



*At the Council Chamber, Whitehall*

THE 10th DAY OF NOVEMBER 2021

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

The Privy Council has approved the revised By-laws of The Institution of Civil Engineers as set out in the Schedule to this Order with effect from 30th November 2021.

*Ceri King*

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*SCHEDULE*

REVISED BY-LAWS OF THE INSTITUTION OF CIVIL ENGINEERS

Interpretation

1. In these By-laws, if not inconsistent with the context:
  - (1) "2020 Amendments" means the amendments to the By-laws approved by the Corporate Members by post or electronic ballot on 21 July 2020.
  - (2) "2020 Session" means the Session of the Institution beginning at 00:00:01am on the first Tuesday in November 2020 and ending at midnight on the first Monday in November 2021.
  - (3) "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.
  - (4) "The Charter" means the Royal Charter of the Institution granted in the year 1975 and any amendments allowed or Charters granted supplemental thereto.
  - (5) "Civil Engineer" means an individual who is engaged in the practice of Civil Engineering.
  - (6) "Civil Engineering" means all or any of those branches of engineering science the advancement of which is recognized by the Trustee Board as being within the object of the Institution as set forth in the Charter.

- (7) “The Council” means the Council of the Institution.
- (8) “Continuing Professional Development” means the systematic maintenance, improvement and broadening of knowledge and skill, and the development of personal qualities for the execution of professional and technical duties throughout a person’s working life, and the keeping of accurate and thorough written records of such development in accordance with the provisions of By-law 97.
- (9) “Council Appointee Member” means a member appointed to the Trustee Board by the Council pursuant to By-law 37.
- (10) “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.
- (11) “Effective Date” means the date and time of commencement of the 2020 Session or such later date as is specified by the Lords of Her Majesty’s Most Honourable Privy Council in the Order of the Council allowing the 2020 Amendments.
- (12) “Eligible Person” means any member of the categories of members set out in By-laws 2(1), 2(2)(a), and 2(3)(b).
- (13) “The Institution” means The Institution of Civil Engineers established on 2 January, 1818, and incorporated by Royal Charter on 3 June, 1828.
- (14) “International Area” means an association established by the Trustee Board as an International Area pursuant to By-law 62(1).
- (15) “member” means any person of any of the grades of member defined in By-Law 2 save where the context otherwise indicates.
- (16) “Month” means calendar month.
- (17) “Nominated Member” means a member who has been appointed to the Trustee Board pursuant to By-law 38.
- (18) “Ordinary Member” means a member who has been elected by the Voting Members to the Trustee Board pursuant to By-laws 41 to 46 (inclusive).
- (19) “Professionally Qualified” in relation to a member means a member who has satisfied the requirement prescribed in By-Law 10.
- (20) “Region” means an association established by the Trustee Board as a Region pursuant to By-law 62(1).
- (21) “Registered Address” means a member’s address recorded in the Roll.

- (22) “Regulations” means Regulations made by the Trustee Board pursuant to By-law 59.
- (23) “Roll of the Institution” or “Roll” means the definitive record of each member’s name, address, grade of membership and other qualifications maintained by the Institution, including any such information recorded in electronic form.
- (24) “Rules” means Rules made by the Trustee Board pursuant to By-law 60.
- (25) “Secretary” includes any deputy or assistant secretary and any person appointed by the Trustee Board to perform the duties of the Secretary temporarily.
- (26) “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.
- (27) “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.
- (28) “Special Resolution” means a resolution to amend, add to or surrender the Charter or to Petition for a Supplemental Charter or to make, revoke or amend By-laws or to amalgamate with any kindred society and for a Special Resolution a two-thirds majority of those Corporate Members voting thereon shall be required.
- (29) “Sub-division” means a sub-division of a Region, International Area or other association established by the Trustee Board pursuant to By-law 62.
- (30) “Terms of Reference” means terms of reference made by the Trustee Board pursuant to By-law 61.
- (31) “The Trustee Board” means the Trustee Board of the Institution.
- (32) “Voting Members” means Corporate Members and Graduate members, whose respective voting rights are described in By-Law 4(2).
- (33) Words importing the masculine gender include the feminine gender; and words in the singular shall include the plural, and words in the plural shall include the singular.

## Constitution

2 The Institution of Civil Engineers shall consist of:

- (1) Corporate Members who shall be:

- (a) Honorary Fellows who prior to their election to that grade of membership were Members or Fellows
  - (b) Fellows
  - (c) Members
- (2) Non-Corporate Aspiring Members who shall be:
- (a) Graduates
  - (b) Students
- (3) Non-Corporate Special Members who shall be:
- (a) Honorary Fellows who are not Corporate Members
  - (b) Associate Members
  - (c) Affiliate Organisations

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

#### Admission, Qualification and Training of Members

- 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).

