

Royal Charter, Bye-laws, Regulations and Standing orders

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Royal Charter

Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories.

Queen, Head of the Commonwealth, Defender of the Faith: To all to whom these presents shall come, greeting!

Whereas by Royal Charter dated the 4th of May 1934 (hereinafter referred to as “the original Charter”) His Majesty King George the Fifth constituted a body corporate by the name of “The Institution of Structural Engineers” (hereinafter referred to as “the Institution”):

And whereas we, by Supplemental Charter dated the 2 November 1965 (hereinafter referred to as “the Supplemental Charter of 1965”), amended the provisions of the original Charter:

And whereas a humble Petition has been presented unto us by the Institution praying that we would be graciously pleased to grant to it a further Supplemental Charter:

Now therefore know ye that we, having taken the said petition into our Royal consideration, and being minded to accede thereto, have by virtue of our prerogative Royal and of our especial grace, certain knowledge and mere motion, granted and declared and do by these presents for us, our heirs and successors hereby grant and declare as follows:

1. Except in so far as it incorporates the Institution as a body corporate with perpetual succession and a common seal with power to break alter and make anew the said seal from time to time and with power to sue and be sued in all our courts and in all manner of actions and suits and with power to do all other things incidental or appertaining to a body corporate, the original Charter, the Bye-laws made thereunder, and the Supplemental Charter of 1965, are hereby revoked, provided that such revocation shall not affect the validity or legality of any act or thing done thereunder.
2. The objects of the Institution (hereinafter referred to as “the objects”) shall continue to be to promote for the public benefit the general advancement of the science and art of structural engineering in any or all of its branches and to facilitate the exchange of information and ideas relating to structural engineering amongst members of the Institution and otherwise.
3. In pursuance of the objects, but not otherwise, the Institution shall have the following powers:
 - (1) to hold or arrange the holding of examinations and other tests and to grant, award or withhold or revoke certificates, diplomas or other forms of recognition of membership or of knowledge or competence in the profession of structural engineering either alone or in conjunction with other bodies or authorities and to establish and award prizes, scholarships and grants;
 - (2) to promote or hold meetings, exhibitions, conferences, courses and other events, to establish and maintain libraries and collections, to compile records in any form, to encourage, undertake or commission research and to publish, in any form or medium, material relevant to the profession of structural engineering;
 - (3) to promote and maintain the reputation, interests, effectiveness and competence of persons engaged in or joining or associated with the

- profession of structural engineering, and to maintain lists or registers of such persons, and to assess the experience and qualifications of such persons for any purpose;
- (4) to devise, promulgate and enforce high standards of professional conduct for members of the Institution;
 - (5) to establish other bodies with objects similar to those of the Institution, to co-operate with or support any other body whether incorporated or not, and to advise or interact in any way with government or any other authority for any purpose conducive to the objects;
 - (6) to enter into any contract, to acquire any undertaking, to assume any liability or obligation, and to undertake or carry out any trust or agency;
 - (7) subject to such consents as may be required by law, to acquire or dispose of any land, building, or other real or personal property;
 - (8) to borrow money or obtain any form of credit, whether on the security of the property of the Institution or otherwise, to deal with promissory notes, bills of exchange and other instruments, whether transferable or not, to operate bank accounts, and to take out insurances for any purpose in the interests of the Institution;
 - (9) to receive any form of income, to seek and accept any legacy or gift, to invest the monies of the Institution not immediately required for its purposes in any manner, and to appoint and delegate powers to investment managers;
 - (10) to appoint nominees or custodians in relation to any assets of the Institution, and to vest such assets in such nominees or custodians, and to appoint agents;
 - (11) to carry on trade in furtherance of the objects or for purposes ancillary or incidental thereto, and to establish subsidiary companies;
 - (12) to engage and remunerate staff;
 - (13) to establish and maintain benevolent and other charitable funds;
 - (14) to indemnify the members of the Executive Board of the Institution (hereinafter referred to as "the Board") in respect of any liability properly incurred in the course of the performance of their duties for the Institution (provided that such indemnity shall not extend to liability in respect of any breach of trust or duty, or to the costs of an unsuccessful defence to a criminal prosecution brought against such members in their capacity as trustees) and to take out insurance for the purpose of providing such indemnity;
 - (15) to do all such other lawful acts and things as may be necessary for or conducive or ancillary to the promotion or carrying out of the objects or any of them.
4. (1) The income and property of the Institution shall be applied solely towards the promotion of the objects and shall not be paid or transferred directly or indirectly in any form to the members of the Board or of the Institution, provided that nothing herein contained shall prevent the payment in good faith by the Institution

- (a) of reasonable remuneration to any member of the Institution (not being a member of the Board) for services actually rendered to it;
 - (b) of reasonable out of pocket expenses;
 - (c) to a member or members of the Board of remuneration of such amounts as may, while and so long as the Institution is a charity at law, be approved by the Charity Commission;
 - (d) to any member of the Board or to their firm or company of reasonable remuneration in respect of professional or specialist services supplied by him or her or by such firm or company to the Institution when instructed by the other members of the Board to supply such services;
 - (e) of contributions to any charitable fund established under Article 3(13); and
 - (f) of reasonable premiums for trustee indemnity insurance taken out in pursuance of Article 3(14).
- (2) A member of the Board or their firm or company is also authorised to receive remuneration in respect of the supply of professional or specialist services to a wholly owned subsidiary of the Institution when instructed by the directors of such subsidiary to supply such services.
- (3) At no time shall a majority of Board members receive remuneration under Articles 4(1)(d) and 4(2), taken together, and a Board member shall withdraw from any meeting at which his or her instruction or remuneration, or that of the firm or company, is discussed.
5. There shall be such grades of membership of the Institution, with such rights, including voting rights, privileges and obligations, as are specified from time to time in the Bye-laws scheduled to this Our Supplemental Charter (hereinafter referred to as "the Bye-laws").
6. The Institution shall have such officers, with such tenure and functions, as may be specified in the Bye-laws.
7. The management and control of the Institution shall be vested in the Board, which shall be constituted in accordance with the Bye-laws. The Board may exercise all the powers of the Institution under this Our Supplemental Charter (except those which are reserved to the members of the Institution in general meeting), and shall in addition have power
- (a) to make regulations for any purpose relating to the governance, management, structure, finances, membership, and other affairs of the Institution, and for the conduct of members, and in its absolute discretion to decide whether and, if so, which regulations or amendments thereto shall also require approval by the members in general meeting;
 - (b) to establish, dissolve, and (subject to the Bye-laws) to delegate powers and functions to, standing or ad hoc committees consisting of members of the Institution or other persons, and to appoint and delegate to agents;
 - (c) to establish, regulate and dissolve branches or other sub-divisions of the Institution; and

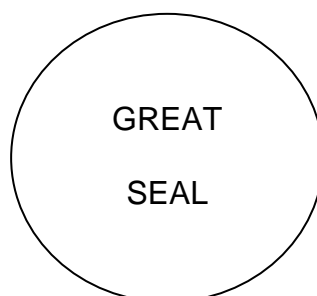
- (d) to provide for the custody and, by regulation, the use of the seal of the Institution.
8. Subject to the provisions of this Our Supplemental Charter, the schedule to it shall have effect, and the Bye-laws may provide for any matter to be further prescribed or regulated in regulations made by the Board. In all respects the provisions of this Our Supplemental Charter shall prevail over the Bye-laws and the Bye-laws shall prevail over the regulations.
- The Bye-laws may be amended, added to or revoked by special resolution of the members (being a resolution passed by a two-thirds majority of the members present (including present by proxy if provided for in regulations), entitled to vote, and voting at a general meeting convened and held in accordance with the Bye-laws): provided that no such amendment, addition or revocation shall be of effect unless approved by our privy council, of which approval a certificate under the hand of the clerk of our said privy council shall be conclusive evidence.
9. The Institution may by special resolution
- (a) amend, add to or revoke any of the provisions of this Our Supplemental Charter, or may amend the name of the Institution as specified in the original charter, provided that no such amendment, addition or revocation shall be effective unless approved by us, our heirs or successors in council or if it would cause the Institution to cease to be a charity at law;
- (b) determine to surrender this Our Supplemental Charter and the original Charter subject to the sanction of us, our heirs or successors in council upon such terms as we or they consider fit, and may wind up or otherwise deal with the affairs of the Institution as directed in such special resolution or in default of such direction as the Board shall see fit having due regard to the liabilities of the Institution for the time being and if, on the winding up or dissolution of the Institution, there remains after the satisfaction of any debts or liabilities any property or funds whatsoever the same shall not be paid or distributed among the members of the Institution or any of them but shall, subject to any special trusts affecting the same, be given or transferred to some other body with objects deemed to be sufficiently similar and whose constitution restricts the distribution of income and property to the same or greater extent as this our supplemental charter.
10. Our Royal will and pleasure is that this Our Supplemental Charter shall ever be construed in every case most favourably to the Institution and the promotion of the objects.

In witness whereof we have caused these our letters to be made patent.

Witness ourself at Westminster the first day of December in the fifty-third year of our reign.

By warrant under the Queen's sign manual

Alex Allan esquire
Clerk of the Crown in Chancery



Bye-laws

Interpretation

1. In these Bye-laws, and the regulations, unless the context otherwise requires, words and phrases defined in the Charter shall bear the same meanings and
 - (a) “**the Board**” means the Executive Board of the Institution;
 - (b) “**the Charter**” means the Supplemental Charter to which these Bye-laws are scheduled, as modified from time to time;
 - (c) “**the Council**” means the council of the Institution;
 - (d) “**delegable functions**” means any function
 - (i) consisting of carrying out a decision of the Board;
 - (ii) relating to the investment or vesting of assets;
 - (iii) relating to the raising of funds other than through trade in pursuance of the charitable objects of the Institution; and
 - (iv) prescribed as such in legislation relating to trustees in England and Wales;
 - (e) “**the Laws of the Institution**” means the Charter, these Bye-laws, the regulations, and all and any standing orders, rules, codes of conduct, professional or ethical guidance notes, or other similar material published from time to time for the observance of members;
 - (f) “**member**” means a member of the Institution in any grade;
 - (g) “**regulations**” means regulations as approved by the members in general meeting as added to or modified from time to time by the Board in accordance with article 7 of the Charter;
 - (h) “**written**” and “**in writing**” mean the visible reproduction of words in any medium;
 - (i) the singular includes the plural, and references to persons include corporations; and
 - (j) references to acts include any statutory modification or re-enactment thereof.

Membership

2. There shall be the following grades of membership of the Institution:
 - (a) Honorary Fellows, who may use the initials “HonFIStructE”
 - (b) Fellows, who may use the initials “FIStructE”
 - (c) Members, who may use the initials “MIStructE”
 - (d) Associates, who may use the initials “AIStructE”

- (e) Associate-Members, who may use the initials “AMIStructE”
 - (f) Technician Members, who may use the initials “TIStructE”
 - (g) Companions
 - (h) Graduates
 - (i) Students
3. The Board shall be responsible for admissions and readmissions to, and removals from, membership but may delegate these functions in accordance with article 7 of the Charter.
- The requirements for application for and admission or readmission to, and grounds for removal from, membership shall be set out in regulations.
4. Subject to regulations, Fellows, Members and Associates may use the description “Chartered Structural Engineer”, Associate-Members may use the description “Incorporated Structural Engineer”, and Technician members may use the description “Technician Member of the Institution of Structural Engineers”.
5. regulations may prescribe the circumstances (if any) in which, and conditions subject to which, members, and companies, partnerships and other organisations whose directors, partners or managers include members of the Institution, may use the collective descriptions “Chartered Structural Engineers” or “Incorporated Structural Engineers” or “Technician Members of the Institution of Structural Engineers”.
6. regulations shall prescribe all matters relating to the nature, content, provision, validation, withdrawal and forfeiture of certificates and other documents or statements of membership.
7. All fees and subscriptions in respect of membership, including fees relating to interviews and examinations, and any other payments due from members for any purpose, shall be determined as prescribed in regulations.
8. Subject to the regulations, a member may be removed from membership without refund of subscription on failing to repay a debt to the Institution, on being in arrears of subscription, on resignation, or for misconduct.
9. Members shall be obliged at all times to uphold the reputation of their profession and to observe the Laws of the Institution. A member may be subject to disciplinary action by the Institution, or by another organisation with which the Institution has entered into an agreement for this purpose, if alleged to have been guilty of misconduct by virtue of
- (a) failing to comply with the laws of the Institution
 - (b) sustaining a conviction or an adverse finding, before any tribunal, court, or other competent authority, in respect of an offence or allegation relevant to membership of the Institution.

