

ROYAL CHARTER, BY-LAWS, REGULATIONS AND RULES

THE INSTITUTION OF CIVIL ENGINEERS

Royal Charter, By-laws, Regulations and Rules

The Institution of Civil Engineers One Great George Street,
Westminster, London SW1P 3AA
2005

ROYAL CHARTER, BY-LAWS, REGULATIONS AND RULES

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INTRODUCTION

The Original Charter of Incorporation was granted to ICE by King George IV on 3 June 1828. Supplemental Charters were granted in 1887, 1896, 1922 and 1962, the last provided *inter alia* a procedure for amending earlier Charters instead of seeking Supplemental Charters when changes were needed. This procedure was invoked for some amendments in 1968 and 1972, but the Institution was then advised that the existing series of Charters should be superseded by one new consolidating Charter.

This new Charter (pp. 2-5) was approved by Her Majesty Queen Elizabeth II, and issued on 11 June 1975. It preserved the original date of incorporation of the Institution but revoked all the old Charters, which will, of course, be preserved in the archives of the Institution. It now incorporates amendments approved on 16 December 1981, 27 October 1982, 8 February 2000, and 18 June 2001 under the procedure laid down in Article 15.

The By-laws derive their authority from the Charter, and any amendments to them have to be approved first by the Corporate Members and then by the Privy Council. Regulations and Rules are made by the Council under the authority of the By-laws - Regulations have to be approved by the Corporate Members.

On 1 April 1984 the Institution of Municipal Engineers was merged with the Institution of Civil Engineers, following the approval in postal ballots of the Corporate Members of both Institutions on 15 December 1983, and of the Privy Council on 15 February 1984. An Association of Municipal Engineers was formed as a sub-division of the Institution of Civil Engineers under its Charter and under the By-laws as amended at that date.

On 7 November 1989 the Society of Civil Engineering Technicians was merged with the Institution of Civil Engineers, following the approval in postal ballots of the Corporate Members of the Institution of Civil Engineers and the members of the Society of Civil Engineering Technicians on 24 January 1989 and 26 January 1989 respectively. This was formalised by the Privy Council on 18 December 1989.

On 1 April 1994 the Institution of Works and Highways Management was merged with the Institution of Civil Engineers, following the approval in postal ballots of the Corporate Members of the Institution of Civil Engineers and the Corporate Members of the Institution of Works and Highways Management on 12 October, 1993 and 7 September, 1993 respectively. The merger was agreed by the Privy Council on 24 February 1994.

Following the approval in a postal ballot of the Corporate Membership on 2 June 1999 the By-laws were extensively amended and renumbered to take account of the findings of the Future Framework Presidential Commission in 1997, and to comply with modern practice. This was formalised by the Privy Council on 8 February 2000. Following the approval in a postal ballot of the Corporate Membership on 24 July 2000, the Charter and By-Laws were amended to grant corporate membership to Associate Members, with full voting rights and the eligibility for election as Vice President, to grant limited voting rights to Technician Members and to allow the election of two Graduate Members to the Council. This was formalised by the Privy Council on 18 June 2001.

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Following the approval in a postal ballot of the Corporate Membership on 7 August 2003 the By-Laws and Disciplinary Regulations were amended to ensure compliance with the Human Rights Act 1998 in relation to disciplinary and admission procedures. This was formalised by the Privy Council on 1 January 2004. Following the approval in a postal ballot of the Corporate Membership on 31 July 2004 the By-Laws and Admission Regulations were amended to amend sponsorship requirements for membership applications and to alter the terms of service for Vice-Presidents. The amendments to the By-laws were agreed by the Privy Council on 1 October 2004.

ROYAL CHARTER

11 June, 1975

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 under or by virtue of a certain Charter or Letters Patent bearing date at Westminster the third day of June in the ninth year of the reign of His Majesty King George the Fourth, after reciting (*inter alia*) that Thomas Telford, of Abingdon Street, in the City of Westminster, Esquire, a fellow of the Royal Societies of London and Edinburgh, and others, had formed themselves into a Society for the general advancement of Mechanical Science, and more particularly for promoting the acquisition of that species of knowledge which constitutes the profession of a Civil Engineer, being the art of directing the great sources of power in Nature for the use and convenience of man, as the means of production and of traffic in states both for external and internal trade, as applied in the construction of roads, bridges, aqueducts, canals, river navigation and docks, for internal intercourse and exchange, and in the construction of ports, harbours, moles, breakwaters and lighthouses, and in the art of navigation by artificial power for the purposes of commerce, and in the construction and adaptation of machinery, and in the drainage of cities and towns: the Institution of Civil Engineers was incorporated as one body politic and corporate by the said Charter or Letters Patent with perpetual succession and a Common Seal and with the said Thomas Telford as its first President:

AND WHEREAS the Petitioners have represented unto Us that many important and public and private works and services in the United Kingdom and overseas which contribute to the wellbeing of mankind are dependent on Civil Engineers and call for a high degree of professional knowledge and judgment in making the best use of scarce resources in care for the environment and in the interests of public health and safety it is accordingly of importance that there should be a ready means as heretofore of ascertaining persons who by proper training and experience are qualified to carry out such works.

AND WHEREAS the Institution is now constituted according to the provisions of the aforesaid Charter (hereinafter referred to as "the original Charter") and certain Supplemental Charters (hereinafter referred to as "the Supplemental Charter") to wit:

- (i) Supplemental Charter dated the third day of August in the fifty-first year of the Reign of Her Majesty Queen Victoria;
- (ii) a further Supplemental Charter dated the twentieth day of March in the fifty-ninth year of the Reign of Her Majesty Queen Victoria;
- (iii) a further Supplemental Charter dated the twenty-fourth day of February in the twelfth year of the reign of His Majesty King George the Fifth; and

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- (iv) a further Supplemental Charter dated the ninth day of August in the eleventh year of Our Reign.

AND WHEREAS the Institution has by an humble Petition represented unto Us that it now does actively carry out and continuously throughout its existence has carried out the main object of the original Charter and fostered and increased the knowledge of the art and science of the profession of Civil Engineering, yet time has overtaken many of the provisions of the original Charter and the Supplemental Charters and it is desirable for the better government of the Institution and the furtherance of its object that they should be revoked save with respect to the incorporation of the Institution and replaced by a Charter better fitted for the needs of this present time:

AND WHEREAS We are minded to accede to the prayer of such Petition:

NOW, THEREFORE, KNOW YE that We having taken the said Petition into Our Royal consideration, of Our especial grace, certain knowledge and mere motion have granted and declared and by these Presents for Us, Our Heirs and Successors are graciously pleased to grant and declare as follows:

1. The provisions of the original Charter (except in so far as they incorporate the Institution and confer upon it perpetual succession and a Common Seal) and the Supplemental Charters shall be and are hereby revoked, but nothing in this revocation shall affect the validity or legality of any act, deed or thing already done or executed thereunder.
2. The persons now members of the Institution and all such persons as may hereafter become members thereof and their successors shall for ever hereafter (so long as they shall remain such members) continue to be one body corporate and politic by the name of "The Institution of Civil Engineers" and by the same name shall as heretofore have perpetual succession and a Common Seal with power to break, alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may implead and be impleaded in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a body corporate.
3. The object for which the Institution is constituted is to foster and promote the art and science of Civil Engineering.
4. There shall be a Council of the Institution (hereinafter referred to as "the Council") consisting of such number of members with such qualifications and to be elected or constituted as members of the Council in such manner and to hold office for such period and on such terms as to re-election or otherwise as the By-laws for the time being of the Institution shall prescribe.
5. The government and control of the Institution, its property and affairs shall be vested in the Council subject to the provisions of these Presents and to the By-laws of the Institution. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe.

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6. The Institution shall have a President and such other Officers with such functions, tenure and terms of office as the By-laws of the Institution may prescribe. The revocation of the original Charter and the Supplemental Charters shall not affect the constitution of the Council, and all members of the Council and other Officers of the Institution shall remain in office as heretofore.
7. The Institution shall consist of Corporate Members which term shall include (i) Honorary Fellows who are Corporate Members, (ii) Fellows and (iii) Members and (iv) Associate Members and Non-Corporate Members which term shall include (v) Technician Members and such other classes of Non-Corporate Member as may be prescribed by the By-laws.
8. Each Honorary Fellow shall be entitled to the use of the designatory letters "Hon FICE", each Fellow the designatory letters "FICE" and each Member the designatory letters "MICE", each Associate Member the designatory letters "AMICE" and each Technician Member the designatory letters "TMICE". Those Corporate Members who have satisfied the requirements of the Institution's Chartered Professional Review as prescribed by the Council from time to time (but no others) may describe themselves as Chartered Civil Engineers.
9. The qualifications, method and terms of admission, privileges and obligations including liability to expulsion or suspension of Corporate Members and of Non-Corporate Members shall be such as the By-laws for the time being of the Institution shall prescribe.
10. The Council shall alone have power to decide conclusively respecting each person proposed for or seeking admission to any class of membership or seeking transfer from one class of membership to another of the Institution whether or not such conditions as are applicable have been fulfilled.
11. The property of the Institution shall be applied solely towards the object of the Institution as hereinbefore defined.
12. The members of the Institution shall have no personal claim on the property of the Institution and no portion of such property shall be paid or transferred to any person who at any time is or has been a member of the Institution provided that nothing herein contained shall prevent the payment in good faith of remuneration in return for any services rendered to the Institution or the reimbursement of out-of-pocket expenses properly incurred or prevent the giving of prizes or scholarships to members or prevent the payment of interest on money borrowed by the Institution from members at a rate not exceeding one per centum above the Bank of England's minimum lending rate.
13. The By-laws of the Institution shall be those of the Institution at the date of this Our Charter.
14. The Institution may by resolution passed in accordance with the procedure prescribed by the By-laws by not less than two-thirds of the Corporate Members voting thereon from time to time make such By-laws of the Institution as to it shall seem requisite and convenient for the regulation, government and advantage of the Institution, its members and property and for the furtherance of the object and purposes of the

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Institution and from time to time revoke or amend any By-law or By-laws heretofore made so that the same be not repugnant to these Presents. Provided that no such By-law, revocation or amendment shall take effect until the same has been allowed by the Lords of Our Most Honourable Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

