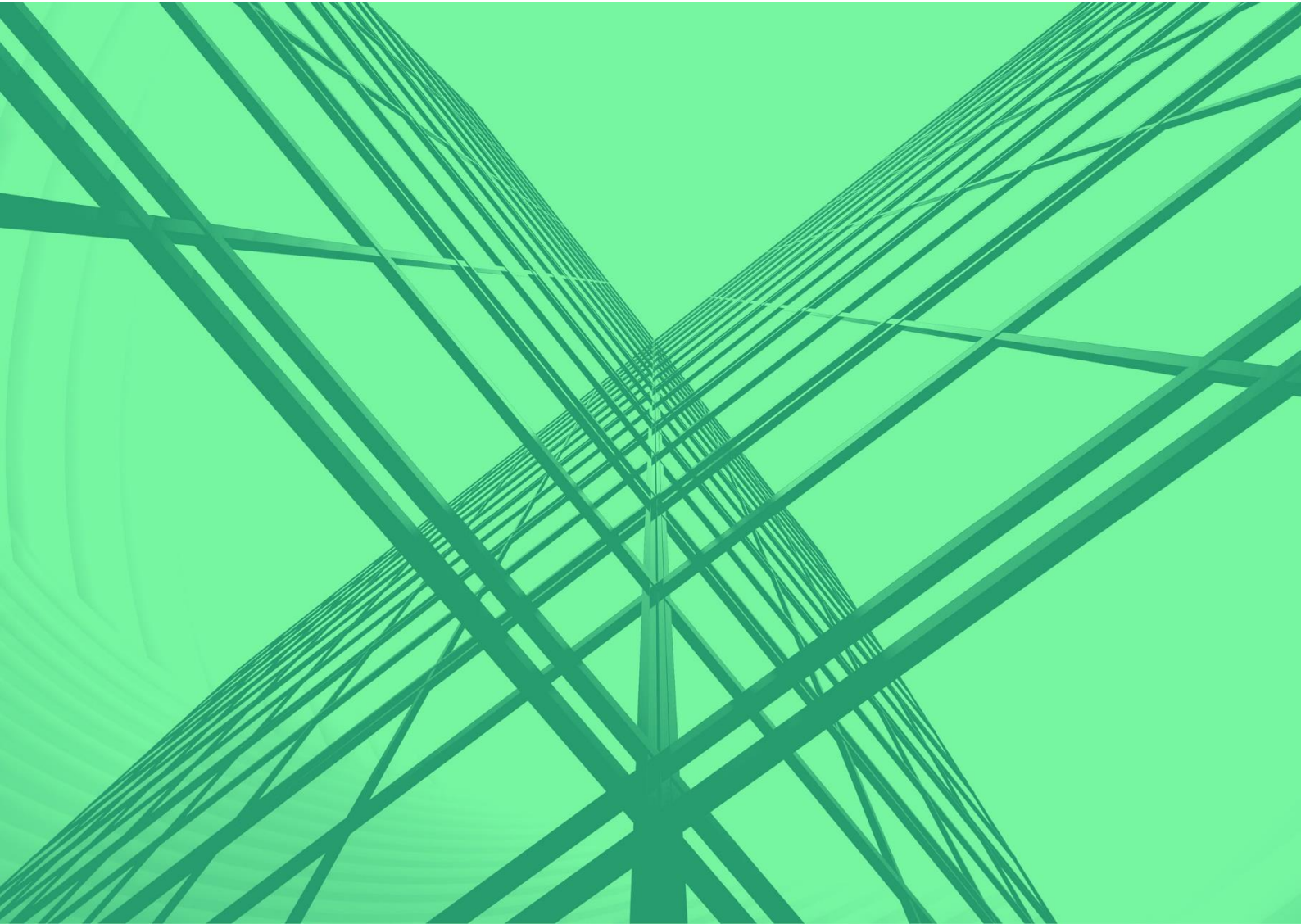


Royal Charter, Bye-laws, Regulations and Standing orders

Version: 1 March 2021



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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.

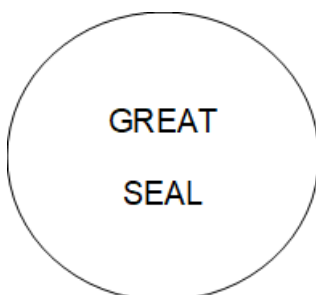
In witness whereof we have caused these our letters to be made patent.

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, (for the relevant grades of membership) for failing to comply with the Continuing Professional Development requirements of the Institution, 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 a 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 Technician Professional Review Interview or an Institution-approved equivalent.

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 Associate-Membership Professional Review (comprising an interview and either the Associate-Membership examination or the submission of research and/or development work) or an Institution-approved equivalent.

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 in a qualified grade of membership of an Institution-approved body, having undertaken a qualifying process deemed by the Institution to be equivalent to the standard required of a Chartered Structural Engineer, and

1.6.4 have passed the Chartered Membership Professional Review Interview or an Institution-approved equivalent.

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 Chartered Membership Professional Review (comprising an interview and either the Chartered Membership examination or the submission of research and/or development work) or an Institution-approved equivalent;

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

1.7.5 be engaged in the profession of structural engineering, and

1.7.6 be an Associate-Member, and

1.7.7 be at least 35 years old, and

1.7.8 have at least 15 years' experience and responsibility, and

1.7.9 have passed the Chartered Membership Professional Review (comprising an interview and either the Chartered Membership examination or the submission of research and/or development work) or an Institution-approved equivalent;

or, if applying via the European Directive 2005/36/EC route, shall

1.7.10 be engaged in the profession of structural engineering, and

1.7.11 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

1.7.12 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

1.7.13 have passed the Chartered Membership Professional Review (comprising an interview and the Chartered Membership examination) or an Institution-approved equivalent.

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

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 Board, have been issued following approval by the 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.

in addition,

1.8.3 The Board may, at its sole discretion, on the recommendation of the Nominations Committee transfer to Fellow a Chartered Structural Engineer to whom a Gold Medal is to be or has been awarded.

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 Nominations Committee, at the sole discretion of the 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 Membership Committee, or a nominated Panel, 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 or Fellowship through the award of a Gold Medal) shall complete and sign the appropriate application form as prescribed by the Membership Committee, and shall read and sign the following declaration and undertaking:

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 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.