The procedure for dealing with complaints against members, and the penalties which the Institution may impose on members found guilty of misconduct, shall be set out in regulations which shall have regard to relevant principles of natural justice and human rights.

General meetings

10. Subject to the laws of the Institution, general meetings of the Institution shall be held at such times and places, and for such purposes, as the Board shall determine.
11. There shall be an Annual General Meeting of the Institution at intervals of not more than fifteen months, to receive the financial statements and balance sheet for the appropriate period and the reports of the Board and the auditors, and to appoint or re-appoint the auditors and to fix, or authorise the fixing of, their remuneration.

All other general meetings shall be called Extraordinary General Meetings.

12. Fellows, Members, Associates, Associate-Members and Technician Members shall be entitled to vote on any question or resolution put to a general meeting, and other members of the Institution shall be entitled to vote to the extent permitted by or under the regulations.
13. Minutes of the proceedings of general meetings shall be kept and shall, subject to the regulations, be open to inspection by members.
14. All other matters relating to notice of, and attendance and procedure (including voting) at, general meetings of the Institution shall be prescribed in regulations.

Officers and staff

15. There shall be a President, not more than five Vice-Presidents, and an Honorary Treasurer of the Institution (hereinafter referred to as the "officers").

All matters relating to the election and terms and period of office of such officers shall be prescribed in regulations. The board may appoint a chief executive (by whatever title determined) of the Institution and may delegate to such chief executive the power to appoint and dismiss other employees of the Institution.

Executive board

16. The board shall consist of at least seven persons and of not more than fifteen persons elected or appointed in accordance with the regulations.

A member of the Board may not resign if this would reduce the number of persons on the board to below the minimum. If, on grounds set out in regulations, the number of persons on the board should fall to below the minimum, the remaining members of the Board may not act except to call a general and/or a council meeting."

17. Subject to the Charter, the board may delegate its delegable functions to committees, or to investment managers or agents. It may delegate further powers and functions provided that in doing so it specifies the conditions within which the delegated powers and functions shall be exercised, that the acts and proceedings of the body to which or person to whom the delegation is made are reported promptly to the board, and that expenditure is incurred by that body or person only in accordance with a budget set by the board. Regulations may provide for all other matters of procedure of the board, including the quorum for meetings.

Council

18. There shall be a council of the Institution constituted in accordance with, and having powers and functions set out in, regulations.

Financial

19. The board shall comply with the requirements of the law of England and Wales and of Scotland relating to charities (for so long as the Institution is a registered charity) and shall in any event ensure that proper books of account are kept recording all assets and liabilities of the Institution, and all receipts, expenditures, and other financial transactions including sales and purchases.
20. The auditors shall be appointed, shall hold office, and shall be regulated, in accordance with such provisions of the law relating to companies as shall be deemed relevant by the board.
21. Monies of the Institution not immediately required for its purposes may be invested by the board in or upon such investments, securities or property as the board sees fit, and the board may delegate its powers in this respect in accordance with regulations.
22. Assets of the Institution may be vested in nominees or custodians in accordance with regulations.

Seal

23. The Board shall provide for the safe custody of the seal of the Institution, and regulations shall prescribe the method of its use.

Regulations

Section 1

Membership admissions, transfers and readmissions

1.1 Student

The applicant at the time of admission shall be studying, or intending to study, on a course leading to Chartered Membership, Associate-Membership or Technician Membership.

1.2 Graduate

The applicant at the time of admission or transfer shall hold an Institution-accredited degree in civil or structural engineering, or an Institution-approved equivalent qualification.

1.3 Companion

The applicant at the time of admission shall

- 1.3.1** be in a profession allied to structural engineering, and
- 1.3.2** have demonstrated an interest in structural engineering and a wish to be associated with the Institution, and
- 1.3.3** have a professional standing equivalent to that of a Fellow.

1.4 Technician Member

The applicant at the time of admission shall

- 1.4.1** hold either an Institution-accredited qualification in civil or structural engineering, or an Institution-approved equivalent qualification, and
- 1.4.2** be engaged in the profession of structural engineering, and
- 1.4.3** have completed appropriate initial professional development, and
- 1.4.4** have passed the Professional Review Interview.

1.5 Associate-Member

The applicant at the time of admission or transfer shall

- 1.5.1** hold either an Institution-accredited qualification in civil or structural engineering, or an Institution-approved equivalent qualification, and
- 1.5.2** be engaged in the profession of structural engineering, and
- 1.5.3** have completed appropriate initial professional development, and
- 1.5.4** have passed the Professional Review (comprising an interview and either the Associate-Membership written examination or the submission of research and/or development work).

1.6 Associate

The applicant at the time of admission or transfer shall

- 1.6.1** hold either an Institution-accredited degree in civil or structural engineering, or an Institution-approved equivalent qualification, and
- 1.6.2** be engaged in the profession of structural engineering, and
- 1.6.3** be domiciled outside the European economic area, and
- 1.6.4** be in a qualified grade of membership of a body with which the Institution has a joint membership agreement, and
- 1.6.5** have passed the Professional Review Interview.

1.7 Member

The applicant at the time of admission or transfer shall

- 1.7.1** hold either an Institution-accredited degree in civil or structural engineering, or an Institution-approved equivalent qualification, and
- 1.7.2** be engaged in the profession of structural engineering, and
- 1.7.3** have completed appropriate initial professional development, and
- 1.7.4** have passed the Professional Review (comprising an interview and either the Chartered Membership examination or the submission of research and/or development work);

or, if applying via the technical report route, shall

- 1.7.5** be engaged in the profession of structural engineering, and
- 1.7.6** have sufficient experience to proceed to the Institution's professional review interview, and
- 1.7.7** have successfully completed a report demonstrating knowledge and understanding of engineering principles, and
- 1.7.8** have passed the technical report route interview, and
- 1.7.9** have passed the Professional Review (comprising an interview and the Chartered Membership examination);

or, if applying via the Associate-Member to member route, shall

- 1.7.10** be engaged in the profession of structural engineering, and
- 1.7.11** be an Associate-Member, and
- 1.7.12** be at least 35 years old, and
- 1.7.13** have at least 15 years' experience and responsibility, and
- 1.7.14** have met the standards required in the core objectives for initial professional development for chartered Membership, and

- 1.7.15** have attained a level of competence comparable to that of a chartered structural engineer, and
 - 1.7.16** have maintained and updated their professional knowledge and skills on a continuous basis, and
 - 1.7.17** have passed the Professional Review (comprising an interview and the Chartered membership examination);
- or, if applying via the European Directive 2005/36/EC route, shall
- 1.7.18** be engaged in the profession of structural engineering, and
 - 1.7.19** be a national of a European Union member state and be legally established in another relevant European state to practise as a structural engineer in that state, and
 - 1.7.20** hold either an Institution-accredited degree in civil or structural engineering, or an Institution-approved equivalent qualification as stated in Directive 2005/36/EC, and
 - 1.7.21** have passed the Professional Review (comprising an interview and the Chartered Membership examination).

1.8 Fellow

The applicant,

- 1.8.1** if already a chartered structural engineer at the time of transfer (i.e. a member or Associate) or a non-member having satisfied the requirements for membership and passed the chartered membership examination, shall
 - 1.8.1.1** be engaged in the profession of structural engineering, and
 - 1.8.1.2** normally be not less than 35 years old, and
 - 1.8.1.3** demonstrate a significant contribution to structural engineering. This contribution should include some or all of the following qualities:
 - show increasing levels of responsibility within the practice of structural engineering including continuing responsibility for the technical aspects of projects or have made a significant personal contribution to research in structural engineering and/or the teaching of structural engineering,
 - show a commitment to the profession through service/involvement with relevant professional bodies,
 - be specialists or innovators in their fields,
 - demonstrate leadership skills, and
 - 1.8.1.4** have at least five years of senior professional experience, and
 - 1.8.1.5** have completed a report (approximately 1,000 words) and (when requested by the Institution) an interview, and

1.8.1.6 have demonstrated continuous professional development over the previous five years, and

1.8.1.7 if an Associate, be domiciled outside the European economic area;

or,

1.8.2 if not in membership of the Institution at the time of admission, may be nominated through the eminent person's route and shall

1.8.2.1 occupy such a position of eminence in the profession of structural engineering that admission as a Fellow would advance the interests of the Institution, and

1.8.2.2 either have made a noteworthy contribution to the profession of structural engineering, or have materially advanced the practice of structural engineering from a technical point of view, and

1.8.2.3 hold either an Institution-accredited degree in civil or structural engineering, or an Institution-approved equivalent qualification, and

1.8.2.4 be engaged in the profession of structural engineering, and

1.8.2.5 normally be at least 50 years old.

No application under this regulation 1.8.2 shall be considered by the Institution until an invitation shall, at the sole discretion of the Executive Board, have been issued following approval by the Executive Board of a citation of about 1,000 words, together with supporting evidence if available, prepared by a lead proposer, who shall be a Fellow of the Institution but who shall not have been directly admitted to Fellowship.

The citation shall be supported by three other Fellows, who shall not have been directly admitted to Fellowship.

The lead proposer and the supporters shall not be employed by the same organisation as the applicant.

1.9 Honorary Fellow

1.9.1 Honorary Fellows shall be distinguished or eminent persons who have rendered, or who may be in a position to render, to the profession of structural engineering or to the Institution such services as entitle them to the distinction of Honorary Fellowship, or whose membership would advance the interests of the profession or the Institution.

1.9.2 Any invitation to a potential Honorary Fellow shall be issued, on the recommendation of the People Awards Panel, at the sole discretion of the Executive Board.

1.10 Academic standard

1.10.1 The academic standard for admission as a chartered or an incorporated structural engineer shall be not less than that of a degree or other qualification in engineering (or related subject) approved by the Institution.

The academic standard for admission as a Technician member shall be not

less than a National Certificate or other equivalent qualification in engineering (or related subject) approved by the Institution.

- 1.10.2** The Membership Committee shall have power from time to time to recognise such academic qualification or academic test as they may deem to be of a standard not lower than the academic standard specified under regulation 1.10.1.

The Membership Committee may withdraw recognition from any academic qualification awarded if it deems that the academic standard has fallen below that approved by the Institution.

1.11 Examinations

The Examinations Panel, on behalf of the Membership Committee, may arrange examinations or approve examinations to be conducted on behalf of the Institution, and shall decide the dates, times and places at which such examinations shall be held, the subjects they shall comprise and the conditions under which candidates may be admitted thereto.

1.12 Interviews

The Applications and Professional Review Panel, on behalf of the Membership Committee, may arrange interviews of applicants for membership.

