



At the Council Chamber, Whitehall

THE 19th DAY OF JULY 2022

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

The Privy Council has approved the revised Statutes of The Royal Academy of Engineering as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

REVISED STATUTES OF THE ROYAL ACADEMY OF ENGINEERING

INTERPRETATION

1. In these Statutes unless the context otherwise requires:
 - (a) “the Charter” means the Royal Charter of Incorporation of the Academy as from time to time revoked, amended or added to.
 - (b) The Words “President”, “Vice-President”, and “Chief Executive” shall mean respectively the persons appointed or elected to those offices pursuant to Article 9 of the Charter.
 - (c) Words importing the singular number shall be construed as including the plural number and vice versa, words importing one gender shall be construed as including all genders.

MEMBERSHIP

2. The members shall consist of Royal Fellows, Fellows, Honorary Fellows, International Fellows and Emeritus Fellows.
3. The Board shall maintain a roll of Fellows in which shall be inscribed the names of all Fellows and a separate roll or rolls in which the names of members of other classes shall be recorded.

4. Fellows shall be Voting Members of the Academy, as such term is defined in the General Regulations.
5. The following shall be eligible to become Fellows:
 - (a) Engineers of British nationality, who, save in circumstances to be decided from time to time by the Academy in General Meeting, shall be Chartered Engineers or other individuals of equivalent standing in a recognised field of engineering;
 - (b) Engineers who are not of British nationality but who, at the time of their election and during such period immediately before their election as may be prescribed in the Regulations, shall be and have been resident and working in the United Kingdom and who shall be Chartered Engineers or other individuals of equivalent standing in a recognised field of engineering, or have an international engineering status equivalent to that of Chartered Engineer".
6. Royal Fellows shall be such members of the Royal Family as on the invitation of the Board shall agree to become Royal Fellows.
7. Persons not being Fellows who in the opinion of the Board have made or are making a distinguished contribution to the practice of engineering shall be eligible for election as Honorary Fellows. There shall not be more than five Honorary Fellows elected in any one year.
8. Engineers who are not of British nationality but are in the opinion of the Board of international distinction in engineering shall be eligible to be elected as International Fellows. The number of International Fellows shall not at any time exceed one-tenth of the total number of Fellows and those Emeritus Fellows who were previously Fellows as reported in the most recently published Annual Report of the Academy, nor shall more than ten be elected in any one year.
9. Emeritus Fellows shall be such Fellows, Honorary Fellows and International Fellows, who having reached the age of eighty years or over and upon their own request or following such procedures, if any, as may be prescribed from time to time in the Regulations shall be called Emeritus Fellow. Emeritus Fellows will remain distinguished as Fellows, Honorary Fellows or International Fellows and will continue to receive all Academy notices and will continue to enjoy the rights and obligations that applied to their category of Fellowship, but they will not actively be sought out to participate in the core Academy activities.
10. (a) No person may hereafter become a Fellow, Honorary Fellow, International Fellow or a member of any class of the Academy unless they shall have been elected as such by the Academy in General Meeting or by written resolution in accordance with the Charter and these Statutes and no candidate shall be put forward for election unless their name shall have been submitted to the Board in the manner prescribed in the Regulations for the time being in force, provided that not more than sixty persons shall be elected as Fellows in any one year. A

person not elected in any year may be put forward for election in subsequent years as the Regulations provide.

- (b) A person elected as aforesaid shall not become entitled to the privileges of membership until they have paid the appropriate entrance fee and subscription, signed (either physically or electronically) the appropriate roll and agreed to abide by the Charter and these Statutes.
- 11. (a) The Board may order the removal from the rolls of members the name of any Fellow or other member whose subscription is in arrears for not less than three months. Any Fellow or other member may also be censured or suspended or expelled from membership for cause as provided for by disciplinary regulations laid down by the Board from time to time. The decision(s) of the Board shall, subject to compliance with the disciplinary regulations of the Academy from time to time, be final and conclusive and the Board shall not be required to give any reason for its decision(s). The Board may in its discretion restore the name of any person so removed and may impose conditions or requirements for such restoration. On the removal of the name of any person from the roll as aforesaid they shall cease to be a Fellow or member in all respects.
 - (b) Any member of the Fellowship may resign their Fellowship at any time, by sending a letter in writing to the Academy addressed to the President. Any such letter of resignation will take effect on the date of receipt by the Academy or, if later, on the date set out in the letter of resignation. No member of the Fellowship who has resigned their membership will be entitled to receive any refund of their annual subscription which has been paid to the Academy.
 - (c) No member having been suspended or expelled from membership or having resigned their Fellowship shall be entitled to use the title of "Fellow of The Royal Academy of Engineering" or to use the designatory letters "FREng".
- 12. Fellows and members of any other classes shall pay such entrance fees and annual subscriptions as the Board may from time to time determine and as may be authorised by the Academy in a General Meeting or by written resolution.
- 13. Every Fellow and member of any other class shall at all times so order their conduct as to uphold the dignity and reputation of the Academy and of their profession and shall comply with the provisions of their obligations to the Academy, the Charter and of these Statutes.

