



The Royal Academy
of Engineering

The Royal Academy of Engineering

Charter, Statutes and Regulations

London
October 2008

Contents

Charter	3 - 6
Statutes	7 - 12
Regulations	13 - 18
Amendments to the Charter and Statutes	19 - 22

The Royal Academy of Engineering
3 Carlton House Terrace, London SW1Y 5DG

October 2008

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LIZABETH THE SECOND

by the Grace of God of the
United Kingdom of Great Britain
and Northern Ireland and of Our

other Realms and Territories Queen,
Head of the Commonwealth, Defender
of the Faith:

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS an humble Petition has been presented unto Us by the President and Vice-Presidents of the unincorporated association known as The Fellowship of Engineering (hereinafter called “the former fellowship”) acting on behalf of the members thereof praying that We might be pleased to grant to it a Charter of Incorporation for the object of carrying on and developing its work and functions in the field of engineering and for the better discharge of its responsibilities under such regulations and with such powers as to Us might appear meet and expedient:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Prerogative Royal and of all other powers enabling us so to do have of Our especial grace, certain knowledge and mere motion granted and declared and by these Presents do for Us, Our Heirs and Successors grant and declare as follows:-

1. The persons who at the date hereof are members of the former fellowship and all such persons as may hereafter become members of the Body Corporate hereby constituted shall forever hereafter be one Body Corporate and Politic by the name of “The Royal Academy of Engineering” (hereinafter referred to as “The Academy”) and by that name shall have perpetual succession and a Common Seal with power to alter, break and make anew the said Seal from time to time at their will and pleasure and shall and may by the same name sue and be sued in all Courts in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

2. In this Our Charter and in the Statutes unless the context otherwise requires the following words shall have the following meanings:-

“the Council” shall mean the Governing Body of The Academy;

“the Statutes” means the Statutes set forth in the Schedule hereto or other the Statutes of The Academy for the time being in force;

“the Fellows” means the voting members of The Academy for the time being as defined in the Statutes;

“The Senior Fellow” means His Royal Highness The Prince Philip, Duke of Edinburgh, K.G., K.T., O.M., G.B.E.;

“Special Resolution” means a Resolution passed by not less than two-thirds of the members of the Council present and voting at a meeting of the Council, and passed at a General Meeting of The Academy of which not less than twenty-eight days notice shall have been given to all Fellows clearly specifying the substance of the Resolution proposed and in addition subsequently confirmed by not less than two-thirds of the Fellows voting in a postal vote taken not more than three months nor less than six weeks after the said General Meeting.

3. The object of The Academy shall be the pursuit, encouragement and maintenance of excellence in the whole field of engineering to useful purpose in order to promote the advancement of the science, art and practice of engineering for the benefit of the public, and in pursuance of that object (but not further or otherwise) The Academy shall have the following powers:-

- (i) to establish, uphold and advance proficiency in the practice of engineering in its various branches;
- (ii) to promote excellence in the education, training and experience of those engaged in engineering or related disciplines;
- (iii) to stimulate excellence and encourage creativity and innovation in engineering and in research, development and design in the manufacture of engineering products and in engineering services;
- (iv) to provide and exchange information on all branches of engineering and related subjects;
- (v) to give advice to Our United Kingdom Government or to any other body on matters concerning the overall practice of engineering;
- (vi) to co-operate and foster relations with other organisations and bodies whether cognate or not at home or overseas in pursuit of similar objects;
- (vii) to invite and collect subscriptions and donations of all kinds whether absolute or conditional for the purposes of The Academy and to invest such subscriptions and donations as aforesaid and all other property of The Academy in the manner prescribed by the Statutes; and
- (viii) to do all such acts and things as shall further the attainment of the object of The Academy or the exercise of any of the powers hereby conferred upon it.

4. The property and income of The Academy shall be applied solely towards the promotion of its objects as set out in this Our Charter and no portion thereof shall be paid or transferred whether directly or indirectly by way of bonus or dividend or otherwise by way of profit to the Fellows. Provided that nothing herein contained shall prevent the payment of out-of-pocket expenses and in good faith of reasonable remuneration to any officers or servants of The Academy other than members of the Council or to any Fellow in return for services actually rendered to The Academy or the payment of interest at a reasonable rate on money lent by any such person for the purposes of The Academy.

5. (a) The first Fellows shall be those persons who at the date of this Our Charter are members of the former fellowship. Fellows shall hereafter be elected as Fellows from among eminent engineers regarded by virtue of their personal achievements in the field of engineering as being of exceptional merit and distinction in accordance with the Statutes and shall be entitled to be distinguished by the title of “Fellow of The Royal Academy of Engineering” and to use the designatory letters “F.R.Eng”. The number of Fellows shall not at any time exceed such numbers as shall from time to time be determined by the Council and approved by The Academy in General Meeting.

(b) There shall be such other classes of membership of The Academy as the Council in accordance with the Statutes and with the approval of The Academy in General Meeting shall determine from time to time. The titles, qualifications, methods and terms of admission, privileges and obligations including liability to expulsion or suspension of members of each such class shall be such as the Council subject to the Statutes shall provide or, as subject thereto, the Council shall determine.

6. (a) There shall be a Council of The Academy consisting of such number of persons with such qualifications and to be elected, appointed, nominated or constituted as members of the Council in such manner and to hold office for such period and on such terms as to re-election, re-appointment, re-nomination, removal or otherwise as the Statutes shall provide.

(b) The persons who at the date of this Our Charter are members of the Council of the former fellowship shall (unless they cease to hold office) be the members of the Council until the Council is re-constituted in accordance with the Statutes.

7. The direction and management of The Academy and the government and control of its affairs and business shall be exercised by the Council, subject to the provisions of this Our Charter and of the Statutes. The business and proceedings of The Academy shall be regulated in such manner as it may (subject to any express provisions of this Our Charter or the Statutes) from time to time prescribe.

7A. The Council may appoint an investment manager who it is satisfied after enquiry is a proper and competent person to act in that capacity and who is either (i) an individual of repute with at least 15 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 s.45(1)(j) of that Act, and the Council may delegate to such investment manager power at his discretion to buy and sell investments for The Academy in accordance with the investment policy laid down by Council and the conditions specified in the Statutes.

8. The Academy shall have such officers with such functions, tenure and terms of office as the Statutes shall prescribe and such other officers and servants as the Council may from time to time appoint.