15. The Council may by resolution passed at any meeting by not less than two-thirds of the members of the Council present and voting (being an absolute majority of the whole number of the members of the Council) and confirmed by not less than two-thirds of the Corporate Members voting thereon in accordance with the procedure prescribed by the By-laws amend or add to this Our Charter and such amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as amended or added to in manner aforesaid.
16. The Institution may enter into Agreements for the purpose of amalgamating with any kindred society provided that any such amalgamation is approved by a resolution passed by not less than two-thirds of the members voting thereon in accordance with the procedure prescribed by the By-laws and thereafter the members of such kindred society shall subject to such conditions as the Agreement may prescribe be members of the Institution. No Agreement entered into under this Article shall take effect until it shall have been submitted to and allowed by the Lords of Our Most Honourable Privy Council, of which allowance a Certificate under the hand of the Clerk of Our said Council shall be conclusive evidence.
17. The Council may by resolution passed and confirmed as required by Article 15 hereof surrender this Our Charter and any Supplemental Charter and wind up its affairs. Provided that no such resolution shall take effect unless and until We, Our Heirs or Successors in Council shall think fit to accept such surrender on such terms or conditions and subject to such modification (if any) as We or They shall think fit.
18. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Institution any misrecital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

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

WITNESS Ourselves at Westminster the eleventh day of June in the twenty-fourth year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

DOBSON

**BY-LAWS OF
THE INSTITUTION OF CIVIL ENGINEERS**

As amended at a General Meeting of Corporate Members held on 11 June, 1974, and allowed by the Lords of Her Majesty's Most Honourable Privy Council on 11 June, 1975, and by postal ballots of Corporate Members on 29 June, 1981, 28 June, 1982, 15 December, 1983, 30 July, 1984, 16 June, 1988, 24 January, 1989, 15 January, 1991, 8 April 1992, 7 April 1993, 13 April 1994, 3 April 1996, 2 June 1999 and 31 July 2004 and allowed by the Lords of Her Majesty's Most Honourable Privy Council on 25 January, 1982, 27 October, 1982, 15 February, 1984, 6 February, 1985, 19 October, 1988, 18 December, 1989, 31 July, 1991, 19 March 1993, 4 August 1993, 11 March 1996, 6 January 1997, 8 February 2000, 18 June 2001, 1 January 2004, and 1 October 2004 respectively.

Interpretation

1. In these By-laws, if not inconsistent with the context:
 - (1) "The Charter" means the Royal Charter of the Institution granted in the year 1975 and any amendments allowed or Charters granted supplemental thereto.
 - (2) "Civil Engineer" means an individual who is engaged in the practice of Civil Engineering.
 - (3) "Civil Engineering" means all or any of those branches of engineering science the advancement of which is recognized by the Council as being within the object of the Institution as set forth in the Charter.
 - (4) "The Council" means the Council of the Institution.
 - (5) "Continuing Professional Development" means the systematic maintenance, improvement and broadening of knowledge and skill, and the development of personal qualities for the execution of professional and technical duties throughout a person's working life.
 - (6) "Disciplinary Board" means the body appointed by the Council to adjudicate upon allegations of improper conduct referred to it by the Professional Conduct Panel.
 - (7) "Expulsion" means the exclusion of a member from membership of the Institution other than such an exclusion, which constitutes a Suspension.
 - (8) "The Institution" means The Institution of Civil Engineers established on 2 January, 1818, and incorporated by Royal Charter on 3 June, 1828.
 - (9) "member" means any person of any of the classes of member defined in By-Law 2 save where the context otherwise indicates.
 - (10) "Month" means calendar month.
 - (11) "Professionally Qualified" in relation to a member means a member who has satisfied the requirement prescribed in By-Law 32.
 - (12) "Professional Conduct Panel" means the body appointed by the Council to advise it on such matters relating to professional conduct and the ethics of the profession of civil engineering as the Council may require or the Professional Conduct Panel may think appropriate and to investigate allegations of improper conduct on the part of a member.
 - (13) "Regulations" means Regulations made by the Council pursuant to By-law 87.
 - (14) "Rules" means Rules made by the Council pursuant to By-law 88.
 - (15) "Secretary" includes any deputy or assistant secretary and any person appointed by the Council to perform the duties of the Secretary temporarily.

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- (16) "Special Resolution" means a resolution to amend, add to or surrender the Charter or to Petition for a Supplemental Charter or to make, revoke or amend By-laws or to amalgamate with any kindred society and for a Special Resolution a two-thirds majority of those Corporate Members voting thereon shall be required.
- (17) "Suspension" means temporary exclusion of a member from membership of the Institution, for a period specified by the Disciplinary Board.
- (18) "Territorial member" shall mean a member elected to the Council as a representative of a Local Association.
- (19) Words importing the masculine gender include the feminine gender; and words in the singular shall include the plural, and words in the plural shall include the singular.

Constitution

- 2. The Institution of Civil Engineers shall consist of:
 - (1) Corporate Members who shall be:
 - (a) Honorary Fellows who prior to their election to that class of membership were Members or Fellows
 - (b) Fellows
 - (c) Members.
 - (d) Associate Members
 - (2) Non-Corporate Members who are Professionally Qualified who shall be:
 - (a) Technician Members
 - (3) Non-Corporate Aspiring Members who shall be:
 - (a) Graduates
 - (b) Students
 - (4) Non-Corporate Special Members who shall be:
 - (a) Vice Patrons
 - (b) Honorary Fellows who are not Corporate Members
 - (c) Companions
 - (d) Affiliates
 - (e) Affiliate Organisations

The names of all Corporate Members and all such Non-Corporate Members shall be entered on the Roll of the Institution (hereinafter referred to as "the Roll"). All members changing their name shall inform the Secretary who shall amend the Roll accordingly. Members of all Classes shall remain members of the relevant class for as long as their names appear upon the Roll as such.

Qualifications of Members

- 3 Honorary Fellows shall comprise those persons who have been elected to the class of Honorary Fellows. They shall be either distinguished persons who from their position have been or are enabled to render assistance in the prosecution of public works, or persons eminent in science and experience in pursuits connected with the profession of a Civil Engineer, whether or not engaged in the practice of that profession.

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4. Every candidate for admission or transfer into the class of Fellows shall possess the following qualifications, that is to say,
- (1) **Occupation.** The candidate shall be or have been engaged in a position of responsibility in the promotion, planning, design, construction, maintenance or management of important engineering work. In the case of direct admission to the class of Fellows, the candidate shall be actually engaged in such a position of responsibility.
 - (2) **Attainments.** The candidate shall have one of the following groups of qualifications lettered respectively (a), (b) or (c) that is to say,
 - (a) The candidate shall be a Professionally Qualified member and shall have held a position of significant responsibility in the promotion, planning, design, construction, maintenance or management of important engineering work; and shall have produced such career details up to the date of application as the Council may require.
 - (b) The candidate shall have high educational qualifications and either have made some outstanding or notable contribution to the science of engineering or have materially advanced the practice of engineering from the academic, research, technical or management standpoint; and the candidate shall occupy such a prominent position in the profession of a Civil Engineer that admission as a Fellow would in the opinion of the Council advance the interests of the Institution.
 - (c) The candidate shall have obtained a high reputation in the field of civil engineering sustained over a number of years, possess some tangible recognition of eminence and have made some significant contribution to civil engineering achievement, such that the candidate's admission as a Fellow would in the opinion of the Council advance the interests of the Institution.For the purpose of (a) and (b) above, the Council may in any particular case accept in place of employment in the design of important engineering work either
 - (i) employment as a professor of engineering or as a senior member of the engineering staff in a University or College which has a regular course of study leading to an academic qualification approved by the Council, or
 - (ii) employment in a responsible position on important engineering research or employment in a responsible position in management.
5. Every candidate for admission into the class of Members shall possess the following qualifications, that is to say,
- (1) **Occupation.** The candidate shall have been engaged, in a manner satisfactory to the Council, in the promotion, planning, design, construction, maintenance or management of such works as are comprised within the profession of a Civil Engineer, or in civil engineering research, or the teaching of engineering in a course leading to a qualification approved by the Council.
 - (2) **Examinations.** The candidate shall possess the qualification prescribed in By-laws 28-30 or shall have passed an academic test as prescribed in By-law 31.
 - (3) **Practical experience.** The candidate shall have had such practical experience including experience in a position of responsibility as a professional engineer as may be required by the Regulations laid down by the Council and shall have satisfied the requirements prescribed in By-law 32.

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6. Every candidate for admission into the class of Associate Members shall possess the following qualifications, that is to say,
 - (1) **Occupation.** The candidate shall have been engaged, in a manner satisfactory to the Council, in the planning, design, construction, maintenance or management of such works as are comprised within the profession of a Civil Engineer, or in civil engineering research, or the teaching of engineering in a course leading to a qualification approved by the Council.
 - (2) **Examinations.** The candidate shall possess the qualification prescribed in By-laws **28-30**.
 - (3) **Practical experience.** The candidate shall have had such practical experience as may be required by the Regulations laid down by the Council and shall have satisfied the requirements prescribed in By-law **32**.
7. Every candidate for admission into the class of Technician Members shall possess the following qualifications, that is to say,
 - (1) **Occupation.** The candidate shall have been engaged, in a manner satisfactory to the Council, in the design, construction or maintenance of such works as are comprised within the profession of a Civil Engineer, or in civil engineering research, or the teaching of engineering in a course leading to a qualification approved by the Council.
 - (2) **Examinations.** The candidate shall possess the qualification prescribed in By-laws **28-30**.
 - (3) **Practical experience.** The candidate shall have had such practical experience as may be required by the Regulations laid down by the Council and shall have satisfied the requirements prescribed in By-law **32**.
8. Every candidate for admission into the class of Graduates shall be a person who shall have neither satisfied nor been exempt from the requirements prescribed in By-law **32**. They shall with respect to their educational attainments, their practical training, their employment and otherwise comply with such of the Regulations as apply to Graduates.
9. Every candidate for admission into the class of Students shall be a person who with respect to their age, their educational attainments, their intended avocations and otherwise comply with such of the Regulations as apply to Students.
10. Vice-Patrons shall comprise those persons who have been elected into the class of Vice-Patrons They shall be distinguished persons whom the Council see fit to elect in their absolute discretion and whom the Council wish to be associated with the Institution.
11. Companions shall comprise those persons who have been admitted into the class of Companions. They shall be persons who if not Civil Engineers by profession are by their connection with Engineering, Science or the Arts or otherwise, qualified to concur with Civil Engineers in the advancement of engineering knowledge.
12. Affiliates shall comprise those persons who have been admitted into the class of Affiliates. They shall be persons who with respect to their age, their educational

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attainments, their intended avocations and otherwise comply with such of the Regulations as apply to Affiliates.