1.13 Application form

- 1.13.1** Each applicant for membership, for transfer between grades and for readmission (other than an applicant for Honorary Fellowship) shall complete and sign the appropriate application form as prescribed by the Membership Committee, and shall read and sign the following declaration, undertaking and consent:

I have read the Charter, the Bye-laws and the code of conduct. Whilst I am a member I undertake to be governed by the Laws of the Institution for the time being in force, and to accept as final and binding decisions of the Executive Board and the Institution on all matters in which they have jurisdiction. I also undertake to promote the objects of the Institution; to attend Institution meetings as often as I conveniently can, and to endeavour to present to the Institution an original communication relating to structural engineering. I further undertake that, upon the cessation of my membership, I shall cease to describe myself in any way as a member. I have no criminal conviction unspent within the relevant jurisdiction. I am not subject to a bankruptcy order, restriction or undertaking. I have not been subject to an adverse finding by another organisation. There is no further matter that may affect consideration of my application. I agree to the Institution processing data relating to my membership and (where necessary) transferring such data outside the United Kingdom.

- 1.13.2** An applicant unable, for any reason, to sign the declaration, undertaking and consent shall send a full explanation to the Membership Committee, who shall take such action as deemed necessary.

- 1.13.3** A completed application form shall bear the signatures of proposers as follows, that is to say for application as

- 1.13.3.1 a Fellow – the signatures of three Chartered Structural Engineers of whom at least two shall be Fellows (for applications under Regulation 1.8.2, the signatures of the lead proposer and the three supporters referred to in that Regulation);
 - 1.13.3.2 a Member, Associate or Companion – the signatures of three Chartered Structural Engineers including a Fellow;
 - 1.13.3.3 an Associate-Member – the signatures of two Chartered Structural Engineers and of either a third Chartered Structural Engineer or of an Incorporated Structural Engineer;
 - 1.13.3.4 a Technician Member – the signatures of two Chartered Structural Engineers, Incorporated Structural Engineers or Technician Members;
 - 1.13.3.5 a Graduate – the signature of a Chartered Structural Engineer; and
 - 1.13.3.6 a Student – the signature of either a Chartered Structural Engineer or of the professor, head of department or head of the teaching staff (or their representative) of the academic institution in which the candidate is studying.
- 1.13.4 Any person acting as a proposer shall, normally, be known to the applicant. Exceptionally, where the proposer is not known to the applicant, the proposer shall submit a statement explaining the reasons for proposing the application.
- 1.13.5 Where in any special case an applicant declares, with reasons, that they are not personally acquainted with the requisite number of proposers, the Membership Committee, if satisfied with the declaration and the reasons given, may accept an application form signed by such reduced number of proposers as the committee shall think fit.

1.14 Consideration of applications

- 1.14.1 Each completed application form (other than an application relating to regulation 1.8.2, which shall be considered by the Executive Board) shall be considered by the Applications and Professional Review Panel.
- The names of applicants whose forms are found to be in order and to comply with these regulations, and who appear to the panel to be suitable persons, shall be recommended by the panel to the Membership Committee for election.
- 1.14.2 The Application and Professional Review Panel shall report to the Membership Committee listing the names of all applicants (other than applicants for Honorary Fellowship) for admission and for transfer between grades, and the names of all applicants for readmission as Chartered Structural Engineers, Incorporated Structural Engineers and Technician Members, with the panel's recommendation in each case. Only applicants (including applicants under Regulation 1.8.2) who receive an affirmative vote of not less than four-fifths of the Membership Committee members participating in the meeting shall be admitted, transferred or readmitted as the case may be.

- 1.14.3** The Chief Executive shall decide on each application for readmission to the grades of Student, Graduate and Companion (unless the applicant discloses a criminal conviction or bankruptcy or an adverse finding by another organisation or any other matter, in which case the application shall be referred to the Application and Professional Review Panel, which shall make a recommendation to the Membership Committee).

The Chief Executive shall inform the Application and Professional Review Panel of the numbers readmitted to each of the grades of Student, Graduate and Companion, and the panel shall report accordingly to the Membership Committee.

- 1.14.4** The Application and Professional Review Panel shall inform the Membership Committee of the names of all Chartered Structural Engineers, Incorporated Structural Engineers and Technician Members who have resigned from membership, who have been removed from membership under Regulation 3.4.2.3, and who have died since the panel's previous report, and the numbers of Students, Graduates and Companions in each category.

- 1.14.5** The Membership Committee or Application and Professional Review Panel may delay the consideration of any application with a view to making further enquiries.

- 1.14.6** The Membership Committee shall have power to decide conclusively whether the applicant has or has not fulfilled the relevant conditions and may, without giving any reason or explanation, decline to approve any applicant whom they consider undesirable.

1.15 Notification of admission to membership

- 1.15.1** Following the admission of each applicant, the Chief Executive shall notify the applicant accordingly.

- 1.15.2** The Institution may publish details of membership admissions, transfers, readmissions and removals, and the numbers in particular categories.

1.16 Membership appeals

1.16.1 Grounds for an appeal

- 1.16.1.1** An applicant has a right of appeal against any decision in relation to their application for admission, transfer or readmission, or approval to undertake, or failure in, the Professional Review (interview and examination).

- 1.16.1.2** An appeal may be made on the following grounds only:

1.16.1.2.1 extenuating circumstances occurring immediately before or during the application process, interview or examination (as appropriate), and/or

1.16.1.2.2 departure from the Institution's application, interview or examination procedures.

- 1.16.1.3** For the avoidance of doubt, an appeal shall not be considered on the grounds of the relevant panel's

assessment of the application or in relation to a decision of the Membership Committee.

1.16.2 Appeals procedure

- 1.16.2.1** Any appeal shall include the grounds on which it is made and any written supporting evidence, and shall be submitted in writing to the Chief Executive within 30 days of receipt by the applicant of the written notification of the interview or examination result or the decision of the Membership Committee or the Executive Board.
- 1.16.2.2** The Chief Executive (or, in the Chief Executive's absence, the Membership and Education Director) shall review the appeal within 30 days of its receipt to decide if a case exists to review the decision.
- 1.16.2.3** If a case is deemed not to exist, the appeal shall be rejected. The applicant shall be informed of this decision by the Chief Executive or the Membership and Education Director, within 30 days of receipt by the Institution of the appeal.
- 1.16.2.4** If a case is deemed to exist, the appeal shall be referred to the relevant panel. The appeal shall be considered at the next scheduled meeting of the panel following the referral by the Chief Executive or the Membership and Education Director. The panel shall report its decision to the Membership Committee.
- 1.16.2.5** The final decision on the appeal shall rest with the Membership Committee. The Chief Executive or the Membership and Education Director shall inform the applicant of the outcome of the appeal within 30 days of the decision of the Membership Committee.
- 1.16.2.6** If an applicant remains dissatisfied at the outcome of their appeal, the applicant shall have the right of a second appeal. In such cases, the applicant shall write to the President within 30 days of receipt of the letter from the Chief Executive or the Membership and Education Director, notifying the applicant of the outcome of their first appeal, stating the grounds of the second appeal.
- 1.16.2.7** On receipt of the second appeal, the President shall appoint an Appeals Panel to review the appeal. The Appeals Panel shall consist of three Fellows who shall not be connected with any aspect of the interview, examination or application process and who shall have no prior knowledge of the applicant or application. The Appeals Panel shall not normally include the President.
- 1.16.2.8** The Appeals Panel shall consider the second appeal within 90 days of its receipt by the President, and shall report its decision to the Membership Committee.
- 1.16.2.9** The Chief Executive or the Membership and Education Director shall notify the applicant of the outcome of the

second appeal within 30 days of the decision of the Membership Committee.

1.16.2.10 The decision of the Membership Committee shall be final but without prejudice to any separate right of appeal to the Engineering Council upon matters pertaining to inclusion on its register.

1.17 False representation

The Membership Committee shall refer to the Professional Conduct Committee for investigation of any evidence that a member may have been admitted, transferred between grades or readmitted as a result of any false representation, or that a candidate may have gained an unfair advantage in an Institution examination.

1.18 Change of name

A member who changes their name shall immediately inform the Chief Executive and, subject to acceptance of such evidence of the change that the Chief Executive may require, the records of the Institution shall be amended.

1.19 Resignation

Subject to Regulation 4.7, any member may at any time by notice to the Institution resign from membership. A Chartered or an Incorporated Structural Engineer or a Technician Member shall, at the same time, return their membership certificate to the Institution.

A member who resigns shall not be entitled to any refund of subscription. A member who is under financial liability to the Institution may not resign without the sanction of the Executive Board.

A member whose resignation is not received before 31 December in any year shall, notwithstanding their resignation, remain liable to pay the annual subscription for the next ensuing year.

1.20 Death

Upon the Chief Executive being satisfied of the death of any member, the Institution's records shall be amended accordingly.

SECTION 2

RIGHTS AND PRIVILEGES

2.1 'Chartered Structural Engineers', 'Incorporated Structural Engineers' and 'Technician Members'

No company, partnership or other organisation may use the collective description 'Chartered Structural Engineers' or 'Incorporated Structural Engineers' or 'Technician Members of the Institution of Structural Engineers'.

Any member responsible in any way for the control of a company, partnership or other organisation shall ensure its compliance with this Regulation.

2.2 Documents of membership

2.2.1 Membership certificate

2.2.1.1 The Executive Board shall decide the form of the membership certificate. As provided by Regulation 8.2, the common seal of the Institution shall be affixed to each certificate, which shall be signed by the President and the Chief Executive.

2.2.1.2 Each Chartered Structural Engineer, Incorporated Structural Engineer and Technician Member shall be entitled to receive a certificate and to retain it until cessation or suspension of membership, when (unless the member has died) it shall immediately be returned to the Institution, whose property it shall always remain.

2.2.1.3 If a member returns a certificate to the Institution for replacement (in the event of a change of name or for any other reason), or if a certificate is defaced, lost or destroyed, the Membership Committee may, on such evidence to that effect as they may consider satisfactory, and on payment of any fee which the committee may require to be paid, authorise the issue of a replacement or duplicate certificate.

2.2.2 Statements of membership

Upon request, the Institution shall issue a statement concerning the membership status of any member, past member or applicant for membership.

SECTION 3

SUBSCRIPTIONS AND FEES

3.1 Annual subscriptions

Members (other than Honorary Fellows) shall pay annual subscriptions, which shall be determined by the Executive Board and confirmed at an Annual or an Extraordinary General Meeting, notice of which shall include the proposed rates of annual subscriptions, provided that the amounts are approved by a majority of not less than two-thirds of the voting members present and voting.

3.2 Fees

The Executive Board shall decide the amounts of any entrance, transfer, interview, examination, assessment, readmission or other fee or surcharge payable by applicants, candidates or members.

3.3 Payment by applicant of annual subscription and fees

3.3.1 Every applicant for membership shall, on forwarding the application form, pay the current year's subscription for the grade for which application is made (or the subscription for a prerequisite grade pending processing of the application through the Professional Review), and any other fee payable.

An applicant applying between 1 January and 30 September shall pay the proportion of the annual subscription for the remaining months of the current year, commencing with the month following the month of application.

An applicant applying between 1 October and 31 December shall not be required to pay any proportion of the current year's annual subscription, but shall pay in advance the annual subscription for the following year.

3.3.2 Every applicant for transfer between grades of membership shall, on forwarding the application form, pay the balance of the current year's annual subscription, together with any fee payable.

For an applicant applying between 1 January and 30 September, the balance payable shall be the proportion of the annual subscription for the applicant's current grade for the year to the month of application together with the proportion of the annual subscription for the balance of the current year for the grade for which application is made, less the annual subscription paid for the current year.

An applicant for transfer between grades applying between 1 October and 31 December shall pay in advance the annual subscription for the following year for the grade for which application is made.

3.3.3 An applicant who fails to secure membership or transfer between grades shall be entitled to the return of any subscription or entrance or transfer fee paid, but without interest. No other fee shall be returned to the applicant.

3.4 Payment of annual subscriptions

3.4.1 Annual subscriptions shall be payable in advance on 1 January in each year, at least one month prior to which the Institution shall inform each

member of the amount due. No annual subscription shall be payable by a life member.