1.13.2 An applicant unable, for any reason, to sign the declaration and undertaking 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 two Fellows, one of whom may be a Fellow of another Professional Engineering Institution or organisation (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 one Chartered Structural Engineer;

1.13.3.3 an Associate-Member – the signatures of one Chartered Structural Engineer or one Incorporated Structural Engineer;

1.13.3.4 a Technician Member – the signatures of one Chartered Structural Engineer, Incorporated Structural Engineer or Technician Member; and

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 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 3.4.2.2, 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 Director, Membership and Education 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 Director, Membership and Education 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 Board.
- 1.16.2.2** The Director, Membership and Education 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 Director, Membership and Education, 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 Director, Membership and Education. 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 Director, Membership and Education 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 Chief Executive within 30 days of receipt of the letter from the Director, Membership and Education, notifying the applicant of the outcome of their first appeal, stating the grounds of the second appeal.
- 1.16.2.7** The applicant may not make the second appeal on different grounds to the original appeal or put forward evidence which was not put forward in support of their original appeal.
- 1.16.2.8** The Chief Executive shall review the appeal within 30 days of its receipt to decide if a case exists to review the decision.
- 1.16.2.9** 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, within 30 days of receipt by the Institution of the appeal.
- 1.16.2.10** If a case is deemed to exist, the Chief Executive 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 or the Chief Executive.
- 1.16.2.11** The Appeals Panel shall consider the second appeal within 90 days of its receipt by the Chief Executive, and shall report its decision to the Membership Committee.
- 1.16.2.12** The Chief Executive shall notify the applicant of the outcome of the second appeal within 30 days of the decision of the Membership Committee.
- 1.16.2.13** 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 4.6, 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's resignation shall take effect from the date on which the member's notice of resignation is received, and approved by, the Membership Committee.

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 Board.

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

1.21 Death

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

1.22 Reporting of Continuing Professional Development

1.22.1 Members in a professional grade (Technician, Associate-Member, Associate, Member, Fellow) are required, on request, to submit to the Institution a Continuing Professional Development Activities Record, or equivalent documentation.

1.22.2 Where a request for submission of a Continuing Professional Development Activities Record has been made, and unless an arrangement for its submission has been agreed between the member and the Institution

1.22.2.1 if the submission has not been made by 31 March, the member will be sent a reminder

1.22.2.2 if a satisfactory submission has not been made by 30 September, the name of the member shall be reported to the Membership Committee. The Membership Committee may, at its sole discretion, remove the person from membership.

1.22.3 The Membership Committee may, at its sole discretion, readmit a person removed from membership under regulation 1.22.2.2 who subsequently makes a satisfactory submission.

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 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 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 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 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 areas of the website restricted to members, 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 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 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 Committee.

Section 4

Code of Conduct and Disciplinary Powers and Procedures¹

4.1 Code of Conduct

4.1.1 Members of the Institution shall

1. act with integrity and fairness and in accordance with the principles of ethical behaviour;
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 and accept only those appointments 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 The articles listed above ('the Articles') constitute the Institution's Code of Conduct ('the Code of Conduct') as incorporated into the Laws of the Institution defined in the Bye-Laws, in addition;

4.1.3 Members shall comply with the legislation of the country in which they are working and that which is relevant to the project location;

4.1.4 Members shall disclose to the Institution upon being declared bankrupt and/or becoming disqualified as a Company Director and/or Charity Trustee;

4.1.5 Members shall disclose to the Institution if they have been convicted of a criminal offence (other than motoring offences which did not result in disqualification);

4.1.6 Members shall disclose to the Institution if they have been subject to an adverse finding before any tribunal, court or other competent authority in respect of an allegation or offence relevant to membership of the Institution;

4.1.7 Members shall comply with the Laws of the Institution of Structural Engineers as described by the Charter, Bye-laws, Regulations and associated Rules

4.1.8 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

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

- 4.2.1.1** To investigate and adjudicate on, and where deemed necessary to prescribe sanctions in relation to, any matter governed by the Laws of the Institution as defined in the Bye-Laws including, but not limited to, the Code of Conduct, in accordance with the PCC's constitution and procedures.
- 4.2.1.2** Without prejudice to the generality of Regulation 4.2.1.1:
- 4.2.1.2.1** To investigate and adjudicate on any complaint ('Complaint') made in writing by any person ('the Complainant') against a Member, in accordance with the PCC's constitution and procedures.
- 4.2.1.2.2** To investigate and adjudicate on any matter brought to the attention of the Institution concerning a Member's fitness to practice, in accordance with the PCC's constitution and procedures.
- 4.2.1.2.3** 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 Board of the Institution, to recommend revisions to the Code of Conduct and/or the disciplinary procedures and/or the documentation relating thereto.
- 4.2.1.2.4** To investigate any misrepresentation of membership of the Institution, and to authorise action to be taken on behalf of the Institution.
- 4.2.1.2.5** 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.
- 4.2.1.2.6** To consider any matter relating to professional conduct of a Member which is brought to the attention of the PCC by the Board or otherwise, including, but not limited to, matters under regulations 4.1.4 to 4.1.6.

4.2.2 Powers

- 4.2.2.1** If the PCC decides that a Member has failed to comply with the Laws of the Institution including, but not limited to, any failure to comply with any Article of the Code of Conduct and any failure to comply with a decision of the PCC or the Disciplinary Board, it may take any one or more of the following courses of action:
- (1) give guidance to the Member;
 - (2) direct the Member to issue an apology;
 - (3) issue a training order to the Member, which order may include the nature of the training and the period in which it is to be undertaken and completed and for any such training to be approved by the PCC and/or to be supervised by a person appointed, alternatively approved, by the PCC;
 - (4) direct the Member to provide an undertaking in such terms as the PCC may consider appropriate;
 - (5) issue a warning ('Warning') to the Member;
 - (6) issue a reprimand ('Reprimand') to the Member.
- 4.2.2.2** In addition, or in alternative, to any of the courses of action above, if the PCC decides that a Member has a case to answer that there may have been a failure to comply with

the Laws of the Institution including, but not limited to, any Article of the Code of Conduct, and that the matter requires further investigation at a hearing, the PCC may refer all or any part of the matter to the Disciplinary Board (below).

