



At the Council Chamber, Whitehall

THE 2nd DAY OF OCTOBER 2018

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Council of Royal Holloway and Bedford New College has duly made amendments to the Statutes of the College and the amendments have been submitted to the Lords of the Privy Council for approval.

Now, therefore, Their Lordships, having taken the amendments into consideration, and in exercise of the powers conferred by section 7(5) of the Royal Holloway and Bedford New College Act 1985, are pleased to approve them as set out in the Schedule to this Order.

Christopher Berry

SCHEDULE

AMENDMENTS TO THE STATUTES OF ROYAL HOLLOWAY AND BEDFORD NEW COLLEGE

1. In Statute 1, Interpretation "Independent Member" after "means" *insert* ", subject to Statute 3.14,".
2. In Statute 3:
 - (a) *renumber* paragraphs 14 to 19 as paragraphs 15 to 20;
 - (b) after paragraph 13 *insert*:

"14. The Chair may receive reasonable remuneration from the College for acting as Chair, provided that such payment is approved by a Resolution of Council and subject to consent of the Charity Commission."



At the Council Chamber, Whitehall

THE 10th DAY OF OCTOBER 2018

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved the amendments to the By-laws of The Institution of Civil Engineers set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

AMENDMENTS TO THE BY-LAWS OF THE INSTITUTION OF CIVIL ENGINEERS

1. Wherever it occurs in the By-laws *delete* "Council" and *substitute* "Trustee Board".
2. In By-law 1:
 - (a) *delete* By-laws 1(1) and (2) and *substitute*:

"(1) "2019 Session" means the Session of the Institution beginning at 00:00:01am on the first Tuesday in November 2019 and ending at midnight on the first Monday in November 2020.";

"(2) "Admission, Qualification and Training Regulations" means the Regulations made by the Trustee Board relating to the admission, qualifications and training of Members pursuant to By-law 3.";
 - (b) in By-law 1(7) after "throughout a person's working life," *insert* "and the keeping of accurate and thorough written records of such development in accordance with the provisions of By-law 91.";
 - (c) *delete* By-laws 1(8) and (9) and *substitute*:

“(8) “Council Appointee Member” means a Member appointed to the Trustee Board by the Council pursuant to By-law 37.”;

“(9) “Disciplinary Regulations” means the Regulations made by the Trustee Board relating to all disciplinary matters relating to the conduct of Members pursuant to By-law 13.”;

(d) after By-law 1(9) *insert* new By-law 1(10):

“(10) “Effective Date” means 6 November 2018.”;

(e) *re-number* By-laws 1(10) and (11) as By-laws 1(11) and (12);

(f) *delete* former By-law 1(12);

(g) in renumbered By-law 1(12) *delete* “83” and *substitute* “56”;

(h) after By-law 1(14) *insert* new By-law 1(15):

“(15) “Ordinary Member” means a Member who has been appointed to the Trustee Board pursuant to By-law 38.”;

(i) *delete* By-law 1(16) and *re-number* former By-law 1(15) as By-law 1(16);

(j) in renumbered By-law 1(16) after “prescribed in By-law” *delete* “31” and *substitute* “10”;

(k) in By-law 1(17) *delete* “86” and *substitute* “56”;

(l) in By-law 1(19) *delete* “84” and *substitute* “53”;

(m) in By-law 1(21) *delete* “85” and *substitute* “54”;

(n) *delete* By-law 1(23) and *substitute*:

“(23) “Senior Vice President” means a Vice President of the Institution who has been nominated by the Council to be “Senior Vice President” of the Institution for the relevant Session.”;

(o) after By-law 1(23) *insert* new By-law 1(24):

“(24) “Session” means a session of the Institution being the period of time beginning at 00:00:01am on the first Tuesday in November in one calendar year and ending at midnight on the first Monday in November of the next calendar year.”;

(p) *re-number* former By-law 24 as By-law 1(25);

