



ORDERS OF COUNCIL

ORDERS APPROVED BY THE LORDS OF HIS MAJESTY'S MOST
HONOURABLE PRIVY COUNCIL DURING OCTOBER 2023

PUBLISHED BY THE PRIVY COUNCIL OFFICE ON 1ST NOVEMBER 2023

ORDERS APPROVED

1. **ROYAL COLLEGE OF SURGEONS OF ENGLAND** [PAGE 3](#)
2. **LEARNED SOCIETY OF WALES** [PAGE 9](#)
3. **THE INSTITUTION OF CIVIL ENGINEERS** [PAGE 10](#)



At the Council Chamber, Whitehall

THE 10th DAY OF OCTOBER 2023

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

The Privy Council has approved the amendments to the Ordinances of the Royal College of Surgeons of England as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

AMENDMENTS TO THE ORDINANCES OF THE ROYAL COLLEGE OF SURGEONS OF ENGLAND

1. **Delete** Ordinance 2.8 and **substitute**:

“2.8 The College shall have the following classes of Non-Voting Membership:

- (a) Surgical Licentiates;
- (b) Dental Licentiates;
- (c) Honorary Fellows;
- (d) Members of the Joint Dental Faculties;
- (e) Affiliate Members;
- (f) Associate Members;
- (g) Student Members; and
- (h) such other classes of Non-Voting Membership as are created or recognised by the Trustees from time to time.”

2. In Ordinance 3.2:

(i) *delete* Ordinance 3(d);

(ii) *re-letter* Ordinances 3(e) to 3(g) as Ordinances 3(d) to 3(f).

3. In Ordinance 3.3(e) *delete* “, FGDP Dean”.

4. In Ordinance 3.3(f):

(i) *delete* “3.2(e)” and *substitute* “3.2(d)”;

(ii) *delete* “3.2(g)” and *substitute* “3.2(f)”.

5. *Delete* Ordinance 3.4 and *substitute*:

“3.4 A Trustee is automatically suspended from office if he or she:

(a) in the case of the Trustees referred to at Ordinances 3.2(a) to (c) and 3.2(d) and, if appointed as Council Members pursuant to Ordinance 6.3(d), the Trustees referred to at Ordinance 3.2(f), is suspended from the Council pursuant to Ordinance 6.14; or

(b) in the case of the Trustees referred to at Ordinances 3.2(a) to (c) and 3.2(f), is suspended from his or her office as President, Vice President, FDS Dean or Dean of the relevant additional faculty (as applicable);

provided always that a Trustee shall automatically be reinstated, if he or she is reinstated to the Council or reinstated as President, Vice President, FDS Dean or Dean of the relevant additional faculty (as applicable).”.

6. *Delete* Ordinance 4.5 and *substitute*:

“4.5 The Trustees may determine that a meeting of the Trustees may be held in person, by electronic means only or both in person and by electronic means, provided that all Trustees participating in the meeting may communicate with all of the other participating Trustees. Where a meeting of the Trustees is determined to be held by electronic means only or both in person and by electronic means in accordance with Ordinance 4.5:

(a) a Trustee who attends a meeting by electronic means is deemed to attend in person and shall count in the quorum for that meeting; and

(b) votes shall be permitted and may be cast by electronic means by a Trustee who attends a meeting by electronic means.”.

7. **Delete** Ordinance 4.7 and **substitute**:

“4.7 Every issue may be determined by a simple majority of the votes cast at a meeting.”.

8. **Renumber** Ordinances 4.8 to 4.13 as 4.9 to 4.14.

9. **Insert** Ordinance 4.8:

“4.8 A Written resolution circulated (including by electronic means) to all the Trustees who would have been eligible to vote on the matter at a meeting of the Trustees and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose:

- (a) the Trustees who approve the Written resolution must be such that they would form a quorum at a meeting of the Trustees; and
- (b) the resolution may be contained in more than one document and will be treated as passed when a simple majority of the Trustees have signified their agreement to it.”.

10. In Ordinances 11.1 and 11.3 **delete**: “, the Faculty of General Dental Practice (UK)”.

11. **Delete** Ordinance 12 and **substitute**:

“12. General Meetings

12.1 The Trustees may determine that a general meeting may be held in person, by electronic means only or both in person and by electronic means. Where a general meeting is determined by the Trustees to be held by electronic means only or both in person and by electronic means, it is referred to in these Ordinances as an electronic meeting.

12.2 Voting Members are entitled to attend general meetings personally. General meetings are called by the Trustees on at least 21 Clear Days' Written notice specifying the place and hour of the general meeting and the business to be discussed and, in the case of an electronic meeting, shall contain the information specified in Ordinance 12.4.