- 4.2.2.3** If the PCC decides that there has been no failure by the Member to comply with the Laws of the Institution including, but not limited to, any Article of the Code of Conduct, it shall dismiss the matter to the extent that there has been no such failure.
- 4.2.2.4** In any Complaint, the PCC shall, having regard to the Code of Conduct and the evidence before it in the Complaint, be entitled to adjudicate on the Complaint as submitted or, subject to giving reasonable notice of its intention to the Member and (if deemed appropriate) the Complainant and as provided for in the Rules below, to amend or add to the Complaint in such manner as it considers appropriate including, but not limited to, adding allegations of the Member's failure to comply with any Laws of Institution which are not relied upon by the Complainant. The power to amend or add to a Complaint as above shall not be exercised in circumstances where, in the opinion of the PCC, it would not be in the interests of justice to do so.
- 4.2.2.5** The PCC, having regard to any matter concerning the conduct of a Member which comes to its attention from any source, may initiate a Complaint against the Member. In such circumstances, the Complaint shall be brought in the name of the Institution.
- 4.2.2.6** The PCC, having regard to any matter concerning the fitness to practice of a Member, including but not limited to practice as a structural engineer being impaired due to illness or declining health, which comes to its attention from any source, may initiate a confidential investigation into the Member's fitness to practice. In such circumstances, the investigation shall be conducted in the name of the Institution. Any medical information or documentation considered by the PCC in its investigation shall remain confidential and shall not be disclosed to a complainant (other than the PCC).
- 4.2.2.7** In the case of a criminal conviction of a Member by a court of competent jurisdiction, which forms the basis of a Complaint or which otherwise comes to the attention of the PCC, and subject to taking the steps prescribed under Rule 3.1 to obtain proof of the conviction of the Member:
- (1) 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 Laws of the Institution and, if so, the sanction (if any) to be imposed on the member.
 - (2) The PCC shall, in addition to its powers under Regulations 4.2.2.1 and 4.2.2.2, have power to impose the sanctions of the Disciplinary Board set out in Regulations 4.3.2.1(3) and (4), including publication of the decision as provided for in Rule 8.3.
- 4.2.2.8** If a Member shall fail to comply with a decision of the PCC or the Disciplinary Board (below), as the case may be, the Disciplinary Manager of the Institution ('the Disciplinary Manager') may give the Member not less than 20 days notice of the PCC's intention to consider such failure and invite the Member to provide an explanation, which shall be received not less than 5 days before the date on which the PCC intends to consider the matter. The PCC, after taking into account the Member's explanation (if any), shall have power to take such steps as it considers appropriate without further recourse to the member including, among others, the following:
- (1) exercise any of the powers under Regulations 4.2.2.1 and 4.2.2.2; and/or
 - (2) order the suspension of a Member for a period which is the greater of 60 days or to the date of the next meeting of the PCC and, if considered reasonably necessary, order continuation of the suspension above for a further period or

further periods of 60 days, pending inquiry by the PCC into the Member's failure to comply with the decision; and

- (3) in the case of any order made under Regulation 4.2.2.8(2), the PCC may revoke such order at any time.

- 4.2.2.9** In the case of the PCC ordering three consecutive suspensions of a Member for non-compliance with a decision of the PCC or the Disciplinary Board: in the event that the Member thereafter continues not to comply with that decision, the PCC shall, upon giving the Member 20 working days-notice in writing during which period the Member may make written representations to the Disciplinary Manager and subject to taking the steps prescribed under Rule 3.2, have power to impose the sanctions of the Disciplinary Board set out in Regulations 4.3.2.1(3) and (4), including publication of the decision as provided for in Rule 8.3.
- 4.2.2.10** In the case of any sanction imposed by the PCC in exercise of its powers under Regulation 4.2.2.7(2), 4.2.2.8(2) or 4.2.2.9, the Disciplinary Manager, on behalf of the PCC, shall give notice in writing of the PCC's decision to the Board.
- 4.2.2.11** Subject to the Bye-Laws and Regulations, the PCC shall have power to regulate its own practice and procedure.
- 4.2.2.12** 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 any other costs incurred by a Member, Complainant, witness or other party, or to impose a financial penalty on the Member.
- 4.2.2.13** 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.

4.3 Disciplinary Board

4.3.1 Terms of reference

- 4.3.1.1** To investigate and adjudicate on, and where necessary prescribe sanctions in relation to, any matter governed by the Laws of the Institution, as defined in the Bye-Laws, including but not limited to the Code of Conduct, that is referred to the Disciplinary Board by the PCC, in accordance with the Disciplinary Board's constitution and procedures.
- 4.3.1.2** Without prejudice to Regulation 4.3.1.1, to investigate and adjudicate on any Complaint made in writing against a Member that is referred to the Disciplinary Board by the PCC, in accordance with the Disciplinary Board's 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 Laws of the Institution, including but not limited to any failure to comply with an Article of the Code of Conduct, and any failure to comply with any sanction imposed by the PCC or the Disciplinary Board, it may:

- (1) Take any one or more of the courses of action in Regulations 4.2.2.1 (1) to (6); and/or
- (2) Issue a severe reprimand ('Severe Reprimand') to the Member; and/or

- (3) Impose a period of suspension on the Member for a period of up to 5 years ('Suspension'), which Suspension shall be subject to the terms set out in Regulation 4.5.1; or
- (4) Expel the Member from the Institution ('Expulsion').

4.3.2.2 If the Disciplinary Board decides that there has been no failure by the Member to comply with the Laws of the Institution including, but not limited to, any Article of the Code of Conduct, it shall dismiss the matter to the extent that there has been no such failure

4.3.2.3 If a Member shall fail to comply with a decision of the Disciplinary Board, Regulation 4.2.2.8 shall apply.

4.3.2.4 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.

4.3.2.5 Subject to Regulation 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.

4.4 Records of Sanctions

4.4.1 All sanctions imposed by the PCC or the Disciplinary Board, as the case may be, shall be recorded on the Member's confidential record on the Institution's database for the periods prescribed in Appendix 1.

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 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 the Institution's disciplinary powers in respect of any contravention by the Member of the Laws of the Institution during the Suspension.

4.5.2 In the case of Expulsion, the Member shall forthwith 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 of the Institution.

