PROFESSIONAL CODE OF CONDUCT

IGEM
Institution of Gas Engineers & Managers

INTRODUCTION

This Code of Professional Conduct of the Institution of Gas Engineers and Managers places an obligation on its members to act with integrity and in the public interest. The intention is to encourage members to act in accordance with the Statement of Ethical Principles published by the Royal Academy of Engineering and the Engineering Council.

Complimentary to this Professional Code of Conduct are the IGEM Disciplinary Regulations. Both the code and the regulations are required under the Institution's Royal Charter and its Engineering Council Licence. Both documents are compliant with Engineering Council guidance.

The following rules are made and published by the Council of the Institution of Gas Engineers and Managers under the authority of the By-Laws. Please note that in this document, singular number includes the plural number and vice versa. In these Rules "member" means a member of any class referred to in the By-Laws of the Institution, "employer" includes "client" and "Council" means the Council of the Institution of Gas Engineers and Managers.

A code of professional conduct designed to cover all eventualities must necessarily be written in general terms expressing broad ethical principles. Almost every case of doubt as to the proper course of action required to conform to the code of professional conduct arises from a conflict between a member's personal interest and their duty to others. Rules issued by the Council to interpret the code indicate the manner in which members are required to conduct themselves in a number of situations that are frequently encountered. In other situations, members are required to order their conduct in accordance with the principle that, in any conflict between a member's personal interest and fair and honest dealing with other members of the community, their duty to the community must prevail.

A member, who resigns after a complaint has been made, shall be deemed to remain in membership until the disciplinary process has reached its verdict. If this verdict is that the person be removed from membership, their deemed membership will allow that to be effected and shown on the record should they ever wish to re-join.

CODE OF CONDUCT

1. A member shall at all times so order their conduct as to uphold the dignity and reputation of their profession, and to safeguard the public interest in matters of safety and health and otherwise. They shall exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity.

2. A member shall take all reasonable steps necessary to avoid waste of natural resources, damages to the environment, and wasteful damage or destruction of the products of human skill and industry.

3. A Member shall take all reasonable steps to maintain and develop their professional competence by attention to new developments in science and engineering relevant to their field of professional activity and, if they are an employer, shall encourage their professional employees to take such steps. A Member must maintain a record of their Continuing Professional Development (CPD), unless they are not professionally active. This record must be presented to the Institution when requested or they will be removed from Professional Registration in accordance with IGEM's CPD Policy.

4. A member shall only undertake tasks as a Gas Engineer or Manager, where they are competent to discharge their skills and knowledge accordingly and disclose relevant limitations of competence.

5. A member shall accept personal responsibility for all work done by them or under their supervision or direction, and shall take all reasonable steps to ensure that persons working under their authority are competent to carry out the tasks assigned to them and that they accept personal responsibility for work done under the authority delegated to them.

6. A member called upon to give an opinion in their professional capacity shall, to the best of their ability, give an opinion that is objective and reliable.

7. A member whose professional advice is not accepted shall take all reasonable steps to ensure that the person overruling or neglecting their advice is aware of any danger, which the member believes may result from such overruling or neglect.

8. A member shall not make any public statement in their capacity as a Gas Engineer or Manager without ensuring that their qualification(s) are appropriate to make such a statement and any association they may have with any party which may benefit from their statement are made known to the person or persons to whom it is directed.

9. A member shall not, in self-laudatory language or in any manner derogatory to the dignity of the profession of gas engineers and managers, advertise or write articles for publication, nor shall they authorise any such advertisement or article to be written or published by any other person.

10. A member shall not recklessly injure or attempt to injure whether directly or indirectly the professional reputation of the Institution, its members, any other engineer or manager or any business with which they may be associated.

11. A member shall inform their employer in writing of any conflict between their personal interest and faithful service to their employer.

12. A member shall not improperly disclose any information concerning the business of their employer or of any past employer.

13. A member shall not accept remuneration in connection with professional services rendered to their employer other than from their employer or with their employer's consent; nor shall they receive directly or indirectly any royalty, gratuity or commission on any article or process used in or for the purpose of the work in respect of which they are employed unless or until such royalty, gratuity or commission has been authorised in writing by their employer.

14. A member shall assess and manage relevant risks and communicate these appropriately.

15. A member shall assess relevant liability, and if appropriate hold professional indemnity insurance.

16. A member shall not improperly solicit work as an independent adviser or consultant, either directly or by an agent, nor shall they pay any person, by commission or otherwise, for the introduction of such work.

17. A member acting as an independent adviser or consultant shall not be the medium of payment made on their employer's behalf unless so requested by their employer; nor shall they place contracts or orders in connection with work on which they are employed, except with the authority of and on behalf of their employer.

18. A member shall treat all persons fairly, without bias, and with respect.

19. A member should encourage others to advance their learning and competence.

20. A member must notify the Institution if they have any unspent criminal convictions (excluding motoring offences) or an adverse civil court judgement, have been decalred bankrupt or disqualified as a Company Director or Charity Trustee.

21. A member must notify the Institution if they have had membership of another professional body terminated as the result of a disciplinary procedure.

22. A member must notify the Institution of any significant violation of the Institution's Code of Conduct by another member.

23. A member shall raise a concern about a danger, risk, malpractice or wrongdoing, which affects others ('blow the whistle'), and support a colleague or any other person to whom you have a duty of care who in good faith raises any such concern.