- (q) *delete* By-law 1(26) and *re-number* former By-law 1(25) as By-law 1(26);
 - (r) in renumbered By-law 1(26) *delete* “86” and *substitute* “56”;
 - (s) *delete* By-law 1(27) and *substitute*:
 - “(27) “Terms of Reference” means terms of reference made by the Trustee Board pursuant to By-law 55.”;
 - (t) *insert* a new By-law 1(28):
 - “(28) “the Trustee Board” means the Trustee Board of the Institution.”;
 - (u) *re-number* former By-laws 1(28) and (29) as By-laws 1(29) and (30); and
 - (v) In renumbered By-law 1(29) *delete* “25” and *substitute* “4”.
3. *Delete* the heading “Qualifications of Members” preceding By-law 3 and *substitute* “Admission, Qualification and Training of Members”.
4. *Delete* By-laws 3 to 24 including any headings wherever they occur and *insert* new By-law 3:
 - “3 The admission of all persons to any grade of membership of the Institution shall be determined by the Trustee Board. The criteria and process for admission to all grades of membership are set out in the Admission, Qualification and Training Regulations (as may be amended or rescinded from time to time).”.
5. *Re-number* By-laws 25 to 34 as By-laws 4 to 13.
6. In renumbered By-law 4:
 - (a) in sub-paragraph (2)(b)(i) *delete* “(By-laws 62-72)”;
 - (b) in sub-paragraph (2)(b)(ii) *delete* “40” and *substitute* “14”; and
 - (c) in sub-paragraph (2)(c) after “Council” *insert* “.” and *delete* “(By-laws 62-72)”.
7. In renumbered By-law 5 *delete* “102-104” and *substitute* “74-76”.
8. In renumbered By-law 8 *delete* “28” and *substitute* “7”.
9. In renumbered By-law 9:
 - (a) *delete* “28” and *substitute* “7”; and
 - (b) *delete* “29” and *substitute* “8”.

10. In renumbered By-law 13:

- (a) in sub-paragraphs (2)(b) and (c) *delete* “By-law 38” and *substitute* “Disciplinary Regulation 5”;
- (b) in sub-paragraph 2(d) *delete* “By-law 39” and *substitute* “Disciplinary Regulation 6”; and
- (c) *delete* sub-paragraph (3) and *substitute*:

“(3) For the purpose of ensuring the fulfilment of the requirements of this Bye-law, the Trustee Board shall from time to time make (and shall be entitled to amend and rescind):

- (a) Rules of Conduct which shall prescribe the standards of conduct required of Members, and such Rules of Conduct shall apply to, and shall be observed by, all Members; and
- (b) Regulations which shall prescribe procedures for the conduct of disciplinary proceedings in respect of any complaint made against a Member for any action that is contrary or prejudicial to the aims, objects and interests of the Institution, or for conduct unbecoming of a Member, and such Regulations shall include powers to warn, reprimand, suspend or expel a Member and which shall conform to the principles of natural justice, and the Trustee Board may establish a Disciplinary Board, Professional Conduct Panel and such other committees as it sees fit for the conduct of such procedures.

The Trustee Board may also issue guidance on the interpretation and application of such Regulations or Rules of Conduct (as the case may be) or guidance on any other matter pertaining to the fulfilment of the requirements of these By-laws.”.

- 11. *Delete* the heading “Expulsion and other disciplinary action” and By-laws 35 to 39 including any headings wherever they occur.
- 12. *Re-number* By-laws 40 to 44 as By-laws 14 to 18.
- 13. In renumbered By-law 14(1) *delete* “102-104” and *substitute* “74-76”.
- 14. In renumbered By-law 18:
 - (a) *delete* “By-law 47” and *substitute* “Admission, Qualification and Training Regulation 9”; and
 - (b) *delete* “By-law 38(1)” and *substitute* “Disciplinary Regulation 5(1)”.

15. **Insert** new By-law 19:

“19 Subject to By-law 18, a member of any grade may by notice in writing to the Secretary resign membership of the Institution after payment of all sums due in respect of subscriptions or otherwise.”.