4.6 Member Not Entitled to Resign

4.6.1 On receipt by the Institution of a Complaint (or, if earlier, any written notification of an intended complaint) against a Member, the Member shall not be entitled to resign from the Institution. Any purported resignation shall have no effect and the Member shall be deemed to remain in membership and be bound by the Laws of the Institution until the PCC or the Disciplinary Board declares that the Member's resignation is effective, which will usually be after a final decision regarding the complaint has been reached by the PCC or the Disciplinary Board.

4.6.2 In the case of a decision to impose a sanction of Expulsion, the Member shall not be removed from membership of the Institution until all proceedings have been concluded.

4.7 Confidentiality

4.7.1 Except in the case of the appointment of Assessors or an Independent Reviewer in accordance with the procedures below, or an appeal to an appeal tribunal in accordance with the procedures of the Disciplinary Board below or an order for disclosure by a tribunal of competent jurisdiction, or with the permission of the PCC, the entire proceedings of the PCC and the Disciplinary Board, as the case may be, including but not limited to, communications, submissions shall be confidential to the Complainant, the Member, any representatives, witnesses or advisers of the Complainant or the Member, and the members and advisers (if any) of the PCC or the Disciplinary Board, as the case may be.

4.7.2 Notwithstanding Regulation 4.7.1, in relation to any previous failure(s) of the Member to comply with the Laws of the Institution, when considering the sanction (if any) to impose on the Member:

4.7.2.1 the PCC shall, subject to Regulation 4.4.1, be entitled to see any previous decision(s) of the PCC and/or the Disciplinary Board; and

4.7.2.2 the Disciplinary Board shall, subject to Regulation 4.4.1, be entitled to see any previous decision(s) of the PCC and/or Disciplinary Board

4.7.3 Notwithstanding Regulation 4.7.1, decisions of the PCC or the Disciplinary Board, as the case may be, are subject to Rules 2.25 and Rules 8.1 to 8.6.

4.8 The Complainant's Obligations

4.8.1 The PCC and the Disciplinary Board 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) the Complainant shall keep the Complaint before the PCC or the Disciplinary Board, as the case may be, confidential as prescribed by Regulation 4.7.1 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.
- (5) The Complainant's obligation of confidentiality under (4) above is owed to the Institution and also to the Member.

4.9 Compliance with Decisions of the PCC and the 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 revised 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 Except in respect of the periods under Rule 2.2, only working days shall be taken into account in reckoning time.

4.10.2 The Chair of the PCC or the Disciplinary Board, as the case may be, shall be entitled to extend the period of time prescribed for any step in the proceedings.

4.11 Glossary of terms

4.11.1 A glossary of terms is provided in Appendix 2 of the Rules. The appendix is provided for guidance only and does 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 Regulation 5.2, general meetings of the Institution shall be held on such dates and at such times and places as the Board may decide.

5.2 Extraordinary General Meetings

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

5.2.2 The 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 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 Board.

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

5.3 Business

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

5.4 Notice

5.4.1 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.

5.4.2 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.

5.4.3 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.

5.4.4 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.

5.4.5 The Board may permit Honorary Fellows, Companions 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 Chair of the meeting to speak thereat.

5.5 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.

5.6 Chair

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

5.7 Votes

5.7.1 Every Chartered Structural Engineer, Incorporated Structural Engineer, Technician Member and Graduates 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'.

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

5.8 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 Chair in writing or by at least 20 voting members present. Proxies shall not be allowed.

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

5.9 Poll

5.9.1 If a poll is demanded in accordance with regulation 5.8, it shall be taken on such date and at such time and place and in such manner as the Chair 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 Chair 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.

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

5.9.3 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.

5.10 Adjournment

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

If within 30 minutes of the notified starting time of the meeting, a quorum is not present or if there is no Chair, 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.

5.10.2 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.

5.11 Publication of proceedings

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

5.12 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, Technician Member or Graduate. 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 Board.

Section 6

Trustee Board, Council and Committees

6.1 Trustee Board (The Board)

6.1.1 There shall be the following Trustees of the Institution, whereby each member Trustee shall satisfy current Continuing Professional Development requirements:

- 6.1.1.1** A Chair
- 6.1.1.2** a President (who shall be a Fellow),
- 6.1.1.3** a President-Elect (who shall be a Fellow)
- 6.1.1.4** a Past-President (who shall be a Fellow)
- 6.1.1.5** not more than six Vice-Presidents (who shall be Chartered Structural Engineers)
- 6.1.1.6** 3 voting members of the Institution, and
- 6.1.1.7** up to 3 non-members

6.2 The Board

6.2.1 Terms of reference

6.2.1.1 The 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 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 staff in implementing decisions made by the 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.
- 6.2.2.15 Upon the approval by the Board of the annual consolidated financial statements, the Chair of the Resources Committee shall (in addition to the Chair of the Board) sign the statements on behalf of the Board.

6.2.3 Constitution

- 6.2.3.1 From January 2022, the Board shall comprise
 - 6.2.3.1.1 a Chair (who may be a member or non-member and appointed in accordance with regulation 6.6.11)
 - 6.2.3.1.2 the President,
 - 6.2.3.1.3 five Vice-Presidents,
 - 6.2.3.1.4 one recent Past President,
 - 6.2.3.1.5 three voting members, and
 - 6.2.3.1.6 up to three non-members, appointed subject to the endorsement by the Board and Chief Executive.
- 6.2.3.2 There shall be a President Elect who shall be either a Vice President in accordance with 6.2.3.1.3 or a voting member in accordance with 6.2.3.1.5

- 6.2.3.3** Where the Chair is a non-member, they shall occupy one of the positions as provided for in regulation 6.2.3.1.6
- 6.2.3.4** The Board may invite specialist advisers to attend throughout or for part of any of its meetings.
- 6.2.3.5** Persons attending Board meetings in accordance with regulations 6.2.3.4
- 6.2.3.5.1** shall not thereby become members of the Board,
- 6.2.3.5.2** may contribute to the proceedings only by invitation of the Chair of the meeting,
- 6.2.3.5.3** shall leave any part of or the rest of the meeting upon request of the Chair, and
- 6.2.3.5.4** may not vote on any matter to be decided by the Board.