12.3 Where a general meeting is determined by the Trustees to be an electronic meeting:

- (a) Voting Members attending the general meeting by electronic means shall be counted in the quorum for, and be entitled to participate in, the general Meeting;
- (b) the general meeting shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the meeting to ensure that Voting Members attending the meeting by all means

(including electronic means) are able to participate in the business for which the meeting has been convened, to hear all persons who speak at the meeting and to be heard by all other Voting Members attending and participating in the general meeting;

- (c) the general meeting need not be held in any particular place and may be held notwithstanding that any number of those Voting Members participating in the general meeting might not be together at the same Place;
- (d) any reference to a “place” at which a general meeting is to be held in these Ordinances shall include physical, electronic, digital or virtual locations, web addresses, conference call telephone numbers or a combination of them;
- (e) votes shall be permitted and cast by electronic means (in such manner as may be determined by the Trustees) by a Voting Member who attends a meeting by electronic means;
- (f) any reference to a vote on a “show of hands” in these Ordinances shall include any electronic means of voting and votes cast by that method shall be counted in determining the result of the show of hands;
- (g) a Voting Member shall be present or in attendance at the general meeting if he or she is in the location notified for the purpose of being present or attending physically in person, or if he or she is participating by electronic means in the general meeting by the method set out in the notice calling the general meeting and any reference in these Ordinances to being “present” at, “attending” being present “in person” at or “personally” attending a general meeting shall, except where otherwise stated, include those Voting Members attending by electronic means; and
- (h) any technical failure caused by any fault in the communication or information technology used at the general meeting and which prevents any Voting Member from participating in all or part of a general meeting by electronic means shall not invalidate the proceedings at that meeting provided that the Chair determines that, had the fault not occurred, the result of any vote at the meeting would not have been different.

12.4 If pursuant to Ordinance 12.1 the Trustees determine that a general meeting shall be held as an electronic meeting, the notice of the general meeting shall:

- (a) include a statement to that effect;
- (b) specify any location at which a Voting Member may attend the meeting physically in person (or that there is no location at which a Member may attend the meeting physically in person) and the electronic or other means by which the meeting will be held and the means by which a Voting Member may participate; and

- (c) state the method by which it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.
- 12.5 Where a general meeting is determined by the Trustees to be an electronic meeting the meeting shall be deemed to take place in the place where the Chair is physically located throughout the meeting.
- 12.6 There is a quorum at a general meeting if the number of Voting Members present in person is at least thirty (exclusive of Council Members and Trustees).
- 12.7 The President or (if the President is unable or unwilling to do so), a Vice President or (if the Vice Presidents are all unable or unwilling to do so) the senior Elected Trustee present presides at a general meeting. The procedure for determining the relative seniority of Elected Trustees shall be prescribed by the Council in the Standing Rules. The Chair may with the consent of the general meeting and shall if so directed by the meeting adjourn the general meeting from time to time and from place to place.
- 12.8 The College must hold an AGM at least once in every fifteen month period which all Voting Members are entitled to attend.
- 12.9 At an AGM the Voting Members:
- (a) receive the audited accounts of the College for the previous financial year;
 - (b) receive the Trustees' report on the College's activities since the previous AGM; and
 - (c) deal with any other business put before them.
- 12.10 Any general meeting which is not an AGM is an EGM.
- 12.11 An EGM may be called at any time by the Trustees.
- 12.12 An EGM may be called on a Written request to the Trustees from at least 3% of the Voting Members.
- 12.13 On receipt of a Written request made pursuant to Ordinance 12.12, the Trustees must call an EGM within 21 days and the EGM must be held not more than 28 days after the date of the notice calling the EGM.
- 12.14 Voting Members shall have the right to introduce motions for discussion at general meetings in accordance with the procedures specified by the Trustees in Regulations. The President shall determine what motions are in order and direct the arrangement of the agenda, save that the President shall be obliged to include in the agenda all motions introduced by the Voting Members concerning the matters specified in Ordinance 13.4.”.

12. In Ordinance 21.1:

(i) after the definition of ‘Authenticated Document’ *insert*:

“**Chair** means the person presiding at a general meeting”;

(ii) after the definition of ‘Elected Trustee’ *insert*:

“**electronic means** means any means which use or is facilitated by electronic or similar communication or information technology (and includes, without limitation, telephone conferencing, video conferencing, live webcasting or live interactive streaming);

electronic meeting has the meaning given in Ordinance 12.1;”;

(iii) *delete* “FGDP Dean” and the accompanying definition;

(iv) in the definition of ‘Standing Orders’ *delete* “, the Faculty of General Dental Practice (UK)”.