9. Subject to the provisions of the Statutes the Council shall have power to delegate any of its powers either to committees appointed by it and composed of members of the Council only or of members of the Council and other persons, or for the purpose of the investment of The Academy's property to a suitably qualified and experienced person of repute appointed from time to time by the Council.

10. There shall be such General Meetings and such other Meetings of The Academy as may be convened by the Council in accordance with the Statutes. At such meetings Fellows and others shall have such rights of attending and voting and such other rights and privileges as are prescribed by the Statutes.

11. The Council may subject to the other provisions of this Our Charter revoke, amend or add to the Statutes touching the government of The Academy, the conduct of members and any other matter whatsoever relating to The Academy:

Provided that no such revocation, amendment or addition to the said Statutes shall have any force or effect unless and until the same shall have been approved by a Special Resolution and until it shall have been approved by the Lords of Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

12. The Statutes set forth in the Schedule hereto shall be the Statutes of The Academy until the same shall have been revoked, amended or added to in manner aforesaid.

13. The Academy may by Special Resolution from time to time revoke, amend or add to any of the provisions of this Our Charter and such revocation, amendment or addition when allowed by Us, Our Heirs and Successors in Council shall become effectual so that this Our Charter shall thenceforth continue to operate as if it had been originally granted and made accordingly. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

*14. The Academy may in pursuance of a Special Resolution surrender this Our Charter and any Supplemental Charters subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of The Academy in such manner as shall be directed by such General Meeting or in the default of such directions as the Council shall think fit having due regard of the liabilities of The Academy for the time being. If upon the winding up or a dissolution of The Academy there remains after the satisfaction of all debts or liabilities any property whatsoever the same shall not be paid to or distributed among the Fellows but shall be given to or transferred to such other charitable organisation as shall be nominated by the Fellows at such General Meeting or Special General Meeting and having provisions or regulations prohibiting the distribution of its or their income and property amongst its members to an extent at least as great as that imposed by Article 4 hereof, and if and so far as effect cannot be given to this provision then to some other object or purpose.

15. Lastly We do by these Presents for Us, Our Heirs and Successors grant and declare that these Our Letters shall be in all things valid and effectual in law according to the true intent and meaning thereof and to be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense for the best advantage of The Academy, any omission, mis-recital, non-recital or other omission, defect, matter or thing to the contrary notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourself at Westminster the seventeenth day of May in the thirty-second year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

** This article was amended by Special Resolution of The Fellowship of Engineering at the Annual General Meeting on 4 June 1985 and subsequently approved by the Privy Council.*

THE SCHEDULE

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”, “Honorary Secretary”, “Honorary Treasurer” and “The Chief Executive” shall mean respectively the persons appointed or elected to those offices pursuant to Article 8 of the Charter.
 - (c) The word “Regulations” shall mean the Regulations for the time being in force made by the Council pursuant to Statute 26.
 - (d) Words importing the singular number shall be construed as including the plural number and vice versa, words importing the masculine gender shall be construed as including the feminine gender.

MEMBERSHIP

2. The members shall consist of Royal Fellows, Fellows, Honorary Fellows and International Fellows.
3. The Council 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. 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;
 - (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 have an international engineering status equivalent to that of Chartered Engineer.”
5. Royal Fellows shall be such members of the Royal Family as on the invitation of the Council shall agree to become Royal Fellows.
6. Persons not being Fellows who in the opinion of the Council have made or are making a distinguished contribution to the practice of engineering shall be eligible for election as Honorary Fellows. The number of Honorary Fellows shall not at any time exceed fifty and not more than five shall be elected in any one year.
7. Engineers who are not of British nationality but are in the opinion of the Council 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 number of Fellows as reported in the most recently published Annual Report of the Academy, nor shall more than ten be elected in any one year.
8. (a) No person may hereafter become a Fellow, Honorary Fellow or International Fellow or a member of any class of The Academy unless he shall have been elected as such by The Academy in General Meeting in accordance with the Charter and these Statutes and no candidate shall be put forward for election unless his name shall have been submitted to the Council 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 he has paid the appropriate entrance fee and subscription, signed the appropriate roll and agreed to abide by the Charter and these Statutes.

9. The Council may order the removal from the rolls of members the name of any Fellow or other member whose subscription is in arrear for not less than three months. The Council may also order the removal from the said rolls of the name of a member of any class who in the opinion of the Council has been guilty of conduct unfitting in a member of The Academy, provided that no person's name shall be removed from any roll for this reason unless he shall have been given a reasonable opportunity of calling witnesses and being heard in his own defence by a committee established in accordance with the Regulations by the Council comprising Fellows of which not more than one-third may be members of the Council. The Council 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 he shall cease to be a Fellow or member in all respects.

10. Fellows and members of any other classes shall pay such entrance fees and annual subscriptions as the Council may from time to time determine and as may be authorised by The Academy in a General Meeting.

11. Every Fellow and member of any other class shall at all times so order his conduct as to uphold the dignity and reputation of The Academy and of his profession and shall comply with the provisions of his obligations to The Academy, the Charter and of these Statutes.

MEETINGS

12. (a) General Meetings of The Academy shall consist of Annual General Meetings and Extraordinary General Meetings. All 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 Chairman 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 Council may determine.

13. The Annual General Meeting shall be held in the first seven months of each calendar year or at such other time not being more than fifteen months after the last preceding Annual General Meeting as may be determined by the Council and at such place and at such time as may be appointed by the Council. The business of the Annual General Meeting shall be the election of members, the presentation and consideration of the Annual Report and the audited Statement of Accounts of The Academy for the previous financial year, the announcement of the result of the postal ballots held for the election of officers and members of the Council, the appointment of auditors (who shall be qualified in accordance with the Companies Act 1985) to audit the accounts for the following year, the fixing of the remuneration of auditors for the following year and any other business which has been specified in the notice of the meeting.

14. An Extraordinary General Meeting may be convened at any time by the Council and shall be convened on a requisition signed by not less than one-tenth of the total number of Fellows. If the Council 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.

15. Not less than twenty-eight days' notice of every General Meeting shall be given to every member entitled to attend and such notice shall specify the place, day and hour of the meeting and the general nature of the business to be transacted provided that the accidental omission to give notice of a General Meeting to or the failure of the delivery of the notice of a

meeting to any member entitled to receive the same shall not invalidate the proceedings of that meeting.