#### Definition of the Voting Membership and Voting Rights

- 4 (1) The Voting Members

Voting Members shall comprise:

- (a) Corporate Members
- (b) Graduate members

- (2) Voting Rights

- (a) Corporate Members

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

- (b) Graduate members

Graduate members may vote:

- (i) on any resolution relating to subscriptions (By-law 14);
- (ii) in elections of Ordinary Members to the Trustee Board;

- (iii) in elections of members to the Council (including the sole entitlement to vote in the election of Graduate members to the Council);
- (iv) on any motions or resolutions (whether proposed to be passed at a Special General Meeting or by any other means or forum) provided that such motions or resolutions do not require the approval of a Special Resolution or relate to the professional qualifications or professional conduct of members; and
- (v) on such other matters as the Trustee Board shall determine from time to time.

#### Amalgamation Procedure

- 5 For the purpose of carrying into effect any amalgamation or union with the Institution of any other institution or body, whether incorporated or not, of engineers the objects of which comprise or include objects which are within the objects of the Institution, being an amalgamation or union approved by the votes of the Corporate Members in accordance with By-laws 80-82, the Trustee Board shall, the consent of the Lords of Her Majesty's Most Honourable Privy Council being first had and obtained, notwithstanding anything in the other of these By-laws contained, give effect to the terms of such amalgamation or union as so approved and shall enter the names of the members of every grade of such other institution or body (other than Honorary Fellows thereof) on the Roll in accordance with such terms as Fellows, Members, Graduates, Students, Associate Members or Affiliate Organisations as such terms may require. Persons who in accordance with such terms are to be qualified to be elected into the grade of Honorary Fellow of the Institution shall for the purpose aforesaid be ipso facto qualified to be elected into such grade.

#### Qualifying examinations

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

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

- 7 The academic standards and other conditions for admission to all grades of membership shall be determined by the Trustee Board but subject always to the provisions of these By-laws.
- 8 For the purpose of By-Law 7 the Trustee Board shall have power to recognize such university degrees or other academic qualifications or tests as after scrutiny it may deem to satisfy its requirements as laid down in the Regulations and to withdraw such recognition if after scrutiny it deems the standard to be below that which is required.

- 9 A candidate otherwise qualified for Corporate Membership but not possessing an academic qualification satisfying By-laws 7 and 8 shall take a recognized form of academic test as described in the Rules laid down by the Trustee Board.

#### Professional Review

- 10 (1) Candidates for admission to the grade of Member shall: (a) be a civil engineer; and be required to attend the Institution's Professional Review, or an equivalent arrangement approved by the Trustee Board. Candidates shall be required to meet such criteria as may be required by the Regulations laid down by the Trustee Board for the relevant grade of membership. Those candidates who satisfy these criteria shall be considered Professionally Qualified.
- (2) The Trustee Board shall order the conduct of such Professional Reviews and arrange the time and place or places at which they shall take place and determine the fees to be paid or deposited by the candidates in respect thereof. The Trustee Board shall appoint such qualified person or persons as it thinks fit to review the candidates and shall fix the remuneration to be paid to such person or persons.

#### Designations

- 11 (1) All (a) Honorary Fellows (b) Fellows (c) Members (d) Associate Members and (e) Graduates may use the designatory letters of the grade of membership stated in accordance with the abbreviated forms described in the Charter.
- (2) A Corporate Member entitled to use the designation Chartered Civil Engineer and practising in partnership with any person who is not so entitled under the title of a firm shall not use or authorize to be used after the title of such firm the designation Chartered Civil Engineer or Chartered Civil Engineers or describe or authorize the description of such firm in any way as Chartered Civil Engineers.
- (3) A Corporate Member entitled to use the designation Chartered Civil Engineer practising or acting in a professional capacity under the title of, or as a director, officer or employee of, a company, whether such company shall be authorized or not to carry on the profession or business of a Civil Engineer in all or any of its branches, shall not use or authorize to be used after the title of such company the designation of Chartered Civil Engineer or Chartered Civil Engineers, or describe or authorize the description of such company in any way as Chartered Civil Engineers.

#### Professional Conduct

- 12 No person who has ceased to be on the Roll is entitled to make use of any designation implying connection with the Institution. A member may not use a designation to which the member is not entitled.

- 13 (1) All members are required to order their conduct so as to uphold the dignity, standing and reputation of the Institution and of the profession of civil engineering.
- (2) No member shall act in a way that shall constitute “improper conduct” as defined in sub-paragraphs (a) to (d) below:
- (a) any breach of the provisions of the Charter or of these By-laws or any Regulations or Rules or directions made or given thereunder; or
  - (b) failure to comply with the requirements imposed under Disciplinary Regulation 5 within the time limits prescribed; or
  - (c) failure to pay any order for costs imposed under Disciplinary Regulation 5 within the time limits prescribed; or
  - (d) failure to pay an order for costs imposed under Disciplinary Regulation 6 within the time limit prescribed.
- (3) For the purpose of ensuring the fulfilment of the requirements of this By-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.