MEETINGS

- 14. (a) General Meetings of the Academy shall consist of Annual General Meetings and Extraordinary General Meetings. All Fellows and those Emeritus Fellows who were previously Fellows shall be entitled to be present at all General Meetings and to take part in the discussions and vote thereat. Members of other classes shall be entitled to attend General Meetings and may on the invitation of the chair thereof speak, but may not vote thereat.

- (b) Ordinary Meetings shall be meetings called by the Academy to discuss engineering and other matters of concern to engineers and shall be open to all Fellows and such other persons as the Board may determine.
- 15. An Extraordinary General Meeting may be convened at any time by the Board and shall be convened on a requisition signed by not less than one-tenth of the total number of Fellows. If the Board does not within thirty days from the delivery of the requisition duly convene a General Meeting, the requisitionists may themselves within the next following ninety days convene such a meeting. No business shall be transacted at an Extraordinary General Meeting other than that which has been specified in the notice of the meeting.
- 16. The General Regulations shall specify the regulations and the conduct of General Meetings including the notice; quorum; proxy voting; adjournment; the role of chair; the circumstances in which a poll may be demanded and the method of conducting polls; and arrangements for proxy voting.

THE BOARD

- 17. Unless otherwise determined by a General Meeting, there shall be a maximum of 15 Trustees including the President, who shall be appointed and elected in accordance with General Regulations.
- 18. The method of election, appointment and co-option of the Trustees, including the eligibility and term of office shall be determined by General Regulations.
- 19. All Trustees with the exception of any Co-opted Trustees must be Fellows of the Academy.
- 20. Except as otherwise provided in these Statutes each Trustee shall have one vote when the vote is taken at a meeting of the Board, provided that the chair of any meeting of the Board shall in the event of equality of votes have a second or casting vote.
- 21. The office of a Trustee shall be vacated by a Trustee if
 - (a) they cease to be a Fellow (unless a co-opted Trustee);
 - (b) they become a paid official of the Academy;
 - (c) they become incapable by reason of mental disorder;
 - (d) they have been adjudged bankrupt or has made a composition or arrangement with their creditors;
 - (e) they are removed from office by a resolution of the Academy passed in General Meeting or by written resolution; or

- (f) they give notice to the Chief Executive of their wish to resign and their resignation is accepted by the Board.
- 22. The members for the time being of the Board may act notwithstanding any vacancy in their number.
- 23. The Board may co-opt any Fellow to fill a casual vacancy occurring within the Board but the Fellow so co-opted shall hold office only for the unexpired portion of their predecessor's term of office.
- 24. The Board shall cause minutes to be made in books provided for the purpose of recording all proceedings, resolutions and decisions of the Board and of any committees.
- 25. The Board may for the purpose of the exercise of its powers establish such committees as it shall from time to time determine. Such committees shall act on behalf of the Board and in accordance with the Charter and these Statutes. The committees shall exercise such of the functions of the Board as the Board shall from time to time determine, provided that every such committee shall regularly report all its proceedings to the Board.
- 26. The Board may make, alter, add to or revoke Board Regulations for the election of Fellows, officers and Trustees, for the payment of subscriptions, the qualifications and conduct of members, the appointment of Emeritus Fellows, the appointment of committees and for the conduct of any activity of the Academy, provided that any such Board Regulations shall be made consistently with the terms of the Charter and of these Statutes.
- 27. The appointment of a Chair and Vice Chair shall be set by Board Regulations, but in the absence of any such Board Regulations the President shall act as Chair of the Board, and the Vice Presidents shall act as Vice Chairs. In the case of the absence of the Chair from any Board meeting, a Vice Chair shall assume the chair. In the event of the absence of the Chair and Vice Chairs those present may elect a chair for the meeting.
- 28. The Chair or the Secretary shall at any time summon a meeting of the Board, and shall also do so on the requisition of not less than two Trustees.
- 29. A resolution in writing signed by a majority of Trustees for the time being entitled to receive notice of a meeting of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Trustees and any such signed resolution may be transmitted by email and the same shall (for the avoidance of all doubt) be deemed to be in writing.
- 30. A meeting of the Board or a Committee of the Board may be held either in person or by telephone or using any televisual or other electronic or virtual means agreed by the Board in which all participants may communicate simultaneously with all the other participants.