At the Council Chamber, Whitehall

THE 16th DAY OF OCTOBER 2023

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

The Privy Council has approved the amendments to the Bye-laws of the Learned Society of Wales as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

AMENDMENTS TO THE BYE-LAWS OF THE LEARNED SOCIETY OF WALES

In byelaw 9.2(ii):

- (i) *delete* "Council" and *substitute* "members of the Society";
- (ii) *delete* "its" and *substitute* "their";
- (iii) *delete* "numbers" and *substitute* "number".



At the Council Chamber, Whitehall

THE 30th DAY OF OCTOBER 2023

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

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

Richard Tilbrook, CVO

SCHEDULE

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

1. **Delete** By-law 1 and **substitute**:

“1 In these By-laws, if not inconsistent with the context:

- (1) “2023 Session” means the Session of the Institution beginning at 00:00:01am on the first Tuesday in November 2023 and ending at midnight on the first Monday in November 2024.
- (2) “Admission, Qualification and Training Regulations” means the Regulations made by the Trustee Board relating to the admission, qualifications and training of members pursuant to By-law 3.
- (3) “The Charter” means the Royal Charter of the Institution granted in the year 1975 and any amendments allowed or Charters granted supplemental thereto.
- (4) “Civil Engineer” means an individual who is engaged in the practice of Civil Engineering.
- (5) “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.
- (6) “The Council” means the Council of the Institution.

- (7) “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 **94**.
- (8) “Council Appointee Member” means a member appointed to the Trustee Board by the Council pursuant to By-law **35**.
- (9) “Disciplinary Regulations” means the Regulations made by the Trustee Board relating to all disciplinary matters relating to the conduct of members pursuant to By-law **13**.
- (10) “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.
- (11) “Eligible Person” means any member of the categories of members set out in By-laws **2(1)**, **2(2)(a)**, and **2(3)(b)**.
- (12) “Infrastructure Engineer” means an individual who is engaged in the practice of Civil Engineering but is qualified in a separate branch of engineering science to Civil Engineering.
- (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 **60(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 **36**.
- (18) “Ordinary Meetings” are meetings of the Institution open to members (and such other persons as the Institution may from time to time determine) held in accordance with and subject to By-laws **70** and **82** for the persons attending to receive presentations or lectures on, and to foster discussion regarding, topics of interest to the civil engineering profession.
- (19) “Ordinary Member” means a member who has been elected by the Voting Members to the Trustee Board pursuant to By-laws **39** to **44** (inclusive).

- (20) “Professionally Qualified” in relation to a member means a member who has satisfied the requirement prescribed in By-Law 10.
- (21) “Region” means an association established by the Trustee Board as a Region pursuant to By-law 60(1).
- (22) “Registered Address” means a member’s address recorded in the Roll.
- (23) “Regulations” means Regulations made by the Trustee Board pursuant to By-law 57.
- (24) “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.
- (25) “Rules” means Rules made by the Trustee Board pursuant to By-law 58.
- (26) “Secretary” includes any deputy or assistant secretary and any person appointed by the Trustee Board to perform the duties of the Secretary temporarily.
- (27) “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.
- (28) “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.
- (29) “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.
- (30) “Sub-division” means a sub-division of a Region, International Area or other association established by the Trustee Board pursuant to By-law 60.
- (31) “Terms of Reference” means terms of reference made by the Trustee Board pursuant to By-law 59.
- (32) “The Trustee Board” means the Trustee Board of the Institution.
- (33) “Voting Members” means Corporate Members and Graduate members, whose respective voting rights are described in By-Law 4(2).

(34) Words in the singular shall include the plural, and words in the plural shall include the singular.”.

2. In By-law 5:
 - (a) *delete* “80-82” and *substitute* “79-81”; and
 - (b) *delete* “Her Majesty” and *substitute* “His Majesty”.
3. In By-law 14(1) *delete* “80-82” and *substitute* “79-81”.
4. In By-law 27 *delete* “In the 2020 Session and in each subsequent Session thereafter, the” and *substitute* “The”.
5. *Delete* By-law 28 and its heading.
6. *Renumber* By-laws 29 to 97 as 28 to 96.
7. In By-law 29 as renumbered *delete* “48” and *substitute* “46”.
8. *Delete* By-law 31 as renumbered.
9. *Renumber* By-laws 32 to 96 as renumbered as 31 to 95.
10. In By-law 33 as renumbered:
 - (a) *delete* “and the Vice-Presidents”; and
 - (b) *delete* “years nor less than one year” and *substitute* “consecutive years”.
11. In By-law 34 as renumbered *delete* “eligible person” and *substitute* “Eligible Person”.
12. In By-law 35 as renumbered *delete* “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.” and *substitute*:

“A Council Appointee Member will serve as a Trustee for three years, even if their term on Council expires during that period. Where a person: (i) is already in appointment as a Council Appointee Member at the commencement of the 2023 Session, or (ii) takes appointment as a Council Appointee Member at the commencement of the 2023 Session, that person shall serve a three year term as a Council Appointee Member, less (if applicable) any period of time that person has already served as a Council Appointee Member at the commencement of the 2023 Session.”.
13. In By-law 37 as renumbered *delete* “31 and 48” and *substitute* “30 and 46”.
14. In By-law 38 as renumbered *delete* “41-46” and *substitute* “39-44”.
15. In By-law 39 as renumbered:

- (a) *delete* “of the ICE”; and
 - (b) *delete* “Chairperson” *substitute* “chair”.
16. In By-law 42 as renumbered *delete* “43” and *substitute* “41”.
 17. In By-law 45(2) as renumbered *delete* “47(2)(b)(i)” and *substitute* “45(2)(b)(i)”.
 18. In By-law 50 as renumbered *delete* “By-law 52(1)” and *substitute* “By-law 50(1)”.
 19. In By-law 51 as renumbered *delete* “Chairman” and *substitute* “chair”.
 20. In By-law 52 as renumbered *delete* “chairman” and *substitute* “chair”.
 21. In By-law 69(2) as renumbered *delete* “73-76” and *substitute* “72-75”.
 22. **Renumber** By-laws 70 to 95 as renumbered as 71 to 96.
 23. **Delete** By-law 70 as renumbered and *substitute*:
 - “70 The Trustee Board may direct in the relevant notice of the meeting that any Annual General Meeting and any Ordinary Meeting is held, in the Trustee Board’s discretion as:
 - (1) a physical meeting; or
 - (2) an electronic or virtual meeting, in which members can attend simultaneously and participate by means of electronic facility or facilities (and the Trustee Board may determine the means, or all different means, of attendance and participation used in relation to the meeting); or
 - (3) a combination of any of the above.

In each case, the member(s) present in person or by proxy by means of an electronic facility or facilities shall be counted in the quorum for, and be entitled to participate in, the Annual General Meeting or Ordinary Meeting in question.”.
 24. In By-law 73 as renumbered *delete* “chairperson” and *substitute* “chair”.
 25. In By-law 75 as renumbered:
 - (a) *delete* “74” and *substitute* “73”; and
 - (b) *delete* “78” and *substitute* “77”.
 26. In By-law 76 as renumbered *delete* “59” and *substitute* “57”.
 27. In By-laws 76 to 78 as renumbered *delete* “80-82” and *substitute* “79-81” wherever it occurs.

28. In By-law 79 as renumbered *delete* “59, 77, 78 or 79” and *substitute* “57, 76, 77 or 78”.
30. *Delete* By-laws 82 to 83 as renumbered.
31. *Renumber* By-laws 84 to 96 as renumbered as 82 to 94.
32. In By-law 83(3) as renumbered:
 - (a) *delete* “his receiving” and *substitute* “receiving”;
 - (b) *delete* “his address” and *substitute* “an address”; and
 - (c) *delete* “him” and *substitute* “that member” wherever it occurs.
33. In By-law 83(5) as renumbered *delete* “7” and *substitute* “(7)”.
34. In By-law 84 as renumbered *delete* “chairman” and *substitute* “chair” wherever it occurs and *delete* “Chair” and *substitute* “chair”.
35. In By-law 86 as renumbered *delete* “Ten members” and *substitute* “One member (in addition to the chair of the meeting)”.
36. In By-law 88 as renumbered *delete* “Chairman” and *substitute* “chair”.
37. In By-law 89 as renumbered *delete* “chairman” and *substitute* “chair”.
38. In By-law 93 as renumbered *delete* “95” and *substitute* “92”.



© Crown copyright 2023

This publication is licensed under the terms of the Open Government Licence v3.0 except where otherwise stated. To view this licence, visit nationalarchives.gov.uk/doc/open-government-licence/version/3.

Where we have identified any third party copyright information you will need to obtain permission from the copyright holders concerned.

This publication is available at: <https://privycouncil.independent.gov.uk/meetings-and-orders/orders-of-council/>.

Any enquiries regarding this publication should be sent to enquiries@pco.gov.uk or in writing to the Privy Council Office, Room G/04, 1 Horse Guards Road, London, SW1A 2HQ.