6.2.4 Meetings

- 6.2.4.1** The Board shall meet at least three times a year.
- 6.2.4.2** Additional meetings of the Board shall be convened whenever the Board shall so resolve or the Chair so determine. The Chief Executive may convene an emergency meeting of the Board.
- 6.2.4.3** A meeting of the Board shall also be called by the Chief Executive upon a requisition, signed by not less than seven members of the 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 Chair may cancel or postpone any meeting of the Board provided reasonable notice is given.
- 6.2.4.5** Meetings of the Board shall be chaired by the Chair or, in the absence of the Chair, by the President or in the absence of the President by a Vice-President or Past President elected by the meeting. The Chair 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 Board, but not to vote.
- 6.2.4.8** In this Regulation 6.2.4, a 'meeting' shall include the organised interaction of members of the 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 Board for this purpose.
- a specialist adviser may be in attendance at a meeting in accordance with regulations 6.2.3.4 and 6.2.3.5 3 by such means as aforesaid. A resolution or decision of the 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.
- 6.2.4.9** Between meetings of the Board, the Chair shall have power to act on behalf of the 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 board for decision).

In so doing, the Chair may consult with such of the officers, other Board members, 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 Board.

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

6.2.5 Standing orders

The 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 Board, the 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 Board,
- 6.3.1.5** subject to regulation 6.5.1 elect for the following year a President and the President-Elect, and ratify the recommendations made by the Nominations Committee
 - 6.3.1.5.1** for election for the following three years as Vice-President,
 - 6.3.1.5.2** for election for the following three years as ordinary members of the Council,
 - 6.3.1.5.3** for election for the following three years as members of the Board,
 - 6.3.1.5.4** for the ring-fencing of Board members to remain on the Board,
 - 6.3.1.5.5** for appointment for the following year as Past President on the Council, and
 - 6.3.1.5.6** for co-option for the following year to the Council,
- 6.3.1.6** subject to regulation 6.6.11, elect Council members to the Nominations Committee
- 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 Board to inform medium- and long-term strategies.

6.3.2 Constitution

6.3.2.1 From January 2022, the Council shall comprise

- 6.3.2.1.1 the President,
- 6.3.2.1.2 a recent Past President,
- 6.3.2.1.3 the Chair of every regional group (or their alternate),
- 6.3.2.1.4 a Graduate Member or recently qualified (up to two years post-qualification) Chartered Member, Associate- Member or Technician Member of every regional group where they may be elected.
- 6.3.2.1.5 14 ordinary members (each of whom shall be either a Chartered Structural Engineer, or an Incorporated Structural Engineer, or a Technician Member, or a Graduate member),
- 6.3.2.1.6 not more than three co-opted members (each of whom shall be a member of the Institution),
- 6.3.2.1.7 a representative of the headline Committees: Resources, Membership, Education, Engineering Leadership Group (the ELG), Nominations, and Professional Conduct.
- 6.3.2.1.8 a representative of all Committees of the ELG.

6.3.2.2 members of the Board, not otherwise members of the Council, shall, ex officio, be invited to attend and speak at meetings of the Council, but not to vote.

6.3.3 Meetings

- 6.3.3.1 The Council shall meet at least three times a year.
- 6.3.3.2 Subject to regulations 5.6 and 6.3.3.6, the President shall chair general meetings and meetings of the Council, and such other meetings as may be set down in standing orders.
- 6.3.3.3 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.
- 6.3.3.4 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.
- 6.3.3.5 The President may cancel or postpone any meeting of the Council provided reasonable notice is given.

- 6.3.3.6** 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 Chair shall have a further or casting vote.
- 6.3.3.7** The quorum shall be 20, when the meeting proceeds to business.
- 6.3.3.8** The Chief Executive shall be entitled to attend and speak at meetings of the Council, but not to vote.
- 6.3.3.9** 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 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 Nominations Committee

6.4.1 Duties and Terms of Reference

The Nominations Committee reports directly to the Board and has specific duties to assist the Board in respect of Institution Governance. The Nominations Committee shall

- 6.4.1.1** Consider and determine, subject to the ratification of Council, the succession plan for Institution President
- 6.4.1.2** Consider and determine, subject to the ratification by Council, the ring-fencing of Board members to remain on the Board following either the end of a first election term; and/or the first year of a re-elected term; and/or the end of a second election term.
- 6.4.1.3** Consider and determine, subject to the ratification by Council, co-options to Council
- 6.4.1.4** Appoint Past Presidents to Council in accordance with regulation 6.3.2.1.2
- 6.4.1.5** Oversee the elected positions to Council and Board and, at its discretion, seek to encourage eligible candidates to stand for election
- 6.4.1.6** At the request of the Board, be responsible for the selection and appointment of Non-Executive Board members
- 6.4.1.7** Review, periodically, the election and voting regulations and, where appropriate, make recommendations to the Board and to Council
- 6.4.1.8** Assess and make decisions in respect of Institution awards as determined by the Board
- 6.4.1.9** Assess and make recommendations in respect of external awards for Institution members

- 6.4.1.10 Be responsible for the selection, appointment, and appraisal of the Board Chair
- 6.4.1.11 Support the Board Chair in the timeliness of the appraisal and review of remuneration for the Chief Executive

6.4.2 Constitution

- 6.4.2.1 **From January 2022** The Nominations Committee will comprise
 - 6.4.2.1.1 The Immediate Past President (who will Chair the Committee)
 - 6.4.2.1.2 The President
 - 6.4.2.1.3 The President -Elect
 - 6.4.2.1.4 3 Past Presidents (in addition to the Immediate Past President) who shall be appointed by the Board
 - 6.4.2.1.5 1 Vice Presidents who shall be appointed by the Board
 - 6.4.2.1.6 3 Members of Council who shall be elected by the Council in accordance with regulation 6.6.11