16. No business shall be transacted by any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Fifty Fellows shall be a quorum. If within one hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such time and place as the Chairman of the meeting may decide.

17. The Chairman of any meeting may (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but the only business to be transacted in any adjourned meeting shall be that of the meeting at which such adjournment took place.

18. The Senior Fellow when present shall be Chairman at every General Meeting should he wish and, in his absence, or if he shall not wish to take the Chair, it shall be taken by the President or failing him a Vice-President or failing any Vice-President by a Fellow elected by the meeting. The Chairman of a General Meeting shall have a casting vote in the event of equality of votes.

19. At any General Meeting a motion put to the vote of the meeting shall, save as provided by these Statutes, be decided on a show of hands, provided that in the case of any resolution involving an amendment to the Charter or to these Statutes or any other matter where the Council considers the subject of any resolution to be of sufficient importance, the Council shall arrange for the same to be proposed as a Special Resolution.

THE PRESIDENT AND OTHER OFFICERS

20. The President shall be elected as hereinafter mentioned and shall hold office for not more than five years from the date of his election and shall not be eligible for re-election as President.

21. There shall be a Senior Vice-President, not more than six additional Vice-Presidents and an Honorary Treasurer who shall be elected and shall hold office as hereinafter mentioned.

22. The Academy may if it thinks fit elect from time to time such number of Honorary Secretaries (each of whom shall be responsible to the Council) having such functions and designations as The Academy may from time to time determine.

23. The Council shall consist of:-

(a) Ex officio members, namely the President, the Immediate Past President, the Senior Vice-President and the Vice-Presidents, the Honorary Treasurer and the Honorary Secretaries elected in accordance with Statute 22, and the Chairman of each Standing Committee established by Council pursuant to Statute 32 if he shall not already be a member of the Council; and

(b) Not less than twelve nor more than eighteen ordinary members elected by the Fellows from among their own number provided that:-

(i) no person who is a paid official of The Academy shall be a member of the Council; and

(ii) until the Council is reconstituted in accordance with these Statutes the persons who are, at the date of the Charter, officers or members of the Council of the former fellowship shall continue to hold their respective offices and to be constituted as the Council.

24. All members of the Council including those who are officers with the exception of the President and the Immediate Past President shall retire at the expiration of not more than three years from the date of their election or appointment and shall be eligible for re-election for one further term of three years in the same capacity but no more. One-third at least of the members of the Council shall retire in every year in accordance with the Regulations.

25. (a) In each calendar year and not more than seven months before the Annual General Meeting for that year the Council shall invite Fellows to nominate candidates from their own number for election to fill all vacancies among the ordinary members of the Council for the ensuing year, whose election shall be effective from the conclusion of such Annual General Meeting. Such nominations shall be delivered to The Academy not later than five months before the Annual General Meeting.

(b) Not later than four months before the Annual General Meeting, the Council shall prepare:

(i) a list of candidates from Fellows for election to fill each category of vacancy among the officers for the ensuing year; and

(ii) a list of candidates from Fellows that the Council wishes to add to those already nominated by Fellows for election to fill vacancies among ordinary members of Council for the ensuing year.

The Council in preparing the said lists shall take into account the fields of activity of the members of the Council who are not due to retire at the Annual General Meeting so as to preserve so far as possible a reasonable balance among members of the Council and to reflect the interdisciplinary character of The Academy.

(c) The election of officers and the election of ordinary members of Council shall be conducted by postal ballots among the Fellows using the single transferable voting method of voting. Subject to these Statutes, the ballots shall be conducted in such manner as may be specified in Regulations, and the results thereof shall be announced at the Annual General Meeting. The Council shall appoint scrutineers to count the votes.

26. The Council may make, alter, add to or revoke Regulations for the election of Fellows, officers and members of the Council, for the payment of subscriptions, the qualifications and conduct of members and for the conduct of any activity of The Academy, provided that any such Regulation shall be made consistently with the terms of the Charter and of these Statutes.

27. (a) At any meeting of the Council one quarter of the members of the Council shall constitute a quorum.

(b) Except as otherwise provided in these Statutes each member of the Council shall have one vote when the vote is taken at a meeting of the Council, provided that the Chairman of any meeting of the Council shall in the event of equality of votes have a second or casting vote.

(c) The President, or if he is not present, the Senior Vice-President or failing him a Vice-President, or if none of these be present some member of the Council elected for the purpose, shall preside and take the Chair at all meetings of the Council.

28. The office of a member of the Council shall be vacated if

(a) he ceases to be a Fellow;

(b) he becomes a paid official of The Academy;

(c) he becomes incapable by reason of mental disorder;

(d) he has been adjudged bankrupt or has made a composition or arrangement with his creditors;

(e) he is removed from office by a resolution of The Academy passed in General Meeting or

(f) he gives notice to the Chief Executive of his wish to resign and his resignation is accepted by the Council.

29. The members for the time being of the Council may act notwithstanding any vacancy in their number.

30. The Council may co-opt any Fellow to fill a casual vacancy occurring within the Council but:-

(i) the Fellow so co-opted shall hold office only for the unexpired portion of his predecessor's term of office; and

(ii) only a Past President may be co-opted to fill a casual vacancy in the office of Immediate Past President.

31. The Council shall cause Minutes to be made in books provided for the purpose of recording all proceedings, resolutions and decisions of the Council and of any Committees.

32. The Council may for the purpose of the exercise of its powers establish such committees including Standing Committees as it shall from time to time determine and such committees shall in the name and on behalf of the Council and in accordance with the Charter and these Statutes and subject to the general control of the Council exercise such of the functions of the Council as the Council shall from time to time determine, provided that

(i) only Fellows shall serve on Standing Committees;

(ii) in relation to every other such committee at least a majority of the members thereof and its Chairman shall be Fellows; and

(iii) every such committee shall regularly report all its proceedings to Council.

33. All acts of the Council or of any Committee of the Council or of any member of the Council 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 he had been duly elected or appointed.