3.4.2 Unless an arrangement for payment has been agreed between the member and the Institution, and subject to the discretion of the Executive Board, if a member's subscription, fees and any other payments have not been paid in full

3.4.2.1 by 31 January, the member shall not be sent The Structural Engineer or be permitted to access 'My area' of the website, until payment has been received by the Institution;

3.4.2.2 by 31 March, the person shall, subject to Regulation 4.7, on 1 April be removed from membership, but without prejudice to their obligation to pay the subscription, fees and any other payments.

3.4.3 The Executive Board may readmit any person who, for any reason, has ceased to be a member, subject to prior payment of any arrears of subscription, fees and surcharges, the following year's subscription and any readmission fee.

3.5 Power to vary subscriptions and fees

The Executive Board may waive, reduce or refund any subscription or fee paid or payable by any member, and may delegate this power in relation to individual members to the Chief Executive or other person in such terms as it sees fit, provided that the exercise of such delegated power shall be reported regularly to the Resources Panel.

SECTION 4

CODE OF CONDUCT AND DISCIPLINARY POWERS AND PROCEDURES¹

4.1 Code of Conduct

4.1.1 Members shall

1. act with integrity and fairness;
2. have regard to the public interest as well as to the interests of all those affected by their professional activities;
3. uphold the reputation of the profession;
4. maintain and broaden their competence and, where appropriate, assist others so to do;
5. undertake only those tasks for which they are competent;
6. exercise appropriate skill and judgement;
7. not maliciously nor recklessly injure or attempt to injure the reputation of another person;
8. avoid conflicts of interest.

4.1.2 Members shall forthwith disclose to the Institution if they have been convicted of a criminal offence.

4.1.3 The term "Member" shall include all grades of membership set out in the Bye-Laws.

4.2 Professional Conduct Committee ('PCC')

4.2.1 Terms of reference

- 4.2.1.1** To investigate and determine any matter governed by the Code of Conduct in accordance with the Professional Conduct Committee Constitution and Procedures.
- 4.2.1.2** To keep the Code of Conduct, the disciplinary procedures and any relevant documentation under review and, as and when thought fit or when so instructed by the Executive Board of the Institution, to recommend revisions to the Code of Conduct and/or the disciplinary procedures and/or the documentation relating thereto.
- 4.2.1.3** To investigate any misrepresentation of membership of the Institution, and to authorise action to be taken on behalf of the Institution.
- 4.2.1.4** To decide, and keep under review, the terms on which a Member may be licensed to display the Institution's logo, and in the event of misuse, to authorise action to be taken on behalf of the Institution.
- 4.2.1.5** To consider any matters relating to professional conduct referred to the PCC by the Executive Board including, but not limited to, matters under Regulation 4.1.2.

¹ [In reading these Regulations, reference should be made to the accompanying Rules]

4.2.2 Powers

4.2.2.1 If the PCC decides that a Member has failed to comply with the Code of Conduct, it may take any one or more of the following courses of action:

- (1) give guidance to the Member;
- (2) issue a training order to the Member, which order may include for the training to be supervised by a person appointed by the PCC;
- (3) request the Member to issue an apology;
- (4) issue a warning to the Member;
- (5) issue a reprimand to the Member;
- (6) refer the complaint against the Member to the Disciplinary Board.

4.2.2.2 Subject to giving reasonable notice as provided for in the Rules of its intention to the Complainant and the Member, the PCC shall, having regard to the Code of Conduct and the evidence before it in a Complaint, be entitled to adopt such Complaint or to amend or add to such Complaint in such manner as it considers appropriate and this may include adding allegations of the Member's failure to comply with articles of the Code of Conduct which are not relied upon by the Complainant (the 'Formal Complaint'),

4.2.2.3 The PCC may appoint such Advisers as in its sole discretion it deems necessary to assist it in its consideration of a complaint. Any Adviser (if appointed) shall not be a member of the PCC and shall have no vote on the PCC's decision.

4.2.2.4 In the case of a criminal conviction of a Member by a court or other tribunal of competent jurisdiction, which forms the basis of a complaint against the Member or which otherwise comes to the attention of the PCC:

- (1) If not already available to the PCC, it shall obtain and consider verification of the conviction of the Member from the relevant jurisdiction.
- (2) The verification of the conviction shall, unless acceptable evidence to the contrary is available, be deemed to be conclusive evidence that the Member convicted in fact committed the offence.
- (3) Subject to receipt of verification of the conviction of the Member as above, the PCC shall have power to decide if, by reason of the nature of the conviction, there has been a failure by the Member to comply with the Code of Conduct and, if so, the sanction, if any, to be imposed on the Member.
- (4) The PCC shall, in addition to its powers under Regulation 4.2.2.1, have power to impose the sanctions of the

Disciplinary Board set out in Regulations 4.3.2.1(3) and (4).

- 4.2.2.5** The PCC shall have no power to order the payment of compensation or the reimbursement of any legal costs or disbursements, loss of earnings or other costs incurred by a Member, Complainant, Witness or other party, or to impose a financial penalty on the Member.
- 4.2.2.6** The PCC and the Institution shall not be liable to any Member, Complainant, Witness or other person in respect of any legal costs or disbursements or claims for financial loss of any kind.
- 4.2.2.7** If a Member shall fail to comply with a decision of the PCC, subject to the Disciplinary Manager giving the Member not less than 21 days notice of such failure, the PCC shall have power to consider such failure and may take such steps as it deems appropriate as set out in Regulation 4.2.2.1 above without further recourse to the Member.

4.3 Disciplinary Board

4.3.1 Terms of reference

To investigate and determine any matter governed by the Code of Conduct that is referred to the Disciplinary Board by the PCC, including a Complaint ("a Formal Complaint"), in accordance with the Disciplinary Board Constitution and Procedures.

4.3.2 Powers

- 4.3.2.1** If the Disciplinary Board decides that a Member has failed to comply with the Code of Conduct, it may:
- (1) take any one or more of the courses of action in Regulations 4.2.2.1 (1) to (5) above; and/or
 - (2) issue a severe reprimand to the Member; and/or
 - (3) suspend the Member's rights and privileges for up to five years; or
 - (4) expel the Member from the Institution.
- 4.3.2.2** The Disciplinary Board shall have power to appoint such Advisers as in its sole discretion it deems necessary. The Advisers (if appointed) shall not be members of the Disciplinary Board and shall have no vote on the Board's decision.
- 4.3.2.3** The Disciplinary Board shall have power to order that the Institution shall pay any reasonable travelling and overnight expenses of the Complainant and any witnesses relied on by the Complainant or the Disciplinary Board. Except as above, the Disciplinary Board shall have no power to order the payment of compensation or the reimbursement of any legal costs or disbursements, loss of earnings or other costs incurred by any Member, Complainant, Witness or other person, or to impose a financial penalty on the Member.

4.3.2.4 The Disciplinary Board and the Institution shall not be liable to any Member, Complainant, Witness or other person in respect of any legal costs or disbursements or claims for financial loss of any kind.

4.3.2.5 If a Member shall fail to comply with a decision of the Disciplinary Board subject to the Disciplinary Manager giving the Member not less than 21 days notice of such failure, the Disciplinary Board shall have power to consider such failure and may take such steps as it deems appropriate as set out in Regulation 4.3.2.1 above without further recourse to the Member.

4.4 Records of Sanctions

4.4.1 Except in the case of suspension or expulsion, all sanctions shall be recorded on the Member's confidential record on the Institution database for five years. In the case of suspension, the record shall be retained for five years after the end of the period of suspension. In the case of expulsion, the record shall be retained indefinitely.

4.5 Suspension and Permanent Expulsion

4.5.1 A Member who is suspended from membership shall immediately return the membership certificate to the Institution. Such a Member shall not, during the period of suspension, be entitled to exercise any of the rights or privileges of membership of the Institution or to use any title, designatory letters, logo or description implying membership, but shall remain in all other respects subject to the Laws of the Institution and to the exercise of those Laws which the Member may commit during suspension of membership.

4.5.2 A Member who is permanently expelled from membership shall thereupon cease for all purposes to be a Member of the Institution, and shall immediately return the membership certificate to the Institution, and shall not be entitled to use any title, designatory letters, logo or description implying membership or former membership.

4.6 Member Not Entitled to Resign

4.6.1 On receipt by the Institution of written notification of an intended Complaint or a Complaint against a Member, whichever may be the earlier, the Member shall not be entitled to resign from the Institution and any purported resignation shall have no effect. The Member shall be deemed to remain in membership and bound by the Bye-Laws and Regulations of the Institution and a Complaint may be progressed and decided..

4.6.2 The Member shall not be removed from membership of the Institution until all proceedings under these Regulations have been concluded.

4.7 Confidentiality

4.7.1 Without prejudice to Regulation 4.8 the entire proceedings of the PCC or, as the case may be, the Disciplinary Board, including but not limited to communications, submissions and the decision, are confidential to the Complainant, the Member, any representatives, witnesses or advisers of the Complainant or the Member, and members and advisers of the PCC or, as the case may be, the Disciplinary Board. Except in the case of an

appeal to an Appeal Tribunal in accordance with the Procedures of the Disciplinary Board or to the extent that the Institution may be entitled to publish a decision of the PCC or the Disciplinary Board, no information about a complaint or the proceedings to decide a complaint shall be disclosed to any third party at any time.

4.8 The Complainant's Obligations

4.8.1 The Institution shall be entitled not to consider a Complaint unless the Complainant agrees in writing to be bound by these Regulations and Procedures and, in particular, that:

- (1) all documents supplied to the Institution by or on behalf of the Complainant may be disclosed by the Institution to the Member and/or to any other person necessary for the proper consideration of the Complaint by the PCC or a Disciplinary Board in accordance with these Regulations and Procedures
- (2) the Complainant shall fully co-operate with the investigation and consideration of the Complaint;
- (3) the Complainant shall be bound by the Institution's disciplinary rules and regulations, process and procedures; and
- (4) that the Complainant shall keep the Complaint before the PCC and/or before the Disciplinary Board, as the case may be, confidential other than in respect of the Complainant's legal advisers and representatives and/or technical or expert advisers or consultants, all of whom the Complainant shall require to maintain the same confidentiality as that required of the Complainant.

4.9 Compliance with Decisions of The PCC and Disciplinary Board

4.9.1 Members shall comply with any decision of the PCC or the Disciplinary Board, as the case may be, subject to any decision on appeal.

4.10 Reckoning Periods of Time

4.10.1 For the purposes of these Regulations, periods of time shall be reckoned as below.

4.10.1.1 Where an act is required to be done within a specified period after or from a specified date, the period begins immediately after that date.

4.10.1.2 Only working days shall be taken into account in reckoning time.

4.11 Appendices

4.11.1 A glossary of terms is provided in Appendix 1 of the accompanying Rules. The Appendices are provided for guidance only and do not form any part of the Regulations.

SECTION 5

GENERAL MEETINGS – PROCEDURE

5.1 Holding of general meetings

Subject to the provisions of Bye-law 11 and Regulations 5.2 and 5.3, general meetings of the Institution shall be held on such dates and at such times and places as the Executive Board may decide.

5.2 Annual General Meetings

The Annual General Meeting of the Institution shall be held in the month of May.

5.3 Extraordinary General Meetings

5.3.1 The Executive Board may, whenever it thinks fit, call an Extraordinary General Meeting of the Institution.

5.3.2 The Executive Board shall at any time on the requisition of 250 or two per cent of the voting members as at the preceding 1 January (whichever is the lesser number) forthwith proceed to convene an Extraordinary General Meeting.

Every such requisition shall state the objects of the meeting shall be signed by the requisitionists and shall be given to the Institution by leaving it at or sending it by post or email to the office of the Institution. The requisition may consist of several copies, each signed by one or more requisitionist(s).