#### Contributions to the funds

- 14 The annual subscriptions, transfer and entrance fees, and life composition fees payable by members shall be at rates determined by resolution of the Trustee Board, provided that no increase in the rate of any such subscription or fee shall take effect unless:
- (1) it is confirmed by resolution of the Voting Members approved in accordance with By-laws 80-82; or

- (2) the increased rate is not to take effect less than a year after the rate that it replaces took effect and it is not to exceed the subscription or fee that it replaces by more than 10%.

No more than three successive increases in the rate of any subscription or fee determined by the Trustee Board may take effect pursuant to paragraph (2) of this By-law.

- 15 All annual subscriptions shall be due on 1 January in each year for the year then commencing. The acceptance of an annual subscription from a person who has ceased to be a member shall not create any presumption as to membership of the Institution.
- 16 Honorary Fellows, whether Corporate Members or not, shall not be required to pay any subscription or fee.
- 17 Every member shall be liable for the payment of the annual subscription determined by the Trustee Board until the member's desire to resign has been signified to the Secretary in writing, the member having previously paid all arrears, including the subscription for the year current at the date of the notice, or until the forfeiting of the right to remain in, or be attached to, the Institution.
- 18 A member may not resign nor shall membership be forfeited in accordance with Admission, Qualification and Training Regulation 9 in any case where an allegation of improper conduct against the member has been received by the Professional Conduct Panel, or where the Professional Conduct Panel has reason to suppose that the member may have been guilty of improper conduct, or where an Order of Suspension has been made against the member pursuant to Disciplinary Regulation 5 (1), until all the proceedings against the member under the Disciplinary Regulations and these By-laws have been concluded (including any appeal).
- 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.
- 20 Any member whose subscription for the current year shall not have been paid by 28 February, shall not be entitled to receive publications until one month after such subscription has been paid. An administration fee may be levied. A single reminder shall be sent by the Secretary drawing attention to the provisions of this By-law and of By-law 22. The date of receipt of the first instalment under an agreed Direct Debit arrangement shall be deemed the date of payment for the purpose of this By-Law and of By-Law 22.
- 21 The Trustee Board shall determine what portion (if any) of the composition, transfer and entrance fee shall be invested. The remainder of the fee, together with the income for the time being arising from the investments which the Trustee Board have made, or may make, out of moneys received in respect of composition, transfer or entrance fees, shall be appropriated to the current expenditure of the Institution. The Trustee Board



may also, at any time, sell the whole or any part of such investments and appropriate the proceeds of such sales to such current expenditure.

- 22 The name of any member who has been sent a reminder in accordance with By-law 20 whose subscription remains unpaid on 30 April shall be removed from the Roll, but the Trustee Board shall have the power in exceptional circumstances to extend this date for any member.
- 23 Where the Trustee Board in its discretion considers that the advanced age and long period of membership of any member justifies its doing so, the Trustee Board may maintain the member's name on the Roll without payment of further subscriptions. The Trustee Board may also, where in its opinion it is desirable to do so, remit the whole or any portion of the annual subscription payable in any particular case or class of case.
- 24 (1) All the moneys of the Institution not required to meet the current expenditure of the Institution may be invested in the purchase, or on the security, of any stocks, shares, debentures, debenture stock, land buildings or other property of any nature and in any part of the world, as the Trustee Board may determine, and the Trustee Board shall have power to vary such investments.
  - (2) The Trustee Board may:
    - (a) appoint as the investment manager for the Institution a person who it is satisfied after inquiry is a proper and competent person to act in that capacity and who is either:
      - (i) an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986 or
      - (ii) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of s45(1)(j) of that Act.
    - (b) delegate to an investment manager so appointed power at the investment manager's discretion to buy and sell investments for the Institution on behalf of the Trustee Board in accordance with the investment policy laid down by the Trustee Board. The Trustee Board may only do so on terms consistent with this By-law.
  - (3) Where the Trustee Board makes any delegation under this By-law it shall:
    - (a) inform the investment manager in writing of the extent of the Institution's investment powers;
    - (b) lay down a detailed investment policy for the Institution and immediately inform the investment manager in writing of it and of any changes to it;
    - (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;