Institution of Gas Engineers & Managers

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Institution of Gas Engineers & Managers

Royal Charter

(Derived)

and

By-Laws

Effective from 18 July 2001

FOUNDED 1863, ROYAL CHARTER 1929
PATRON: HER MAJESTY THE QUEEN

INSTITUTION OF GAS ENGINEERS & MANAGERS
IGEM House, High Street, Kegworth, Derbyshire DE74 2DA

Document Reference CD 6A/11/11

The Royal Charter of the Institution of Gas Engineers granted in 1929 has been amended as follows:

Revised by the Supplemental Charter dated 2nd May 1969
Amended by the Supplemental Charter dated 2nd May 1969
Amended by the Supplementary Charter dated 3rd May 1950
Amendments to the Charter dated 18th July 2001.

The corresponding Royal Charter that results in these changes does not exist in its entirety as a single Charter but the following Charter, Derived, extrapolates all of the elements of the Charters, taking revisions and amendments from each Charter, and excluding the elements that have been subsequently superseded.

The resulting Charter can then be generated.

ROYAL CHARTER - Derived

1. The persons now members of the said Association or Institution known as The Institution of Gas Engineers, and all such persons as may hereafter become members of the Body Corporate hereby constituted pursuant to or by virtue of the powers granted by these Presents, and their Successors, shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the name of "The Institution of Gas Engineers" and by the same name shall have perpetual succession and a Common Seal, with power to break, alter, and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may implead, and be impleaded in all Courts, and in manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

2. & 3. To all acts and things lawfully effected, made, done or suffered thereunder and to the power of the Institution to continue to hold in perpetuity or otherwise any lands, tenements or hereditaments or any interest therein held at the date of this Our Supplemental Charter (2nd May 1969) and from time to time to grant, demise, alienate or otherwise dispose of the same or any part thereof.

4. The objects for which The Institution of Gas Engineers (hereinafter called “the Institution”) is established is to promote by research, discussion, education or otherwise as may seem to the Institution desirable each and all of the sciences of which knowledge may from time to time be required for the better exploration for or the better production, winning, treatment, transmission, distribution or utilisation of gas and of the by-products of its production.

    a) To enable persons, who are, or have been, engaged in the conduct of gas undertakings, or who have been regularly educated as gas engineers, to meet and to correspond; and to conduct or promote investigations into all or any of the matters aforesaid or any matters connected therewith; and generally to aid, promote, and encourage the acquisition and diffusion of knowledge concerning the production, application, and distribution of gas, the conduct of gas undertakings and all related matters.

    b) To improve and elevate the technical and general knowledge of persons engaged in or about to engage in the profession of gas engineers or managers, and with a view thereto to provide for the delivery of lectures and the holding of classes, and to establish chemical and experimental laboratories or experimental works, and to test, by examination or otherwise, the competence of such persons, and to award prizes, and certificates, and distinctions, and to institute and establish or accept trust funds for the purpose of scholarships, grants, rewards, prizes, and other benefactions. Provided that no certificate of any kind shall be awarded or issued by the Institution which does not state clearly upon the face of it that it is not issued by or under the authority of any statutory or Government authority or Department but is issued under the authority of the Institution only.

    c) To establish, form, and maintain a Library, and collection of models, designs, drawings, plans, and other articles of interest in connection with the gas industry.

    d) To organise or promote and defray or contribute towards the expenses of exhibition of machinery, apparatus, inventions, plans, drawings, models, or other matters or things calculated to advance the objects of the Institution, whether in England or elsewhere, and

for the like purposes to convene or promote meetings or conferences, whether in England or elsewhere, and to defray the expenses of British and foreign representatives attending the same.

e) To print and publish, sell, lend, and distribute any communications made to the Institution or any similar society, and any reports of the proceedings or transactions of the Institution or any similar society, and to purchase, reproduce, print, publish and distribute any other books, papers, treatises, or communications relating to gas engineering, manufacture, application, and administration, and for this purpose to cause translations to be made into or from any language, or of any such books, papers, reports, treatises, transactions, or communications.

f) To establish, undertake, superintend, administer, and contribute to any charitable necessitous fund from whence may be made donations, or advances to deserving persons who may be or have been engaged in gas engineering or management, or connected with any person engaged therein, and to contribute to, or otherwise assist, any charitable or necessitous institutions or undertakings.

5. The Institution shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members thereof. No member shall have any personal claim of any property of the Institution and no part of the Income or property of the Institution shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profits to the members of the Institution except in the case of and as a salaried officer or servant of the Institution.

6. There shall be a Council of the Institution consisting of such number of members, with such qualifications, and to be elected or constituted as such members of Council in such manner, and to hold office for such period, and on such terms as to re-election and otherwise, as the By-laws for the time being of the Institution shall direct.

7. Of the members of the said Council of the Institution one shall be the President, two shall be Vice-Presidents, and one shall be the Honorary Secretary of the Institution. The said President, Vice-Presidents, and Honorary Secretary shall be elected in such manner, and shall hold office for such period, and on such terms as to re-election and otherwise, as the By-laws for the time being of the Institution shall direct.

8. The first President of the Institution shall be John Terrace, and the first Vice-Presidents shall be Charles Stuart Shapley and Harold Ernest Copp.
The first Honorary Secretary of the Institution shall be William Edward Price.
The first Secretary of the Institution shall be James Williamson Campbell.

The first members of the Council of the Institution shall be the said President of the existing Institution, namely, John Terrace; the said Vice-Presidents, namely, Charles Stuart Shapley and Harold Ernest Copp; the following Past-Presidents of the said existing Institution, namely, Charles Frederic Botley, Henry Dacre Madden, and John Wilkinson, O.B.E.; and the following members of the Council of the existing Institution, namely, Joseph Herbert Canning, O.B.E., William Eames Caton, Philip George Gregory Moon, Harold Charles Smith, Thomas Carmichael, Ralph Earnest Gibson Robert Robertson, William James Smith, Harold Edgar Bloor, Frank Peake Tarratt, William Walter Townsend, John Wesley Whimster, John Bales Hansford, Leslie William Dalby, Richard Henry Ginman, Walter George Seymour Cranmer, John Watson Napier, Dugald Currie, Charles

Valon Bennett, Daniel Walter Davies; and the Honorary Secretary of the said existing Institution, namely, William Edward Price.