6.5 Elected Terms of Office

- 6.5.1 In any particular circumstance, the Board, having regard to its duties and obligations as Trustees of the Institution, shall be entitled to amend the term of office of elected members of the Board and/or ordinary members of Council and/or elected members of the Nominations Committee such that the periods of office referred to in any regulation, including but not limited to Regulation 6.7, may be amended.
 - 6.5.1.1 In the case of the Board extending the term of office of the President and/or Vice President and/or elected member of the Board and/or elected member of the Council and/or elected member of the Nominations Committee in accordance with 6.5.1 above, the Council, under regulations 6.3.1.5 and 6.3.1.6 shall not normally elect , for the following year, the President and/or Vice President and/or Board members and/or Council members and/or Council members to the Nominations Committee, as the case may be.
 - 6.5.1.2 In the case of the Board extending the term of office of the Vice President and/or Board member and/or ordinary members of Council in accordance with 6.5.1 above, the Institution, under regulations 6.6.2.2 and 6.6.8.2 and 6.6.9.2, shall normally, and at the discretion of the Board, not send to each voting member an invitation for the nomination for election as a Vice President and/or Board member and/or ordinary member of Council, as the case may be.
 - 6.5.1.3 In the case of the Board extending the term of office of the Vice President and/or Board member and/or ordinary members of Council in accordance with 6.5.1 above, the Institution, under regulations 6.6.3.1 and 6.6.6.10.1 shall normally, and at the discretion of the Board, not send to each voting member a list of all candidates for election as Vice-Presidents and/or a list of all candidates for election as Board member and/or a list of all candidates for election as ordinary Council member and/or a voting document, as the case may be.

- 6.5.1.4** In the case of the Board extending the term of office of elected members of the Nominations Committee in accordance with 6.5.1 above, the election of the Nominations Committee by Council in accordance with regulation 6.6.11 shall normally, and at the discretion of the Board, not apply.
- 6.5.1.5** In the case of the Board extending the term of office of the President and/or Vice President and/or elected members of the Board in accordance with 6.5.1 above, the Council shall ratify the nominations made by the Nominations Committee for appointment for the following year of President and/or Vice President and/or Past President and/or Board members to the Board, as the case may be.
- 6.5.1.6** In the case of the Board extending the term of office of the ordinary members of Council in accordance with 6.5.1 above, the Council shall ratify the nominations made by the Nominations Committee for appointment for the following year of ordinary members of Council and/or Past Presidents and/or co-opted members to the Council, as the case may be.

6.6 Elections and appointments

6.6.1 President and President-Elect

6.6.1.1 Subject to regulation 6.5.1.1 and on the recommendation of the Nominations Committee, the Council shall elect, from among the Trustees, the President for the following year.

6.6.1.2 Subject to regulation 6.5.1.1 and on the recommendation of the Nominations Committee and in accordance with regulation 6.2.3.2, the Council shall elect the President-Elect for the following year

6.6.2 Vice-President

6.6.2.1 No member who has held 2 consecutive terms of office as a Vice President shall be eligible for re-election as a Vice President until at least one year has elapsed since the date of their retirement from office

6.6.2.2 Subject to regulation 6.5.1.2, each year the Institution shall send to each voting member, resident in the Region for which a Vice President position will be vacant the following year, an invitation (which may be contained in The Structural Engineer) for the nomination by ten voting members of any Chartered Member for election as a Vice-President for the following three years.

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.

6.6.2.3 Subject to regulation 6.5.1.1 and following the nomination of regional candidates for Vice President, and on the recommendation of the Nominations Committee, the Council shall ratify the candidates in the election of up to six Vice-Presidents for the following year

6.6.3 Vice- President Election

6.6.3.1 Not later than 30 June, the Institution shall issue to each voting member, resident in the respective electoral region for which there are candidates for Vice-President, a list of those candidates within said electoral region, for election as Vice-Presidents and a voting document.

- 6.6.3.2** Each voting member shall have a number of votes equal to the number of candidates and shall be required to cast them all in preferential order of candidate. Votes will be counted by a single transferable vote system (stv), whereby the top two candidates will be declared the representative Vice-President candidates for the electoral region.
- 6.6.3.3** Not later than 31 July, the Institution shall issue to each voting member, a list of all representative Vice-President candidates, for election as Vice-Presidents and a voting document.
- 6.6.3.4** Each voting member shall have, in respect of each electoral region Vice-President contest, one vote whereby the candidate receiving the most votes in each regional contest will be declared the Vice-President. The term of office as Vice President shall be three years.
- 6.6.3.5** In respect of regulation 6.6.3.4 If there is an equality of votes the Nominations Committee shall determine, to be ratified by Council, which of the candidates is to be successful.
- 6.6.3.6** The Board Secretary shall issue a declaration of the result.

6.6.4 Past Presidents

On the recommendation of the Nominations Committee, the Council shall appoint one recent Past President to the Council for the following year.

6.6.5 Regional group chairmen

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

6.6.6 Regional Group Graduate member

In accordance with regulation 6.3.2.1.4, Regional group Graduate members, where elected, shall be appointed to the Council and alternates shall be appointed as necessary, in accordance with regional group regulations.

6.6.7 Co-opted members

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

6.6.8 Board

- 6.6.8.1** No member who has held 2 consecutive terms of office as member of the Board (except for the purpose of filling a casual vacancy) shall be eligible for re-election as a Board member until at least one year has elapsed since the date of their retirement from office
- 6.6.8.2** Subject to regulation 6.5.1.2, 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 Chartered Structural Engineer, or Incorporated Structural Engineer or Technician Member or Graduate member (who satisfies current Continuing Professional Development requirements) as member of the Board for the following three years.

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.

- 6.6.8.3** Subject to regulation 6.5.1.1 and following the nomination of candidates for Board member, and on the recommendation of the Nominations Committee, the Council shall ratify the candidates in the election of up to 3 Board members for the following year.

6.6.9 Ordinary members of the Council

- 6.6.9.1** No member who has held 2 consecutive terms of 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.

- 6.6.9.2** Subject to regulation 6.5.1.2, 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 Chartered Structural Engineer, or Incorporated Structural Engineer or Technician Member or Graduate member (who satisfies current Continuing Professional Development requirements) as an ordinary member of the Council for the following three years.

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.

- 6.6.9.3** Subject to regulation 6.5.1.1 and following the nomination of candidates for ordinary member of Council and on the recommendation of the Nominations Committee, the Council shall ratify the candidates in the election of up to 8 ordinary members of Council for the following year.

- 6.6.9.4** Subject to regulation 6.5.1.1, the Nominations Committee shall ensure that sufficient candidates are put forward to require an election by voting members in any year where Council elections take place.