- (d) ensure that it is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise by the manager of the manager's delegated authority;
  - (e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
  - (f) review the appointment at such intervals not exceeding twenty-four months as it thinks fit; and
  - (g) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Trustee Board shall decide and as are consistent with this By-Law, provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Trustee Board.
- (4) Where the Trustee Board makes any delegation under this By-law it shall do so on the terms that:-
- (a) the investment manager shall comply with the terms of the investment manager's delegated authority;
  - (b) the investment manager shall not do anything which the Trustee Board does not have the power to do;
  - (c) the Trustee Board may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this By-law; and
  - (d) the Trustee Board shall give directions to the investment manager as to the manner in which the investment manager is to report to the Trustee Board all sales and purchases of investments made on its behalf.
- (5) The Trustee Board may:-
- (a) make such arrangements as it thinks fit for any investments of the Institution or income from its investments to be held by a corporate body which is incorporated in England or Wales (or which has established a branch or a place of business in England or Wales) as the Institution's nominee; and
  - (b) pay reasonable and proper remuneration to any corporate body acting as the Institution's nominee in pursuance of this By-law.

## Reinstatement

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

## The Officers

- 26 The Officers of the Institution shall be a President, three Vice-Presidents and other members of the Trustee Board to be elected or nominated under these By-laws, who shall constitute the Trustee Board to direct and manage the concerns of the Institution; also a Secretary, if there be one appointed. Such Officers shall be elected or appointed in the manner hereinafter directed.

## The Trustee Board

- 27 In the 2020 Session and in each subsequent Session thereafter, the Trustee Board shall comprise the following members:

- (1) The President;
- (2) Three Vice Presidents;
- (3) Three Council Appointee Members;
- (4) Four Ordinary Members; and
- (5) One Nominated Member.

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

## Trustee Board – transitional provisions

- 28 The provisions below shall apply on and from the Effective Date to and including midnight on the first Monday in November 2022:

- (1) Any member of the Trustee Board:
  - (i) serving in the role titled Vice-President as at the Effective Date, shall, irrespective of the 2020 Amendments, retain the role and title of Vice-President until that member succeeds to another role on the Trustee Board or leaves the Trustee Board; and
  - (ii) newly elected prior to the Effective Date to serve in the role and title of Vice-President from the start of the 2020 Session (but who did not serve on the Trustee Board in that capacity in the 2019 Session) shall from the Effective Date be retitled, and serve as, an Ordinary Member until that member succeeds to another role on the Trustee Board or leaves the Trustee Board.

Vacancies created by members referred to in By-law 28(1)(i) and 28(1)(ii) leaving the Trustee Board (for any reason) shall (other than where the relevant member of the Trustee Board has succeeded to another role and title on the Trustee Board at the relevant time) be filled (if required) either by the election of an Ordinary Member (pursuant to By-laws 41 – 46 (inclusive)) or the appointment of a person to serve as an Ordinary Member.

- (2) On and from the Effective Date, the member of the Trustee Board serving in the role titled “Ordinary Member” in the 2019 Session shall be retitled as, and serve as, a “Nominated Member” in the 2020 Session and future Sessions until that person’s period of service in that role terminates.
- 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.
- 30 A year of office for the President (other than a President elected pursuant to By-law 48), Vice-Presidents and other members of the Trustee Board shall commence at the beginning of the Session following their election and end at the beginning of the next following Session.
- 31 A President or Past-President who:
  - (1) being then the President, has held the office of President during the whole of the last preceding year of office, or
  - (2) having held the office of President for two consecutive years of office, last held that office less than three years previously shall not be eligible for election or re-election to the office of President.
- 32 No member may hold the office of Vice-President for more than five consecutive years of office.
- 33 The order of seniority of the Vice-Presidents shall be decided by the Trustee Board.
- 34 No member shall be eligible for election to the Trustee Board otherwise than as President or as Vice-President:
  - (1) who has served nine years in all on the Trustee Board;
  - (2) who is serving the second of two consecutive terms on the Trustee Board at the date fixed by the Trustee Board for the receipt of nominations for the next Trustee Board election.
- 35 With the exception of the President and the Vice-Presidents, each member of the Trustee Board shall be elected for a term not exceeding three years nor less than one year.

- 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 a Nominated 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 Nominated Member has been filled. Such process of appointment of any Eligible Person to fill any vacancy on the Trustee Board as the Nominated 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 Nominated Member.
- 39 Subject to By-laws 31 and 48, 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 President, Vice-Presidents, Council Appointee Members and the Nominated Member 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 rescission to such Terms of Reference shall in any way be repugnant to the Charter and these By-laws. The Ordinary Members of the Trustee Board shall be elected by the Voting Members in accordance with By-laws 41-46 (inclusive).