The said President, Vice-Presidents, Honorary Secretary, and members of the Council shall respectively hold office as such until the due election and coming into office of their successors in accordance with the By-laws of the Institution, but shall be respectively eligible, subject to such By-laws, for re-election if otherwise qualified.

9. The Institution shall have such officers, with such functions, tenure and terms of office, as the By-laws of the Institution may prescribe, and such other officers and servants as the Council of the Institution may from time to time appoint.

10. The government and control of the Institution and its affairs shall be vested in the Council subject to the provisions of these Presents and to the By-laws of the Institution. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe.

11. There shall be such number of classes of members of the Institution who shall be known as and are hereinafter sometimes referred to as Corporate Members and such number of classes of members of the Institution who shall be known as and are hereinafter sometimes referred to as Non-Corporate Members as the By-Laws of the Institution shall from time to time provide.

12. The qualifications, methods and terms of admission, privileges and obligations including liability to expulsion or suspension of members of each of the classes respectively shall be such as the By-Laws for the time being of the Institution shall direct.

13. The Council shall alone have power to decide conclusively respecting each person proposed for or seeking admission to any class of membership of the Institution whether he has or has not fulfilled such conditions as are applicable to his case.

14. Any Corporate Member or Non-Corporate Member of the Institution shall be entitled to the use after his name of the title of the class to which he belongs or the appropriate abbreviation thereof (if any) as shall be provided for by the By-Laws of the Institution from time to time.

15. (i) Any Corporate Member, who also meets the requirements for Chartered Engineer may so long as he may be a Corporate Members use the title Chartered Gas Engineers followed, if desired, by the appropriate title and abbreviation (if any) authorised under the By-Laws of the Institution for the time being.
(ii) Any Corporate Member of the Institution who is entitled under the provisions of the Royal Charter and By-Laws of the Council of Engineering Institutions to the style or titled Chartered Engineer, Incorporated Engineer, Engineering Technician or any other title that from time to time may be approved, may describe himself as such and at the same time to describe himself as a Corporate Member of the Institution use the title or the abbreviation appropriate to the class of membership (if any) authorised under the By-Laws of the Institution for the time being".

16. The meetings of the Institution shall be of such classes and shall be held for such purposes as may from time to time be prescribed by the By-laws of the Institution, and the rights of the several classes of members of the Institution of attending and voting at the said meetings shall be such or subject to such restrictions as may be so prescribed.

17. The Corporate Members or the majority of such members present in person or by proxy and voting at any duly convened General Meeting of Corporate Members of which not less than twenty-one days' notice has been given specifying the matters to be taken into consideration thereat, shall have power from time to time to make such By-laws of the Institution as to them shall seem requisite and convenient for the regulation, government, and advantage of the Institution, its members and property, and for the furtherance of the objects and purposes of the Institution, and from time to time to revoke, alter, or amend any By-law or By-laws theretofore made so that the same be not repugnant to these Presents or to the Laws and Statutes of this Our Realm. Provided that no such By-law, revocation, alteration, or amendment shall take effect until the same has been allowed by the Lords of Our Privy Council of which allowance a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.

18. The first By-laws to be made under these Presents shall be made by the Corporate Members of the Institution, within the period of six months from the date of these Presents, unless the Lords of Our Privy Council shall see fit to extend such period, of which extension the Certificate of the Clerk of Our Privy Council shall be conclusive evidence.

19. Pending the making and approval of the By-laws to be made under these Presents but no longer, the Articles of Association of the said existing Association or Institution known as The Institution of Gas Engineers shall be the By-laws of the Institution, and shall have effect as though the Institution, its officers and members had therein been referred to throughout in lieu of the said existing Association or Institution, its officers and members.

20. The property and moneys of the said existing Association or Institution known as The Institution of Gas Engineers (including any property and moneys held by them as trustees) shall from the date of these Presents become and be deemed to be the property and moneys of the Institution, and shall, as soon as may be, be formally transferred to the Institution or such person or persons on its behalf as the By-laws may prescribe.

21. And We do hereby, for Us, Our Heirs, and Successors, Grant and Declare that these Our Letters Patent, or the enrolment or exemplification thereof, shall be in all things good, firm, valid, and effectual, according to the true intent and meaning of the same, and shall be taken, construed, and adjudged in all Our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the said Institution, any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

BY-LAWS OF THE INSTITUTION OF GAS ENGINEERS

18th July 2011
By the Lords of Her Majesty's Most Honourable Privy Council

1 DEFINITIONS

In the By-laws the word or words in the first column of the Table next following shall, unless the context otherwise requires, bear the meaning set opposite to them respectively in the second column of that Table:

