREST**

52. A Board member or a member of a committee or other body constituted by the corporation shall declare any financial or other personal interest in any contract, dealing or arrangement to be considered at any meeting of such body. The chairman of the relevant meeting shall rule if the interest is material and, if so, decide whether he may speak in connection with such contract, dealing or arrangement and whether he or she 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 corporation (otherwise than as a trustee).