



At the Council Chamber, Whitehall

THE 9th DAY OF APRIL 2025

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

The Privy Council has approved the revised amendments to the Bye-laws of the Institution of Royal Engineers.

Richard Tilbrook, CVO

SCHEDULE

REVISED AMENDMENTS TO THE BYE-LAWS OF THE INSTITUTION OF ROYAL ENGINEERS

I – OBJECT

- 1 The Institution of Royal Engineers has been established for the promotion and advancement of the science of military engineering and to promote military efficiency and particularly the military efficiency of the Corps of Royal Engineers. In furtherance of the above-mentioned objects but not otherwise the Institution may:
 - a. promote education in the said science and the acquisition of historical scientific and professional knowledge;
 - b. disseminate information and encourage debate;
 - c. promote links with other branches of the engineering profession;
 - d. encourage and publish the findings of research into ways in which the said science can be advanced;
 - e. initiate, participate in and administer charitable trusts;
 - f. take and accept any gifts of property whether subject to any special trusts or not;
 - g. raise voluntary funds and receive and accept contributions by way of subscriptions, donations or otherwise;

- h. subject to such contents as are from time to time required by law to purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and construct, maintain and alter any buildings or erections necessary for the work of the Institution;
- i. subject to such contents as may from time to time be required by law to sell, let, mortgage, dispose of or turn to account any of the property of the Institution;
- j. exercise those functions for which the Institution is licensed by the Engineering Council (EngC) or any successor body in respect of Engineering Technician (Eng Tech), Incorporated Engineer (IEng) and Chartered Engineer (CEng) and any other registers or sections thereof for which EngC or any successor body may in future award licences;
- k. do all such other things as shall be necessary for the attainment of the said objects.

II – CONSTITUTION

- 2 The Institution of Royal Engineers shall consist of Fellows, Honorary Fellows, Members, and Honorary Members, and any other category the Council may wish to create. The Fellows and Members alone shall be entitled to vote at General Meetings.
- 3 The Members shall consist of officers, warrant officers and lower ranks of the Regular and Reserve Army element of the Corps of Royal Engineers, serving or retired. Membership may also be offered to those serving, or who have served, in the Engineer arm of the land forces of the Commonwealth, former Dominions, Colonies or Dependencies and such friendly nations as the Council shall determine. Similarly, membership may be offered to civilians with appropriate backgrounds who support the objects of the Institution as determined by the Council. Applications from those who have not served in the Royal Engineers will be considered by the Chief Executive under authority delegated by the Council. Any Member may apply for fellowship of the Institution under regulations made by the Council and the Fellowship Committee, comprising three Vice Presidents of the Institution, will be the deciding body.
- 4 There shall be two categories of honorary membership of the Institution:
 - a. Honorary Members. Honorary Members shall be elected by the Council.
 - b. Honorary Fellows. Honorary Fellows shall be appointed by the President on advice from the Fellowship Committee.
 - c. Honorary Associate Members. Honorary Associate Members shall not be appointed but existing Honorary Associate Members may continue as a legacy category.

The honour shall be a personal one and shall in no case be conferred on individuals by reason of their holding a particular office. Neither previous military service nor existing

membership as a Fellow or Member shall disqualify an individual from appointment or election as an Honorary Fellow or Honorary Member.

III – THE PATRON

- 5 There shall be a Patron, to be named by the Council.

IV – OFFICERS

- 6 The Officers of the Institution shall consist of a President, two or more Vice-Presidents, a Chief Executive and Treasurer.
- 7 The President and Vice-Presidents shall be elected at an Annual General Meeting. The vacancies in the Council shall be filled annually at the Annual General Meeting. An Auditor for the year shall be elected annually at the Annual General Meeting. In the event of vacancies occurring by death, resignation or otherwise in any of these offices between the Annual General Meetings, the Council shall have power to fill up such vacancies, subject to confirmation and approval at the next Annual General Meeting.
- 8 The Chief Executive shall be appointed by the Council and removed at the pleasure of the Council. The Treasurer is selected separately to act on behalf of all the charities of the Corps of Royal Engineers. The Council may at any time appoint such other Officers or staff as it may from time to time consider necessary, and may pay to its staff such salaries as may appear to the Council to be fitting, and offices may be taken at the discretion of the Council.