Words	Meanings
The Charter	The Royal Charter of the Institution dated 23 May 1929 (with the amendments thereto allowed by the Lords of Her Majesty's Most Honourable Privy Council, the 22 day of October 1981) under the provisions of Article 17 of the Royal Charter, as from time to time amended by Supplemental Charter or otherwise.
Affiliated Associations	Associations which are affiliated to the Institution at the date of the Charter or which after the date of the Charter become affiliated to the Institution with the consent of the Council.
The Institution	The Institution of Gas Engineers and Managers incorporated by Royal Charter dated 23 May 1929 as amended by Supplementary Charter
Member	The use of the term 'Member' (with a capital 'M') shall refer to the class of Member as defined in By-law 2, but the use of the word member (with a small 'm') shall refer to all classes of membership, that is, all persons who are on the Register of the Institution.
The Gas Industry	Means and includes:- a) the exploration for, or the production, trading, treatment, transmission, distribution or utilisation of, gas; b) the production, processing, distribution or use of the by-products of gas production; c) the design or construction of works, machinery, plant or apparatus in connection with any of the above purposes; d) related research or educational work in connection with any of the above purposes; e) any activities associated with the foregoing.
The Council	The collective body of members duly elected and constituting the Council of the Institution for the time being.
Sections and Branches	Sections and Branches are associations organised under rules approved by the Council for the general advancement of the Institution's objects. Sections and Branches may be formed

	as required in the United Kingdom and overseas.
Groups	Groups are associations within the Institution organised under rules approved by the Council for the pursuit of specialist interests.
Corporate members	Corporate members are those in the classes of Fellow and Member.
Engineering Council	The registration authority by that name established by Royal Charter or such successor organisation from time to time fulfilling this role.
Boards and Committees	Boards and Committees are appointed by the Council to advise and report on specific issues as may from time to time arise.
Bye-laws of the Engineering Council	The Bye-laws of the Engineering Council currently in force, relevant extracts from which may from time to time be appended to any reproduction of these By-laws.
Chartered Engineer and Incorporated Engineer	Styles and titles awarded by the Engineering Council to suitably qualified Corporate members on the nomination of the Council of the Institution.
Engineering Technician	A style and title awarded by the Engineering Council to suitably qualified members on the nomination of the Council of the Institution.
Licensed Engineering Practitioners	Engineers licensed by the Institution to practice in prescribed areas of activities.
Chief Executive	The Chief Executive for the time being of the Institution.
Notice	Notice includes a voting paper and may be distributed electronically.

Masculine Gender includes the Feminine unless the context precludes. Singular number includes the plural number and vice versa.

2 MEMBERSHIP OF THE INSTITUTION

(A) Classes of Membership

There shall be eight classes of membership of the Institution, which shall be termed respectively Fellow, Companion, Member, Associate Member, Graduate, Associate, Student and Affiliate.

Any class of member may be licensed by the Institution to operate in prescribed areas of activity.

(B) Requirements of Membership

The requirements for the above classes of membership are those that from time to time may be agreed by Council The Council may change the categories of membership waive or modify any or all of the requirements of membership provided that Council votes by a majority of 75% to do so.

(C) Registration of Corporate Members

All qualified members as defined by Council are classed as Corporate Members of the Institution.

> Fellows and Members who are designated as engineers by the Institution must be eligible for registration as Chartered Engineers, Incorporated Engineers or Engineering Technicians under the Bye-Laws and Regulations of the Engineering Council.

The total number of Corporate members registered in the appropriate section of the Engineering Council's Register shall not be less than 1% in excess of that necessary to maintain the Institution's status as a nominated Chartered Engineering Institution as defined in the Bye-laws of the Engineering Council.

3 ELECTION OF MEMBERS

(A) General

No person shall be elected to membership of any class unless the Council has approved his election.

Applications for election into all but the Honorary classes shall be on a form approved by the Council.

(B) Notification of Membership

Every person duly elected a member shall be so informed by letter. His membership shall not be effective until he has paid the monies due. If such monies are not paid within three months of the date of election, the election may be declared void.

(C) Certificate of Election

Every person whose election has become effective in any class shall receive a Certificate of his election. The Certificate remains the property of the Institution and shall be returned on application by the Council or when the holder ceases to be a member of the Institution.

(D) Honorary Titles

The power of awarding the title "Honorary" in the classes of Fellow or Companion shall be vested in the Council. Honorary Fellows and Honorary Companions shall have all the privileges of Fellows and Companions respectively.

(E) Abbreviated Titles

Honorary Fellows, Honorary Companions, Fellows, Companions, Members, Associate Members, Graduates and Associates may respectively use the following abbreviated forms to indicate the class in the Institution to which they belong, namely:

HonFIGEM, HonCIGEM, FIGEM, CIGEM, MIGEM, AMIGEM, GradIGEM and AIGEM.

Those members who are registered as engineers under the provisions of the Royal Charter and Bye-laws of the Engineering Council may use the style and title Chartered Engineer, Incorporated

Engineer or Engineering Technician and designatory letters CEng, IEng and EngTech respectively before the letters indicating their grade of membership of the Institution as appropriate.

4 PROFESSIONAL CONDUCT AND EXPULSION

(A) Professional Conduct

A member shall at all times so order his conduct as to uphold the dignity and reputation of his profession, and to safeguard the public interest in matters of safety and health and otherwise. He shall exercise his professional skill and judgement to the best of his ability and discharge his professional responsibilities with integrity.

(B) Rules of Professional Conduct and Enforcement

The Council shall, by Ordinary Resolution of 75% of Corporate Members voting at a general meeting, promulgate Rules of Professional Conduct in accordance with (A) above and shall require members to undertake to conform with such Rules. The Council shall ensure that the application of such Rules is clearly defined. The Council shall, with the consent of the Corporate Members as aforesaid, make Regulations for the enforcement of the Rules of Professional Conduct. The said Regulations shall ensure that any complaint or allegation of improper conduct shall be properly investigated and adjudicated upon by an impartial tribunal consisting either wholly or partly of members of the Council; that before being called on to deal with any such complaint or allegation the member shall know what is the complaint or allegation; that before being found guilty of such conduct the member shall be given a full and fair opportunity of being heard and of calling witnesses and cross examining any other witness testifying before the tribunal, and that in all respects the investigation shall be made, the proceedings conducted, and the decisions reached in accordance with natural justice.

The Council shall periodically review the Rules of Professional Conduct and with the consent of the Corporate Members amend them as appropriate.