16. **Re-number** By-laws 45 to 51 as By-laws 20 to 26.

17. In renumbered By-law 20 **delete** “47” wherever it occurs and **substitute** “22”.

18. In renumbered By-law 22 **delete** “45” and **substitute** “20”.

19. **Delete** By-laws 52 and 53.

20. After renumbered By-law 26 **insert**:

“The Trustee Board

27 In the 2019 Session and in each subsequent Session thereafter, the Trustee Board shall comprise the following members:

- 1) The President;
- 2) Vice Presidents of whom there shall be no fewer than three nor more than seven;
- 3) Three Council Appointee Members; and
- 4) One Ordinary Member.

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

28 The members of the Trustee Board for the Session beginning on the Effective Date shall comprise those persons who were elected by the “Council” of the Institution in existence prior to the Effective Date to serve on the executive board of the Institution that would have been constituted on the Effective Date (but for the adoption of these By-laws on the Effective Date).

29 Any person who is an employee of the Institution or who is prohibited by law from being a charity trustee shall not be eligible to be a member of the Trustee Board.”.

21. **Re-number** By-law 54 as By-law 30.

22. In renumbered By-law 30 **delete** “74” and **substitute** “42”.

23. **Delete** By-law 55.

24. **Re-number** By-laws 56 to 60 as By-law 31 to 35.

25. In renumbered By-law 35 **delete** “57” and **substitute** “32”.

26. **Insert** new By-laws 36 to 40:

“36 In each Session, the Trustee Board shall recommend to the Council an eligible person to fill any vacancy that will arise on the Trustee Board as Vice President at the end of that Session. Such eligible person shall be deemed appointed to the Trustee Board upon such recommendation being approved by the Council. If the Council does not approve any such recommendation, the Trustee Board shall be entitled to recommend another eligible person or, in turn, other eligible individuals to the Council until that vacancy as Vice President has been filled. Such process of appointment of any eligible person to fill any vacancy on the Trustee Board as a Vice President shall take place and be notified to Members at least 12 weeks before the Annual General Meeting preceding that person’s term of office as a Vice President.

37 In each Session, the Council shall notify the Trustee Board of the eligible person whom the Council is nominating to fill any vacancy that will arise on the Trustee Board as a Council Appointee Member at the end of that Session. Any such person must be a member of the Council at the time of their nomination and shall be deemed appointed to the Trustee Board upon such notification by the Council. The notification by the Council to the Trustee Board of an eligible person to fill any vacancy on the Trustee Board as a Council Appointee Member shall take place and shall be notified to Members at least 12 weeks before the Annual General Meeting preceding that eligible person’s term of office as a Council Appointee Member. A Council Appointee Member may only remain a Council Appointee Member of the Trustee Board for so long as they remain a member of the Council.

38 In each Session, the Trustee Board shall recommend to the Council an eligible person to fill a vacancy that will arise on the Trustee Board as an Ordinary Member at the end of that Session. Such eligible person shall be deemed appointed to the Trustee Board upon such recommendation being approved by the Council. If the Council does not approve any such recommendation, the Trustee Board shall be entitled to recommend another eligible person or, in turn, other eligible persons to the Council until that vacancy as the Ordinary Member has been filled. Such process of appointment of any eligible person to fill any vacancy on the Trustee Board as the Ordinary Member shall take place and be notified to Members at least 12 weeks before the Annual General Meeting preceding that eligible person’s term of office as the Ordinary Member.

39 Subject to By-laws **31** and **42**, in each Session, the Trustee Board shall recommend to the Council an existing Vice President to be the President of the Institution for the following Session. Such Vice President shall be deemed appointed as President upon such recommendation being approved by the Council. Any Vice President recommended by the Trustee Board shall be a Fellow and shall have given significant service to the Institution during their career. If the Council does not approve any such recommendation, the Trustee Board shall be entitled to recommend another eligible Vice President to the Council until the Council has approved a recommendation. Such process of

appointment of an existing Vice President to be the President of the Institution for the following Session shall take place and the result shall be notified to the Members at least 12 weeks before the Annual General Meeting preceding that person's term of office as President.