- 13 Affiliate Organisations shall comprise those organisations which have been admitted into the class of Affiliate Organisations. They should comply with such of the Regulations as apply to Affiliate Organisations.

Election of Honorary Fellows

14. The election of an Honorary Fellow shall be effected by the Council, and the person so elected shall be informed thereof without delay.

Admission Procedures

15. Every application for membership shall be:
 - (1) in such form as the By-laws, Admission Regulations, and the Council may prescribe
 - (2) signed by the candidate who shall agree to comply with the By-laws and Regulations and Rules of the Institution
 - (3) delivered to the Secretary who shall determine whether the candidate is eligible for admission into the appropriate class for which application has been made
 - (4) Submitted to the Council.
16. The admission to all classes of membership shall be by the Council. A list of those candidates for Professionally Qualified membership whom the Council have decided are eligible shall be published as soon as possible. After the lapse of at least one month from the date of such publication, during which time the Secretary will be prepared to receive, for report to the Council, communications respecting the qualifications or character of any candidate, the Council, if satisfied that the candidate is a fit and proper person to become a Professionally Qualified member, shall declare the candidate admitted.
17. It shall be a condition of the admission of any member that any application or recommendation contains no untrue or misleading statement. The admission of any such person may be set aside by a resolution of the Council expressing the belief that the particulars given in the application or recommendation were in some respect untrue or misleading and declaring such admission to be annulled. The member concerned shall be notified of the intention to propose any such resolution and the Council shall first consider any statement or explanation in regard to the matter in question which such person may think fit to give, either orally or in writing and shall make such other investigation as it may think proper. Forthwith after the passing of any such resolution the name of the person to whom it relates shall be removed from the Roll.

Admission of Fellows and Members

18. Every application for admission, whether directly or by transfer, to the class of Fellows or Members shall be supported by at least three sponsors. The qualifications and duties of sponsors shall be as prescribed by the Regulations.

Admission of Associate Members and Technician Members

19. Every application for admission to the class of Associate Members shall be supported by three sponsors, and every application for admission to the class of Technician Members shall be supported by two sponsors. The qualifications and duties of sponsors shall be as prescribed by the Regulations.

Admission of Graduates, Students, Affiliates and Affiliate Organisations

20. The admission to the classes of Graduates, Students, Affiliates, or Affiliate Organisations shall be of persons or, as the case may be, organisations qualified in accordance with By-laws **8**, **9**, **12** and **13** respectively. The continuance of any person or, as the case may be, organisation as a Graduate, Student, Affiliate or Affiliate Organisation shall be subject to the Regulations.

Admission of Companions

21. Every application for admission as a Companion shall be supported by at least four Fellows certifying that they recommend the admission of the candidate from their personal knowledge and that they are fully convinced that the candidate possesses the requisite qualifications and is in every respect a proper person to belong to the Institution.
22. Every person duly admitted as a member of any class shall be informed thereof without delay. Every person so admitted shall, subject to By-laws 44, 47 and 50 pay the entrance fee or transfer fee, if any, and annual subscription for the current year within three months after the date of admission, which otherwise shall become void, but the Council may in particular cases extend this period.

Appeals Against Refusal of Admission to any Grade of Membership

23. A person who has been refused admission to any grade of membership of the Institution shall have a right of appeal to an independent tribunal which shall have the power to recommend to the Council of the Institution, if it sees fit, that the person so appealing should be admitted to the grade of membership for which he or she had applied.

Certificates

24. Every Fellow, Member, Associate Member, Technician Member and Companion who has been admitted or transferred from one class to another and has made the proper payments shall on request receive a certificate to that effect. The certificate shall remain the property of the Institution, and in the event of the holder ceasing to be a member otherwise than by death or voluntary retirement shall on request be returned to the Institution.

25. A member of any class may by notice in writing to the Secretary resign membership of the Institution after payment of all sums due in respect of subscriptions or otherwise.

26. Definition of the Voting Membership and Voting Rights

(1) The Voting Members

Voting Members shall comprise

- (a) Corporate Members
- (b) Technician Member
- (c) Graduate Members

(2) Voting Rights

(a) Corporate Members

Corporate Members shall be entitled to vote on all matters for which a vote of members is required by the Charter and By-laws.

(b) Technician Members

Technician Members may vote:

- (i) in elections of members to the Council (By-laws **64-75**)
- (ii) on any resolution relating to subscriptions (By-law **42**) and
- (iii) on such other matters as the Council shall determine, provided that such matters do not require the approval of a Special Resolution or relate to the professional qualifications or professional conduct of members.

(c) Graduate Members

Graduate Members (but no others) shall be entitled to vote in the election of Graduate Members to the Council (By-laws 64-75)

Amalgamation Procedure

27. For the purpose of carrying into effect any amalgamation or union with the Institution of any other institution or body, whether incorporated or not, of engineers the objects of which comprise or include objects which are within the objects of the Institution, being an amalgamation or union approved by the votes of the Corporate Members in accordance with By-laws **104-107**, the Council shall, the consent of the Lords of Her Majesty's Most Honourable Privy Council being first had and obtained, notwithstanding anything in the other of these By-laws contained, give effect to the terms of such amalgamation or union as so approved and shall enter the names of the members of every class of such other institution or body (other than Honorary Fellows thereof) on the Roll in accordance with such terms as Fellows, Members, Associate Members, Technician Members, Graduates, Students or Companions as such terms may require. Persons who in accordance with such terms are to be qualified to be elected into the class of Honorary Fellows of the Institution shall for the purpose aforesaid be ipso facto qualified to be elected into such class.

Qualifying examinations

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- 28.** The Council may conduct examinations, or approve examinations in appropriate subjects to be conducted on its behalf for approved candidates for admission as Members, Associate Members or Technician Members, Graduates and Students.

The times and the place or places at which such examinations shall be held, the subjects which they shall comprise, the fees to be paid or deposited by candidates in respect of such examinations, and the conditions under which candidates may be admitted thereto shall be prescribed by the Regulations laid down by the Council.

- 29.** The academic standards and other conditions for admission to all classes of membership shall be determined by the Council but subject always to the provisions of these By-laws.
- 30.** For the purpose of By-Law **29** the Council shall have power to recognize such university degrees or other academic qualifications or tests as after scrutiny it may deem to satisfy its requirements as laid down in the Regulations and to withdraw such recognition if after scrutiny it deems the standard to be below that which is required.
- 31.** A candidate otherwise qualified for Corporate Membership but not possessing an academic qualification satisfying By-laws **29** and **30** shall take a recognized form of academic test as described in the Rules laid down by the Council.

Professional Review

- 32.** Candidates for admission to the classes of Members, Associate Members and Technician Members shall be required to attend a Professional Review, or an equivalent arrangement approved by the Council. Candidates shall be required to meet such criteria as may be required by the Regulations laid down by the Council for the relevant class of membership. Those candidates who satisfy these criteria shall be considered Professionally Qualified.

The Council shall order the conduct of such Professional Reviews and arrange the time and place or places at which they shall take place, and determine the fees to be paid or deposited by the candidates in respect thereof. The Council shall appoint such qualified person or persons as it thinks fit to review the candidates and shall fix the remuneration to be paid to such person or persons.

Designations

- 33 (1)** All members who are Professionally Qualified may use the designatory letters of the class of membership of the Institution to which they belong, stated in accordance with the abbreviated forms described in the Charter.
- (2)** A Corporate Member entitled to use the designation Chartered Civil Engineer and practising in partnership with any person who is not so entitled under the title of a firm shall not use or authorize to be used after the title of such firm the designation Chartered Civil Engineer or Chartered Civil Engineers or describe or authorize the description of such firm in any way as Chartered Civil Engineers.
- (3)** A Corporate Member entitled to use the designation Chartered Civil Engineer practising or acting in a professional capacity under the title of, or as a director,

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officer or employee of, a company, whether such company shall be authorized or not to carry on the profession or business of a Civil Engineer in all or any of its branches, shall not use or authorize to be used after the title of such company the designation of Chartered Civil Engineer or Chartered Civil Engineers, or describe or authorize the description of such company in any way as Chartered Civil Engineers.

Professional Conduct

34. No person who has ceased to be on the Roll is entitled to make use of any designation implying connection with the Institution. A member may not use a designation to which the member is not entitled.
35. All members are required to order their conduct so as to uphold the dignity, standing and reputation of the Institution.

For the purpose of ensuring the fulfilment of the requirements of this By-law, the Council may from time to time make, amend and rescind Rules of Conduct to be observed by all members. The Council may also issue guidance on the interpretation of the Rules of Conduct or guidance on any other matter pertaining to the fulfilment of the requirements of this By-law.

Expulsion and other disciplinary action

36. For the purposes of this By-law and By-laws **37, 38, 39, 40 and 41** "improper conduct" shall mean
 - (1) any breach of the provisions of the Charter or of these By-laws or any Regulations or Rules or directions made or given thereunder, or;
 - (2) failure to pay any fine or order for costs imposed under By-law **40** within the time limits prescribed, or;
 - (3) any other conduct which shall indicate unfitness to be a member or shall otherwise be unbecoming to a member as such.For the said purposes any member who shall be convicted by a competent tribunal higher than the Magistrates' Courts in England and Wales or a District Court in Scotland of a criminal offence which, in the opinion of the Disciplinary Board, renders the member unfit to be a member, shall be deemed to have been guilty of improper conduct.
37. The Council shall appoint the following bodies:
 - (1) A Professional Conduct Panel to advise the Council on such matters relating to professional conduct and the ethics of the profession of civil engineering as the Council may require or the Professional Conduct Panel may think appropriate and to investigate allegations of improper conduct on the part of a member;
 - (2) A Disciplinary Board to adjudicate upon any allegations of improper conduct referred to it by the Professional Conduct Panel.