6.6.10 Board and Council Election

- 6.6.10.1** In any year where Board and Council elections are to take place and subject to regulation 6.5.1.3, and not later than 31 July, the Institution shall issue to each voting member a list of all candidates for election to the Board and all candidates for election to the Council, and a voting document.

- 6.6.10.2** Each voting member shall have a number of votes equal to the number of vacancies for candidates as Board members and ordinary members of the Council but shall not be required to cast them all.

6.6.10.2.1 The term of office of members elected to the Board shall be three years, and the candidates securing the highest numbers of votes shall fill the vacancies on the Board;

6.6.10.2.2 The term of office of members elected to the Council shall be three years, and the candidates securing the highest numbers of votes shall fill the vacancies on the Council;

- 6.6.10.3** If there is an equality of votes in favour of two or more candidates, one or more of whom must be unsuccessful, the Nominations Committee shall determine, to be

ratified by Council, which of the candidates are to be successful and which unsuccessful.

6.6.10.4 The Board Secretary shall issue a declaration of the result.

6.6.11 Nominations Committee

In any year where Nomination Committee elections are to take place and subject to regulation 6.5.1.4 and following the declaration of the result of the Council election.

6.6.11.1 The Board Secretary, shall invite members of the Council for the following year to consider standing for election to the Nominations Committee for a term of one year

6.6.11.2 Each prospective candidate shall arrange the completion of a nomination paper, which shall be signed by three members of the current Council and shall return it to the Board Secretary.

6.6.11.3 A voting document, containing the names of candidates shall be issued to each member of the current Council by the Board Secretary.

6.6.11.4 Subject to regulation 6.5.1, the term of office of members elected to the Nominations Committee shall be one year, and the candidates securing the highest numbers of votes shall fill the vacancies on the Nominations Committee;

6.6.11.5 If there is 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 Board Secretary, and the candidate or candidates securing the higher or highest number of votes shall fill the remaining vacancy or vacancies on the Nominations Committee. In the event of an equality of votes between candidates at that stage, the President shall have a casting vote.

6.6.11.6 The Board Secretary shall issue a declaration of the result to the current Council and to the members of the Council for the following year.

6.6.12 Election Documents

6.6.12.1 Nomination papers for elected positions shall state the position for which the candidate is nominated and shall include the assent of the candidate to accept office if elected.

6.6.12.2 The signatures of those nominating a candidate may be provided in written or electronic form.

6.6.12.3 In the event of any candidate named in a 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.

6.6.11 Chair of the Board (the Chair)

6.6.11.1 The Chair may be a Voting Member or a non-member. If they are a Voting Member they shall satisfy current Continuing Professional Development requirements.

- 6.6.11.2 The Board shall decide the arrangements for advertising for candidates and the appointment of the Chair.
- 6.6.11.3 The Chair shall be appointed for a two-year term and may, with the agreement of the Board be reappointed for a further term of up to two years. They shall not then be eligible for further reappointment until at least one year has elapsed since the date of their retirement from office.
- 6.6.11.4 If at the time of their appointment the Chair be serving on the Board in any other capacity they shall resign the other appointment and the vacancy so created will be filled in accordance with Regulation 6.7.2

6.7 Session

The Institution year shall commence on 1 January, when the incoming President, the other Trustees, the Council, committees and panels, and regional group officers and committee members, shall take office.

6.8 Vacation of office

- 6.8.1 The office of officer or member of the Board or the Council shall be vacated if such officer or member,
 - 6.8.1.1 being a member of the Board, resigns by notice to the Institution (but only if at least two Board members will remain in office when the notice of resignation is to take effect), or
 - 6.8.1.2 being a member of the Council, resigns by notice to the Institution, or
 - 6.8.1.3 being the President or a Vice-President, ceases to be a Fellow, or
 - 6.8.1.4 being the Honorary Treasurer, ceases to be a Chartered Structural Engineer, or
 - 6.8.1.5 being a member of the Board, is disqualified from acting as a trustee by virtue of sections 178-180 of the *Charities Act 2011* (or any statutory re-enactment or modification thereof), or
 - 6.8.1.6 being a member of the Board or the Council, ceases to be a member of the Institution, or
 - 6.8.1.7 being a member of the Board, is absent from more than two successive meetings of the Board without giving adequate explanation to the Board, and the Board resolves that the member has vacated office, or
 - 6.8.1.8 being a member of the Board, if, at a meeting of the Board specially convened for the purpose, at which not less than two-thirds of the members of the 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
 - 6.8.1.9 is adjudged bankrupt or becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs, or
 - 6.8.1.10 is removed from office by resolution of the voting members in general meeting.
- 6.8.2 Any casual vacancy among the officers other than the President, or on the 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.

6.9 Committees, panels and task groups

The 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 Chair 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 Board and, subject to such directions, may regulate their procedures as they think fit.

6.10 Minutes

The Board shall cause proper minutes to be made and kept of the proceedings of all general meetings and of meetings of the Board, the Council, committees, panels and task groups, and such minutes, if signed by the Chair of the meeting, or by the Chair of the next succeeding meeting of the same body, shall be conclusive evidence without any further proof of the facts therein stated.

6.11 Validity of bona fide acts

All acts bona fide done by the Board, the Council or any committee, panel or task group, or by any person acting as a member of the 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 Board, the Council, committee, panel or task group.

Section 7

Regional Groups

7.1 Regional groups

7.1.1 The 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 'regional group (type A)'

7.1.3 A sub-group affiliated to a regional group (type A) shall be known as a 'regional group (type B)'

7.1.4 Any other regional group shall be known as a 'regional group (type C)'

7.1.5 Each regional group shall, within three months of its establishment, prepare its own regulations, which shall define, *inter alia*, its name and geographical area, and arrangements for meetings and appointment to office. The regulations shall require the agreement of the regional groups's voting members and the approval of the Board. Any group may alter, add to or revoke its regulations in like manner. Each group shall also conform to the standing orders and any other directions given to it by the Board and, subject to its regulations and such directions, may regulate its procedures as it thinks fit.

7.1.6 No regional group may charge any entrance fee or subscription, or require the submission of any form of application for membership of the group.

7.1.7 The treasurer of each regional group shall furnish to the Chief Executive on request financial statements relating to its activities.