THE CHIEF EXECUTIVE

34. (a) The chief executive officer of The Academy shall be appointed by and responsible to the Council and shall have the title of "The Chief Executive" or such other title as the Council may with the approval of The Academy from time to time determine. Subject to the direction of the Council it shall be the duty of the Chief Executive to conduct or be responsible for the conduct of the correspondence of The Academy, to attend all General Meetings and all meetings of the Council, to attend or be represented at the meetings of all Standing Committees, to be responsible for the Minutes of the proceedings of such meetings, to superintend the publication of such papers as the Council may direct and the preparation of the reports of the affairs of the Council for consideration at the Annual General Meetings, to direct the collection of subscriptions and fees and other moneys due to the Council and the preparation of the accounts of The Academy, to engage, dismiss and be responsible for all persons employed under him and to conduct all other ordinary business of The Academy.

(b) (Deleted).

(c) The Council shall pay to the Chief Executive and to all persons employed under him such salaries, wages or remuneration as the Council shall from time to time determine, and the Council shall make such provision for and grant such pensions to them after their retirement from the service of The Academy as the Council may determine.

35. (a) Subject to the Trustee Act 2000 as amended or extended from time to time, the Council 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 Council shall determine.

(b) where the Council makes any delegation under Article 7A it shall:-

- (i) inform the investment manager 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 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;
- (iv) ensure that it is kept informed of, and review on a regular basis, the performance of the investment portfolio managed by the investment manager and the exercise by him of his delegation of authority;
- (v) take all reasonable care to ensure that the investment manager complies 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 and agree such proper terms as to notice and other matters as the Council 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 Council.

(c) Where the Council makes any delegation under paragraph (b) above it shall do so on the terms that:-

- (i) the investment manager shall comply with the terms of his delegated authority;
- (ii) the investment manager shall not do anything which the Council does not have the power to do;
- (iii) the Council 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 Council shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on its behalf.

36. The Council 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.

37. Every Fellow, member, officer or servant of The Academy shall be indemnified by The Academy against all losses, costs, claims and expenses which he may incur or become liable for by reason of anything done or omitted by him in good faith in the discharge of his duties in his capacity of Fellow, member, officer or servant of The Academy.

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

REGULATIONS OF THE ROYAL ACADEMY OF ENGINEERING

These Regulations have been made in accordance with, and under the authority of, the Charter and Statutes, which received the Royal Assent on 17th May 1983 and were amended by order of the Privy Council on 16th March 1992, 15th March 1994, 14th February 1997, 10th March 1999, 28th February 2003 and 29th October 2004. These Regulations were approved by the Council of The Academy on 6th April 1992 and amended on 23rd June 1997, 6th April 1999, 20th January 2003 and 18th October 2004.

P D Greenish
Chief Executive

1. INTRODUCTION

1.1 The Statutes, circulated to all Fellows, state the objects of The Royal Academy of Engineering (hereinafter referred to as The Academy) and the framework in which it operates, eg. election of new Fellows, form of Committees and through holding meetings.

1.2 Furthermore Statute 26 states that "Council may make, alter, add to or revoke Regulations for the election of Fellows, officers and members of the Council, for the payment of subscriptions, the qualifications and conduct of members and for the conduct of any activity of The Academy, provided that any such Regulations shall be made consistently with the terms of the Charter and of these Statutes".

2. ELECTION PROCEDURE FOR FELLOWS

2.1 Council has ultimate responsibility for setting the policy and management of the Fellowship process. Council shall exercise this responsibility in the following way:

2.1.1 Council shall determine the criteria for excellence by which candidates may be considered eligible for election to the Fellowship. To be regarded as being excellent as practising engineers, it must be demonstrable that significant outcomes have been crucially dependent on their personal engineering contributions. The criteria for excellence will vary from candidate to candidate but will contain one or more of the following essential attributes:

2.1.1.1 Leaders in major organisations who have ultimate responsibility for the technical decisions taken and application of excellent engineering practice.

2.1.1.2 Engineers in academic and research institutes, industrial, commercial, government or military organisations whose inventions, innovations, research or development efforts resulted in significant new products, processes or practices.

2.1.1.3 Engineers who made outstanding technical contributions to major projects and new practices.

2.1.1.4 Leaders of engineering departments with evidence of major personal engineering achievements.

Also relevant are:

2.1.1.5 Influential contributions to major committees and agencies concerned with engineering policy or practice;

2.1.1.6 Evidence anticipating likely sustained service to The Academy.

2.1.2 Council shall review the composition of the Fellowship and set objectives for the membership process to achieve over a three to five year time scale.

2.1.3 The President shall report to the Fellowship, via the Annual Review, Council's long term aspirations for the composition of the Fellowship and the progress being made to achieve them.

2.1.4 Council shall determine, and review not less than once every three years, the criteria for excellence by which nominations are judged by the Membership Committee and Panels suitable to be put forward for election to the Fellowship.

2.1.5 Council shall delegate the operation of the membership process to two standing committees, the Membership Committee and the Proactive Membership Committee.

2.1.6 Council shall appoint the Chairs of these committees and both will sit on Council ex-officio.

2.2 Council shall monitor annually the processes whereby potential candidates are identified with the aims of encouraging Fellows to make nominations and of bringing candidates into the system from diverse sources.

2.3 Council shall monitor annually the processes whereby newly elected Fellows are brought into the activities of the Academy.

2.4 The Council shall appoint, from among the Fellows, a Standing Committee called the Proactive Membership Committee to consist of a Chairman and a number of Members which Council shall determine.

2.4.1 The Proactive Membership Committee shall seek out people in the target areas determined by Council as suitable for nomination to the Fellowship.

2.4.2 The Proactive Membership Committee shall identify Fellows to act as champions for each person identified and to develop nominations. These nominations shall be passed into the membership system to be processed in the same way as all other nominations.

2.4.3 The Chair of the Proactive Membership Committee shall report to Council each year on progress towards the achievement of the targets for nominations.

2.5 The Council shall appoint, from among the Fellows, a Standing Committee called the Membership Committee to consist of a Chairman and five Members for the consideration of the list of candidates for The Academy.

2.5.1 The Membership Committee will be the guardian of excellence in determining which candidates may go forward for election. The Chairman of the Membership Committee will propose to Council Fellows to be Panel Chairs as vacancies arise.

2.5.2 The Membership Committee and Panels will have complete freedom to act within the criteria for election set down by Council. Council may reject any candidate proposed by the Membership Committee; however Council may not propose a candidate who has been rejected by the Membership Committee. Excellence will be the sole criterion by which nominations are judged by the Membership Committee, and Council will not set targets for the composition of candidates to go forward for election.