Subject to these By-laws and any Regulations made thereunder, any body appointed pursuant to this By-law shall regulate its own procedure.

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- 38** The Council shall make and may amend or rescind Regulations for the purpose of:
- (1) Determining the respective constitutions and membership of the Professional Conduct Panel and the Disciplinary Board (and sub committees thereof to whom investigations and adjudications (as the case may be) of allegations of improper conduct may be referred);
 - (2) Providing for the publication of decisions of the Disciplinary Board;
 - (3) Establishing, identifying or recognising, or causing to be established, identified or recognised a tribunal, the rules and operating procedures of which will have been approved by the Council, to which members found guilty of improper conduct shall have a right of appeal in accordance with By-law **41**;
 - (4) Dealing with any matter which may be relevant to the Professional Conduct Panel or the Disciplinary Board or any of the functions of either of them.
- 39.** Any Regulations made pursuant to By-law **38** shall be designed to secure that:
- (1) Any allegation of improper conduct shall be properly investigated and (if sufficiently serious) be referred for adjudication by an impartial tribunal consisting partly of former members of the Council;
 - (2) Before being called upon to deal with any allegation of improper conduct a member shall know what is the allegation;
 - (3) The member shall be given a full and fair opportunity of being heard and of calling witnesses and cross examining any other witnesses testifying before the tribunal;
 - (4) In all other respects the investigation shall be made and the proceedings conducted and the decision reached in accordance with natural justice and any decision shall be made known to members and others so far as may appear to be necessary or desirable with a view to the furtherance of the objects of the Institution.
- 40.** If a member shall have been found guilty of improper conduct, the Disciplinary Board may make such order as it may consider appropriate.

The Disciplinary Board shall have power to do all or any of the following:

- (1) to order the Expulsion of a member;
- (2) to order the Suspension of a member;
- (3) to reprimand a member;
- (4) to admonish a member;
- (5) to impose a fine on a member;
- (6) to make an order as to the payment of costs against any member;
- (7) to order the member to comply with such requirements concerning the member's future professional or business conduct as the Disciplinary Board may decide

The Disciplinary Board shall have the power to make an order for costs for all or any of the following:

- (1) the costs incurred by the Professional Conduct Panel;
- (2) the costs incurred by the Disciplinary Board;

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The maximum fine that may be imposed by the Disciplinary Board shall be an amount promulgated by the Council. Any fine or costs that are ordered shall be paid within such period as the Disciplinary Board shall decide.

An order for the Expulsion of a member may not be made except by a majority of at least two-thirds of the members of the Disciplinary Board present and voting on the consideration of the case.

Right of Appeal to an Independent Tribunal

41. A member found guilty of improper conduct shall have a right of appeal to an independent tribunal which shall have the power to revoke, vary or uphold the decision of the Disciplinary Board. The decision of the appeal tribunal shall be final and conclusive.

Contributions to the funds

42. The annual subscriptions, transfer and entrance fees, and life composition fees payable by members shall be at rates determined by resolution of the Council, provided that no increase shall take effect unless either:
 - (1) it is confirmed by votes of the Voting Members, as provided for in By-laws **105-107**, or
 - (2) such increase takes effect not less than 12 months after the coming into effect of the rates previously in force, and the new rates do not exceed the rates previously in force by more than 10%, provided that no more than three successive increases of 10% or less shall be fixed by resolution of the Council without confirmation of any further increase, irrespective of size, by the votes of the Voting Members provided also that the Honorary Fellows, whether Corporate Members or not, shall not be required to pay any subscription or fee.
43. All annual subscriptions shall be due on 1 January in each year for the year then commencing. The acceptance of an annual subscription from a person who has ceased to be a member shall not create any presumption as to membership of the Institution.
44. The first annual subscription of any member admitted between 1 January and 30 September in any year, shall be pro rata to the number of months of membership in that year including the month of joining. The first annual subscription of any member admitted between 1 October and 31 December in any year, shall be in respect of the year commencing on 1 January next ensuing.
45. Every member shall be liable for the payment of the annual subscription determined by the Council until the member's desire to resign has been signified to the Secretary in writing, the member having previously paid all arrears, including the subscription for the year current at the date of the notice, or until the forfeiting of the right to remain in, or be attached to, the Institution.

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- 46.** Any member whose subscription for the current year shall not have been paid by 30 April, shall not be entitled to receive publications until one month after such subscription has been paid. An administration fee may be levied. A single reminder shall be sent by the Secretary drawing attention to the provisions of this By-law and of By-law **49**
- 47.** A member transferring to a higher class of membership between 1 January and 30 September in any year shall pay the full subscription of the higher class pro rata to the number of months remaining in that year including the month of transfer. A member transferring after 1 October in any year shall not be required to pay the full subscription of the higher class until 1 January next ensuing.
- 48.** The Council shall determine what portion (if any) of the composition, transfer and entrance fee shall be invested. The remainder of the fee, together with the income for the time being arising from the investments which the Council have made, or may make, out of moneys received in respect of composition, transfer or entrance fees, shall be appropriated to the current expenditure of the Institution. The Council may also, at any time, sell the whole or any part of such investments and appropriate the proceeds of such sales to such current expenditure.
- 49.** The name of any member who has been sent a reminder in accordance with By-law **46** whose subscription remains unpaid on 30 June shall be removed from the Roll, but the Council shall have the power in exceptional circumstances to extend this date for any member.
- 50.** Where the Council in its discretion considers that the advanced age and long period of membership of any member justifies its doing so, the Council may maintain the member's name on the Roll without payment of further subscriptions. The Council may also, where in its opinion it is desirable to do so, remit the whole or any portion of the annual subscription payable in any particular case or class of case.
- 51 (1)** All the moneys of the Institution not required to meet the current expenditure of the Institution may be invested in the purchase, or on the security, of any stocks, shares, debentures, debenture stock, land buildings or other property of any nature and in any part of the world, as the Council may determine, and the Council shall have power to vary such investments.
- (2)** The Council may:
- (a)** appoint as the investment manager for the Institution a person who it is satisfied after inquiry is a proper and competent person to act in that capacity and who is either:-
 - (i)** an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986 or

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- (ii) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of s45(1)(j) of that Act.
- (b) delegate to an investment manager so appointed power at the investment manager's discretion to buy and sell investments for the Institution on behalf of the Council in accordance with the investment policy laid down by the Council. The Council may only do so on terms consistent with this By-law.
- (3) Where the Council makes any delegation under this By-law it shall:-
 - (a) inform the investment manager in writing of the extent of the Institution's investment powers;
 - (b) lay down a detailed investment policy for the Institution and immediately inform the investment manager in writing of it and of any changes to it;
 - (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - (d) ensure that it is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise by the manager of the manager's delegated authority;
 - (e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - (f) review the appointment at such intervals not exceeding twenty four months as it thinks fit; and
 - (g) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Council shall decide and as are consistent with this By-Law, provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Council.
- (4) Where the Council makes any delegation under this By-law it shall do so on the terms that:-
 - (a) the investment manager shall comply with the terms of the investment manager's delegated authority;
 - (b) the investment manager shall not do anything which the Council does not have the power to do;

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- (c) the Council may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this By-law; and
 - (d) the Council shall give directions to the investment manager as to the manner in which the investment manager is to report to the Council all sales and purchases of investments made on its behalf.
- (5) The Council may:-
- (a) make such arrangements as it thinks fit for any investments of the Institution or income from its investments to be held by a corporate body which is incorporated in England or Wales (or which has established a branch or a place of business in England or Wales) as the Institution's nominee; and
 - (b) pay reasonable and proper remuneration to any corporate body acting as the Institution's nominee in pursuance of this By-law.

Reinstatement

52. The Council may if it finds good reason to do so, reinstate under such conditions as it may see fit, any person who has been a member and whose name has been removed from the Roll.

The Officers

53. The Officers of the Institution shall be a President, not less than three nor more than eight Vice-Presidents and other members of the Council to be elected or nominated under these By-laws, who shall constitute the Council to direct and manage the concerns of the Institution; also a Secretary, and an Honorary Secretary, if there be one appointed. Such Officers shall be elected or appointed in the manner hereinafter directed.
54. The Council shall consist of the following members:
- (1) The President,
 - (2) The Past President who has most recently served as President and is willing and qualified to serve on the Council
 - (3) Vice-Presidents of whom there shall be no fewer than three nor more than eight,
 - (4) General members, elected by the Voting Members, the total not exceeding twenty-five, of whom there shall be
 - (a) No fewer than eleven nor more than thirteen Fellows and Honorary Fellows who are Corporate Members
 - (b) No fewer than eight nor more than ten Members who have passed the Institution's Chartered Professional Review
 - (c) Three Associate Members or members who have passed the Institution's Incorporated Professional Review
 - (d) One Technician Member
 - (5) Two Graduate Members to be elected by the graduate membership

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- (6)** Territorial members, consisting of one Corporate Member representing each Local Association in the United Kingdom of Great Britain and Northern Ireland established pursuant to By-law **90**,
- (7)** Representatives of sub-divisions accorded representation under By-law **89**

The Council shall be competent to act notwithstanding any vacancy in its membership or defect in the appointment of its members

- 55.** The Vice-Presidents for the next ensuing year of office shall be elected by the Council from amongst the Corporate Members, such election to take place and the result to be notified to members at least 12 weeks before the Annual General Meeting.
- 56.** A year of office for the President (other than a President elected pursuant to By-law **77**), Vice-Presidents and other members of the Council shall commence at the beginning of the Session following their election and end at the beginning of the next following Session.
- 57.** Except as provided in By-laws **58** and **77** the President for any year of office shall be elected by the Council from among those Vice-Presidents who are Fellows and who have given significant service to the Institution during their career, such election to take place and the result to be notified to the members at least 12 weeks before the Annual General Meeting preceding the term of office as President.
- 58.** A President or Past-President who
 - (1)** being then the President, has held the office of President during the whole of the last preceding year of office, or
 - (2)** having held the office of President for two consecutive years of office, last held that office less than three years previouslyshall not be eligible for election or re-election to the office of President.
- 59.** No member may hold the office of Vice-President for more than three consecutive years of office unless during that period he/she is selected for consideration by the Council for election as President, in which event the Council may extend his or her maximum term to five consecutive years of office.
- 60.** The order of seniority of the Vice-Presidents shall be decided by the Council.
- 61.** No member shall be eligible for election to the Council otherwise than as President or as Vice-President:
 - (1)** who has served nine years in all on the Council;
 - (2)** who is serving the second of two consecutive terms on the Council at the date fixed by the Council for the receipt of nominations for the next Council election.
- 62.** Except as provided for in By-law **59** each member of the Council including Vice-Presidents shall be elected for a term not exceeding three years nor less than one year.

