



At the Council Chamber, Whitehall

THE 17th DAY OF NOVEMBER 2020

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

The Privy Council has approved the revised By-laws of the Chartered Association of Building Engineers as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

REVISED BY-LAWS OF THE CHARTERED ASSOCIATION OF BUILDING ENGINEERS

PRELIMINARY

Interpretation

1. In the Charter and these Bylaws these words shall bear the meaning given, if not inconsistent with the subject or context.

“The Charter” means the Royal Charter of the Chartered Association of Building Engineers;

“Association” means the Chartered Association of Building Engineers.

“the Board” means the Board of directors of the Association;

“committee” means a group of people consisting of directors, members or others appointed by the Board to undertake a task on behalf of the Board, to whom the Board may delegate a degree of authority;

“director” means a director of the Association, and includes any person occupying the position of director (Board member), by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“the office” means the headquarter office of the Association;

“the Regulations” means the Regulations, Delegation, Governance and Limitation Policies approved from time to time by the Board under the Bylaws;

Words implying the singular number only shall include the plural number, and vice-versa. Words implying the masculine gender shall also include the feminine gender;

Writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

MEMBERSHIP AND REGISTRATION

Application for membership

2. Persons with appropriate qualifications, knowledge and experience as defined in these Bylaws and Regulations may apply to join the Association in one of the following categories, and while in that category may use the relevant postnominal:
 - (i) Fellow of the Chartered Association of Building Engineers (FCABE)
 - (ii) Member of the Chartered Association of Building Engineers (MCABE)
 - (iii) Hon. Fellow of the Chartered Association of Building Engineers (Hon FCABE)
 - (iv) Graduate of the Chartered Association of Building Engineers (Grad CABE)
 - (v) Associate of the Chartered Association of Building Engineers (ACABE)
 - (vi) Technician of the Chartered Association of Building Engineers (TCABE)
 - (vii) Student of the Chartered Association of Building Engineers.

3. Those Voting members who are practising as building engineers may in addition be entered or retained on the Association’s Register of Chartered Building Engineers if they satisfy the Association that they have exemplifying qualifications or clearly demonstrate they have achieved an equivalent level of knowledge and understanding in other ways and shall continue to be registered until moved by retirement from practice or for any other reason under these Bylaws. Such Voting members may describe themselves as a Chartered Building Engineer but from the date of these amendments to the Charter and Bylaws shall not abbreviate this descriptor for use as post nominal letters.

4. Those Voting members who were entered on to the Register of Chartered Building Engineers before the date of these amendments to the Charter and Bylaws but who do not satisfy the Association that they have the exemplifying qualifications or demonstration of knowledge and understanding to the same level as the exemplifying qualifications prior to the 31st December 2028 shall cease to describe themselves as Chartered Building Engineers and shall be transferred to the Register of Chartered Building Professionals and shall continue to be so registered until removed by retirement from practice or for any other reason under these Bylaws. Such Voting members may describe themselves as a Chartered Building Professional but shall not abbreviate this description for use as post nominal letters.
5. New Voting members from the date of those amendments to the Charter and Bylaws who do not satisfy the Association that they have the exemplifying qualification or demonstration of knowledge and understanding to the same level as the exemplifying qualifications will be entered on the Associations Register of Chartered Building Professionals until the Register closes in December 2028.

Categories of Membership

6. Fellows shall be persons who either shall be a Fellow at the date of adoption of these Bylaws, or shall be a Member of the Association who is elected to Fellowship having been in positions of senior responsibility for a period of normally not less than five years.

The Board shall have the powers to grant a direct Fellow membership:

- (i) to applicants who possess the academic qualifications for the category of Member and who are/have been in employment approved by the Board in senior positions of responsibility for a period of normally not less than five years; and
 - (ii) in exceptional circumstances to applicants who have achieved recognised outstanding eminence in the research, practice or teaching of the arts and sciences concerned with the built environment or who are engaged in research which is designed to ensure benefit to the said practice or those engaged therein;
7. Members shall be persons who either shall be a Member at the date of adoption of these Bylaws, or is subsequently admitted as a Member because:
 - (i) at the time of their application for admission, shall be actually engaged in a manner satisfactory to the Board, in the construction industry and;
 - (ii) they shall possess the minimum required academic qualifications of BSc (Hons) or equivalent in a relevant subject and;
 - (iii) shall have at least two years' approved training and practical experience as are prescribed by the Board in the Regulations for Members and shall have passed such test of competence as those Regulations shall from time to time prescribe.