2.5.3 The Chair of the Membership Committee will report to Council each year with an analysis of successful nominations and also an analysis of why other nominations failed and what might be done to improve them.

2.6 It shall be the responsibility of the Chair of the Membership Committee, from the deliberations of the Committee, to submit a list of not more than 60 names of Candidates to Council for approval before each Annual General Meeting.

Regulation 2.3 will be re-numbered 2.7 and all subsequent Regulation numbers in Section 2 will be re-numbered accordingly. Also where there is any ambiguity in the existing Regulations, it shall be made clear whether the Regulations refer to the Membership Committee or to the Proactive Membership Committee.

2.7 Each of the five Members of the Committee shall be knowledgeable in one of the five principal fields of engineering:

- 2.7.1 Mechanical, aeronautical, marine and manufacturing engineering.
- 2.7.2 Civil, structural, public works and building services engineering.
- 2.7.3 Electronics, electrical engineering, control, materials for electronics and electronics in bioengineering, medical and healthcare.
- 2.7.4 Chemical, fuel process, mining and materials engineering.
- 2.7.5 Telecommunications network and systems, computing and information.

and each of the five Members shall undertake responsibility for consideration and promotion of candidates in their respective fields.

2.8 To assist them in their work each of the five Members of the Committee shall nominate a Panel of not less than five nor more than eight Fellows and each of these Panel Members shall be expert in one of the branches of engineering which falls to be considered by that Panel.

2.9 The Chairman of the Membership Committee shall have the right to attend, but without voting rights, the meetings of all the panels.

2.10 Taking one year with another, there shall be a rotation of the Chairman and members of the Committee and each of its Panels such that no one individual normally serves longer than three years in any appointment.

2.11 Except as prescribed in the procedure set out in 2.15 below, all candidates shall be recommended by a citation on a prescribed form signed by two Fellows both of whom shall certify their recommendation from personal knowledge, but the Chairman of the Membership Committee shall have power to sign a citation on behalf of a sponsoring Fellow on receiving a request from him/her to do so. The nominee and one of the sponsoring Fellows may be employed by the same organisation, but the second sponsoring Fellow shall not have been employed by that same organisation within a minimum of twelve months prior to the date of the nomination.

2.12 The citation shall specify the name, rank, profession, qualifications, nationality, date of birth and usual place of residence of the candidate. It shall also include a statement, not less than 200 nor exceeding 500 words, of the candidate's personal achievements in engineering. A citation in respect of a candidate who is not a Chartered Engineer must make that fact clear.

2.13 The citation when complete shall be delivered to the Chief Executive not later than 31 July and shall be registered, with the date of delivery, in a book to be kept for that purpose.

2.14 Of the Fellows who sign a citation from personal knowledge one shall undertake the responsibility to act as proposer and shall be the channel of communication with the candidate.

2.15 The requirements for Fellows to sign citations as set out in 2.11 may be varied in the following circumstances:-

- 2.15.1 In January of each calendar year the Chief Executive to The Academy shall write to the President of each of the Chartered Engineering Institutions inviting the nominations of new candidates using the prescribed Proposal Forms. The form may be signed by the President of the appropriate Institution acting as proposer even if not a Fellow, but it must additionally be signed by a Fellow who is prepared to give support and who is able to speak with personal knowledge of the candidate.

2.15.2 In the case of candidates nominated to be International Fellows, the proposer or seconder may be an existing International Fellow, but the nomination must be signed by a Fellow who is prepared to give support and who is able to speak with personal knowledge of the candidate.

2.16 The details of each candidate, after being registered by the Chief Executive, shall be circulated to all members of the Membership Committee which, after considering the advice of its appropriate Panel shall consider whether or not there is a case for submitting the candidate's name to Council as one which should be considered for election by the Fellows at the Annual General Meeting.

2.17 To be eligible to become Fellows, in addition to the professional qualification requirements set out in Statute 4(b), engineers who are not of British nationality must be resident and working in the United Kingdom for a period of not less than three years immediately before their election.

Honorary Fellows

2.18 Council considers that Honorary Fellowship is no mere honour or trophy. Such members shall be expected and encouraged to play a part in Academy activities, including the right to propose candidates for election to the Fellowship. The following criteria shall be used by the Membership Committee in judging whether nominated candidates are worthy to be considered for election as Honorary Fellows:

2.18.1 Honorary Fellowship will be reserved for those people who have made significant achievements in advancing the cause of engineering, for example a non-engineer who leads an engineering company.

2.18.2 Any evidence anticipating likely service to The Academy.

2.19 The distinguished nature of Honorary Fellowship shall not require them to pay any joining fee or subscription. However they shall receive annual notices reminding them that their Honorary Fellowship is continuing and requesting a donation.

2.20 The Chairman of the Membership Committee shall submit to Council for approval the list of names of British and International candidates and Honorary Fellows proposed to be put to the Annual General Meeting for election. By majority vote any candidate referred back by Council for further consideration shall not be replaced on the list by any other candidate.

2.21 Not less than 28 days prior to the Annual General Meeting, the Chief Executive shall send to each Fellow the list, in alphabetical order, of those candidates together with supporting citations recommended by Council for election to The Academy.

2.22 Each Fellow present and eligible to vote at the Annual General Meeting shall be given a single ballot paper with the full list of candidates for election printed on it. Each Fellow shall have the opportunity of deleting the names from the list of any candidates he/she considers unsuitable for election at that meeting and shall then place his/her paper in the ballot-box provided.

2.23 When all Fellows wishing to do so have voted, the ballot-box will be opened in the presence of at least two of the three scrutineers appointed by the Chief Executive and the scrutineers will record the number of times the name of any candidate has been deleted. In the absence of the President, the Chairman of the Meeting shall then declare elected to The Academy all those candidates for whom the sum of the deletions does not exceed fifteen per cent of those Fellows present and eligible to vote.

2.24 For a candidate not elected to The Academy in the first year, the citation shall be reconsidered in up to three successive years. If not elected by the end of that period a new citation shall not be accepted until after one annual election has taken place. Any such citation will then be considered for up to three successive years. Thereafter two annual elections shall have elapsed before the candidate shall be considered for a further three

successive years on the basis of another new citation, this timescale being continued indefinitely unless either the candidate is elected or is withdrawn by the proposer.