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63. The annual election of members of the Council other than the President and the Vice-Presidents shall be by a postal ballot. The form and content of the ballot papers, and the conduct of the ballot shall be determined by the Council.

Ballot for Council elections

64. Subject to the provisions of By-laws **65-70**, the Council shall determine the form and content of, and the names of the candidates to be included in the ballot papers.
65. In the list of candidates for the General members of the Council as detailed in By-Law **54 (4)**, the number of candidates appearing in the ballot papers shall not be fewer than two more than the total number of vacancies in respect of each class.
66. The names to appear in the ballot papers in respect of each of the said Local Associations as stated in By-Law **54 (6)** shall be the names of the Corporate Members nominated for the purpose by that Local Association in accordance with its own rules and by-laws. Not fewer than three names shall appear in the ballot papers for each vacancy. If a Local Association fails to inform the Secretary of its nominations at least fifteen weeks before the date appointed for the dispatch of the ballot papers, the Council shall nominate the Corporate Members whose names are to appear in the ballot papers for election as representatives of that Local Association.
67. The names to appear in the ballot papers in respect of each sub-division accorded representation shall be the names of the Corporate Members nominated for the purpose by that sub-division in accordance with its own rules. If such a sub-division fails to inform the Secretary of its nominations at least fifteen weeks before the date appointed for the dispatch of the ballot papers the Council shall nominate the Corporate Members whose names are to appear in the ballot papers for election as representative of that sub-division.
68. **(1)** Any five Corporate Members (but not more than five) may nominate any Corporate Member
(2) Any five Corporate Members or Technician Members (but not more than five) may nominate any Technician Member
(3) Any five Graduate Members (but not more than five) may nominate any Graduate Member
(4) Nomination papers for candidates for election as a General member of the Council shall be sent to the Secretary, together with the written consent of the candidate, by a date to be fixed by the Council. The names of the five members signing a candidate's nomination paper shall be given in the ballot papers and no member shall be permitted to sign more than one nomination paper.
69. The Council shall ensure that the list of candidates for the General Members of the Council as detailed in By-Law **54(4)** shall include the names of at least three Fellows and Members and at least one Associate Member or member who has passed the Institution's Incorporated Professional Review, who have not served on the Council during the current year or the preceding year.

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70. The ballot papers shall specify in respect of each vacancy the length of the term which each candidate will serve. Subject to the provisions of By-Law **61**, the length of such term so specified shall be in the absolute discretion of the Council but shall not exceed three years.
71. The date for the return of the ballot papers shall be appointed by the Council.
72.
 - (1) Ballot papers for election to the class of General member shall be sent to Voting Members
 - (2) Ballot papers for election of Territorial members shall be sent to Voting Members having voting rights within a Local Association area.
 - (3) All ballot papers shall be sent not less than twenty-eight clear days before the date appointed by the Council under By-law **71**.
73. The Council shall choose two or more Corporate Members as Scrutineers for the purpose of the ballot. On or as soon as convenient after the date appointed for the return of the ballot papers in accordance with By-law **71**, the votes received by that date shall be given to the Scrutineers who shall count them, and the result may be published at any time thereafter and shall be reported to the Annual General Meeting.
74. In the event of a candidate named in the ballot papers ceasing by death or otherwise to be a member of the Institution after the ballot papers have been prepared the ballot papers shall not be invalidated and the election shall proceed with respect to the remaining candidates.
75. The Council may make, vary, and rescind rules governing the conduct of the ballot subject always to the provisions of the Charter and these By-laws.

Vacation of office

76. The office of a member of the Council shall be vacated if the Corporate Members in General Meeting so resolve, or if notice is given in writing to the Council of the Council member's wish to resign and the Council accepts this resignation, or if the Council Member ceases to be a member of the Institution; it shall also be vacated if the Council member becomes bankrupt or of unsound mind and the Council resolve that it be vacated. Any such resolution shall be conclusive as to the fact and grounds of vacation stated in the notice.
77. In the event of the death or resignation of the President or the President elect, the Council shall elect for that office a member of the present Council or a member of a former Council.
78. The Council may at any time during its year of office fill any casual vacancy by appointing a member who is qualified for election to the office in which the vacancy has occurred. A casual vacancy shall arise:
 - (1) in the case of the death of a member of the Council or the vacation of office by a member of the Council for any other reason;
 - (2) in the case of a successful candidate for election to any office ceasing by death or otherwise to be a member after the last date for the return of voting papers; or

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- (3) if for any other reason any office shall not be filled by the election thereto of a duly qualified member.

Provided that in the case of any casual vacancy occurring among members of the Council elected or appointed under By-law 54, who are not Corporate Members, the vacancy shall be filled by a Non-Corporate member who is qualified for election to the office in which the vacancy has occurred.

Powers and proceedings of the Council

79. The government and control of the Institution, its property and affairs shall be vested in the Council, subject to the provisions of the Charter and these By-laws.
80. The decision of the Council on all matters dealt with by them in accordance with the provisions of the Charter, these By-laws and the Regulations and such resolutions as aforesaid, shall be final and binding on all members.
81. The Council shall meet as often as the business of the Institution may require; and at every meeting seven shall constitute a quorum of whom at least four shall be Corporate Members who are entitled to use the designation Chartered Civil Engineer
82. The Council may delegate any of its powers to Committees consisting of members of the Council, or members of the Council and other members of the Institution. All such Committees shall conform to any directions that may be given to them by the Council and, subject to such directions, may regulate their procedure as they think fit.
83. In the event of the absence of the President and of all the Vice-Presidents, the meeting may elect any member of the Council to take the chair at the meeting.
84. All questions shall be decided in the Council by a majority of those present and having a right to vote, provided that there is a majority of Corporate Members who are entitled to use the designation Chartered Civil Engineer present at the time of the vote. In the case of equality, the Chairman shall have a second or casting vote.
85. An annual statement of the funds of the Institution, and of the receipts and payments during the last financial year, shall be made, under the direction of the Council, and, after having been verified and signed by the Auditors, shall be laid before the Annual General Meeting.
86. The Council shall draw up a yearly report on the state of the Institution, which shall be presented at the Annual General Meeting.
87. The Council may make, amend and rescind Regulations for the purposes specified in these By-laws, but so that the same be not repugnant to the Charter or these By-laws and provided that no such Regulation, amendment or rescission shall come into operation until the same has been approved by the votes of the Corporate Members in accordance with By-laws 105-107.

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88. The Council may make, amend and rescind Rules for the better ordering of any matter referred to in these By-laws, other than matters to be governed by Regulations, or otherwise for the better government of the Institution and its affairs, but so that the same be not repugnant to the Charter, these By-laws or the Regulations.

Sub-divisions

89. The Council may establish branches, sections, or study-groups, or other sub-divisions, having such titles as the Council may decide. The Council shall frame the objects, constitution and rules for each such sub-division and shall have power to vary the same as it may deem fit subject always to the provisions of the Charter, these By-laws and the Regulations. The Council may confer on any such sub-division, either on its establishment or thereafter, such representation on the Council as it may think fit.

Local Associations

90. The Council may establish or recognize Local Associations of members at any centres where there are, in the opinion of the Council, sufficient demands for such Associations, and may frame the Constitution, Objects, By-laws and Rules of such Associations with power to vary the same as the Council may deem fit, subject always to the provisions of the Charter and these By-laws.

All members will be eligible for membership, and to vote and hold office in the Local Association appropriate to their registered address, but may elect instead or in addition to apply for membership, including eligibility to vote and to hold office, in an adjoining Local Association, save that Institution members may vote and hold office in only one Local Association of their choice, subject to the Constitution, Objects, By-Laws and Rules of that Association.

The Auditors

91. The Council shall determine the procedures to be adopted for the investment and banking of the Institution's funds, and all withdrawals from the funds shall be authorized by the Council and effected by cheques or other authorizations signed by the Secretary or other persons authorized by the Secretary and approved by the Council.
92. An Auditor or Auditors shall be appointed by resolution of the Corporate Members at each Annual General Meeting to hold office until the next following Annual General Meeting. The Council may fill any casual vacancy in the office of Auditor. The Auditor or Auditors shall be a person or a firm eligible for appointment as a company auditor pursuant to Section 25 of the Companies Act 1989.
93. The Auditors shall have access at all reasonable times to the accounts of the pecuniary transactions of the Institution; and they shall verify and sign the annual statement of the accounts before it is submitted by the Council to the Annual General Meeting.

The Secretaries

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- 94.** The Secretary shall be appointed by the Council. The Council may also, from time to time, appoint an Honorary Secretary.
- 95.** It shall be the duty of the Secretary, under the general direction of the Council, and either personally or through a duly appointed representative, to conduct the correspondence of the Institution; to attend meetings of the Institution, and of the Council, and of Committees; to take minutes of the proceedings of such meetings; to read the minutes of the preceding meeting and such communications as may be ordered to be read; to superintend the publication of such Papers as the Council may direct; to have charge of the Library; to direct the collection of the subscriptions and the preparation of the accounts of the expenditure of the funds and to present all accounts to the Council for inspection and approval; to engage, dismiss and be responsible for all persons employed by the Institution and to conduct all other ordinary business of the Institution.