V – THE COUNCIL

- 9 The Council, who are the Trustees of the Institution, shall consist of:
 - a. the President and the Vice-Presidents;
 - b. ex-officio Members not exceeding eight;
 - c. up to six elected Members; and
 - d. Corresponding Members as appointed by the Council.

Five Members shall be a quorum. The Chief Executive and the Treasurer shall normally be in attendance.

- 10 The ex-officio Members shall be Members holding certain appointments in the Corps. The Council shall, from time to time, designate the appointments the holders whereof shall serve as ex-officio Members on the Council. The elected Members shall serve for up to five years, and be chosen from among the Active and Retired Lists of the Corps. The Corresponding Members shall serve for the duration of their current posting.

- 11 The Council shall have the entire management of the property and funds of the Institution and the direction of all the affairs and concerns of the Institution.
- 12 The Council shall have power to make, alter or repeal such Bye-laws (subject to a two thirds vote of approval at a General Meeting of the Institution, and submission to and approval by the Privy Council), Rules (subject to a simple majority at a General Meeting of the Institution) and Regulations (in its sole discretion) with respect to the summoning, notice, place, management and adjournment of their meetings and generally with respect to the transaction and management of business by the Council, or by any committee of the Council, as they may think fit, no Bye-Law being in any case altered or new one proposed without at least one month's notice of such intention being given to each Member of the Council, provided that no Bye-law shall be inconsistent with the Charter.
- 13 The Council shall have power from time to time to appoint committees of its Members and to delegate to such committees respectively any power or business as the Council may think fit.

VI – GENERAL MEETING

- 14 An Annual General Meeting of the Institution shall be held on a date to be fixed by the Council. Not less than four weeks' notice thereof shall be given.
- 15 Special General Meetings shall be held whenever summoned by the President, or the Council, or on requisition as hereinafter provided. Not less than fifteen days' notice thereof shall be given.
- 16 The Council shall present to the Annual General Meeting a Trustees' Annual Report of the condition of the Institution. A printed copy of the report, together with a Statement of Accounts, audited by an approved chartered accountant, shall be published on the Institution website (www.InstRE.org), and circulated in hard copy on request, not less than fourteen days before the meeting. On the occasion of any such vacancies having occurred on the Council as are required to be filled by the Institution in General Meeting assembled, the General Meeting shall proceed to fill up such vacancies by election. A General Meeting shall transact any business, although not in these Bye-laws specially mentioned, as shall be laid before it by the Council. Twenty Members shall be a quorum at any General Meeting of the Institution. If twenty Members are not present within one hour after the time appointed for holding the same, the meeting shall stand adjourned sine die.
- 17 The Council shall convene a special General Meeting of the Institution on the written requisition of any fifty Members of the Institution within thirty days from the date of the receipt of such requisitions. Such requisition shall state the particulars of, and business to be transacted, at such meeting, notice of which shall be given so as to reach the Chief Executive not less than twenty-one clear days prior to the date on which such meeting is to be held.
- 18 The Council shall fix the place of all General Meetings, whether annual or special.

VII – SUBSCRIPTIONS

- 19 The fees and subscriptions payable by Fellows and Members shall be at rates fixed from time to time by the Council subject to confirmation and approval by the General Meeting. No fees or subscriptions shall be required from Honorary Fellows and Honorary Members.

VIII – PRIVILEGES OF MEMBERS

- 20 Fellows and Members shall receive one copy of the regular and periodical publications of the Institution, and also any special publications that the Council may resolve to issue free. They shall receive other special publications and additional copies of regular publications at rates laid down by the Council. Members may receive such assistance in connection with the printing of reports and other matter as the Council shall from time to time determine. Honorary Members shall receive free, or at such rates as shall be determined by the Council, such of the publications as the Council may decide.
- 21 Fellows, Honorary Fellows, Members and Honorary Members shall be entitled to use the post-nominal letters FInstRE, HonFInstRE, MInstRE and HonMInstRE as appropriate.
- 22 Membership of the Institution shall continue until notice of withdrawal is given in writing to the Chief Executive except as subject to Bye-law IX. Any Member who ceases to belong to the Institution by resignation shall be eligible for readmission on payment of the current year's subscription.