If the Executive Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or a majority of them, may themselves convene a meeting, but any meeting so convened shall be held within three months from the date of the deposit of the requisition.

A meeting convened under this regulation shall be convened in the same manner, as nearly as possible, as that in which meetings shall be convened by the Executive Board.

Any reasonable expenses incurred by the requisitionists by reason of the failure of the Executive Board duly to convene a meeting shall, if so determined by the meeting, be repaid to the requisitionists by the Institution.

5.4 Business

Only the business which is specified in the notice of a general meeting may be considered at the meeting.

5.5 Notice

5.5.1 A notice (which may be contained in The Structural Engineer) may be given by the Institution to any member either personally or by sending it through the post or by email to the registered address notified by the member to the Institution.

5.5.2 Any notice given by post shall be deemed to have been effectively given not later than 48 hours after it shall have been posted. Any notice given by

email shall be deemed to have been effectively given on the day upon which the email was sent.

5.5.3 At least 21 days' notice in writing of every Annual General Meeting and Extraordinary General Meeting (exclusive both of the day on which the notice is given or deemed to be given and of the day fixed for the meeting), specifying the date, time and place of the meeting and the nature of the business to be transacted thereat, shall be given to every voting member and to the auditors.

5.5.4 The accidental omission to give notice of any meeting to, or the non-receipt of such notice by, any person shall not invalidate any resolution passed or any proceeding at such meeting.

5.5.5 The Executive Board may permit Honorary Fellows, Companions, Graduates or Students or other persons or classes of persons to receive notice of, and to attend, any general meeting, and such persons may be permitted by the chairman of the meeting to speak thereat.

5.6 Quorum

A quorum shall be ten voting members. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.

5.7 Chairman

The President shall preside at all general meetings, or if unable to attend shall nominate a chairman from among the Vice-Presidents, Past Presidents or members of the Executive Board. In the absence of the President and failing such nomination, the meeting shall elect a chairman who shall be one of the Vice-Presidents, Past Presidents or members of the Executive Board, or failing these, the meeting shall elect a chairman who shall be a Fellow of the Institution.

5.8 Votes

5.8.1 Every Chartered Structural Engineer, Incorporated Structural Engineer and Technician Member whose subscription, and every other sum which shall be due and payable to the Institution in respect of their membership, has been paid (or with whom the Institution has agreed an arrangement for payment) shall be entitled to be present at any general meeting and, upon a show of hands and in a poll of the membership, such member shall have one vote, and is referred to in these regulations as a 'voting member'.

5.8.2 In the case of an equality of votes, either on a show of hands or in a poll, the chairman of the meeting shall be entitled to a further or casting vote.

5.9 Motions

At all general meetings, a motion put to the vote of the meeting shall be decided on a show of hands by a majority of the voting members present in person and voting, unless before or upon the declaration of the result of the show of hands, a poll is demanded by the chairman in writing or by at least 20 voting members present. Proxies shall not be allowed.

A declaration by the chairman of the meeting that a motion has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book shall be

conclusive evidence thereof, without proof of the number or proportions of the votes recorded in favour of, or against, such motion.

Such declaration by the chairman shall not be invalidated by the fact that a person or persons voted who was or were not duly qualified to vote.

5.10 Poll

5.10.1 If a poll is demanded in accordance with regulation 5.9, it shall be taken on such date and at such time and place and in such manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

A poll may be taken by means of voting papers circulated through the post or by email to voting members and returned by them by post or by email, or in any other manner which the chairman may deem convenient, and on a poll taken by means of voting papers it shall not be necessary for members to attend personally to record their votes.

5.10.2 No poll may be demanded on the election of the chairman of a meeting, or on any question of adjournment.

5.10.3 The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

5.11 Adjournment

5.11.1 With the sanction (by simple majority vote) of any meeting at which a quorum is present, the chairman may adjourn the meeting from time to time and from place to place as the chairman shall determine.

If within 30 minutes of the notified starting time of the meeting, a quorum is not present or if there is no chairman, the meeting shall be adjourned from time to time and from place to place as the majority of voting members who are present shall decide.

5.11.2 Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as notice of the original meeting. Members shall not otherwise be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

No business shall be transacted at an adjourned meeting other than the business that might have been transacted at the meeting from which the adjournment took place.

5.12 Publication of proceedings

No person shall report for publication the proceedings at any meeting without the previous written consent of the Executive Board.

5.13 Minutes

The book or books containing the minutes of proceedings of general meetings shall, by prior arrangement, be open to the inspection of any Chartered Structural Engineer, Incorporated Structural Engineer or Technician Member. Other than in accordance with Regulation 10.1.2.2, no person shall have any right to inspect any

other Institution document, record, account or book (other than books in the library)
unless authorised to do so by the Executive Board.

SECTION 6

OFFICERS, EXECUTIVE BOARD, COUNCIL AND COMMITTEES

6.1 Officers

6.1.1 There shall be the following officers of the Institution, each of whom (subject to Regulation 6.4.8) shall be a Fellow, who has served on the Council and satisfies current Continuing Professional Development requirements:

6.1.1.1 a President,

6.1.1.2 not more than five Vice-Presidents, and

6.1.1.3 an Honorary Treasurer.

6.1.2 Subject to regulations 5.7, 6.2.4.5 and 6.3.3.5, the President shall chair general meetings, meetings of the Executive Board and the Council, and such other meetings as may be set down in standing orders.

Between meetings of the Executive Board, the President shall have power to act on behalf of the Executive Board in all matters of day-to-day management of the work of the Institution (for the avoidance of doubt, this does not include changes to regulations and changes that would commit the Institution irrevocably and substantially, both of which matters shall always be referred to the Executive Board for decision).

In so doing, the President may consult with such of the other officers, Past Presidents, committee or panel chairmen or others, and may direct that a special meeting of the appropriate committee or panel be convened to advise the President.

At the next meeting of the Executive Board, the President shall submit for information and approval a report of any decisions taken.

6.1.3 The Honorary Treasurer shall be a member of the Resources Panel, the Audit Liaison and Risk Panel and the Remuneration and Conditions of Employment Panel. Upon the approval by the Executive Board of the annual consolidated financial statements, the Honorary Treasurer shall (in addition to the President) sign the statements on behalf of the Executive Board.

The Honorary Treasurer shall be a signatory to formal communications with the auditors. The Honorary Treasurer shall chair any conference of regional group honorary treasurers.

6.2 Executive Board

6.2.1 Terms of reference

6.2.1.1 The Executive Board shall act with the advice of the Council and its committees to

6.2.1.1.1 define the Institution's strategy and policy and

6.2.1.1.2 identify, discuss and approve those measures necessary to ensure the professional, technical and financial future of the Institution.

6.2.1.2 It shall do this by

6.2.1.2.1 delegating the implementation of its decisions to its committees and/or to the Chief Executive,

6.2.1.2.2 taking any necessary decisions, particularly where there is no established practice, and

6.2.1.2.3 being the trustees of the Institution, with the duties listed under regulation 6.2.2.

6.2.2 Duties

The Executive Board shall

6.2.2.1 be the charity trustees of the Institution,

6.2.2.2 ensure that the Institution complies with all relevant laws and regulations and with the requirements of the Charity Commission,

6.2.2.3 ensure compliance with the objects and values of the Institution, and with its Charter and Bye-laws,

6.2.2.4 approve policies, plans and forecasts, and ensure the provision of adequate resources to achieve the Institution's objects, and monitor performance against them,

6.2.2.5 ensure the financial strength and good performance of the Institution,

6.2.2.6 approve the annual report and accounts of the Institution,

6.2.2.7 set and maintain a framework of delegation and internal control,

6.2.2.8 approve all policies and decisions on matters that might create significant risk (financial or otherwise) to the Institution,

6.2.2.9 receive and consider the advice of the Council,

6.2.2.10 deal with the appointment (and, if necessary, the dismissal) of the Chief Executive,

6.2.2.11 support the Chief Executive and the secretariat in implementing decisions made by the Executive Board and committees,

6.2.2.12 act with integrity, avoid any personal conflict of interest and ensure that the Institution's assets are not used for any purpose other than pursuance of its objects,

6.2.2.13 use reasonable skill and care in their work as trustees, and obtain professional advice where relevant, and

6.2.2.14 act as the final arbiter in appeals by staff relating to discipline, capability and grievance.

6.2.3 Constitution

6.2.3.1 The Executive Board shall comprise 12 persons, namely,

6.2.3.1.1 the President,

6.2.3.1.2 not more than three Vice-Presidents,

6.2.3.1.3 not more than three recent Past Presidents, and

6.2.3.1.4 Council members.

6.2.3.2 The chairmen of the Membership and Engineering Practice committees and of the Resources and Communications panels (if they are not members of the Executive Board) shall attend Executive Board meetings in order to report to the Executive Board in respect of matters for which their bodies have responsibility.

6.2.3.3 The Executive Board may invite specialist advisers to attend throughout or for part of any of its meetings.

6.2.3.4 Persons attending Executive Board meetings in accordance with regulations 6.2.3.2 and 6.2.3.3

6.2.3.4.1 shall not thereby become members of the Executive Board,

6.2.3.4.2 may contribute to the proceedings only by invitation of the chairman of the meeting,

6.2.3.4.3 shall leave any part of or the rest of the meeting upon request of the chairman, and

6.2.3.4.4 may not vote on any matter to be decided by the Executive Board.

6.2.4 Meetings

6.2.4.1 The Executive Board shall meet at least five times a year.

6.2.4.2 Additional meetings of the Executive Board shall be convened whenever the Executive Board shall so resolve or the President so determine. The Chief Executive may convene an emergency meeting of the Executive Board.

6.2.4.3 A meeting of the Executive Board shall also be called by the Chief Executive upon a requisition, signed by not less than seven members of the Executive Board, being delivered to the office of the Institution. If the Chief

Executive shall fail to do so within seven days of service of the requisition, the signatories may convene a meeting.

- 6.2.4.4** The President may cancel or postpone any meeting of the Executive Board provided reasonable notice is given.
- 6.2.4.5** Meetings of the Executive Board shall be chaired by the President or, in the absence of the President, by the senior Vice-President present or, in the absence of all the Vice-Presidents, by a Past President elected by the meeting. The chairman shall have a further or casting vote.
- 6.2.4.6** The quorum shall be seven, when the meeting proceeds to business.
- 6.2.4.7** The Chief Executive shall be entitled to attend and speak at meetings of the Executive Board, but not to vote.
- 6.2.4.8** In this Regulation 6.2.3, a 'meeting' shall include the organised interaction of members of the Executive Board by means of telephone or audio conferencing or by electronic means, or by means of any other form of technology whether in existence at the coming into effect of this Regulation or not, where conducted in accordance with standing orders made by the Executive Board for this purpose.

A committee chairman or a specialist adviser may be in attendance at a meeting in accordance with regulations 6.2.3.2 and 6.2.3.3 by such means as aforesaid. A resolution or decision of the Executive Board may be given effect by any means authorised by, and subject to, such procedures as are specified for this purpose in such standing orders.

6.2.5 Standing orders

The Executive Board may approve standing orders to govern its procedures and those of the Council, committees and other groups, and may otherwise regulate itself as it thinks fit.

6.2.6 Casual vacancy

Notwithstanding any casual vacancy on the Executive Board, the Executive Board may continue to act, provided that if its number is reduced to less than seven it may act only to fill the vacancies or to summon a general meeting.