8. Honorary Fellows shall be persons who either shall be Honorary Fellows at the date of adoption of these Bylaws or, who by reason of their position or eminence in the arts, sciences or literature, or their experience in matters relating to the built environment entitles them, in the opinion of the Board, to the distinction of election as an Honorary Fellow or whose membership is considered by the Board to be desirable in the interests of the Association and shall be elected as Honorary Fellows of the Association. Such persons shall remain Honorary Fellows at the pleasure of the Board.

Honorary Fellows shall have all the rights and privileges of a Fellow other than voting rights at general meetings. They shall not be required to pay any admission fee or annual subscription.

9. Graduate Members shall be persons who either shall be a Graduate Member at the adoption of these Bylaws or shall have passed such examinations and have such approved qualification and practical experience as are prescribed by the Board in the Regulations for Graduate Members and shall be admitted a Graduate Member of the Association providing application is made within a three year period of completing the qualification/examination.
10. Associate Members shall be persons who either shall be an Associate Member at the date of adoption of these Bylaws, or shall have passed such examinations and have such approved training and practical experience as are prescribed by the Board in the Regulations for Associate Members and shall be admitted an Associate Member of the Association.
11. Technician Members shall be persons who either shall be a Technician Member at the date of adoption of these Bylaws, or shall have passed such examinations and have such approved training and practical experience as are prescribed by the Board in the Regulations for Technician Member and shall be admitted as a Technician Member of the Association.
12. Students shall be persons who either shall be a Student at the date of adoption of these Bylaws or shall have been accepted for or be engaged in or have completed a course of study as prescribed by the Board in the Regulations for Students and shall be admitted a Student of the Association. Student Membership will include a grace period of up to 12 months following the completion of the course of study or once employment has been found whichever comes first.

Approval of candidature

13. The members of the Association shall be such persons as the Board, shall admit to membership in accordance with these Bylaws. Membership of the Association shall be personal to the member and shall not be transferable.

Qualification for membership

14. No persons shall be eligible for admission as a member of the Association, or for transfer from one category of membership to another, unless they have fulfilled all the

requirements applicable to the category of membership to which they seek admission as contained in the Bylaws.

Entrance fees and annual subscriptions

15. An application for membership, or for transfer from one class of membership to another, shall be accompanied by the relevant fee and annual subscription for the time being payable or such part thereof as the Board shall from time to time prescribe.

Application for membership

16. The form of application for membership, or for transfer from one class of membership to another, and the method of admission to membership, or transfer from one class of membership to another, shall be as the Board may determine from time to time.

Member to continue to satisfy

17. Any member shall satisfy the Board, if required and in such a manner as the Board may from time to time reasonably require, that they continue to be qualified to retain their membership of the Association.

Voting

18. Voting members shall have such rights as the Board may determine from time to time as published in the Regulations including the right to exercise one vote on any matter at a General Meeting.

Fees and Subscriptions

19. The Annual Subscriptions for each category of membership and the fees payable by applicants for membership or for transfer from one category of membership to another shall be such as may be determined from time to time by the Board.

Termination of Membership

20. Membership shall be terminated by death, resignation, professional disciplinary action, bankruptcy, non-payment of fees or subscriptions, or mental illness according to the provisions in the Regulations.
21. However, any member, who is subject to a professional disciplinary enquiry and who purports to resign, or whose membership lapses through non-payment of fees or subscriptions, shall be deemed to remain in membership until the completion of the disciplinary process.

Registers of Members

22. A register of all members of the Association shall be kept at the office of the Association. The Register shall show the category of membership to which each and

every member of the Association has been admitted. Separate sections of the Registers shall be kept for the Voting member and Non-voting member categories of membership. The Register shall also show if applicable the section of the Register of the Engineering Council (or any successor body) in which the member has been entered by the Association.

23. Registers of Chartered Building Engineers and of Chartered Building Professionals shall be kept at the office of the Association, either as a separate Registers or as part of the Register of members.

Examinations and academic qualifications

24. The Board may conduct assessments or approve assessments in appropriate subjects to be conducted on its behalf, for approved candidates for admission as members. The Board shall make such necessary arrangements from time to time which shall be published in the Regulations.

GOVERNANCE

The Board of Directors

25. The business of the Association shall be managed by a Board elected by the members in general meeting. The first Board members after incorporation shall be those who have been elected to serve on the Board for the period during which incorporation shall take place. They shall hold office as such until the election and coming into office of their successors.
26. The Board Members shall be members of the Association and therefore shall cease to serve on the board if they cease to be such members or if they resign from the Board, or if they become incapable for medical or legal or any other reasons from acting as a trustee or fail to attend any Board meeting in any twelve-month period, or for any continued reason of conflict of interest.
27. The Board shall fill any casual vacancies for the remainder of that year which may arise between any two Annual General Meetings.
28. The Board who apart from co-opted members are elected by the voting members of the Association and shall consist of:
 - (i) The President (who shall be Chairman)
 - (ii) Two Vice Presidents
 - (iii) The Immediate Past President
 - (iv) Six other members of the Board

- (v) Such co-opted members of the Board as the Regulations shall provide up to a maximum of four.