IX – DISCIPLINARY PROCEDURES

- 23 The Council shall make and publish in the Regulations a Code of Professional Conduct and a Disciplinary Procedure for dealing with alleged breaches of the Code; and, in so doing, shall have due regard to the related Guidance published by the Engineering Council or a successor regulatory body. It shall contain the following provisions:
 - a. That Members shall uphold the reputation of the Institution and the Profession and safeguard the public interest; observe the provisions of the governing document and supporting rules and regulations; comply with the Code of Professional Conduct; and cooperate with the Disciplinary Procedure;
 - b. That the Council shall have the power to expel or impose other sanctions on a Member proved to have breached the Code of Professional Conduct;
 - c. That a Member who resigns, or whose membership lapses through non-payment of fees or subscriptions, after a complaint against them has been lodged with the Institution, shall be deemed to remain in membership until completion of the disciplinary process.
- 24 Membership shall also be terminated by death or resignation. Any Member whose subscription is more than one year in arrears shall receive none of the Institution

publications and shall have their name removed from the list of Members. A Member, who has resigned or whose subscription has lapsed, shall be reinstated on reapplication and payment of any arrears due may reapply for membership, subject to any Regulation made by the Council.

X – RE MUSEUM, LIBRARY & ARCHIVE (MLA)

- 25 The title of the Collection together with all associated artefacts shall be retained by the Institution (including any new items acquired) under a formal Loan Agreement between the Royal Engineers Museum Charitable Incorporated Organisation (CIO) Foundation and the Institution. The Loan Agreement shall expressly be for the loan, care and development of the Collection, as amended from time to time, as described by the objects of the CIO.
- 26 The objects of the CIO shall be to collect, preserve and present accessibly the military and civil work, deeds and history of the Corps of Royal Engineers and to educate and promote scholarship therein for members of the Corps, the wider armed forces and the general public and, thereby, to contribute positively to the proficiency, reputation and efficiency of the Corps, the recruitment and inspiration of its members and the benefit of the public.
- 27 The CIO may amend its objects with prior approval of the Council, or if the Council is, for whatsoever reason, unable to act, the approval of the Charity Commission of England and Wales.

XI – ADVERTISEMENTS AND NOTICES

- 28 All notices of meetings, and other notices required to be given to the Members generally, shall be in the form of public advertisements inserted in the official publication of the Institution of Royal Engineers, which for the purposes of this Bye-law shall be The Supplement to the Royal Engineers Journal. They shall also be published on the Institution website or in such other newspapers as the Council may from time to time determine.

XII – AMENDMENT TO BYE-LAWS

- 29 The above Bye-laws shall not be altered or added to except by a special resolution passed at a General Meeting, and subject to approval by the Privy Council.

XIII – COMMON SEAL OF THE INSTITUTION

- 30 The Common Seal of the Institution shall not be affixed to any deed or document except by authority of a previous order or resolution of the Council, and in the presence of two Members of the Council, and of the Chief Executive.

XVI - INVESTMENTS AND INDEMNITIES

- 31 Moneys of the Institution not required for day-to-day use may be invested, in compliance with the relevant Trustee Act. The Institution's investment policy is to invest in diversified pooled funds with a view to achieving capital growth in the longer term whilst providing an optimum income. The Council will decide on the growth: income ratio on an annual basis.
- 32 In the execution of the Bye-laws, Rules and Regulations no Officer of the Institution shall be liable for any loss to the property of the Institution arising by reason of any improper investment made in good faith (so long as they shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them or by any other Officer hereof in good faith (provided reasonable supervision shall have been exercised) by reason of any mistake or omission made in good faith by any Officer hereof or by reason of any other matter or thing other than wilful and individual fraud wrongdoing or wrongful omission on the part of the Officer who is sought to be made liable.