#### Election of Ordinary Members of the Trustee Board

##### Nomination of Candidates

- 41 In each Session of the ICE the Trustee Board shall, following wide consultation, subject to the reasonable discretion of the Trustee Board (given the nature of the vacancy), including with the Chairperson of Council, nominate Eligible Persons as candidates for election to fill the vacancies which will arise in the following session for ordinary membership of the Trustee Board. Nominated candidates are required to expressly accept a Trustee Role Description before standing for election. On the advice of the Nomination Committee, the Trustee Board shall publish the names of the candidates to be included in the ballot papers alongside their design and content.

##### Ballot for election of Ordinary Members of the Trustee Board

- 42 (1) Prior to each Annual General Meeting and not later than thirty clear days before the date appointed by the Trustee Board pursuant to By-law 43, the Trustee Board shall send to each member entitled to vote a ballot paper, which may be in electronic form, containing the names of all candidates duly nominated to fill any forthcoming vacancies for ordinary membership of the Trustee Board.
- (2) If the number of candidates nominated for any class of vacancy does not exceed the vacancies in that class, the candidates so nominated shall be deemed to be duly elected and no ballot papers shall be sent and no ballot of members shall be required.
- 43 The date for the return of the ballot papers shall be determined by the Trustee Board.
- 44 The Trustee Board shall choose two or more Corporate Members as Scrutineers for the purpose of the ballot. On or as soon as convenient after the date appointed for the return of the ballot papers in accordance with By-law 43, the votes received by that date will be given to the Scrutineers who shall certify them to be correct, and the result may be published at any time thereafter and shall be reported to the Annual General Meeting.
- 45 In the event of a candidate named in the ballot papers ceasing by death or otherwise to be a member after the ballot papers have been prepared the ballot papers shall not be invalidated and the election shall proceed with respect to the remaining candidates.

- 46 The Trustee Board may make, vary and rescind rules governing the conduct of the ballot subject always to the provisions of the Charter and these By-laws.

#### Vacation of office

- 47 (1) The office of a member of the Trustee Board shall be automatically vacated if:
- (a) the Voting Members in General Meeting so resolve; or
  - (b) notice is given in writing to the Trustee Board of the Trustee Board member's wish to resign and the Trustee Board accepts this resignation; or
  - (c) the Trustee Board member ceases to be a member of the Institution; or
  - (d) the Trustee Board member becomes bankrupt or of unsound mind and the Trustee Board resolve that it be vacated; or
  - (e) the Trustee Board member is disqualified by law from acting as a charity trustee or the director of a company.

Any such resolution shall be conclusive as to the fact and grounds of vacation stated in the notice.

- (2) The Trustee Board may by a resolution passed by a two-thirds majority of the whole Trustee Board (excluding the Trustee that is the subject of the resolution) dismiss a Trustee, such dismissal to take effect from the date of the resolution or such later date as is set out in its terms:

- (a) if such member is absent without good reason for three consecutive meetings of the Trustee Board; or
- (b) if such resolution declares that the relevant Trustee:
  - (i) has failed to fulfil, or to be incapable of fulfilling, such member's proper functions as a member of the Trustee Board; or
  - (ii) has whether by act, omission or failure to act (or otherwise) caused (or risks) significant: (1) harm to the Institution's beneficiaries, staff, volunteers or others who come into contact with the Institution through its work; (2) loss to the money or assets of the Institution; (3) damage to the property of the Institution; and or (4) harm to the work or reputation of the Institution,

and accordingly, in the case of each of By-law 47(2)(b)(i) and (ii), it is in the best interests of the Institution that such person should be dismissed as a Trustee.

- 48 In the event of the death or resignation of the President or the President elect, the Trustee Board shall elect for that office a member of the present Trustee Board or a member of a former Council.
- 49 The Trustee Board may at any time during its year of office fill any casual vacancy by appointing a member who is qualified for election to the office in which the vacancy has occurred. A casual vacancy shall arise:

- (1) in the case of the death of a member of the Trustee Board or the vacation of office by a member of the Trustee Board for any other reason;
- (2) in the case of a successful candidate for election to any office ceasing by death or otherwise to be a member after the last date for the return of voting papers; or
- (3) if for any other reason any office shall not be filled by the election thereto of a duly qualified member.

Provided that in the case of any casual vacancy occurring among members of the Trustee Board elected or appointed under By-law 27, who are not Corporate Members, the vacancy shall be filled by a Non-Corporate member who is qualified for election to the office in which the vacancy has occurred.

#### Powers and proceedings of the Trustee Board

- 50 The government and control of the Institution, its property and affairs shall be vested in the Trustee Board, subject to the provisions of the Charter and these By-laws.
- 51 The decision of the Trustee Board on all matters dealt with by them in accordance with the provisions of the Charter, these By-laws and the Regulations and such resolutions as aforesaid, shall be final and binding on all members.
- 52 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 52(1).