- 40** The members of the Trustee Board shall be appointed and shall hold office for such period and on such terms as to re-election and otherwise as may be specified in Terms of Reference promulgated by the Trustee Board. The Trustee Board may from time to time supplement, vary or rescind such Terms of Reference provided that no such supplementation, variation or recession to such Terms of Reference shall in any way be repugnant to the Charter and these By-laws.”.

27. **Delete** By-laws 61 to 72 including any headings wherever they occur.

28. **Re-number** By-laws 73 to 77 as By-laws 41 to 45.

29. In renumbered By-law 43 **delete** “52” and **substitute** “27”.

30. **Insert** new By-laws 46 and 47:

46 The Trustee Board shall meet as often as the business of the Institution may require. No resolution is to be voted on at any meeting of the Trustee Board (save for a resolution to call another meeting) unless a quorum is participating in that meeting. The quorum for the transaction of business at a meeting of the Trustee Board is:

- (1) 50 per cent or more of the members of the Trustee Board; and
- (2) the President, or in the President's absence, the Senior Vice President, being, in each case, present at that meeting of the Trustee Board.

For the avoidance of doubt, the President or Senior Vice President (as the case may be) shall not count for the purposes of determining whether 50 percent or more of the Members of the Trustee Board are present at a meeting as required by By-law **46(1)**.”.

47 A resolution shall be passed by the Trustee Board if a majority of the whole number of the members of the Trustee Board at the relevant time votes in favour of that resolution. In the case of an equality of votes, the Chairman shall have a second or casting vote.”.

31. **Re-number** By-laws 78 to 80 as By-laws 48 to 50.

32. In renumbered By-law 48:

- (a) **Delete** “The Council shall meet as often as the business of the Institution may require; and at every meeting seven shall constitute a quorum of whom at least four shall be Corporate Members who are entitled to use the designation Chartered Civil Engineer.”; and

(b) after “be present at the meeting and” *delete* “, if the Council so resolves in either case,”.

33. *Delete* By-law 81.

34. *Re-number* By-laws 82 to 85 as By-laws 51 to 54.

35. In renumbered By-law 53 after “not repugnant to the Charter or these By-laws” *delete* “and provided that no such Regulation, amendment or rescission shall come into operation until the same has been approved by the votes of the Corporate Members in accordance with By-laws **102-104**”.

36. *Insert* new By-law 55:

“**55** The Trustee Board may make, amend and rescind Terms of Reference for the purposes specified in these By-laws (other than for purposes to be governed by Regulations or Rules), but so that the same be not repugnant to the Charter or these By-laws.”.

37. *Re-number* By-law 86 as By-law 56.

38. After renumbered By-law 56 *insert*:

“Council

57 (1) There shall be a Council of the Institution which shall have the right and responsibility first of tendering advice to the Trustee Board concerning the direction and strategy of the Institution and any other matter referred to it by the Trustee Board and, secondly, of communicating the representative views of the members of the Institution on these and other matters to the Trustee Board.

(2) The Council shall consist of such number of members, with such qualifications and be elected or constituted as such members of the Council and hold office for such period and on such terms as to re-election and otherwise as may be specified in Terms of Reference promulgated by the Trustee Board after consultation with the Council.

(3) The Council’s procedures and proceedings shall be governed in accordance with the Terms of Reference promulgated by the Trustee Board after consultation with the Council.

(4) The Trustee Board may from time to time amend, vary or rescind any such Terms of Reference, provided that no such amendment, variation or rescission shall in any way be repugnant to the Charter or these By-laws.

58 For the Session beginning on the Effective Date, the Council shall comprise those members who were elected by the Corporate Members in the 2018 ballot of the

Corporate Members to serve as members of the Council in the form of Council that existed immediately prior to the coming into force of these By-laws on the Effective Date.”.