5 EXAMINATIONS

The Council shall approve or otherwise cause to be held Examinations for persons desirous of being admitted as Members, Associate Members, Graduates or Associates.

In no case shall such approval be given without prior consideration by qualified persons nominated by the Council and, in the case of any members nominated for the designations CEng, IEng or EngTech, the examinations concerned must also be acceptable to the Engineering Council.

6 SUBSCRIPTIONS

The annual rates of subscriptions, transfer and entrance fees payable by members shall be those determined from time to time by Council. If any proposed increase in such rates at any time exceeds fifteen per cent of the then current rate, that increase, before it comes effective, shall be approved either by simple majority of the Corporate Members voting in a postal ballot, or by means of a General Meeting of Corporate Members, as determined by Council. The annual subscription of members may be varied according to their age or their place of residence.

The place of residence of a member in any year shall be his registered address on the first day of January of that year. All annual subscriptions shall be due on the first day of January for the year then beginning. The subscription of any member shall be due on his election and shall be that

appropriate to his class and to his age or place of residence at the date of the election. Any member elected on or after the first day of July and before the thirtieth day of September in any year shall be liable for six months' subscription to cover the unexpired part of the year of election. The subscription of any member elected on or after the first day of October in any year shall cover both the unexpired part of the year of election and the year following.

After payment of the entrance fee and the first year's subscription, any member of the Institution aged forty years or more, may compound for future annual subscriptions at the discretion of Council. The composition for any member shall be supplied on request to the Chief Executive. When any member who has previously compounded is transferred from one class to another class, he shall pay either an additional composition or, in place of such additional composition, an annual subscription equal to the difference in annual subscriptions of the classes.

7 RESIGNATION, SUSPENSION AND RE-ADMITTANCE

(A) Resignation and Suspension

Every member shall be liable for the payment of his annual subscription unless he has notified the Institution in writing of his intention to resign, having previously paid all arrears, including the subscription for the year current at the date of his notice. Such notice shall be given before the last day of November of the current year.

Any member whose subscription has not been paid before the first day of April shall be in arrears of subscription and shall be notified that he is not entitled to attend or vote at any meeting or to receive any publications. Any member whose subscription for the current year has not be paid by the last day of September shall be sent a final reminder notifying him that failure to pay by the last day of October will result in his membership of the Institution being terminated.

The Institution may decide to waive a part or the whole of a member's annual subscription, or arrears, if he has twenty or more years of uninterrupted membership and is financially incapacitated due to ill-health, advanced age or other sufficient cause.

(B) Re-admittance

A member whose membership has lapsed under this By-law may re-apply for membership under the same procedure as laid down for new applicants.

If an application for re-admittance is made within three years and the member has not brought the Institution or the engineering profession generally into disrepute, he may at the discretion of Council be exempt from a further Professional Review, subject to the payment of all relevant annual fees as if he had continued in membership for the lapsed period.

8 THE COUNCIL

(A) Composition of Council

The Council shall consist of

(a) The President
(b) the most recent Past President willing and able to serve
(c) the two Vice Presidents, the senior of whom will normally be the President-Elect
(d) the Honorary Secretary

(e) the Chairman of each Section of the Institution
(f) twelve Ordinary members
(g) the Chief Executive Officer and
(h) not more than five co-opted members.

Notwithstanding the above, not less than half of all the members of Council at any given time shall be Chartered Engineers or Incorporated Engineers or Engineering Technicians and not less than two-thirds shall be Corporate members of the Institution.

The Honorary Secretary, Chief Executive Officer and the co-opted members shall be regarded as ex-officio members of Council without voting rights. (unless also a duly elected/appointed member).

The Council shall make such rules as necessary for the proper running of the Institution.

(B) The President

The President, who shall be a Corporate member, shall be nominated by the Council and shall hold office for one year. He shall take office at the conclusion of the Annual General Meeting. Normally the candidate for the Presidency shall be the President-Elect. No person shall be eligible for re-election to the office of President on more than one occasion save in circumstances resolved by Council to be extraordinary.

The President shall take the chair at all meetings of the Council, Annual General Meetings, Special General Meetings and General Meetings of the Institution at which he is present, and may take the chair at any other meeting of the Institution. In the absence of the President, the President-Elect or in his absence a Vice-President shall take the chair at meetings of the Council, Annual General Meetings, Special General Meetings and General Meetings.

At the conclusion of his year of office or on resignation during that year the President shall become a Past-President. In the event of the President resigning during his year of office, the Council shall determine at the end of the Presidential year whether he shall be designated a Past-President. A Past-President shall not be eligible for election to Council for a period of three years following his period of Past-Presidential Service.

In the event of the death or resignation of the President, the Council shall appoint an Acting President from amongst the member of the Council. He shall have the full powers of the President.

(C) Vice President

At its meeting immediately preceding the Annual General Meeting the Council shall elect two Vice-Presidents from among the current or past Ordinary members of the Council, and they shall take office following the AGM. Each of them shall hold office for not more than two years. The Vice-Presidents shall be deemed to remain ordinary members of the Council. Their role shall be the support of the President in representing the Institution.

(D) The President-Elect

The President-Elect for the ensuing year shall be elected by the Council at its meeting immediately preceding the AGM and shall hold office for one year. He shall normally be the longest serving Vice-President. If the President of the Institution is not an Engineer, then the President-Elect shall be an

Engineer. He shall take office as the President-Elect at the conclusion of the Annual General Meeting next following his election.

In the event of the death or resignation of the President-Elect the Council shall appoint a new President-Elect from amongst their number.

Service as the Acting President following the death or resignation of the President shall not preclude the President-Elect from taking office as the President the following year.

(E) Ordinary Members of the Council

The twelve ordinary members of the Council shall be nominated and elected from among the members of the Institution and shall hold office for three years.