- 53 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.
- 54 If the Trustee Board so resolves, a person may participate in a meeting of the Trustee Board or a meeting of a committee of the Trustee Board by means of conference telephone, video link or similar form of communication equipment, provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other participants in the meeting, and, if the chairman of the meeting so directs, notwithstanding the accidental disconnection or other breakdown of the means of communication during the meeting. A member of the Trustee Board participating in a meeting in this manner shall be deemed to be present at the meeting and shall be entitled to vote and shall be counted in the quorum.



- 55 The Trustee Board may delegate any of its powers to Committees consisting of members of the Institution, or members of the Institution and non-members. All such Committees shall conform to any directions that may be given to them by the Trustee Board and, subject to such directions, may regulate their procedure as they think fit.
- 56 In the event of the absence of the President and of all the Vice-Presidents, the meeting may elect any member of the Trustee Board to take the chair at the meeting.
- 57 An annual statement of the funds of the Institution, and of the receipts and payments during the last financial year, shall be made, under the direction of the Trustee Board, and, after having been verified and signed by the Auditors, shall be laid before the Annual General Meeting.
- 58 The Trustee Board shall draw up a yearly report on the state of the Institution, which shall be presented at the Annual General Meeting.
- 59 The Trustee Board may make, amend and rescind Regulations for the purposes specified in these By-laws, but so that the same be not repugnant to the Charter or these By-laws.
- 60 The Trustee Board may make, amend and rescind Rules for the better ordering of any matter referred to in these By-laws, other than matters to be governed by Regulations, or otherwise for the better government of the Institution and its affairs, but so that the same be not repugnant to the Charter, these By-laws or the Regulations.
- 61 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.

#### Regions, International Areas and Sub-divisions

- 62 (1) The Trustee Board may establish associations in, and by reference to, regions and international areas in any parts of the world where in the opinion of the Trustee Board there is sufficient demand for such associations to be established to advance the objects of the Institution. Such associations shall be known as Regions or International Areas or by such other titles as the Trustee Board shall from time to time decide, and the Trustee Board may from time to time frame the constitutions, objects and rules of such associations in such manner that is not repugnant to the Charter, By-laws and Regulations of the Institution as the Trustee Board may decide. Every member shall be allocated to an association that is appropriate to their Registered Address and they may elect additionally or alternatively to belong to one or more other associations, but members shall only be eligible to vote and to hold office in one association, and if a member wishes to be eligible to vote and hold office in an association other than that to which they have been allocated by reference to their Registered Address they must first make an election to that effect in such manner as the Trustee Board shall from time to time stipulate. Any election so made will continue to have effect until it is withdrawn or replaced by another election.

- (2) The Trustee Board may also establish Sub-divisions within such associations by reference to smaller areas within the Region or International Area by reference to which the association exists, or by reference to discrete aspects of the art and science of civil engineering or such other criteria as the Trustee Board may decide. The Trustee Board shall frame the title, objects, constitution and rules for each such Sub-division and shall have power to vary the same as it may deem fit subject always to the provisions of the Charter, By-laws and Regulations of the Institution. The Trustee Board may confer on any such Sub-division, either on its establishment or thereafter, such representation on the Trustee Board as it may think fit.

#### Council

- 63 (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.

#### The Auditors

- 64 The Trustee Board shall determine the procedures to be adopted for the investment and banking of the Institution's funds, and all withdrawals from the funds shall be authorized by the Trustee Board and effected by cheques or other authorizations signed by the Secretary or other persons authorized by the Secretary and approved by the Trustee Board.
- 65 An Auditor or Auditors shall be appointed by resolution of the Corporate Members at each Annual General Meeting to hold office until the next following Annual General Meeting. The Trustee Board may fill any casual vacancy in the office of Auditor. The Auditor or Auditors shall be a person or a firm eligible for appointment as a company auditor pursuant to Section 25 of the Companies Act 1989.

- 66 The Auditors shall have access at all reasonable times to the accounts of the pecuniary transactions of the Institution; and they shall verify and sign the annual statement of the accounts before it is submitted by the Trustee Board to the Annual General Meeting.

#### The Secretaries

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

#### The Seal

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

#### The Session and Meetings

- 70 The Session of the Institution shall commence annually on the first Tuesday in November.
- 71 The meetings of the Institution shall be as follows:
- (1) The Annual General Meeting;
  - (2) Special General Meetings, for the purposes and under the arrangements described in By-laws 73-76;
  - (3) Ordinary Meetings.
- 72 The Annual General Meeting of the Institution shall be held at such convenient time, not being more than 15 months from the previous Annual General Meeting, as may be fixed by the Trustee Board, at such hour as may be appointed by the Trustee Board, to receive and deliberate upon the Report of the Trustee Board on the state of the Institution, with the Annual Statement of the Accounts and the report of the Auditors thereon, to receive a report on the election of the Trustee Board and of the Council and to appoint Auditors. Notice of the Annual General Meeting shall be given not less than

twenty-eight clear days before the date fixed for the Meeting and shall be sent to each member.