6.3 Council

6.3.1 Function and terms of reference

The Council shall

- 6.3.1.1** determine the core values of the Institution and monitor their implementation,
- 6.3.1.2** promote structural engineering and the Institution,

- 6.3.1.3** monitor the implementation of the Institution's aims and strategy,
 - 6.3.1.4** monitor the activities of the Executive Board,
 - 6.3.1.5** elect for the following year a President and up to three Vice-Presidents, one of whom shall be designated Senior Vice-President, and ratify the nominations made by the Nominations Committee
 - 6.3.1.5.1** for election for the following year as Vice-Presidents (other than the Vice-Presidents elected by the Council),
 - 6.3.1.5.2** for election for the following three years as ordinary members of the Council,
 - 6.3.1.5.3** for appointment for the following year as past presidents on the Council, and
 - 6.3.1.5.4** for co-option for the following year to the Council,
 - 6.3.1.6** elect Council members to the Executive Board,
 - 6.3.1.7** act as a forum for the interaction of regional groups and members generally,
 - 6.3.1.8** debate topics relating to the profession,
 - 6.3.1.9** receive reports on developments affecting the Institution and the profession,
 - 6.3.1.10** discuss developments relating to regional groups, and
 - 6.3.1.11** provide high-level guidance to the Executive Board to inform medium- and long-term strategies.
- 6.3.2 Constitution**
- 6.3.2.1** The Council shall comprise
 - 6.3.2.1.1** the President,
 - 6.3.2.1.2** not more than five Vice-Presidents,
 - 6.3.2.1.3** not more than four recent past Presidents,
 - 6.3.2.1.4** the chairman of every branch in the United Kingdom and the Republic of Ireland (or their alternate) (each of whom shall be a Chartered Structural Engineer),
 - 6.3.2.1.5** the chairman of every division and group (each of whom shall be a Chartered Structural Engineer),
 - 6.3.2.1.6** 30 ordinary members (each of whom shall be a voting member of the Institution),

6.3.2.1.7 not more than five co-opted members (each of whom shall be a member of the Institution), and

6.3.2.1.8 elected members of the Executive Board, in their second year of office, not otherwise members of the Council.

6.3.2.2 A corresponding member may be appointed by each section (each of whom shall be a member of the Institution).

6.3.3 Meetings

6.3.3.1 The Council shall meet at least three times a year.

6.3.3.2 Additional meetings of the Council shall be convened whenever the Council shall so resolve or the President shall so determine. The Chief Executive may convene an emergency meeting of the Council.

6.3.3.3 A meeting of the Council shall also be called by the Chief Executive upon a requisition, signed by not less than ten members of the Council, being delivered to the office of the Institution. If the Chief Executive shall fail to do so within seven days of service of the requisition, the signatories may convene a meeting.

6.3.3.4 The President may cancel or postpone any meeting of the Council provided reasonable notice is given.

6.3.3.5 Meetings of the Council shall be chaired by the President or, in the absence of the President, by the senior Vice-President present or, in the absence of all the Vice-Presidents, by a Past President elected by the meeting. The chairman shall have a further or casting vote.

6.3.3.6 The quorum shall be 20, when the meeting proceeds to business.

6.3.3.7 The Chief Executive shall be entitled to attend and speak at meetings of the Council, but not to vote.

6.3.3.8 In this regulation 6.3.3, a 'meeting' shall include the organised interaction of members of the Council by means of telephone or audio conferencing or by electronic means, or by means of any other form of technology whether in existence at the coming into effect of this regulation or not, where conducted in accordance with standing orders made by the Executive Board for this purpose.

A resolution or decision of the Council may be given effect by any means authorised by, and subject to, such procedures as are specified for this purpose in such standing orders.

6.4 Elections and appointments

6.4.1 President

On the recommendation of the Nominations Committee, the Council shall elect, from among the Vice-Presidents, the President for the following year.

6.4.2 Vice-Presidents

6.4.2.1 On the recommendation of the Nominations Committee, the Council shall elect up to three Vice-Presidents, one of whom shall be designated Senior Vice-President for the following year.

6.4.2.2 Each year the Institution shall send to each voting member an invitation (which may be contained in *The Structural Engineer*) for the nomination by ten voting members of any Fellow for election as a Vice-President for the following year.

The nomination paper shall state the office for which the candidate is nominated and shall include the assent of the candidate to accept office and serve on at least two committees or panels, if elected. The signatures of those nominating the candidate may be provided on one or more copies of the nomination paper.

The date by which nomination papers shall be delivered to the office of the Institution shall be no less than 28 days after the date on which the invitation is issued.

6.4.2.3 On the recommendation of the Nominations Committee, the Council may nominate additional candidates for election by voting members as Vice-President for the following year.

6.4.3 Past Presidents

On the recommendation of the Nominations Committee, the Council shall appoint not more than four recent past Presidents to the Council for the following year.

6.4.4 Branch chairmen

Branch chairmen shall be appointed to the Council and alternates shall be appointed as necessary, in accordance with branch regulations.

6.4.5 Division and group chairmen

Division and group chairmen shall be appointed to the Council in accordance with division and group regulations and alternates shall be appointed as necessary, in accordance with division and group regulations.

6.4.6 Co-opted members

On the recommendation of the Nominations Committee or of its own volition, the Council may co-opt not more than five members for the current or the following year.

6.4.7 Ordinary members of the Council

6.4.7.1 No member who has held office as an ordinary member of the Council (except for the purpose of filling a casual vacancy) shall be eligible for re-election as an ordinary member until at least one year has elapsed since the date of their retirement from office.

6.4.7.2 Each year the Institution shall send to each voting member an invitation (which may be contained in The Structural Engineer) for the nomination by ten voting members of any voting member (who satisfies current Continuing Professional Development requirements) as an ordinary member of the Council for the following three years.

The nomination paper shall state the office for which the candidate is nominated and shall include the assent of the candidate to accept office and to serve on at least two committees or panels, if elected. The signatures of those nominating the candidate may be provided on one or more copies of the nomination paper.

The date by which nomination papers shall be delivered to the office of the Institution shall be no less than 28 days after the date on which the invitation is issued.

6.4.7.3 On the recommendation of the Nominations Committee, the Council may nominate additional candidates for election by voting members as ordinary members of the Council for the following three years.

6.4.7.4 The Nominations Committee shall ensure that at least 11 candidates (nominated under Regulation 6.4.7.2 and Regulation 6.4.7.3) are put forward for election by voting members each year.

6.4.8 Council Election

6.4.8.1 Each candidate for election as an ordinary member of the Council shall be allocated to an electoral region according to their registered address as at 1 January each year.

The electoral regions in the United Kingdom, the Channel Islands, the Isle of Man and the Republic of Ireland shall be based on branches. The minimum number of ordinary members of the Council from any one electoral region shall be one (apart from region 11, the minimum number for which shall be two), subject to the nomination of sufficient candidates.

The electoral regions shall be as follows:

Electoral regions	Regional groups
1	Lancashire and Cheshire
2	Scottish, Northern Ireland and Republic of Ireland

3	Yorkshire and Northern counties
4	Bedfordshire and adjoining counties, East Anglian and East Midlands
5	Midland counties and Wales
6	Devon and Cornwall, Western counties and Southern
7	Thames Valley and Surrey
8	North Thames
9	South-Eastern counties
10	Rest of Europe, Middle East, Africa and the Americas
11	Hong Kong
12	Asia and Pacific.

6.4.8.2 Not later than 31 July, the Institution shall issue to each voting member a list of all candidates for election as Vice-Presidents and to the Council and a voting document.

The list of candidates shall indicate which candidates were nominated by Council and which were nominated by voting members, and shall include for each candidate in the latter category the nominators' names.

In the event of a candidate named in the voting document ceasing by death or otherwise to be a member of the Institution after the voting document has been prepared the voting document shall not be invalidated and the election shall proceed with respect to the remaining candidates.

The Council shall decide the form of the voting document and arrangements for its issue to and return by voting members; and arrangements for counting the votes cast and the declaration.

6.4.8.3 Each voting member shall have a number of votes equal to the number of vacancies for candidates as Vice-Presidents, and ten votes for candidates as ordinary members of the Council, but shall not be required to cast them all. If there is an equality of votes in favour of two or more candidates, one or more of whom must be unsuccessful, the declaration shall so state, and the current Council shall determine by ballot (and, in the case of an equality of votes at that stage, the President shall be entitled to a further or casting vote) which of the candidates are to be successful and which unsuccessful.

6.4.9 Executive Board

6.4.9.1 Following the declaration of the result of the Council election

6.4.9.1.1 the Director, Administration, shall invite members of the Council for the following year to consider standing for election to the Executive Board, and

- 6.4.9.1.2** the current Council, upon its adoption of the recommendations of the Nominations Committee, shall

 - 6.4.9.1.2.1** appoint not more than three Vice-Presidents and not more than three recent Past Presidents to the Executive Board for the following year (for the avoidance of doubt, there shall be no election for those Executive Board positions), and
 - 6.4.9.1.2.2** nominate, from among the members of the Council for the following year, candidates for election to the Executive Board.
- 6.4.9.2** Subsequently, the Director, Administration, shall inform the members of the Council for the following year of the names of those appointed, and of those nominated by the current Council for election, to the Executive Board.
- 6.4.9.3** Each prospective candidate (other than candidates nominated in accordance with Regulation 6.4.8.1.2.2) shall arrange the completion of a nomination paper, which shall be signed by three members of the current Council and shall include the assent of the candidate to accept office, and shall return it to the Director, Administration.
- 6.4.9.4** Each candidate, by the time their term of office on the Executive Board would commence, shall have been a member for at least one year of the Council and also of the Engineering Practice Committee or the Membership Committee or the Communications Panel or the Resources Panel.
- 6.4.9.5** The current Council shall decide the form of the voting document and arrangements for the election. A voting document, containing the names of candidates nominated in accordance with regulations 6.4.8.1.2.2 and 6.4.8.3, shall be issued to each member of the current Council by the Director, Administration.
- 6.4.9.6** The term of office of members elected to the Executive Board shall be two years, and the candidates securing the highest numbers of votes shall fill the vacancies on the Executive Board; provided that

 - 6.4.9.6.1** for the election in 2008, at least half of the vacancies subject to election shall be filled for two years by candidates securing the highest numbers of votes, and the remaining vacancies shall be filled for one year by candidates securing the next highest numbers of votes; and

6.4.9.6.2 in the event of an equality of votes in favour of two or more candidates one or more of whom must be unsuccessful, a further voting document containing the names of those candidates shall be issued to each member of the current Council by the Director, Administration, and the candidate or candidates securing the higher or highest number of votes shall fill the remaining vacancy or vacancies on the Executive Board; provided that, in the event of an equality of votes between candidates at that stage, the President, on the advice of the nominations committee, shall determine which are to be successful and which unsuccessful.

6.4.9.7 The Director, Administration, shall issue a declaration of the result to the current Council and to the members of the Council for the following year.

6.4.10 Honorary Treasurer

The Executive Board for the following year shall elect an Honorary Treasurer from among the members of the Executive Board for the following year. The incoming President shall decide the method and time of the election, which shall take place after the election of the Executive Board for the following year and before the end of the current year.

6.5 Transitional arrangements

The President, the other officers, members of the Executive Board, the Council (other than ordinary members), committees and panels, and regional group officers and committee members, in office on 2 October 2008 shall remain in office until 31 December 2008. Ordinary members of the Council elected in 2005, 2006 and 2007 shall remain in office until 31 December 2008, 2009 and 2010 respectively.

6.6 Session

As from 2009, the Institution year shall commence on 1 January, when the incoming President, the other officers, members of the Executive Board, the Council, committees and panels, and regional group officers and committee members, shall take office.