Of the Ordinary members of the Council, at the time of their election

(a) at least six shall be Chartered Engineers, Incorporated Engineers or Engineering Technicians.

(b) all shall be Corporate Members.

Any member elected to the Council to fulfill the provisions of this By-law who is regarded during his term of office, shall nevertheless continue to serve for the remainder of the three-year term of office for which he was elected. At the end of that term another member of the appropriate class shall be elected to take his place.

Of the Ordinary members of the Council one third shall retire at the conclusion of each Annual General Meeting and unless elected as a Vice President, not qualify for re-election as an Ordinary member of Council for at least one year.

A retiring member shall hold office until the conclusion of the Annual General Meeting at which he retires.

The office of a member of the Council shall be vacated if:

(a) the member by notice in writing to the Institution resigns his office,

or

(b) the member ceases to be a member of the Institution,

or

(c) without the consent of the Council the member holds an office of profit under the Institution,

or

(d) being directly interested in any contract with the Institution the member fails to disclose the nature of this interest,

or

(e) the member becomes bankrupt or makes any arrangement or composition with his creditors generally,

or

(f) a Receiver of the member's assets is appointed by the Court of Protection,

or

(g) three-quarters of the members present at a meeting of the Council, at which due notice of the proposed resolution has been given, vote for removal of the member from office,

or

(h) by resolution of a General Meeting of the Institution the member be removed from office.

In the event of the death, disqualification or resignation from Council or appointment as an ex-officio member of Council in one of the categories (a), (b) or (c) of By-law 8(A) of an Ordinary member, the resulting vacancy shall be filled by the Council. The member so co-opted shall hold office for the remainder of the term of office of the member he has replaced. An Ordinary member who is appointed as an ex-officio member of Council in one of the other categories (d), (e) or (f) of By-law 8(A) may, if he so wishes, continue to serve for the remainder of his elected term. In these circumstances there shall be no co-option.

In the event of the death, disqualification or resignation of an Ordinary member of Council, Council shall fill that vacancy by co-opting to Council a member at any time during the Council year. In so doing, Council shall ensure the number in each class shall comply with By-law 8(E).

In any year when there will be a vacancy in the number of Ordinary members due to the appointment of a member as an ex-officio member of Council, Council shall fill that vacancy by co-opting the member who fails by the least number of votes to gain election in the Council Elections prior to the ex-officio appointment becoming effective. In so doing, Council shall ensure the number in each class shall comply with By-law 8(E).

This intention shall be clearly stated on the voting paper, as required by By-law 9(B).

(F) Co-opted Members

A maximum of five non-voting members may, from time to time, be co-opted by the Council to membership of the Council. Such co-opted members shall hold office until the conclusion of the Annual General Meeting following their co-option, however they may stand for formal election to Council at that time.

(G) Council Voting

Unless stated otherwise within these By-Laws voting at Council will be by simple majority and may be by show of hands or a secret ballot as decided by Council. Council may also determine to accept postal and/or proxy votes. In the event of a tied vote, the President shall have a casting vote.

9 COUNCIL ELECTIONS

(A) Nominations

Nominations of candidates for election to the Council shall be received by the Chief Executive not later than the first day of January annually and shall include statements in writing by the candidates that they are willing and able to serve.

The nomination forms shall be signed by one proposer and two seconders, all of whom shall be Corporate members.

(B) Ballot

Not less than sixty days before the Annual General Meeting a voting paper, the form of which shall be determined by the Council, shall be posted to every member entitled to vote. The ballot form for all vacancies shall be sent to all Corporate Members.

Each voting paper shall clearly state the number of vacancies in each class to comply with By-law 8(E). Corporate Members shall be required to vote for a minimum of four candidates.

Voting papers not completed in accordance with the instructions shall be invalid. Each voting paper shall be returned in the envelope provided to arrive not later than the day before the date of the Annual General Meeting. Papers arriving thereafter shall be destroyed unopened.

In the event of there being only the exact number, or less, of candidates as there are vacancies, a ballot shall not be held and the nominated candidates shall be declared elected; any remaining vacancies shall be filled by the Council by co-option. Any such co-opted member shall serve for the full term of three years.

(C) Scrutineers

At its first meeting after the Annual General Meeting the Council shall appoint not less than three Scrutineers from those members of the Institution who are not nominated for election or re-election. The Scrutineers shall present themselves at the offices of the Institution on the day of the Annual General Meeting and supervise the counting of the votes. The report of the Scrutineers shall be handed to the Chairman immediately before the meeting.

In the event of the Scrutineers being unable to report the election of any member of the Council due to an equality of votes, the Chairman of the Annual General Meeting shall have the casting vote or votes necessary to make the election complete.

(D) Announcement of Election

The names of the newly elected members of the Council and of the President and the two Vice Presidents (one of whom will be the President-Elect) for the following year shall be announced by the Chairman at the end of the said Annual General Meeting, and this announcement shall constitute the beginning of their respective terms of office.

10 COUNCIL MEETINGS

The Council shall normally meet four times a year, or at such times as the Council may decide, or whenever summoned by the President or Vice President or on a requisition signed by five members of the Council. At every meeting six shall be a quorum. Seven days' clear notice of a meeting of the Council shall be given in writing by the Chief Executive to every member and Honorary Officer of the Council save when an emergency meeting is called by the President, Vice President or on a requisition by five members of the Council.

The decision of the Council on all matters dealt with by them in accordance with the By-laws shall be final and binding on all members of the Institution.

Proper minutes shall be kept.

11 FINANCE

(A) Accounts

The Council shall cause proper books of account to be kept with respect to:

(a) all sums of money received and expended by the Council,

(b) all matters in respect of which receipt and expenditure takes place, and

(c) all sales and purchases of goods by the Institution and the assets and liabilities of the Institution.