- 73 The Trustee Board may at any time call a Special General Meeting of members for a specific purpose relative to the direction and management of the concerns of the Institution, and the Trustee Board shall at all times be bound to do so on a requisition in writing of sixty Corporate Members or sixty Graduate members. Such requisition shall state the matters to be brought before and the resolutions (if any) to be moved at such Special General Meeting. If the Trustee Board do not within 40 days from the delivery of the requisition duly convene a meeting the requisitionists may do so.
- 74 At least fourteen clear days' notice specifying the place, the day and the hour of the Special General Meeting shall be given to those members whose addresses for the time being appear on the Roll. The notice shall specify the general nature of the business proposed to be transacted and the resolutions (if any) to be moved. Only Voting Members (but in the case of Graduate members subject to the limits imposed by By-Law 4(2)(b)) shall be entitled to vote. A member that is not a Voting Member shall be entitled to attend any Special General Meeting and shall be entitled to speak at such meeting (subject to any directions of the chairperson related to the orderly and efficient conduct of the relevant meeting).
- 75 Votes in respect of resolutions (if any) to be moved at a Special General Meeting may be cast electronically (subject to the last sentence of this By-law), by post or in person under arrangements specified by the Trustee Board. Members entitled to vote may do so at any time after receipt of the Special General Meeting notice but prior to the closing time detailed in the notice as agreed by the Trustee Board. Votes may only be cast electronically using the methods and at the times specified by the Trustee Board in the relevant notice or at the relevant meeting and in no other way.
- 76 No resolutions other than the resolutions as circulated in accordance with By-law 74 and no amendment or variation of any such resolution shall be proposed or voted upon at the meeting. Any resolution of a Special General Meeting which the Special General Meeting is competent to pass shall take effect subject to any contrary vote by the Voting Members voting pursuant to By-law 78.
- 77 As soon as practicable after it is passed a resolution of a Special General Meeting, which the Special General Meeting is competent to pass, shall be considered by the Trustee Board which shall resolve either (1) to accept and, if required and subject to By-law 59, to implement the resolution or (2) expeditiously, and in accordance with By-laws 80-82, to put the resolution to a vote of the Voting Members entitled to vote thereon. The notice required by those By-laws shall be accompanied by a statement of the Trustee Board's reasons for not resolving to accept and implement the resolution of the Special General Meeting.
- 78 All proposals for amending, adding to or surrendering the Charter or for petitioning for a Supplemental Charter, for making, revoking or amending By-laws, made, amended or rescinded by the Trustee Board, shall be approved by the votes of the Corporate

Members in accordance with By-laws 80-82, whether or not the voting is preceded by a Special General Meeting.

- 79 In the event of the Trustee Board deeming it desirable that the votes of the Corporate Members on any matter should be taken into account the voting shall be conducted in accordance with By-laws 80-82.
- 80 For the purposes of By-laws 5, 14, 59, 77, 78 or 79 a notice, which may be in electronic form, containing particulars of the resolution or resolutions to be voted on shall be sent by the Secretary to each Voting Member entitled to vote thereon, together with instructions for voting, addressed to each such Voting Member at the address of such Voting Member for the time being appearing on the books of the Institution.
- 81 The notice shall indicate the date by which the members voting, which may be in electronic form, must be received back by the Secretary, which date shall not be less than thirty clear days from the date and time of issue of the notice.
- 82 The votes recorded shall be counted under arrangements approved by the President, and the results shall be announced to the members as soon as possible thereafter. A resolution (other than a Special Resolution) shall be deemed to be approved if a simple majority of those Voting Members who vote are in favour of it.
- 83 The Ordinary Meetings shall be held on such Tuesdays and other days, and at such hours, as may be appointed by the Trustee Board.
- 84 Each member of whatever grade shall have the privilege of introducing strangers to be present at Ordinary and other meetings of the Institution, subject to such detailed provisos as may be laid down by the Trustee Board.
- 85 No question shall be discussed, or motion be made, at any Ordinary Meeting, relative to the direction and management of the concerns of the Institution, such direction and management being vested in the Trustee Board, subject to the provisions of the Charter and these By-laws, and of the resolutions of Special General Meetings.