The Seal

- 96.** The seal of the Institution shall be affixed to such certificates, deeds and documents as require to be sealed, only in the presence of the President and the Secretary, or such other persons as they may respectively appoint in writing for the purpose; and the President and the Secretary or such other persons as aforesaid shall sign every instrument to which the seal of the Institution is so affixed in their presence.

The Session and Meetings

- 97.** The Session of the Institution shall commence annually on the first Tuesday in November.
- 98.** The meetings of the Institution shall be as follows:
- (1)** The Annual General Meeting;
 - (2)** Special General Meetings, for the purposes and under the arrangements described in By-laws **100-102**;
 - (3)** Ordinary Meetings.
- 99.** The Annual General Meeting of the Institution shall be held at such convenient time, not being more than 15 months from the previous Annual General Meeting, as may be fixed by the Council, at such hour as may be appointed by the Council, to receive and deliberate upon the Report of the Council on the state of the Institution, with the Annual Statement of the Accounts and the report of the Auditors thereon, to receive a report on the election of the Council and to appoint Auditors. Notice of the Annual General Meeting shall be given not less than twenty-eight clear days before the date fixed for the Meeting and shall be sent to each member.
- 100.** The Council may at any time call a Special General Meeting of members for a specific purpose relative to the direction and management of the concerns of the Institution, and the Council shall at all times be bound to do so on a requisition in writing of sixty Corporate Members. Such requisition shall state the matters to be brought before and the resolutions (if any) to be moved at such Special General Meeting. If the Council do

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not within 40 days from the delivery of the requisition duly convene a meeting the requisitionists may do so.

- 101.** At least fourteen clear days' notice specifying the place, the day and the hour of the meeting and the general nature of the business proposed to be transacted and the resolutions (if any) to be moved thereat shall be given of all Special General Meetings to those members whose addresses for the time being appear on the Roll, but only Voting Members (but in the case of Technician Members and Graduate Members subject to the limits imposed by By-Law **26 (2)(b) and (c)**) shall be entitled to vote at a Special General Meeting.
- 102.** No resolutions other than the resolutions as circulated in accordance with By-law **101** and no amendment or variation of any such resolution shall be proposed or voted upon at the meeting.
- 103.** In the event of the Council deeming it desirable that the votes of the Corporate Members on any matter should be taken into account the voting shall be conducted in accordance with By-laws **104-107**
- 104.** All proposals for amending, adding to or surrendering the Charter or for petitioning for a Supplemental Charter, for making, revoking or amending By-laws, and for approving Regulations made, amended or rescinded by the Council or for the rescission of them pursuant to By-law **87**, shall be approved by the votes of the Corporate Members in accordance with By-laws **105-107**, whether or not the voting is preceded by a Special General Meeting.
- 105.** For the purposes of By-laws **27, 42, 87, 103** or **104** a notice containing particulars of the resolution or resolutions to be voted on shall be sent by the Secretary to each Voting Member entitled to vote thereon, together with a voting paper or card, addressed to each such Voting Member at the address of such Voting Member for the time being appearing on the books of the Institution.
- 106.** The notice shall indicate the date by which the voting paper or card must be received back by the Secretary, which date shall not be less than two months from the date of issue of the notice.
The Voting Member if desiring to vote shall sign the voting paper or card and return it to the Secretary.
- 107.** The votes recorded shall be counted under arrangements approved by the President, and the results shall be announced to the members as soon as possible thereafter.
A resolution (other than a Special Resolution) shall be deemed to be approved if a simple majority of those Voting Members who vote are in favour of it.
- 108.** The Ordinary Meetings shall be held on such Tuesdays and other days, and at such hours, as may be appointed by the Council.
- 109.** Each member of whatever class shall have the privilege of introducing strangers to be present at Ordinary and other meetings of the Institution, subject to such detailed provisos as may be laid down by the Council.

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- 110.** No question shall be discussed, or motion be made, at any Ordinary Meeting, relative to the direction and management of the concerns of the Institution, such direction and management being vested in the Council, subject to the provisions of the Charter and these By-laws, and of the resolutions of Special General Meetings.
- 111. (1)** A notice may be served by the Institution on any member of any class either personally or by sending it pre-paid through the post addressed to such member at the address appearing in the books of the Institution.
- (2)** Any notice sent by post shall be deemed to have been served ten days after it has been posted and the class of mail used for posting shall be chosen with due regard to the address of the member and the subject of the notice.
- (3)** The accidental omission to give notice of a meeting or of such notice as is referred to in By-law **105** to, or the non-receipt of such notice by, any member entitled to receive such notice shall not invalidate the proceedings of that meeting or of the postal vote required by By-laws **104** or **105**.
- 112.** The President, when present, shall be chairman at meetings of the Institution, and in the President's absence the Chair shall be taken by a member of the Council; but if no member of the Council is present and willing to act, the meeting shall elect a chairman from the Corporate Members present at the meeting, provided always that the President may in any case appoint a deputy to take the chair at that meeting.
- 113** Subject to the provisions of the Charter and these By-laws, the meetings of the Institution shall be conducted as prescribed by the Council.
- 114.** No business shall be transacted at any meeting of the Institution unless a quorum is present when the meeting proceeds to business. Twenty Corporate Members shall be a quorum at an Annual General Meeting, and one hundred and fifty Corporate Members at a Special General Meeting. Ten members shall be a quorum at an Ordinary Meeting. If within twenty minutes after the time appointed for a meeting the requisite quorum is not present the meeting shall be dissolved.
- 115.** Except as otherwise provided in these By-laws, at all meetings of the Institution questions shall be decided according to the majority of votes properly given thereat, and in the case of equality the President or other person presiding shall have a second or casting vote.
- 116.** The Chairman may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, except that when a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 117** In this By-law -
"oral contribution" means an oral contribution given at a meeting by any person in relation to a paper;

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“paper” means any literary or artistic work and shall be construed to include:

- (1) any drawing, picture, photograph, model, map, table, diagram or graph forming part of or appended to the paper, and
 - (2) any contribution submitted to the Institution by any person in relation to any paper, and
 - (3) the written record of any oral contribution; and
- “proceedings” shall include any journals and other learned matter published by or on behalf of the Institution.

Unless there shall have been some previous arrangement to the contrary, every paper submitted to the Institution for publication in the proceedings of the Institution or in the proceedings of any meeting arranged by or on behalf of the Institution shall be considered to be the property of the Institution, and any person submitting such a paper shall be deemed to have granted a licence (but not to have assigned copyright) to the Institution to publish the paper in the proceedings for which it was intended, and in any republication, reproduction or translation of such proceedings or parts thereof, at such times and in such manner as the Council may think proper; but the Council shall be under no obligation to publish any paper.

Any person who makes an oral contribution in relation to a paper at such a meeting may withhold consent to the publication by the Institution of the written record of that contribution provided that the contributor notifies such withholding either to the chairman of the meeting before the end of the meeting at which the contribution is made or to the Secretary in writing within seven days thereafter.

No person who submits a paper to the Institution as aforesaid shall publish or consent to the publication in printed form of that paper elsewhere until:

- (a) the paper has been published by the Council, or
- (b) nine months from the date of submission of the paper, or
- (c) following the rejection, for whatever reason, of a paper which will usually be notified within three months of submission, whichever shall first occur.

- 118.** Subject to such variation as the Council may direct, the Library shall be open to all members, during such hours as may be determined by the Council. The Council shall afford facilities (subject to such reasonable restrictions as a meeting of the Institution may impose) for any Corporate Member to inspect during business hours the Roll and the books containing the minutes of proceedings of any meeting of the Institution. No member shall have any right to inspect any Institution document, account, or book (other than books in the members' library), except as conferred by this By-law or authorized by the Council

Donations and bequests

- 119.** The names of all persons who have presented any additions to the Library, or to the collections of plans and models, or who have made any voluntary contribution to the funds of the Institution shall be recorded and published as benefactors to the Institution.

Provision of indemnity

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- 120.** Each member of the Council and each member of the Institution in the capacity of a member of any council, board, committee, panel or other body appointed pursuant to these By-laws or otherwise by or with the approval of the Council for the purposes of the Institution shall be accountable in respect of the member's own acts only, and shall not be accountable for any acts done or authorized to which the member shall not have expressly assented. And no member of any such body shall incur any personal liability in respect of any loss or damage incurred through any act, matter, or thing done, authorized, or suffered by the member, being done in good faith for the benefit of the Institution, whether or not in excess of the member's legal power.
- 121.** Each member of the Institution referred to in By-law **120**, the Secretary and Honorary Secretary, if appointed, shall be indemnified out of the funds and property of the Institution from and against all costs, charges, damages and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in execution of the duties or power imposed upon or given to them by the Charter or the By-laws of the Institution.

ADMISSION REGULATIONS

made by the Council under By-law **87** and approved by a Special General Meeting of the Institution held on 11 June, 1974, and in postal ballots of Corporate Members on 29 June, 1981, 30 July, 1984, 16 June, 1988, 24 January, 1989, 15 January, 1991, 8 April 1992, 7 April 1993, 3 April 1996, 2 June 1999 and 31 July 2004

1. Expressions used in these Regulations shall have the meanings assigned to them by the By-laws of the Institution.
2. Every application for admission, whether directly or by transfer, to the class of Fellows, Members or Associate Members shall be supported by:
 - (1) One sponsor who shall be a member of the Institution of a class that is the same as or senior to the class of membership to which the applicant has applied to be admitted.
 - (2) Two further sponsors who may be members of any professional institution as may from time to time be prescribed by the Council, of a class that is, in the opinion of Council, equivalent or senior to the class of membership for which the applicant has applied to be admitted. One or both of these sponsors may be members of the Institution qualified as in (1) above.
3. Every application for admission to the class of Technician Members shall be supported by at least two sponsors who shall be Professionally Qualified members
4. Sponsors supporting applications referred to in Regulations 2 and 3 shall certify that they recommend the admission of the candidate from personal knowledge of the candidate and are fully convinced that the candidate possesses the requisite qualifications and is in every respect a proper person to belong to the Institution.