Proper books shall be deemed to be such as are necessary to give a true and fair view of the state of the Institution's affairs and to explain its transactions.

The books of account shall be kept in the offices of the Institution or at such other places in the United Kingdom as the Council may direct and they shall always be open to inspection by members of the Council.

(B) Inspection of Accounts

The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institution or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Institution except as so determined.

(C) Presentation of Accounts

The Council shall cause to be prepared and laid before the members at each Annual General Meeting:-

a statement of the receipts and payments during the preceding year to the 31st day of December,

a balance sheet as at such 31st day of December,

a statement of the funds at such date held in trust by or for the Institution,

a report on the work of the Institution during the preceding year to the 31st day of December.

Copies of these documents together with copies of the Auditors' report under By-law 14 shall be sent not less than twenty-one days before the Annual General Meeting to all paid up members, or published in such manner as agreed by the Council.

12 HONORARY OFFICERS

(A) Appointment of Honorary Officers

The Council may appoint Honorary Officers such as an Honorary Secretary, Honorary Treasurer, Honorary Solicitor, and others as the Council may decide. Honorary Officers will hold office for a period of three years or such other period as shall be determined by Council. Retiring Honorary Officers shall be eligible for re-election.

(B) Rights of Honorary Officers

Any Honorary Officer shall have the right of attending all meetings of the Council, but shall not have the right of voting at such meetings unless he is also a member of the Council as defined in By-law 8(A). The Honorary Officers shall perform such duties as may from time to time be prescribed by Council.

(C) Honorary Secretary

The Honorary Secretary shall perform such duties and shall exercise such control over the Chief Executive as may from time to time be prescribed by Council.

13 THE AUDITORS

(A) Appointment of the Auditors

The Auditors shall be qualified in accordance with the current provisions of of the relevant Companies Act, and shall be appointed annually by the Corporate Members at the Annual General Meeting.

The Council may fill any casual vacancy in the office of the Auditor.

The remuneration of the Auditors of the Institution shall be fixed by the Council, who may also authorise the payment of such expenses of the Auditors as it thinks proper.

(B) Auditors' Report

The Auditors shall make a report to the members on the accounts examined by them and on all accounts and financial statements laid before the Institution in Annual General Meeting during their tenure of office and such report shall state whether they have obtained all necessary information for the purposes of their audit and whether in their opinion all proper books of account have been kept by the Institution and whether the financial statements and accounts laid before the Institution in Annual General Meeting give a true and fair view of the Institution's affairs.

The Auditors' report shall be read before the Institution in Annual General Meeting and shall be open to inspection by any member.

Every Auditor of the Institution shall have a right of access at all times to the books and accounts of the Institution and shall be entitled to require from the officers of the Institution such information and explanation as he thinks necessary for the performances of the duties of the Auditors.

The Auditors of the Institution shall be entitled to attend any Annual General Meeting of the Institution and to receive all notices of and other communications relating to any Annual General Meeting which any member of the Institution is entitled to receive and to be heard at any Annual General Meeting which they attend on any part of the business of the meeting which concerns them as Auditors.

14 THE CHIEF EXECUTIVE

The Chief Executive shall be appointed by Council and shall be its executive officer to carry out the work of the Institution on the terms and conditions of a contract of service, to be approved by Council, setting out the terms and conditions of his employment.

15 MEETINGS OF THE INSTITUTION

(A) Types of Meetings

The meetings of the Institution shall be as follows:

(a) Annual General Meetings,

(b) Special General Meetings,

(c) Ordinary Meetings.

(B) Annual General Meetings

The Annual General Meeting of the Institution shall be held on some convenient date during the Spring of each year, at such hours as may be appointed by the Council. Proper minutes shall be kept.

The business of the Annual General Meeting shall be to receive and consider the minutes of the previous Annual General Meeting, the Audited accounts and the Report of the Council on the state of the Institution, to appoint the Auditors for the ensuing year, and to receive the names of those newly-elected to the Council.

Not less than twenty-one days' clear notice shall be given to the members in writing of an Annual General Meeting and the notice convening the meeting shall state the nature of the business to be transacted.

The quorum for the Annual General Meeting shall be twenty Corporate Members. In the event of a quorum not being obtained within thirty minutes of the time fixed for the commencement of the Annual General Meeting, the meeting shall stand adjourned to a time (within the following fifteen days but not less than seven days ahead) and place designated by the Chairman, when the Corporate Members then present, whatever their number, shall constitute a quorum.

(C) Special General Meeting

The Council may at any time call a Special General Meeting.

The Council shall convene a Special General Meeting on receipt of a requisition in writing of fifty Corporate members. Such requisition shall state the matters to be brought before and the resolutions to be moved at the Special General Meeting, and shall be deposited with the Chief Executive and may consist of several documents of like form, each signed by one or more requisitionists. If the Council do not proceed within thirty days from the date of such deposit to call a meeting, the requistionists may themselves convene the meeting in any manner in which meetings may be convened by the Council, but any meeting so convened shall take place within three months of the date of such deposit.

The quorum for a Special General Meeting shall be twenty Corporate Members. In the event of a quorum not being obtained within thirty minutes of the time fixed for the commencement of a Special General Meeting the meeting shall stand adjourned to a time (within the following fifteen days but not less than seven days ahead) and place designated by the Chairman, when the Corporate Members present, whatever their number, shall constitute a quorum.

Not less than twenty-one days' notice shall be given in writing of a Special General Meeting, and such notice shall specify the resolutions to be considered.

An entry in the Minutes by the Chairman of the result of the voting by a show of hands shall be conclusive evidence thereof.