3.

ADMISSION OF FELLOWS AND OTHER CLASSES OF MEMBER

3.1 Every person normally resident in the British Isles who is elected a Fellow shall, wherever possible, appear for admission at the New Fellows' Dinner or otherwise by arrangement at The Academy's offices before the next Annual General Meeting after election.

3.2 The admission of any Fellow into The Academy shall be in the following manner. Having first made the payments required by these Regulations, he/she shall subscribe the Obligation in the Register of Fellows and be introduced to the Senior Fellow, or in his absence the President.

3.3 No new Fellow shall be entitled to vote at any election or meeting of The Academy until admitted in the manner specified above.

3.4 International Fellows will be admitted at the New Fellows' Dinner or by arrangement on visiting the United Kingdom in order to complete the formalities including signing of the Register of Fellows.

3.5 Honorary Fellows will be admitted in the same manner as normally UK resident Fellows.

3.6 Every person elected to The Academy shall before admission subscribe the Obligation in the following words:-

"We, who have hereunto subscribed, do hereby promise that we will endeavour to promote the objects of The Royal Academy of Engineering and to pursue the ends for which the same was founded; that we will observe the Charter, Statutes and Regulations of The Academy. Provided under their hand that they desire to withdraw from The Academy, they shall be free from this obligation for the future".

4.

SUBSCRIPTIONS

4.1 Every person elected to The Academy shall before admission and thereafter for so long as remaining a Fellow pay such a sum as the Fellows, on the recommendation of the Council, may resolve at the Annual General Meeting of The Academy as an annual subscription. In addition, a newly elected Fellow shall pay an entrance fee of a sum determined in the manner described above. The payment of this subscription will fall due on 1st January in each year and if any Fellow has not paid the subscription by 31st March in that year he/she shall be notified in writing to his/her usual address that payment is due. If payment is not subsequently made reminders will be sent at intervals and at an appropriate point he/she will be informed that failure to pay the subscription within a reasonable period may result in the privileges of The Academy being withdrawn. In this eventuality the individual so circumstanced may address a solicitation for re-admission to the President who will state the case of the individual so circumstanced at the next following Annual General Meeting and the question of re-admission will be put to the vote at that meeting and resolved by a simple majority.

4.2 No new Fellow shall be entitled to vote at any election or meeting of The Academy until he/she has made the payments required by these Regulations.

5.

DEATH OR SUSPENSION OF FELLOWS

5.1 The death or suspension of any Fellow shall be recorded in the Register of Fellows and in the Annual Report of that year.

6.

CAUSES AND FORM OF EJECTION FROM THE ACADEMY

6.1 If any Fellow contemptuously or contumaciously disobeys the Statutes of The Academy, or shall by speaking, writing or printing, publicly defame The Academy or advisedly, maliciously or dishonestly do anything to the damage, detriment or dishonour thereof, such Fellow shall be ejected from The Academy.

6.2 Whensoever there shall appear to be cause for the ejection of any Fellow out of The Academy the subject shall be laid before Council and if a majority of Council shall, after due deliberation, determine by ballot to propose to The Academy the ejection of the said Fellow, the President shall in that case announce at the next following ordinary meeting of The Academy such determination of Council, and at the Annual General Meeting The Academy shall proceed to determine the question. On its appearing that two-thirds of the Fellows present have voted for the ejection of the said Fellow, the Chairman of the meeting shall pronounce him ejected with these words:-

"I do, by the authority and in the name of The Royal Academy of Engineering, declare _____ to be no longer a Fellow thereof."

and his/her name shall then be deleted from the Register.

7. ANNUAL GENERAL MEETING

7.1 The Annual General Meeting of the Fellows shall be held in the first six months of each Financial year, or at such other time not exceeding fifteen months after the last preceding Annual General Meeting as may be determined by Council, and at such place and at such time as may be appointed by Council. The business of the Annual General Meeting shall be:-

7.1.1 the election of new Fellows, International Fellows and Honorary Fellows;

7.1.2 the presentation and adoption of the Annual Report by Council;

7.1.3 the presentation and adoption of the audited statement of Accounts for the year ended the previous 31st day of March;

7.1.4 the announcement of the results of the ballot for Officers and Members of Council for the ensuing years;

7.1.5 the appointment of Auditors to audit the Accounts for the year ending on the next 31st day of March and the fixing of their remuneration;

7.1.6 any other business which has been specified in the notice of the meeting including any matter properly raised in the opinion of the President by one or more individual Fellows and notified in writing to the Chief Executive not less than 60 days prior to the date of the meeting.

7.2 Notice of the Annual General Meeting, together with the Annual Report, the Audited Statement of Accounts for the year ending the previous 31st day of March, and the list of candidates for election shall be despatched by the Chief Executive in time to reach Fellows resident in the U.K. 28 days before the date of the meeting. All matters, with the exception of the election of a Fellow, put to the vote at an Annual General Meeting shall be decided by a simple majority. In the case of a tie, the Chairman of the meeting shall have a casting vote.

8. EXTRAORDINARY GENERAL MEETING

8.1 The Senior Fellow or the President may at any time call an Extraordinary General Meeting of The Academy, when it may appear to them to be necessary.

8.2 Council may convene an Extraordinary General Meeting of The Academy upon receipt of a notice in writing signed by not less than one tenth of the total number of Fellows and delivered to the Chief Executive for the purpose of considering and determining the matters specified in such requisition and shall, within 30 days, after such requisition has been so delivered, appoint a day for an Extraordinary General Meeting to be held.

8.3 If Council does not within 30 days from the delivery of the requisition, duly convene a General Meeting, the requisitionists may themselves within the next following 90 days convene such a meeting.

8.4 Twenty-eight days' notice of any Extraordinary General Meeting shall be given to each Fellow resident in the UK, and such notice shall state the object of such meeting.

8.5 At such an Extraordinary General Meeting, no business shall be brought forward other than that which has been so notified.

9. COUNCIL AND OFFICERS

9.1 The Council shall consist of the Officers and of not less than twelve and not more than eighteen Ordinary Members. With the exception of the President who serves one term of five years only, Officers and ordinary Members of Council shall retire at the expiration of not more than three years from the date of election and shall be eligible for re-election for one further term of three years in the same capacity but no more.