Graduates

5. Upon producing evidence of possessing the qualifications prescribed in By-laws **28-30**, a person who satisfies the Council as being in course of obtaining experience in the promotion, planning, design, construction, maintenance or management of such works as are comprised within the profession of a Civil Engineer with a view to qualifying as a Member, Associate Member, or Technician Member may be admitted as a Graduate on the recommendation of the engineer under whom the person is serving or the lecturer responsible for the person's post-graduate full-time study, or a Corporate Member. A Student member who possesses the graduate qualification prescribed in By-laws **28-30** and is actively seeking an approved course of training or an appointment where such appropriate experience may be gained may, at the discretion of the Council, be admitted as a Graduate member on the recommendation of the lecturer responsible for the person's course of study. Such persons may remain Graduates of the Institution at and during the pleasure of the Council for twelve years from the date of admission and in accordance with the Regulations laid down by the Council, provided that no person shall be entitled to remain a Graduate who shall be qualified for admission as a Member, an Associate Member or a Technician Member.

Students

6. Upon producing such evidence as the Council may approve, having received an adequate general education, a person who follows a course of study leading to an approved qualification or to an unassessed qualification acceptable to the Institution as prescribed in By-laws **28-30** or to any other qualification achieved by examination for the time being recognized by the Council, may be admitted as a Student on the recommendation of the tutor under whom the person is studying; and may remain a Student of the Institution at and during the pleasure of the Council for ten years from the date of admission, provided that no person shall be entitled to remain a Student who shall be qualified to transfer to the class Graduate. No person who is eligible for admission as a Graduate shall be admitted to the class of Students. An unassessed qualification must be assessed before a Student may transfer to the next senior class.

Graduates and Students

7. The practical training of Graduates and Students shall conform to the Regulations. The forms of agreement or undertaking for use in connection with such training shall be in accordance with such forms as may be approved and issued by the Council.
8. The forms of academic and practical training, qualifications and professional assessment for these classes shall conform to the Regulations and to the criteria laid down by the Council.

Affiliates

9. Upon producing evidence of possessing the Affiliate qualification prescribed by the Council, being of good education and engagement in the Construction Industry or in matters connected therewith, a person may be admitted as an Affiliate on the recommendation of two sponsors, one of whom must be a Professionally Qualified member of the Institution, and may remain an Affiliate of the Institution at and during the pleasure of the Council.
Where a member is being transferred from the class of Graduates no sponsors are required.

Affiliate Organisations

10. Upon producing evidence of possessing the qualification prescribed by the Council, and of engagement in the Construction Industry, in Civil Engineering or in matters connected therewith, an organisation may be admitted as an Affiliate Organisation, on the recommendation of three sponsors decided by the Council, and may remain an Affiliate Organisation of the Institution at and during the pleasure of the Council.

DISCIPLINARY REGULATIONS

Made by the Council under By-law **87** and approved by Special General Meetings of the Institution held on 19 March, 1963, 19 March, 1968, and 11 June, 1974, and in a postal ballot of Corporate Members on 29 June, 1981, 3 April 1996, 2 June 1999 and 30 May 2003

- 1 Unless the contrary intention appears, expressions defined in the By-laws of the Institution have the same meaning in these Regulations and the following meanings shall apply:
 - (1) "Complainant" means any person who has made a written allegation of improper conduct against a member.
 - (2) "Notice" means any notification issued by or on behalf the Professional Conduct Panel or the Disciplinary Board in relation the investigation of, or adjudication upon, an allegation of improper conduct.
 - (3) "Order" means any order made by the Disciplinary Board pursuant to By-law **40**.
 - (4) "Professional body" means a body responsible for the regulation and qualification of members of the medical, legal and accountancy professions or any other such body responsible for the regulation and qualification of any other professions not directly connected with the built environment.
 - (5) "Session" means the annual period commencing on the first Tuesday of November and ending on the first Tuesday of November in the following year.

- 2 The members of the Professional Conduct Panel and the Disciplinary Board shall hold office for such period as the Council shall determine and may be re-appointed. Unless otherwise determined, one fifth of the members for the time being, or if their number is not a multiple of five then the number nearest to one fifth, shall retire from office annually at the end of the Session: the members to retire in each year shall be those who have been longest in office since their last election, and as between those who became members on the same day those to retire shall (unless they otherwise agree among themselves) be selected by lot. Nevertheless a retiring member who shall have entered on the investigation or hearing of a particular case of alleged improper conduct and shall not be re-appointed shall be deemed to continue as a member for the purpose of that particular case until the same shall have been finally concluded.

3. Subject to the By-laws and these Regulations each of the said bodies shall have power to regulate its own practice and procedure.

4. The Council shall appoint a Chairman and Vice-Chairman of the Professional Conduct Panel and (subject to Regulation **15**) of the Disciplinary Board. If the Chairman of either body shall be ill or away or otherwise unable to carry out the functions under these Regulations, those functions shall be carried out by the Vice-Chairman of that body. Should both the Chairman and the Vice-Chairman be ill or away or otherwise unable to carry out the said functions, the Council may appoint a member of the appropriate body to act as Chairman until the Chairman or Vice-Chairman is again available and able to carry out the functions. Subject as aforesaid any meeting of one of the said bodies may choose their own Chairman. The Council

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shall cause two members of the Institution staff to be appointed by the Secretary to act as clerk or clerks to the Disciplinary Board and to the Professional Conduct Panel respectively.

5. Any act done by a Vice-Chairman or by a person whom the Council or the relevant body has purported to appoint under the preceding Regulation to act as Chairman shall be valid and effectual and shall not be questioned on the ground that no occasion had arisen for a person to be so appointed or for the Vice-Chairman (or a person so appointed) to act in place of the Chairman.
- 6 The Professional Conduct Panel shall consist of nine Fellows, all of whom shall be past or present members of the Council. Three members of the Professional Conduct Panel shall be a quorum. The Chairman of the Professional Conduct Panel may at any time appoint any three or more members of the Panel (who may, but need not, include the said Chairman or the Vice-Chairman) to deal with any particular complaint or allegation, and all acts, proceedings and decisions of the members so appointed shall be deemed to be the acts, proceedings and decisions of the Professional Conduct Panel.
- 7 Any allegation of improper conduct on the part of a member, whatever its source, shall in the first instance be referred to the Professional Conduct Panel. The Professional Conduct Panel may also initiate an inquiry where it has reason to suppose that a member may have been guilty of improper conduct, and may request the member and the complainant to appear before the Panel in person.
- 8 If any allegation does not appear to the Professional Conduct Panel to disclose any prima facie case of improper conduct the Professional Conduct Panel shall dismiss the case.
- 9 In all other cases the Professional Conduct Panel shall send written notice to the member of the nature and particulars of the allegation and invite the member to put forward observations in writing to the Professional Conduct Panel. In addition, the Professional Conduct Panel may, if it sees fit, request the member to submit to the Panel a copy of his or her Record of Continuing Professional Development. The member shall at the same time be informed that there is no obligation to make any observations to the Professional Conduct Panel or to submit to it a copy of his or her Record of Continuing Professional Development but that, if the member does not do so (or if the Panel does not regard any explanations as satisfactory), the matter will be referred to the Disciplinary Board, which will then give the member a full opportunity of presenting a case. The period within which the member shall be required to reply, if the member wishes to make any observations to the Professional Conduct Panel, shall be 28 days.
10. On receipt of any such observations the Professional Conduct Panel shall send written notice thereof to the complainant inviting any observations thereon to be put to the Professional Conduct Panel. Upon receipt of any such observations the Professional Conduct Panel shall send written notice thereof to the member inviting and informing the member in like terms to those stated in Regulation 9. The period within which the member and the complainant shall be required to reply, if they wish

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to make any observations to the Professional Conduct Panel within the terms of this Regulation, shall be 14 days.

- 11.** The Professional Conduct Panel may dismiss the case if satisfied that the allegation is unfounded or does not disclose a prima facie case. In such a case the Professional Conduct Panel shall notify both the member and the complainant of the reasons for its decision. The Professional Conduct Panel may also dismiss the case if it considers that the alleged improper conduct is of such a nature that it calls for no action; and it may issue advice to the member regarding his or her professional conduct or any matter bearing upon the member's professional conduct and may inform the complainant of the advice that has been issued to the member.
- 12.** In all other cases the Professional Conduct Panel shall, after such further investigation as may be necessary, refer allegations of improper conduct to the Disciplinary Board.
- 13.** As soon as practicable after an allegation has been referred by the Professional Conduct Panel to the Disciplinary Board, the Professional Conduct Panel shall arrange that:
 - (1)** notice shall be given to the member concerned that the allegation has been referred to the Disciplinary Board, and;
 - (2)** the member shall be informed of the date of the meeting of the Disciplinary Board at which (subject to any observations of the member with regard to the date) the allegation will be dealt with, and:information shall be given to the member as to the practice of the Disciplinary Board in relation to the hearing of allegations and the manner in which the member may be represented before that Board.
- 14.** The Disciplinary Board shall consist of eighteen members, fourteen of whom shall be past members of the Council (including at least five past Presidents or Vice-Presidents) but none of whom shall for the time being be members of the Professional Conduct Panel; the other four members shall not be members of the Institution but shall be nominated at the request of the Council by one or more Professional Bodies. The Chairman of the Disciplinary Board shall be a past President or Vice President and the Vice Chairman shall be one of the remaining past Presidents or Vice Presidents who are members of the Disciplinary Board. In the absence of the Vice Chairman any other past President or Vice-President who is a member of the Disciplinary Board shall be the Chairman of the Disciplinary Board.
- 15.** Any allegation referred to the Disciplinary Board shall be dealt with by five or more members of the Board, to be nominated for the purpose by the Chairman. The majority of the members of the Disciplinary Board considering any allegation shall be members of the Institution but at least one member of the Board shall not be a member of the Institution. The Disciplinary Board may, if it sees fit, appoint a practising barrister or solicitor of at least seven years' standing to sit with it for the purpose of advising as to the manner in which it should exercise its functions.
- 16.** On the hearing of any allegation the Professional Conduct Panel shall place before the Disciplinary Board such information as is available to it in relation to the allegation and

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may, if it thinks fit, employ solicitors or counsel for the purpose or may nominate one of their members to conduct the case. The accused member shall be given the fullest opportunity of being heard and of calling witnesses and cross-examining any other witnesses testifying before the Disciplinary Board. The accused member shall be allowed to conduct his or her own case or (if preferred) to be represented by solicitors or counsel or by another person of the accused member's own choice.