7.2 Regional groups (type A)

7.2.1 Subject to Regulation 7.2.2, the Board may establish a regional group (type A) 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 regional group (type A) shall be published to all members, and the Board may not sanction the formation of the group until at least one month after publication of the notice. If, within that period, objections to the formation of the group are received from the committee of any regional group (type A) or from at least 20 voting members, the decision on the matter shall be made by a general meeting.

7.2.3 All members with a registered address within the area covered by a regional group (type A) shall, *ipso facto*, be members of that group, but any member may request the Institution to transfer their membership to another regional group (type A).

7.2.4 Each regional group (type A) shall be managed by a committee consisting of at least seven group members who are voting members of the Institution, and such others as its regulations may provide. In accordance with its regulations, each group shall elect a Chair (who shall be a Chartered Structural Engineer or an Incorporated Structural Engineer or a Technician Member), a secretary and a treasurer, and such others as its regulations may provide.

7.2.5 The treasurer of each regional group (type A) (other than a group in the Republic of Ireland) shall submit to the Resources Committee annually on request a statement of proposed expenditure for the following year.

Subject to approval of the statement by the Resources Committee, the Institution shall pay invoices, authorised by the group treasurer, up to the total approved. Further expenditure may be incurred by the regional group only with the agreement of the Resources Committee.

7.2.6 The treasurer of a regional group in the Republic of Ireland shall submit to the Resources Committee annually on request a statement of proposed expenditure for the following year.

Subject to approval of the statement by the Resources Committee, the Institution shall remit funds to the regional group to meet its expenditure.

7.3 Regional groups (type B)

7.3.1 Subject to the agreement of the committee of the regional group (type A) to which the regional group (type B) is to be affiliated, the Board may establish a regional group (type B) of its own volition, or on the written application of at least 25 voting members.

7.3.2 All members with a registered address within the area covered by a regional group (type B) shall, *ipso facto*, be members of that group, but any member may withdraw from the group by notice to the Institution.

7.3.3 Each regional group (type B) shall be managed by a committee consisting of at least three group members, and such others as its regulations may provide. In accordance with its regulations, each regional group shall elect a Chair (who shall be a Chartered Structural Engineer or an Incorporated Structural Engineer or a Technician Member), a secretary and a treasurer, and such others as its regulations may provide.

7.3.4 The treasurer of each regional group (type B) shall submit to the Resources Committee annually on request a statement of proposed expenditure for the following year. Subject to approval of the statement by the Resources Committee, the Institution shall pay invoices, authorised by the group treasurer, up to the total approved. Further expenditure may only be incurred by the group with the agreement of the Resources Committee.

7.4 Regional groups (type C)

7.4.1 The 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 All members with a registered address within the area covered by a regional group (type C) shall, *ipso facto*, be members of that group, but any member may withdraw from the group by notice to the Institution.

7.4.3 Each regional group (type C) 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 shall elect a Chair or a co-ordinator (who shall be a Chartered Structural Engineer or an Incorporated Structural Engineer or a Technician Member), a secretary and a treasurer, and such others as its regulations may provide.

7.4.4 The treasurer of each regional group (type C) shall submit to the Resources Committee annually on request a statement of proposed expenditure for the following year. Subject to approval of the statement by the Resources Committee, the Institution shall remit funds to the group to meet its expenditure.

7.5 Specialist groups

The Board may establish, and may disband, study or other specialist groups, which may consist of members of the Institution and other persons. The Chair 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 Board and, subject to such directions, may regulate its procedures as it thinks fit.

7.6 Representatives and corresponding members

The 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 Board, to any other document.

8.3 Procedure

The seal shall be affixed by the Chief Executive or the Director, Membership and Education, or by such other person authorised by the Board. The Chief Executive or the Director, Membership and Education 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 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 Board may delegate to the Investment Manager the exercise of any or all of the 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 Board shall ensure that the authority given to the Investment Manager is subject to a written agreement, which permits the 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 Board acting in the best interests of the Institution.

9.3 Review

The policy statement shall be subject to regular review by the Board, whether on the recommendation of the Investment Manager or otherwise. The 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 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 Board, and may take steps to vest such asset or assets in such nominee or custodian, provided that, unless the 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 Committee 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 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 Committee shall think fit, and shall always be open to inspection by members of the committee and the Board.

10.1.3 Receipts

The receipt of the Chief Executive, or other person appointed by the Resources Committee, 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 495, 498, and 1212 of the *Companies Act 2006* 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 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 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 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 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 Board may think proper; but the 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 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 Board, via the relevant staff Director, as appropriate with the exception of the Nominations Committee which shall also 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, a committee.

An 'advisory group' shall provide to the staff 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 Board may form, and disband, bodies. Committees may form, and disband, panels and task groups. Panels may form, and disband, task groups.

The 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 Chair and vice-Chair, who shall be Institution members and, in the case of committees, voting members).

4 Membership

4.1 Appointment of members

Members of committees and panels (including the Chair and the vice-Chair) shall be appointed annually. No one shall, normally, serve as Chair 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 body.

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 notified to all members of the Board, the Council and bodies.

A Chair 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 Board, the Council or a body shall be given to each member of the body 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 Board, the Council or a body shall not invalidate any decision of it.

5.4 Chair

Meetings of a body shall be chaired by the appointed Chair or, in the absence of the appointed Chair, by the appointed vice-Chair 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 secretary 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 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 Chair may agree a summary of the discussion and any recommendations arising therefrom, and such summary may be considered and acted on by the parent body.

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 Chair's discretion, shall be taken in the order shown.

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 Chair of the meeting shall be entitled to a further or casting vote.

The Chair shall in each case declare the decision of the meeting

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

A response to the secretary 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.

5.7.3 In other cases where a matter cannot await the next meeting of the Board, the Council or the body, the Chair shall have power to decide if a postal vote shall be held. The secretary 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 secretary, and the meeting shall be deemed to take place where the Chair 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.

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 Chair.

6 Reports and liaison

6.1 Reports

After each meeting, the Chair shall report to the parent body (1) major matters discussed, for information and (2) recommendations, for decision.

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

6.2 Liaison

The 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 Board, the Council or the body shall normally be undertaken by the staff, and this shall always be the case where communication is necessary with individuals.

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 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 Chair 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 Board.

7.2 Powers of Chair

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

8 Confidentiality

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