39. **Re-number** By-laws 87 to 118 as By-laws 59 to 90.
40. In renumbered By-law 66(2) **delete** “96-98” and **substitute** “68-78”.
41. In renumbered By-law 67 after “to receive a report on the election of the” **insert** “Trustee Board and of the”.
42. In renumbered By-law 69:
 - (a) **delete** “25” and substitute “4”; and
 - (b) after “(c)” **insert** “)”.
43. In renumbered By-law 70:
 - (a) **delete** “97” and **substitute** “69”; and
 - (b) **delete** “100” and **substitute** “72”.
44. In renumbered By-law 71:
 - (a) **delete** “100” and **substitute** “53”; and
 - (b) **delete** “102-104” and **substitute** “74-76”.
45. In renumbered By-law 72:
 - (a) **delete** “and for approving Regulations”;
 - (b) **delete** “or for the rescission of them pursuant to By-law 84”; and
 - (c) **delete** “102-104” and **substitute** “74-76”.
46. In renumbered By-law 73 **delete** “102-104” and **substitute** “74-76”.
47. In renumbered By-law 74 **delete** “26, 40, 84, 99, 100 or 101” and **substitute** “5, 14, 53, 71, 72 or 73”.
48. In renumbered By-law 90 **delete** “117” and **substitute** “89”.
49. After renumbered By-law 90 **insert**:

“Continuing Professional Development

91 Continuing Professional Development shall be recorded and submitted in such form as the By-laws, Admission, Qualification and Training Regulations, and / or the Trustee Board may from time to time prescribe.”.



At the Council Chamber, Whitehall

THE 10th DAY OF OCTOBER 2018

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has allowed amendments to the Bye-laws of The Institute of Chartered Accountants in England and Wales as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

AMENDMENTS TO THE BYE-LAWS OF THE INSTITUTE OF CHARTERED ACCOUNTANTS IN
ENGLAND AND WALES

Amendments to the Principal Bye-laws

1. **Delete** Principal Bye-law 38 and **substitute**:

“38 A member of the Council may tender his resignation of office by notice to the Chair of Council.”.

2. **Delete** Principal Byelaws 67 and 68 and **substitute**:

“Notices

67

- a) Any communication required to be given for the purposes of these bye-laws shall be in writing.
- b) Any communication with members shall be delivered electronically, by hand or by post addressed to them at their registered address. Delivery shall be deemed to have occurred (i) for electronic communication, when sent and/or published; (ii) by hand, when delivered; and (iii) by post, 48 hours after posting.

- c) A communication may be delivered electronically by the Institute to a member who has provided an email address unless the member has explicitly requested otherwise.
- d) A communication is validly delivered by the Institute if it is made available on a website.
- e) A communication to be delivered via a website must be made available in a form that will enable the member to:
 - (i) read it; and
 - (ii) keep a copy of it.
- f) The Institute must tell the intended recipient:
 - (i) that the communication is on the website;
 - (ii) how to access the communication.
- g) The Institute must make the communication available on the website throughout:
 - (i) the period specified by any provision of the Supplemental Charter, the Principal Bye-laws or any regulation, or
 - (ii) 28 days from the date on which the notification is sent to the member(s).
- h) A failure to make any communication available on a website throughout the period shall be disregarded if:
 - (i) it is made available on the website for part of that period, and
 - (ii) the failure to make it available throughout that period is wholly attributable to circumstances outside the Institute's control.
- i) The Institute may notify members in writing of an address to which they can send Institute related communications.
- j) In accordance with data protection legislation, the lawful basis for the Institute to contact members is legitimate interest.

Suspension of postal services

68. If at any time there is a suspension of postal services and the Institute is unable to give hard copy notice by post of a meeting of members such notice shall be deemed to have been given to all members entitled to receive it if such notice is made available on a website until the conclusion of the meeting or any adjournment thereof.

In any case, the Institute shall send confirmatory copies of the notice by post to such members if the posting of notices to addresses becomes practicable at least seven days before the meeting.”.