#### Notices and Communications

- 86 (1) A notice or any other communication may be sent by the Institution to any member of any grade either personally or by sending it pre-paid through the post (whether as a separate communication or with one of the publications of the Institution) addressed to such member at the address appearing in the Roll of the Institution or by electronic means pursuant to paragraphs (3) to (6) of this By-law.
- (2) Any notice or communication sent by pre-paid post shall be deemed to have been served ten days after it has been posted and the class of mail used for posting shall be chosen with due regard to the address of the member and the subject of the notice or communication, and in proving such posting it shall be sufficient to prove that the notice or communication or the packet containing it was properly addressed, pre-paid and delivered to the carrier.

- (3) Any member may notify the Institution of an address for the purpose of his receiving electronic mail from the Institution on the understanding that use of that e-mail address is to be limited to the purposes for which consent has been given. If a member so notifies the Institution of his address the Institution may satisfy its obligation to give, deliver or send to him any notice or other document by:
  - (a) sending it to him at that address by such form of electronic mail as the Trustee Board may from time to time determine; or
  - (b) publishing such notice or other document on a website and notifying him by electronic mail to that address that such notice and other document has been so published, specifying the address on the website on which it has been published, the place on the website where the notice or other document may be accessed and (if any such notice relates to a meeting of the Institution) stating (i) that the notice concerns a notice of a meeting of the Institution, (ii) the date, time and place of the meeting and (iii) whether the meeting is an Annual General Meeting, Special General Meeting or Ordinary Meeting.
- (4) The Institution may notify members in writing of an address for the purpose of its receiving from members such form of electronic mail as the Trustee Board may determine and may specify what notice or other document may be sent to it by electronic mail and having done so shall be deemed to have agreed to receive any such notice or other document from members by such form of electronic mail.
- (5) Subject to paragraph 7 of this By-law, any notice or other document sent in accordance with paragraphs (3) to (7) shall be deemed to be received within 24 hours of the time on which it was transmitted. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued by the Institute of Chartered Secretaries and Administrators for the time being in force) that a notice or other document was sent by electronic mail shall be conclusive evidence of such sending.
- (6) Electronic mail shall not be treated as received by the Institution or member, as the case may be, if it is rejected by computer virus protection arrangements.
- (7) The accidental failure to send, or the non-receipt by any person entitled to, any notice or other document relating to a meeting, poll, ballot or other proceeding under these By-laws shall not invalidate the relevant meeting, poll, ballot or other proceeding.

#### Procedure at meetings

- 87 The President, when present, shall be chairman at meetings of the Institution, and in the President's absence the Chair shall be taken by a member of the Trustee Board; but if no member of the Trustee Board is present and willing to act, the meeting shall elect a chairman from the Corporate Members present at the meeting, provided always that the President may in any case appoint a deputy to take the chair at that meeting.

- 88 Subject to the provisions of the Charter and these By-laws, the meetings of the Institution shall be conducted as prescribed by the Trustee Board.
- 89 No business shall be transacted at any meeting of the Institution unless a quorum is present when the meeting proceeds to business. Twenty Corporate Members shall be a quorum at an Annual General Meeting, and one hundred and fifty Corporate Members at a Special General Meeting. Ten members shall be a quorum at an Ordinary Meeting. If within twenty minutes after the time appointed for a meeting the requisite quorum is not present the meeting shall be dissolved.
- 90 Except as otherwise provided in these By-laws, at all meetings of the Institution questions shall be decided according to the majority of votes properly given thereat, and in the case of equality the President or other person presiding shall have a second or casting vote.
- 91 The Chairman may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, except that when a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

92 In this By-law -

“oral contribution” means an oral contribution given at a meeting by any person in relation to a paper;

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

- (1) any drawing, picture, photograph, model, map, table, diagram or graph forming part of or appended to the paper, and
- (2) any contribution submitted to the Institution by any person in relation to any paper, and
- (3) the written record of any oral contribution; and

“proceedings” shall include any journals and other learned matter published by or on behalf of the Institution.

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

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

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

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

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

#### Donations and bequests

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

#### Provision of indemnity

- 95 Each member of the Trustee Board and each member of the Institution in the capacity of a member of any council, board, committee, panel or other body appointed pursuant to these By-laws or otherwise by or with the approval of the Trustee Board for the purposes of the Institution shall be accountable in respect of the member's own acts only, and shall not be accountable for any acts done or authorized to which the member shall not have expressly assented. And no member of any such body shall incur any personal liability in respect of any loss or damage incurred through any act, matter, or thing done, authorized, or suffered by the member, being done in good faith for the benefit of the Institution, whether or not in excess of the member's legal power.
- 96 Each member of the Institution referred to in By-law 95, the Secretary and Honorary Secretary, if appointed, shall be indemnified out of the funds and property of the Institution from and against all costs, charges, damages and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in execution of the duties or power imposed upon or given to them by the Charter or the By-laws of the Institution.



## Continuing Professional Development

- 97 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.