31. The proceedings of the Board, including the notice requirements and quorum shall be determined by Board Regulations.
32. All acts of the Board or of any Committee of the Board or of any member of the Board acting as such shall, notwithstanding that some fault be afterwards discovered in the election or appointment of a member or of that member, be as valid as if they had been duly elected or appointed.

THE CHIEF EXECUTIVE

33. (a) The chief executive officer of the Academy shall be appointed by and responsible to the Board and shall have the title of "Chief Executive" or such other title as the Board may with the approval of the Academy from time to time determine. The Chief Executive shall be responsible for the day to day administration of the Academy and shall engage, dismiss and be responsible for all persons employed under them. The Board may entrust to and confer upon the Chief Executive such executive powers as it may think fit.
- (b) The Board shall pay to the Chief Executive and to all persons employed under them such salaries, wages or remuneration as shall from time to time be determined, and the Board shall make such provision for and grant such pensions to them after their retirement from the service of the Academy as the Board may determine.

INVESTMENTS

34. (a) Subject to the Trustee Act 2000 as amended or extended from time to time, the Board may invest any moneys of the Academy not immediately required for the purposes of the Academy in the name of the Academy or of trustees or nominees on its behalf in such manner as the Board shall determine.
- (b) Where the Board makes any delegation under Article 8 of the Charter it shall:-
 - (i) inform the investment manager(s) in writing of the extent of the Academy's investment powers;
 - (ii) lay down a detailed investment policy for the Academy and immediately inform the investment manager(s) in writing of it and of any changes to it;
 - (iii) ensure that the terms of the delegation of authority are clearly set out in writing and notify the investment manager(s);
 - (iv) ensure that it is kept informed of, and review on a regular basis, the performance of the investment portfolio(s) managed by the investment manager(s) and the exercise by them of their delegation of authority;

- (v) take all reasonable care to ensure that the investment manager(s) comply with the terms of the delegated authority;
 - (vi) review the appointment at such intervals not exceeding 24 months as it thinks fit; and
 - (vii) pay such reasonable and proper remuneration to the investment manager(s) and agree such proper terms as to notice and other matters as the Board shall decide and as are consistent with this Statute provided that such remuneration may include commission, fees and/or expenses earned by the investment if and only to the extent that such commission, fees and/ or expenses are disclosed to the Board.
- (c) Where the Board makes any delegation under paragraph (b) above it shall do so on the terms that:-
- (i) the investment manager(s) shall comply with the terms of their delegated authority;
 - (ii) the investment manager(s) shall not do anything which the Board does not have the power to do;
 - (iii) the Board may with reasonable notice revoke the delegation or vary any of its terms in such manner as is consistent with the terms of paragraph (b) above; and
 - (iv) the Board shall give directions to the investment manager(s) as to the manner in which they are to report to them all sales and purchases of investments made on its behalf.

ACCOUNTS

35. The Board shall cause to be kept proper and sufficient accounts of the capital funds, receipts and expenditure of the Academy so as to give a true and fair view of the Academy's affairs and explain its transactions. A copy of every balance sheet, income and expenditure account and auditor's report shall be sent with the notice of the Annual General Meeting to every member entitled to receive such notice.
36. Every Fellow, member, officer or employee of the Academy shall be indemnified by the Academy against all losses, costs, claims and expenses which they may incur or become liable for by reason of anything done or omitted by them in good faith in the discharge of their duties in their capacity of Fellow, member, officer or employee of the Academy.

SEAL

37. The Academy shall have a Common Seal and the Board shall make regulations for the safe custody and use thereof.

NOTICE

38. A notice and any other document may be served by the Academy upon any member either:
 - (a) personally; or
 - (b) by sending through the post in a prepaid envelope or wrapper addressed to such member at their registered place of address; or
 - (c) by electronic means; or
 - (d) publication on a website or similar medium.
39. Each Fellow, and other members, shall from time to time notify in writing to the Academy an address, which can include an electronic address, at which notices may be served upon them, which shall be deemed their registered place of address.
40. Any notice or other document required to be given by the Academy to the Fellows and other members or any of them and not expressly provided for by or in accordance with these Statutes shall be sufficiently given if advertised in such manner as may be determined by General Regulations.
41. Any notice or other document, if served by post, shall be deemed to have been served on the second working day following that on which the envelope containing the same is posted, and in proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted. Any notice or other document served by electronic means, including publication on the website, pursuant to these Statutes shall be deemed served on the day sent if sent on a business day before 4.00 pm but otherwise on the next following business day and in proving service of any such notice it shall be sufficient to prove that the notice was sent to the correct electronic address of the addressee or published on the website.
42. In the case of service publication on a website, or similar medium, notice shall be deemed to be served only if:
 - (a) the Fellow, or member, has also been served personally, by post or electronically a Notice of Availability that the notice or other document in question has been so published;
 - (b) the notice or other document in question is available for substantially the whole of any relevant notice period.