6.7 Vacation of office

6.7.1 The office of officer or member of the Executive Board or the Council shall be vacated if such officer or member,

6.7.1.1 being a member of the Executive Board, resigns by notice to the Institution (but only if at least two Executive Board members will remain in office when the notice of resignation is to take effect), or

6.7.1.2 being the President or a Vice-President, ceases to be a Fellow, or

6.7.1.3 being the Honorary Treasurer, ceases to be a voting member, or

- 6.7.1.4 being a member of the Executive Board, is disqualified from acting as a trustee by virtue of section 72 of the *Charities Act 1993* (or any statutory re-enactment or modification thereof), or
 - 6.7.1.5 being a member of the Executive Board or the Council, ceases to be a member of the Institution, or
 - 6.7.1.6 being a member of the Executive Board, is absent from more than two successive meetings of the Executive Board without giving adequate explanation to the Executive Board, and the Executive Board resolves that the member has vacated office, or
 - 6.7.1.7 being a member of the Executive Board, if, at a meeting of the Executive Board specially convened for the purpose, at which not less than two-thirds of the members of the Executive Board are present, a resolution is passed by not less than three-fourths of those present and voting on the motion declaring the member's office to be vacated, or
 - 6.7.1.8 is adjudged bankrupt or becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs, or
 - 6.7.1.9 is removed from office by resolution of the voting members in general meeting.
- 6.7.2 Any casual vacancy among the officers other than the President, or on the Executive Board or the Council, may be filled by the Council from among the Council members. A casual vacancy in the office of President shall be filled by the Council from among the Vice-Presidents or the Past Presidents on the Council. Any person appointed to fill a casual vacancy shall hold office only for the remainder of the previous incumbent's term of office. The filling of a casual vacancy shall not be deemed itself to create a casual vacancy.

6.8 Committees, panels and task groups

The Executive Board may establish, and may disband, committees, panels and task groups, which may consist of members of the Institution and other persons, provided that any committee, panel or task group formed to consider changes in the Charter or the Bye-laws shall consist of Chartered Structural Engineers, Incorporated Structural Engineers or Technician Members, and that in no case shall the number of persons who are not members of the Institution appointed to any committee or panel exceed one-fourth of its total membership. The chairman of each committee shall be a voting member of the Institution. All committees, panels and task groups shall conform to the standing orders and any other directions given to them by the Executive Board and, subject to such directions, may regulate their procedures as they think fit. All acts and proceedings of each committee, panel and task group appointed by the Executive Board shall be fully and promptly reported to the Executive Board.

6.9 Minutes

The Executive Board shall cause proper minutes to be made and kept of the proceedings of all general meetings and of meetings of the Executive Board, the Council, committees, panels and task groups, and such minutes, if signed by the chairman of the meeting, or by the chairman of the next succeeding meeting of the

same body, shall be conclusive evidence without any further proof of the facts therein stated.

6.10 Validity of bona fide acts

All acts bona fide done by the Executive Board, the Council or any committee, panel or task group, or by any person acting as a member of the Executive Board, shall, notwithstanding it be afterwards discovered that there was some defect in the conduct of any meeting or in the appointment of any such person, or that they or any of them were disqualified, be valid as if the meeting had been properly conducted and every such person had been duly appointed and was qualified to be a member of the Executive Board, the Council, committee, panel or task group.

SECTION 7

REGIONAL GROUPS

7.1 Regional groups

- 7.1.1 The Executive Board may establish regional groups of members in any part of the world in order to further the interests of members and the Institution, and may disband them.
- 7.1.2 A regional group in any part of the United Kingdom, the Channel Islands, the Isle of Man or the Republic of Ireland shall be known as a 'branch'.
- 7.1.3 A sub-group affiliated to a branch shall be known as a 'section'.
- 7.1.4 A regional group in the People's Republic of China (except Hong Kong) shall be known as a 'group'.
- 7.1.5 Any other regional group shall be known as a 'division'.
- 7.1.6 The regulations of each regional group shall define, *inter alia*, its name and geographical area, and arrangements for meetings and appointment to office.

7.2 Branches

- 7.2.1 Subject to Regulation 7.2.2, the Executive Board may establish a branch of its own volition, or on the written application of at least 50 voting members, including at least 15 Fellows.
- 7.2.2 Notice of the intended formation of a branch shall be published to all members, and the Executive Board may not sanction the formation of the branch until at least one month after publication of the notice. If, within that period, objections to the formation of the branch are received from the committee of any branch or from at least 20 voting members, the decision on the matter shall be made by a general meeting.
- 7.2.3 Each branch shall, within three months of its establishment, prepare its own regulations, which shall require the agreement of its voting members and the approval of the Executive Board. Any branch may alter, add to or revoke its regulations in like manner. Each branch shall also conform to the standing orders and any other directions given to it by the Executive Board and, subject to its regulations and such directions, may regulate its procedures as it thinks fit.
- 7.2.4 All members with a registered address within the area covered by a branch shall, *ipso facto*, be members of that branch, but any member may request the Institution to transfer their membership to another branch.
- 7.2.5 No branch may charge any entrance fee or subscription, or require the submission of any form of application for membership of the branch.
- 7.2.6 Each branch shall be managed by a committee consisting of at least seven branch members who are voting members of the Institution, and such others as its regulations may provide. In accordance with its regulations, each branch shall elect a chairman (who shall be a Chartered Structural Engineer), a secretary and a treasurer, and such others as its regulations may provide.

- 7.2.7** The treasurer of each branch (other than a branch in the Republic of Ireland) shall submit to the resources panel annually on request a statement of proposed expenditure for the following year.

Subject to approval of the statement by the resources panel, the Institution shall pay invoices, authorised by the branch treasurer, up to the total approved. Further expenditure may be incurred by the branch only with the agreement of the Resources Panel.

- 7.2.8** The treasurer of a branch in the Republic of Ireland shall submit to the Resources Panel annually on request a statement of proposed expenditure for the following year. Subject to approval of the statement by the Resources Panel, the Institution shall remit funds to the branch to meet its expenditure.

- 7.2.9** The treasurer of each branch shall furnish to the Chief Executive on request financial statements relating to its activities.

7.3 Sections

- 7.3.1** Subject to the agreement of the committee of the branch to which the section is to be affiliated, the Executive Board may establish a section of its own volition, or on the written application of at least 25 voting members.

- 7.3.2** Each section shall, within three months of its establishment, prepare its own regulations, which shall require the agreement of its voting members and of the committee of the branch to which it is affiliated and the approval of the Executive Board.

Any section may alter, add to or revoke its regulations in like manner. Each section shall also conform to the standing orders and any other directions given to it by the Executive Board and, subject to its regulations and such direction, may regulate its procedures as it thinks fit.

- 7.3.3** All members with a registered address within the area covered by a section shall, *ipso facto*, be members of that section, but any member may withdraw from the section by notice to the Institution.

- 7.3.4** No section may charge any entrance fee or subscription, or require the submission of any form of application for membership of the section.

- 7.3.5** Each section shall be managed by a committee consisting of at least three section members, and such others as its regulations may provide. In accordance with its regulations, each section shall elect a chairman (who shall be a voting member), a secretary and a treasurer, and such others as its regulations may provide.

- 7.3.6** The treasurer of each section shall submit to the Resources Panel annually on request a statement of proposed expenditure for the following year. Subject to approval of the statement by the Resources Panel, the Institution shall pay invoices, authorised by the section treasurer, up to the total approved. Further expenditure may only be incurred by the section with the agreement of the Resources Panel.

- 7.3.7** The treasurer of each section shall furnish to the Chief Executive on request financial statements relating to its activities.

7.4 Groups and divisions

- 7.4.1** The Executive Board may establish a group or a division of its own volition, or on the written application of at least ten voting members.
- 7.4.2** Each group and division shall, within three months of its establishment, prepare its own regulations, which shall require the approval of the Executive Board. Any group or division may alter, add to or revoke its regulations in like manner. Each group and division shall also conform to the standing orders and any other directions given to it by the Executive Board and, subject to its regulations and such direction may regulate its procedures as it thinks fit.
- 7.4.3** All members with a registered address within the area covered by a group or division shall, *ipso facto*, be members of that group or division, but any member may withdraw from the group or division by notice to the Institution.
- 7.4.4** No group or division may charge any entrance fee or subscription, or require the submission of any form of application for membership of the group or division.
- 7.4.5** Each group or division shall be managed by a committee consisting of at least three members and such others as its regulations may provide. In accordance with its regulations, each group or division shall elect a chairman or a co-ordinator (who shall be a voting member), a secretary and a treasurer, and such others as its regulations may provide.
- 7.4.6** The treasurer of each group and division shall submit to the Resources Panel annually on request a statement of proposed expenditure for the following year. Subject to approval of the statement by the Resources Panel, the Institution shall remit funds to the group or division to meet its expenditure.
- 7.4.7** The treasurer of each group and division shall furnish to the Chief Executive on request financial statements relating to its activities.

7.5 Specialist groups

The Executive Board may establish, and may disband, study or other specialist groups, which may consist of members of the Institution and other persons. The chairman of each such group shall be a voting member of the Institution. Each specialist group shall conform to the standing orders and any other directions given to it by the Executive Board and, subject to such directions, may regulate its procedures as it thinks fit.

7.6 Representatives and corresponding members

The Executive Board may appoint representatives (members who further, in their regions, the professional interests of other members and of the Institution), corresponding members (members who contribute to the work of the Council, or of a committee, panel or task group, without attending meetings) and other persons as may be deemed expedient for the effective work of the Institution.

SECTION 8

USE OF SEAL

8.1 Custody

The Chief Executive shall provide for the safe custody of the common seal of the Institution.

8.2 Authority to affix

The seal shall be affixed to each membership certificate. Additionally, the seal may be affixed, on the authority of the Executive Board, to any other document.

8.3 Procedure

The seal shall be affixed by the Chief Executive or the Membership and Education Director, or by such other person authorised by the Executive Board. The Chief Executive or the Membership and Education Director shall include each sealing on a register and shall authenticate the entry by signature.

SECTION 9

INVESTMENT AND MANAGEMENT OF ASSETS

9.1 Appointment of Investment Manager

9.1.1 The Executive Board may appoint, on such reasonable terms as to remuneration and otherwise as it sees fit, an Investment Manager ('the Investment Manager') who is considered to be competent to act in that capacity, and is either:

9.1.1.1 an individual with substantial experience of investment management who is an authorised person within the meaning of the Financial Services and Markets Act 2000, or

9.1.1.2 a company or firm which is either an authorised person or an exempt person under the Financial Services and Markets Act 2000 (Exemption) Order 2001 (except persons within paragraph 44 of the Schedule thereto).

9.1.2 The Executive Board may delegate to the Investment Manager the exercise of any or all of the Executive Board's investment management functions, including (where it is reasonably necessary to do so) terms restricting the liability of the Investment Manager and/or permitting the Investment Manager to act in circumstances giving rise to a conflict of interests.

9.2 Agreement with Investment Manager

In exercising the powers under Regulation 9.1, the Executive Board shall ensure that the authority given to the Investment Manager is subject to a written agreement, which permits the Executive Board, with reasonable notice, to revoke the authority or vary any of its terms.

Such agreement shall require the Investment Manager to operate in accordance with a written policy statement approved by the Executive Board acting in the best interests of the Institution.

9.3 Review

The policy statement shall be subject to regular review by the Executive Board, whether on the recommendation of the Investment Manager or otherwise. The Executive Board shall also keep under review the arrangements under which the Investment Manager acts and shall ensure that it

9.3.1 is kept informed of the performance of the Institution's investment portfolio;

9.3.2 verifies compliance with the policy statement; and

9.3.3 reviews the appointment of the Investment Manager regularly, and at intervals of not more than 24 months.

9.4 Appointment of nominee or custodian

The Executive Board may appoint, on such reasonable terms as it sees fit, a body corporate which carries on a business which consists of or includes acting as a nominee or custodian to act, as the case may be, as the Institution's nominee or custodian in relation to any asset or assets of the Institution specified by the

Executive Board, and may take steps to vest such asset or assets in such nominee or custodian, provided that, unless the Executive Board determines that it is reasonably necessary to do so, the terms of appointment of the nominee or custodian shall not permit the appointment of a substitute nominee or custodian, or restrict the liability of the nominee or custodian to the Institution, or permit the nominee or custodian to act in circumstances capable of giving rise to a conflict of interest.