9.2 Not more than seven months before the next Annual General Meeting, Council shall invite Fellows to nominate candidates to fill the vacancies for ordinary Members of Council for the ensuing year. Candidates will be sought who come from the same five principal fields of engineering specified in Section 2.3 above as those of the retiring Members. Nominations shall be delivered to The Academy not later than five months before the Annual General Meeting.

9.3 Fellows standing for election shall be supported by four other Fellows and provide his/her current affiliation plus a letter indicating willingness to stand.

9.4 Not later than four months before the Annual General Meeting, Council shall prepare:

9.4.1 a list of candidates for election to fill each vacancy among the officers for the ensuing year;

9.4.2 a list of candidates to add to those already nominated by Fellows to fill the vacancies for ordinary members of Council for the ensuing year. Council's candidates will not be identified as such on the voting papers.

9.5 In drawing up the lists of candidates for election to the succeeding year's Council the Council shall take note of the fields of activity of those Members not retiring so as to preserve a reasonable balance of membership between the five principal branches of the profession as set out in Section 2.3 above.

9.6 Not later than three months before the Annual General Meeting the Chief Executive will send to all Fellows a list of candidates and ballot papers for the vacancies for officers and ordinary Members of Council. For Officers, voting will be by simple majority vote and for ordinary Members, by the single transferable vote method of voting. Ballot papers must be returned within 28 days from the date of posting. Electoral Reform Services will be employed to count the votes. The result of the elections will be announced at the Annual General Meeting, from the conclusion of which the elections will become effective.

9.7 The President shall be Chairman of Council and whenever possible, unless the Senior Fellow be present, preside at its meetings. If both the Senior Fellow and the President are absent, the Senior Vice-President shall preside and if no Vice-President is available Council shall elect a Chairman from its members for that particular meeting. The Council shall hold not less than four meetings in each calendar year and at appropriate meetings shall

agree the list of candidates as Fellows, International Fellows and Honorary Fellows for election at the Annual General Meeting, shall agree the list of candidates for election as Officers and Members of Council for the ensuing year, and shall endorse the budget for the ensuing year submitted by the Honorary Treasurer on behalf of the Finance Committee. At the meetings of Council not less than seven members shall constitute a quorum.

9.8 At the meetings of Council any matters put to the vote shall be resolved by a simple majority and, in the event of a tie, the Chairman shall have a casting vote.

9.9 Any Fellow wishing to have a matter brought to the attention of Council shall write to the Chief Executive who will arrange to have it considered at the next meeting of Council and will subsequently inform the Fellow of the outcome.

10. THE OFFICERS

10.1 In addition to the Senior Fellow, the President and immediate past President there shall be a Senior Vice-President and six other Vice-Presidents, an Honorary Treasurer and such Honorary Secretaries as elected by The Academy. The term of appointment for the President shall be five years and for the other Officers shall be three years. With the exception of the President who may serve only one term, they shall be eligible for re-appointment in the same capacity but shall not serve for more than two consecutive terms.

10.2 The Honorary Secretaries shall be appointed in accordance with Statute 22.

11. ACCOUNTS

11.1 The Honorary Treasurer shall ensure that proper accounts are maintained of all receipts and payments of sums of money due to, or payable by, The Academy.

11.2 The accounts shall be audited annually by Auditors appointed by the preceding Annual General Meeting of The Academy. No person shall be appointed Auditor unless a member of a Body of Accountants established by the Secretary of State for the purpose of Section 25 of the Companies Act, 1989, or any statutory modification or amendments thereof for the time being in force.

12. STANDING COMMITTEES

12.1 In addition to the Standing Committee for election to The Academy, there shall be such other Standing Committees as Council shall from time to time determine which shall consist solely of such Fellows as may be appointed with the agreement of the Committee Chairmen. The Chairmen of Standing Committees shall be approved by Council on the recommendation of the Council Nominations Committee. They shall normally be members of Council but if not they shall become ex-officio members of it. The President shall ex-officio be a member of all Standing Committees but shall not be entitled to vote. The terms of reference for each Standing Committee shall be approved by Council, as shall any major alteration thereto. Each Standing Committee shall meet regularly, and its secretary shall prepare, annually, reports to Council of the business transacted at its meetings.

12.2 Each Standing Committee shall have the power to initiate studies, where required, on matters relevant to its business, subject to the approval of Council.

13. WORKING PARTIES AND SUB-COMMITTEES

13.1. Council shall have power to set up Working Parties to investigate any aspect of engineering and organise any activities that it may deem desirable to further the objects of The Academy. In setting up any such Working Party or Sub-Committee Council shall appoint a Chairman for it who shall be a Fellow and Council shall also specify the terms of reference. The membership of such Working Parties and Sub-Committees may include Fellows or non-

Fellows as agreed by Council. Standing Committees of Council will also have the power to set up Working Parties or Sub-Committees on the same basis as for Council. The Chairman of each such Working Party shall report to Council or to one of the Standing or Sub-Committees as directed.

14. PUBLICATIONS

14.1 On the recommendation of any Standing Committee, Working Party, or Sub-Committee, Council may instruct the Chief Executive to arrange for the publication of any report, lecture, technical paper or monograph that, in its opinion, will further the objects of The Academy.

**AMENDMENTS, AS APPROVED BY THE PRIVY COUNCIL, TO THE
CHARTER AND STATUTES OF:**

**THE FELLOWSHIP OF ENGINEERING
(SO NAMED UNTIL 16TH MARCH 1992); AND**

**THE ROYAL ACADEMY OF ENGINEERING
(SO NAMED SINCE 16TH MARCH 1992)**

16 MARCH 1992

SCHEDULE OF AMENDMENTS TO THE CHARTER

1. In Article 1 for ““The Fellowship of Engineering” (hereinafter referred to as “The Fellowship”)” *substitute* ““The Royal Academy of Engineering” (hereinafter referred to as “The Academy”)”.
2. In Articles 2, 3, 4, 5(b), 6(a), 7, 8, 10, 11, 12, 13, 14 and 15 for the words “the Fellowship” whenever they appear and *substitute* the words “The Academy”.
3. In Article 5(a) for ““Fellow of the Fellowship of Engineering”” *substitute* the words ““Fellow of The Royal Academy of Engineering””.