17. The Disciplinary Board may take into consideration and act on such information as may be available to it whether such information would or would not be admissible as evidence in a Court of Law.
18. Any notice directed to be given by these Regulations shall be served by posting the same to a member by recorded delivery post at the member's last known postal address. If no reply shall be received from the member within fifteen days, or such other period of time as shall be prescribed by these Regulations, after the time when such letter might be expected to have been delivered and a reply received in the ordinary course of post, the Professional Conduct Panel or the Disciplinary Board may proceed in default. For the purposes of this Regulation air mail shall be deemed to be ordinary post, and delivery by air mail shall be deemed to be delivery in the ordinary course of post, where the member is overseas and air mail can conveniently be used. Provided that if the member shall, either before or after the allegation has been disposed of, satisfy the relevant body that any notice was not in fact delivered or was delivered later than delivery might have been expected in the ordinary course of post and that in consequence the member was ignorant (or ignorant until too late) of the proceedings being taken, the relevant body shall at the member's request re-open the proceedings notwithstanding that they may have been concluded.
19. The Disciplinary Board may in any case where it appears just or expedient to do so extend the time for doing anything or may dispense with service of any notice and may adjourn the hearing
20. In those cases in which the Disciplinary Board decides that a member has been guilty of improper conduct it shall, unless it sees special reason to the contrary, cause the fact and particulars of the order to be posted in the Institution and published. It may, and at the request of the accused member shall, similarly publish the fact that any allegation of improper conduct has been dismissed.
21. If the Disciplinary Board decides that the allegation is established it shall have power to make all or any of the orders referred to in By-law **40**.
22. Any appeal against a decision taken by the Disciplinary Board must be made within 28 days of the decision being published.
23. These Regulations shall be construed so as not to conflict with By-law **39** and **40**.

CODE OF PROFESSIONAL CONDUCT

Made by the Council on 21 July 2004, to come into effect 1 November 2004, in accordance with By-law **35**.

Contents

1. Introduction.
2. The Rules of Professional Conduct.
3. Guidance Notes on the interpretation and application of the Rules of Professional Conduct.

INTRODUCTION

The purpose of the Code of Professional Conduct

The ICE has provided a Code of Professional Conduct to lay down, both for its members and for the general public, the ethical standards by which its members should abide. The code will apply to all its members, irrespective of their grade, the professional role they fulfil, and the countries in which they practise. The Code contains, first of all, the specific Rules of Professional Conduct to which members must adhere. The rules cover, in plain language, those basic things that members must do. Where appropriate, there are Guidance Notes to help members interpret and apply the rules (there are no Guidance Notes for Rules 4 and 6). The Guidance Notes are not exhaustive and do not cover all contingences. However, the Guidance Notes do cover the main areas where instances of improper conduct have arisen. An act which seriously breaches one of the Guidance Notes will probably breach the Rule of Professional Conduct to which that Guidance Note applies.

In the course of their careers members may undertake roles that remove them from direct involvement with engineering matters. This does not, however, remove from them the obligation, as members of the ICE, to act in accordance with the Rules of Professional Conduct in all aspects of their professional lives.

Advice to members

The ICE has published a separate document entitled 'Advice on Ethical Conduct'. This advice is to help members by providing more information on what the Institution considers to be ethical conduct. A member will not be considered to have breached the Rules of Professional Conduct solely because he or she has not followed the 'Advice on Ethical Conduct'.

The ICE is anxious that any members who are troubled by an ethical problem, particularly if they are worried about breaching the Rules of Professional Conduct, should be able to discuss their concerns with one or more of the senior members of the ICE. Any members who wish to do this should contact the Professional Conduct Department so that arrangements can be made.

The duty to behave ethically

The duty upon members of the ICE to behave ethically is, in effect, the duty to behave honourably; in modern words, 'to do the right thing'. At its most basic, it means that members should be truthful and honest in dealings with clients,

colleagues, other professionals, and anyone else they come into contact with in the course of their duties. Being a member of the ICE is a badge of probity and good faith, and members should do nothing that in any way could diminish the high standing of the profession. This includes any aspect of a member's personal conduct which could have a negative impact upon the profession.

Members of the ICE should always be aware of their overriding responsibility to the public good. A member's obligations to the client can never override this, and members of the ICE should not enter undertakings which compromise this responsibility. The 'public good' encompasses care and respect for the environment, and for humanity's cultural, historical and archaeological heritage, as well as the primary responsibility members have to protect the health and well being of present and future generations.

THE RULES OF PROFESSIONAL CONDUCT

- 1. All members shall discharge their professional duties with integrity.**
- 2. All members shall only undertake work that they are competent to do.**
- 3. All members shall have full regard for the public interest, particularly in relation to matters of health and safety, and in relation to the well-being of future generations.**
- 4. All members shall show due regard for the environment and for the sustainable management of natural resources.**
- 5. All members shall develop their professional knowledge, skills and competence on a continuing basis and shall give all reasonable assistance to further the education, training and continuing professional development of others.**
- 6. All members shall:**
 - a. notify the Institution if convicted of a criminal offence;**
 - b. notify the Institution upon becoming bankrupt or disqualified as a Company Director;**
 - c. notify the Institution of any significant breach of the Rules for Professional Conduct by another member.**

GUIDANCE NOTES ON THE INTERPRETATION AND APPLICATION OF THE RULES OF PROFESSIONAL CONDUCT

Rule 1: All members shall discharge their professional duties with integrity.

The manner in which members could breach this Rule might include the following:

- Failing to carry out their professional duties with complete objectivity and impartiality.
- Failing to declare conflicts of interest.
- Failing to have due regard to their duty of confidence in relation to all parties with whom they have dealings as part of their professional duties.
- Failing to have due regard to their duty of care to clients, especially lay clients in domestic or small works engagements.
- Failing to put terms of the engagement in writing and failing to state the fees to be charged; whenever practicable, these should be issued to the client before the project is begun.
- Members who do not carry appropriate insurance, either personally or through their employers, failing to advise their clients of the position before accepting the engagement. Members should take all reasonable steps to ensure that their prospective clients understand the extent to which they are covered by appropriate insurance.
- Failing to show due consideration for other colleagues and for other persons with whom they have dealings in the course of their professional duties. Members must treat all persons without bias and with respect.
 - Members must not, directly or indirectly, improperly attempt to supplant another person, and should take all reasonable steps to establish that any previous engagement in relation to the project they are to enter into has been terminated.
 - When commenting on another person's work, members must advise that person of their involvement, except for routine or statutory checks or where the member's client or employer requires confidentiality.
 - When competing with other professionals, and when taking actions likely to adversely affect the professional or business interests of another person, members must not act maliciously or recklessly.
- Members who are responsible for the work of others or who have a management responsibility for other persons failing to take responsibility for the work produced. Members should ensure that they have the knowledge and expertise to effectively oversee the work for which they are accountable.
- Having any form of involvement, whether direct or indirect, and whether for the benefit of the member, the member's employer, or a third party, in bribery, fraud, deception and corruption. Members should be especially rigorous when operating in countries where the offering and accepting of inducements and favours, or the inflation and falsification of claims, is endemic.

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- When acting as expert witnesses, failing to ensure that the testimony they give is both independent and impartial. In such a role, members must be mindful that their prime duty is to the Court or Tribunal, not to the client who engaged them to give evidence, and they should not give any professional opinion that does not accurately reflect their honest professional judgement or belief. To do otherwise would not only place members in danger of perjury but would clearly breach the requirement in the Rules for Professional Conduct to discharge their professional duties with integrity.

Rule 2: All members shall only undertake work that they are competent to do.

- Members should be competent in relation to every project that they undertake. They should ensure that, having regard to the nature and extent of their involvement in a project, they have the relevant knowledge and expertise. Where appropriate, this may include access to the knowledge and experience of others, or access to other relevant sources of knowledge, in addition to the member's own knowledge and experience. In so doing, they should pay due regard to the laws on copyright and other rights of intellectual property. They must disclose, where appropriate, any relevant limitations upon their competence.

Rule 3: All members shall have full regard for the public interest, particularly in relation to matters of health and safety, and in relation to the well-being of future generations.

The manner in which members could breach this Rule might include the following:

- Failing to take all reasonable steps to protect the health and safety of members of the public and of those engaged in the project, during the construction and the operation and maintenance stages. 'Reasonable steps' will include obeying all legislation relating to health and safety but may extend beyond that to all situations in which there is inadequate statutory provision. Members must not enter into any contracts which compromise this overall responsibility.
- Where new or under-tested materials or methods are being used, failing to pay a reasonable level of attention to the public safety implications, and failing to have regard to the possibility that performance of the materials or methods may be worse than forecast. The use of such materials or methods and the risks involved must be drawn specifically to the client's notice.

Other matters relating to this Rule would include:

- Producing competitive bids should not result in the inappropriate exposure to hazard of any person at any time. Members have a duty, as far as is reasonable, to keep abreast of emerging hazards, and to inform interested parties accordingly.
- Members must take all reasonable steps to avoid preventable disasters and should act in accordance with relevant good practice; for example, for UK-based members this will be the Royal Academy of Engineering Guidelines for Warnings of Preventable Disasters. If members are in

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any doubt about the action they should take, they should seek the advice of the Institution.

- Members should take account of the broader public interest - the interests of all stakeholders in any project must be taken properly into account, including the impact on future generations. This must include regard for the impact upon the society and quality of life of affected individuals, groups or communities, and upon their cultural, archaeological and ethnic heritage, and the broader interests of humanity as a whole.

Rule 5: All members shall develop their professional knowledge, skills and competence on a continuing basis and shall give all reasonable assistance to further the education, training and continuing professional development of others.

- All members have a duty to improve and update technical knowledge, and to keep abreast of relevant developments, including new or changed statutory provisions.
- Every member has a duty to be pro-active in the training and continuing professional development of others, especially those for whom the member has line management responsibility.

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