29. The Officers of the Association shall consist of:

- (i) President
- (ii) Immediate Past President
- (iii) not more than two Vice Presidents

Terms of reference of the Officers will be published in the Regulations.

Conflicts of Interest

30. (i) A member of the Board shall avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Association.
- (ii) A member of the Board in such a situation shall declare his interest or possible interest at a relevant meeting of the Board or by notice in writing to all other members of the Board.
- (iii) The Board shall decide how this conflict shall be managed:
- (a) It can decide that the conflicted person may remain at the meeting, participate in the discussion, and even vote on the matter concerned, or
 - (b) It can allow the conflicted person to remain but not vote or speak, or
 - (c) It can require the conflicted person to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).

Regulations

31. The Board may make from time to time such Regulations as it deems necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing conditions of membership, and in particular but without prejudice to the generality of the foregoing, such Regulations may regulate:
- (i) the admission of members to the Association and the rights and privileges of such members and the conditions of membership
 - (ii) the conduct of all members in relation to one another and to the Associations employees; and

- (iii) the procedure at general meetings and meetings of the Board and committees of the Board.

Provided that no such Regulation shall be inconsistent with this Charter and Bylaws

CODE OF PROFESSIONAL CONDUCT

- 32. The Board shall determine and publish in Regulations, from time to time, a Code of Professional Conduct and a Disciplinary Procedure and shall require all members to uphold the reputation of the Association and the profession and to safeguard the public interest; observe the provisions of the Charter and Bylaws and supporting Regulations; comply with the Code of Professional Conduct; and co-operate with the Disciplinary Procedure. In doing so the Board shall have due regard to the related Guidance published by the Engineering Council or a successor regulatory body.
- 33. The Board shall have the power to impose sanctions, including removal from any of its Registers, following a finding of liability after a disciplinary enquiry following receipt of a complaint about a member's alleged breach of the Code of Professional Conduct.

GENERAL MEETINGS

- 34. There shall be an Annual General Meeting held no more than fifteen months after incorporation and thereafter the Annual General Meeting shall be held not more than fifteen months after its predecessor, for election of Officers and Board and for receipt of the Annual Report and Accounts and the conduct of any other business for which notice has been duly given. There may be other general meetings during each year which shall be called by the Chief Executive on the instruction of the Board or at the request in writing of voting members as may be determined in the regulations. The Board may arrange for any general meetings (other than an Annual General Meeting) to be held by electronic means if it is satisfied that confidential and secure arrangements can be made for participation by all members.

Quorum

- 35. No business shall be transacted at any meeting unless a quorum is present. For all purposes the quorum shall be twelve members personally present and entitled to vote.

Poll

- 36. The demand for a poll before the poll is taken, may be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hand declared before the demand was made.

Casting Vote

- 37. In the case of an equality of votes, either on a show of hands or at a ballot or poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote exercised by the Chairman as a member.

ACCOUNTS

38. The Board shall cause accountancy records to be kept at such place as the Board shall think fit, and such records shall always be open to the inspection of the Board members.
39. The Board shall determine from time to time whether and to what extent and at what times and places and under what conditions the accounts and books of the Association or any of them shall be opened to the inspection of members not being Board members.
40. At the Annual General Meeting the Board shall lay before the Association an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Board and the Auditors or Examiners and copies of such accounts, balance sheets and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than twenty-one clear days before the date of the meeting to the Auditors or Examiners and to all other persons entitled to receive notices of general meetings in the manner in which notices are herein directed to be served.

AUDIT OR EXAMINATION

41. Once at least in every year the accounts of the Association shall be audited (or examined) and the correctness of the financial statements ascertained by one or more Auditors or Examiners.
42. Auditors or Examiners shall be appointed and their duties regulated in accordance with the provisions of the law. The Auditors or Examiners (who shall be qualified under the law) shall be appointed and their remuneration determined by the Board.

NOTICES

43. A notice may be served by the Association upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the list of members or by electronic means as agreed by the member.
44. Any member described in the list of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served, shall be entitled to have notices served by post at such address, but, save as aforesaid, only those members who are described in the list of members by an address within the United Kingdom shall be entitled to receive notices from the Association unless they are to be served electronically.
45. Any notice, if served by first class post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in

proving such service it shall be sufficient to certify that the letter containing the notice was properly addressed and put into the post as a pre-paid letter. Any notice served electronically shall be deemed to have been served within twenty-four hours of dispatch.