16 MARCH 1992

SCHEDULE OF AMENDMENTS TO THE STATUTES

1. In the heading for “THE FELLOWSHIP OF ENGINEERING” *substitute* “THE ROYAL ACADEMY OF ENGINEERING”.
2. In Statutes 1, 8(a), 9, 10, 11, 12(a), 12(b), 22, 23, 25(a), 25(b), 25(f), 26, 28, 32, 34(a), 34(c), 35, 36, 37 and 38 for the words “the Fellowship” wherever they appear *substitute* the words “The Academy”.
3. In Statute 8(a) in the last sentence for “subsequent year” *substitute* “subsequent years”.
4. In Statute 13-
 - (a) for “four” *substitute* “seven”;
 - (b) in the second sentence *delete* “of the Council” and after “Accounts” *insert* “of The Academy”.
5. In Statute 23(a) after “President,” *insert* “Past Presidents,” and for “five Honorary Secretaries” *substitute* “Honorary Secretaries elected in accordance with Statute 22, and the Chairman of the Membership Committee established by the Council pursuant to the Regulations if he shall not already be a member of the Council”.
6. In Statute 24 after “President” *insert* “and the Past Presidents”; and after “further term of three years” *insert* “in the same capacity”.
7. In Statute 25(a) for “Not later than 31st December in” *substitute* “In”.
8. In Statute 26 for “Fellows, members” *substitute* “Fellows”, and *insert* a comma between “Council” and “for”.

9. In Statute 32 *delete* “, one-third of whom shall be members of the Council” and *insert* full stop after “Committees”.

15 MARCH 1994

SCHEDULE OF AMENDMENTS TO THE CHARTER

In Article 5(a) for “The number of Fellows shall not at any time exceed one thousand.” Substitute “The number of Fellows shall not at any time exceed such number as shall from time to time be determined by the Council and approved by The Academy in General Meeting.”.

14 FEBRUARY 1997

SCHEDULE OF AMENDMENTS TO THE STATUTES

1. In Statutes 1(b), 25(a), 28(f) and 34 (title, (a) (twice) and (c)), for “Secretary” *substitute* “Executive Secretary”.
2. In Statute 16-
 - (a) for “proceeds of business” *substitute* “proceeds to business”;
 - (b) for “One tenth in the number of all the” *substitute* “Fifty”; and
 - (c) for “half an hour” *substitute* “one hour”.
3. For Statute 22 *substitute*:-

“22. The Academy may if it thinks fit elect from time to time such number of Honorary Secretaries (each of whom shall be responsible to the Council) having such functions and designations as The Academy may from time to time determine.”.
4. In Statute 23(a)-
 - (a) for “Past Presidents” *substitute* “Immediate Past President”; and
 - (b) for “the Membership Committee established by the Council pursuant to the Regulations” *substitute* “each Standing Committee established by the Council pursuant to Statute 32”.
5. In Statute 24 for “Past Presidents” *substitute* “Immediate Past President”.
6. For Statute 30 *substitute*:-

“30. The Council may co-opt any Fellows to fill a casual vacancy occurring within the Council but:-
 - (i) the Fellow so co-opted shall hold office only for the unexpired portion of his predecessor’s term of office; and
 - (ii) only a Past President may be co-opted to fill a casual vacancy in the office of Immediate Past President.”.
7. In Statute 32 for all the text after “provided that” *substitute*:-
 - (i) only Fellows shall serve on Standing Committees;
 - (ii) in relation to every other such committee at least a majority of the members thereof and its Chairman shall be Fellows; and
 - (iii) every such committee shall regularly report all its proceedings to the Council.”.
8. In Statute 34-
 - (a) in sub-paragraph (a), for “and its Standing Committees” *substitute* “, to attend or be represented at the meetings of all Standing Committees”.
 - (b) *delete* sub-paragraph (b) (show as “(b) (deleted)”).

10 MARCH 1999

SCHEDULE OF AMENDMENTS TO THE CHARTER

1. In Article 5(a) for “F.Eng” substitute “F.R.Eng”.
2. After Article 7 add:-

“7A. The Council may appoint an investment manager who it is satisfied after enquiry is a proper and competent person to act in that capacity and who is either (i) an individual of repute with at least 15 year’s experience of investment management who is an authorized person within the meaning of the Financial Services Act 1986 or (ii) a company or firm of repute which is an authorized or exempted person within the meaning of that Act, and the Council may delegate to such investment manager power at his discretion to buy and sell investments for The Academy in accordance with the investment policy laid down by Council and the conditions specified in the Statutes.”.
3. In Article 9-
 - (a) after “powers” insert “either”; and
 - (b) after “persons” insert “, or for the purpose of the investment of The Academy’s property to a suitably qualified and experienced person of repute appointed from time to time by the Council”.

10 MARCH 1999

SCHEDULE OF AMENDMENTS TO THE STATUTES

1. In Statute 4 delete “Chartered” and after “nationality” add “, who save in circumstances to be decided from time to time by The Academy in General Meeting shall be Chartered Engineers,”.
2. In Statute 21 for “three” substitute “six”.
3. Re-number Statute 35 as 35.(a) and at the end add:-
 - (b) where the Council makes any delegation under Article 7A it shall:-
 - (i) inform the investment manager 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 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;
 - (iv) ensure that it is kept informed of, and review on a regular basis, the performance of the investment portfolio managed by the investment manager and the exercise by him of his delegation of authority;
 - (v) take all reasonable care to ensure that the investment manager complies 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 and agree such proper terms as to notice and other matters as the Council 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 Council.

(c) Where the Council makes any delegation under paragraph (b) above it shall do so on the terms that:-

(i) the investment manager shall comply with the terms of his delegated authority;

(ii) the investment manager shall not do anything which the Council does not have the power to do;

(iii) the Council 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 Council shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on its behalf.”.

29 OCTOBER 2004

SCHEDULE OF AMENDMENTS TO THE STATUTES

1. *Delete* “Foreign Members” and “Foreign Member” wherever they occur in Statutes 2, 7 and 8 and *substitute* “International Fellows” and “International Fellow” respectively.
2. *Delete* Statute 4 and *substitute*:-

“4. 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;

(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 have an international engineering status equivalent to that of Chartered Engineer.”

22 OCTOBER 2008

SCHEDULE OF AMENDMENT TO THE STATUTES

In Statute 7 *delete* “one hundred” and *substitute* “one-tenth of the number of Fellows as reported in the most recently published Annual Report of the Academy”.