SECTION 10

MISCELLANEOUS

10.1 Finance

10.1.1 Banking and investment arrangements

- 10.1.1.1** The bank account or accounts of the Institution shall be kept with such bank or banks as the Resources Panel shall from time to time determine.
- 10.1.1.2** All monies received by the Institution shall promptly be paid into a bank account of the Institution.
- 10.1.1.3** All monies in excess of current requirements may be placed by the Chief Executive on deposit at the Institution's bank or banks, or be placed for investment with the Investment Manager appointed under regulation 9.1.

10.1.2 Books of account

- 10.1.2.1** The Executive Board shall cause proper books of account to be kept with respect to
- 10.1.2.1.1** the assets and liabilities of the Institution,
 - 10.1.2.1.2** the sums of money received and expended by the Institution and the matters in respect of which such receipts and expenditure take place, and
 - 10.1.2.1.3** all sales and purchases of goods by the Institution.
- 10.1.2.2** The books of account shall be kept at the office of the Institution, or at such other place or places as the Resources Panel shall think fit, and shall always be open to inspection by members of the committee and the Executive Board.

10.1.3 Receipts

The receipt of the Chief Executive, or other person appointed by the resources panel, shall be a good and complete discharge for any monies paid to the Institution.

10.1.4 Auditors

The appointment, powers and duties of the auditor or auditors shall be regulated as nearly as may be and with the necessary modifications in accordance with the provisions of Sections 236, 237, and 389 of the *Companies Act 1985* or with any statutory modifications thereof for the time being in force as if the Institution were a company registered under such Act.

10.1.5 Monies owed to the Institution

If any member shall incur a debt to the Institution, the Chief Executive shall notify the debtor of the same, and if the member shall fail to pay such debt within six months from the date of such notification, the Executive Board may authorise the deletion of the debtor's name from the records at any time thereafter, and the debtor shall thereupon be removed from membership, but without prejudice to the debtor's obligations to pay such debt.

10.2 The Structural Engineer

10.2.1 The Executive Board may cause to be published an official publication of the Institution (currently called The Structural Engineer) which, as and when published, shall be sent to each member, except any member who has notified the Institution that they do not wish to receive it. Such publication may be used by the Executive Board or by the Chief Executive for the issue of notices of Annual and Extraordinary General Meetings, results of polls and other information as the Executive Board shall direct.

10.2.2 In this Regulation 10.2, 'paper' means any literary or artistic work and shall be construed to include

10.2.2.1 any drawing, picture, photograph, map, table, diagram or graph forming part of or appended to the paper, and

10.2.2.2 any contribution submitted to the Institution by any member in relation to any paper.

10.2.3 Unless there shall have been some previous arrangement to the contrary, every paper submitted to the Institution for publication in The Structural Engineer shall be considered to be the property of the Institution, and any member 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 (including as part of an electronic archive) at such times and in such manner as the Executive Board may think proper; but the Executive Board shall be under no obligation to publish any paper.

10.2.4 Unless there shall have been some previous arrangement to the contrary, no member who submits a paper to the Institution as aforesaid shall publish or authorise the publication of that paper elsewhere until

10.2.4.1 the paper has been published by the Institution, or

10.2.4.2 nine months from the date of submission of the paper, or

10.2.4.3 following the rejection, for whatever reason, of a paper (which will usually be notified within three months of submission), whichever shall first occur.

10.3 Governing law

These regulations are governed by the law of England and Wales. Any dispute or difference arising out of or in connection with these regulations shall be referred to the exclusive jurisdiction of the courts of England and Wales.

Standing orders

1 Scope of standing orders

These standing orders shall govern the Executive Board, the Council and each body. Standing orders 5.1 and 5.3 to 5.7, *mutatis mutandis*, shall also govern regional groups.

2 Definitions

The term 'body' shall encompass committees, panels, advisory groups and task groups.

A 'committee' shall deal, on an ongoing basis, with a significant sector of Institution activity and shall report to the Executive Board, with the exception of the Nominations Committee which shall report to the Council.

A 'panel' shall deal, on an ongoing basis, with a restricted area of activity and shall report, in accordance with its terms of reference, to either the Executive Board or a committee.

An 'advisory group' shall provide to the secretariat on request advice and expertise on matters within its terms of reference. A 'task group' shall deal with a defined task, shall report to its parent Body, and shall be disbanded upon completion of its task.

A 'corresponding member' shall receive all documents issued to the Council (in the case of corresponding members of the Council) or of the Body concerned, and may communicate observations via the secretary to the Council/body, but shall not take part in any decision-making of the Council/body.

3 Formation

The Executive Board may form, and disband, bodies. Committees may form, and disband, panels and task groups. Panels may form, and disband, task groups.

The Executive Board/Council/committee/panel shall decide the body's terms of reference and its constitution and quorum, and shall appoint its initial membership for the remainder of the year in which the body is formed (including its chairman and vice-chairman, who shall be Institution members and, in the case of committees, voting members).

The formation of each panel and task group shall be reported by the Council/parent committee to the Executive Board.

4 Membership

4.1 Appointment of members

Members of committees and panels (including the chairman and the vice-chairman) for the following year shall be appointed by the President. No-one shall, normally, serve as chairman of a committee or panel for more than three consecutive years. Members of task groups shall not be subject to annual appointment, but shall be appointed and removed by the parent Executive Board/committee/panel.

4.2 Co-option

A body may co-opt any person whom it considers specially qualified to assist with its work, provided that the proportion of co-opted members does not exceed one-fourth of its total membership. Co-opted members shall have the same rights and obligations as appointed members.

5 Meetings

5.1 Definition

In addition to a physical assembly of members of a Body, a 'meeting' shall include the organised interaction of its members by means of telephone or audio conferencing or by electronic means, or by means of any other form of technology whether in existence at the coming into effect of these standing orders or not.

5.2 Programme of meetings

Bodies shall meet in accordance with an annual programme previously agreed by the President in consultation with the senior Vice-President and notified to all members of the Executive Board, the Council and bodies.

A chairman may convene an additional meeting or meetings if required, and may cancel or postpone any meeting provided that reasonable notice is given.

5.3 Notice

At least five calendar days' reminder of an ordinary meeting, and 24 hours' notice of an emergency meeting, of the Executive Board, the Council or a body shall be given to each member at the member's registered postal or email address.

The accidental omission to give notice to, or the non-receipt of a notice by, a member of the Executive Board, the Council or a body shall not invalidate any decision of it.

5.4 Chairman

Meetings of a body shall be chaired by the appointed chairman or, in the absence of the appointed chairman, by the appointed vice-chairman or, in the absence of both, by a voting member elected by the meeting.

5.5 Attendance and quorum

5.5.1 Every person present at a meeting shall sign the attendance book; the chairman shall note in the book the name of any other person participating in the meeting in accordance with standing order 5.1.

5.5.2 A quorum (as set down in regulation 6.2.4.6 for the Executive Board, in regulation 6.3.3.6 for the Council, and in the constitution of each body) shall be required when the meeting proceeds to business.

It shall include all those participating in the meeting. If a quorum is not present within 15 minutes of the meeting's appointed start-time, those participating shall decide whether to adjourn the meeting or to discuss the matters on the agenda.

In the latter case, the chairman may agree a summary of the discussion and any recommendations arising therefrom, and such summary may be considered and acted on by the parent Executive Board/Council/committee.

- 5.5.3** The President and the Chief Executive may attend and speak at a meeting of any body (apart from, in the case of the President, the Professional Conduct Committee), but neither shall thereby become a member of a body of which they are not an appointed member.

5.6 Agenda

The matters to be considered by each meeting shall be included on the agenda and, subject to the chairman's discretion, shall be taken in the order shown.

Each agenda shall include after 'Any other business' an item 'Items for dissemination' so that the Executive Board, the Council or the body may identify matters for communication to others, the secretariat or members generally.

The agenda for each Executive Board meeting shall include an extract from regulation 6.7.1 concerning the absence of Executive Board members from two successive meetings.

5.7 Decisions

- 5.7.1** Decisions shall normally be made by consensus of those participating. Any motion or amendment shall be decided by participants by a show of hands of those present and by a response from those participating but not present.

In the case of an equality of votes, the chairman of the meeting shall be entitled to a further or casting vote.

The chairman shall in each case declare the decision of the meeting.

- 5.7.2** In a case of urgency, the chairman shall have power to convene a meeting which no member attends but in which members participate remotely in accordance with standing order 5.1.

The chairman shall transmit the question for decision, and voting shall be by active reply to the chairman by the date and time specified by the chairman, and the meeting shall be deemed to take place where the chairman is at that time.

A response to the chairman shall be sufficient evidence of a member's participation. The total number participating shall be at least equal to the quorum for the meeting.

A decision shall be taken on the basis of the votes of a majority of those responding, and the chairman shall ensure that it is promptly notified to all members of the Executive Board, the Council or the body.

- 5.7.3** In other cases where a matter cannot await the next meeting of the Executive Board, the Council or the body, the chairman shall have

power to decide if a postal vote shall be held. The chairman shall ensure that the question for decision is sent, by recorded delivery post, to members' registered addresses.

Voting shall be by written reply by the date and time specified by the chairman, and the meeting shall be deemed to take place where the chairman is at that time. The total number participating shall be at least equal to the quorum for the meeting.

A decision shall be taken on the basis of a majority of the votes of those replying, and the chairman shall ensure that it is promptly notified to all members of the Executive Board, the Council or the body.

- 5.7.4** In respect of votes taken in accordance with standing orders 5.7.2 and 5.7.3, a minute shall be made and shall be signed by the chairman.

6 Reports and liaison

6.1 Reports

After each meeting, the chairman shall report to the parent Executive Board/Council/committee (1) major matters discussed, for information and (2) recommendations, for decision.

The parent Executive Board/Council/committee shall refer any unacceptable recommendation back to the reporting body at least once before finally rejecting or materially amending such recommendation.

Even if no meeting of the Communications Strategy, Engineering Practice, Membership or Resources Committee has taken place since the previous meeting of the Executive Board, the chairman of each shall report to the Executive Board on matters in progress. Commercial or other matters of interest to IStructE Ltd or Structural Engineers Registration Ltd shall be referred to the Resources Committee, which may refer them to the appropriate company.

Following each meeting, the Executive Board shall forward to the Council a summary of matters with which it has dealt.

6.2 Liaison

The Executive Board, the Council and each Body shall liaise with others as appropriate to deal with matters of common interest in the most effective manner. Communications on behalf of the Executive Board, the Council or the body shall normally be undertaken by the secretariat, and this shall always be the case where communication is necessary with individuals.

The chairman may issue generalised information through the journal or the website in the chairman's own name on behalf of the Executive Board, the Council or the body.

7 Powers

7.1 Restrictions on powers

Neither the Council nor any body

7.1.1 shall take any action on any matter referred to the Executive Board for decision until such decision has been given; or

7.1.2 shall incur the Institution in financial responsibility (other than routine costs arising from the formation of a subsidiary body) without the consent of the Resources Committee; except that in a case of urgency the President, in consultation with the chairman of the Resources Committee, may approve expenditure, which shall, however, be reported to the Resources Committee at its next meeting; or

7.1.3 shall issue guidance notes in the name of the Institution without the approval of the Executive Board.

7.2 Powers of chairman

The decision of the chairman on any matter of procedure at a meeting shall be final and binding. Unless specifically authorised by the body, its chairman shall have no power of decision outside its meetings.

8 Confidentiality

Documents marked 'Confidential' may not be discussed outside the meeting of the Executive Board, the Council or the body concerned, unless the chairman authorises disclosure, in which case the chairman shall state what, when and to whom information may be released.

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