(D) Ordinary Meetings

The Ordinary Meetings shall be held on such days and at such hour as may be appointed by the Council. The business of Ordinary Meetings shall be Technical Meetings and Discussions and such other business as is not specifically reserved for General Meetings. Non-members of the Institution

may be permitted to attend Ordinary Meetings of the Institution under the conditions laid down by the Council from time to time.

(E) General Notes on Meetings and Postal Vote on resolutions arising therefrom

At any meeting a Resolution, and any amendment to it moved by the meeting, which are put to the vote of the meeting shall be decided on a show of hands unless (before, or on, the declaration of the result of the show of hands) a postal vote is directed by the Chairman or demanded by any twenty Corporate Members present at the meeting.

In the event of a postal ballot being held, both the original resolution and the amendments made by the meeting shall be voted on. The Council is empowered to determine the form and content of a postal ballot to ensure an overall consistent result.

Unless a postal vote be directed or demanded a declaration by the Chairman that a Resolution has, on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect, signed in the book containing the Minutes of proceedings of the Institution, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The direction or demand for a postal vote may be withdrawn by the person or persons who directed or demanded it but this must be done before the conclusion of the meeting.

In the event of a postal vote being directed or demanded, a copy of the notice of the meeting in question shall be sent by the Chief Executive within fifteen days, together with a voting paper to each Voter, and shall be posted to the Voter in an envelope marked as being from the Institution and addressed to his Registered Address. Two months shall be allowed between the sending out of the voting papers and their return. The Chief Executive, at the time of the sending out of the voting papers, shall send an intimation of the last date by which the returned voting papers must be received by him, and shall enclose an envelope addressed to the Chief Executive for the return of the said voting papers.

The Voter, on receipt of his voting paper, if he desires to vote on the resolution or resolutions, shall record his vote thereon and shall return the voting paper to the Chief Executive. Voting papers not completed in accordance with the instructions laid down by the Council shall be invalid.

Each voting paper so received by the Chief Executive shall be opened in the presence of the Scrutineers appointed by the Council for that purpose, and the votes recorded thereby duly counted and reported to the President, who shall place the result of the vote before the Council at its next meeting.

All Corporate Members shall be sent notice of Special General Meetings, General Meetings and Annual General Meetings. Such notices may be published in the journal of the Institution.

A notice to a Voter shall be deemed to have been served on him the second day following the one on which it was posted, and in proving such service it shall be sufficient evidence to show that an envelope or other wrapper containing the notice was addressed to the Voter at his Registered Address and consigned to the custody of the Royal Mail of the United Kingdom. An accidental omission to send any notice to any Voter shall not invalidate the voting on any matter considered at any meeting in respect of which such notice should have been given.

Where not otherwise dealt with in these By-laws the method of conducting the business of any General or Special General Meeting of Corporate Members, including provision for effective consideration of alterations, amendments or additions to any resolution to be moved at such meeting, shall be such as may be prescribed by the Council.

16 BOARDS AND COMMITTEES OF THE COUNCIL

(a) Council may appoint Boards or Committees to consider and report to the Council on any subject affecting the Institution. Boards appointed by the Council under this By-law may themselves appoint Committees, which shall also be Committees of the Council.

(b) The Council may delegate to any Board or Committee such of its powers and duties as it sees fit, but shall retain full responsibility for the actions of such Boards and Committees. The Council may dissolve a Board or Committee at any time.

(c) The composition of Boards shall be determined by the Council, and the composition of each Committee shall be determined by the Board appointing it, or by the Council, provided that:-

(i) The President, Honorary Secretary and Chief Executive shall be ex-officio members of all Boards;

(ii) every Board shall include at least five members of the Council;

(iii) a majority of the members of each Committee shall be members of the Institution;

(iv) any Committee appointed by the Council shall include at least one member of the Council.

(d) The Chairmen of Boards, and of Committees appointed directly by the Council, shall be appointed annually at the first meeting of the Council following the Annual General Meeting. Chairmen shall be eligible for re-appointment. Casual vacancies on Boards shall be filled by the Council and casual vacancies on a Committee shall be filled by the body which appointed the Committee.

(e) The quorum for any Board or Committee shall be five, provided that the quorum for any Board or Committee responsible for matters concerning registration or accreditation with the body for the time being responsible for the registration of engineers, shall be required to have a majority of registered engineers as appropriate.

(f) Any report submitted to the Council by a Board or Committee shall be signed by the Chairman and, if appropriate, shall indicate the names of the members dissenting from the report.

17 SECTIONS, DIVISIONS, BRANCHES AND GROUPS

The power to form Sections, Divisions, Branches and Groups of the Institution shall be vested in the Council who may draw up and vary as they think fit regulations for their formation and governance.

18 LEGAL LIABILITIES

(A) Liability of the Council

No act of the Council which shall have received the expressed or implied sanction of the Corporate members present at a meeting of the Institution, shall be impeached by any member of the Institution on any grounds whatsoever, but shall be deemed to be an act of the Institution.

(B) Liability of Members of the Council, etc

No member of the Council nor of any class in the Institution shall have power, without the authorisation of the Council, to enter into any contract, obligation, pledge, or expense on behalf of the Institution, and if he should do so, he shall be personally liable thereto.

Each member of the Council, or of its Boards and Committees, or of a Section or Branch Committee, and each member of a Committee appointed pursuant to the provision of By-law 16, and any officer of the Institution, shall be indemnified out of the funds and property of the Institution to such extent as the Council shall approve from and against such costs, charges or damages as he may sustain by reason of his accepting office or acting in execution of the duties or power imposed upon him or given to him by the Charter or these By-laws.

19 EXPENSES

Members of Council, Boards and Committees may claim reasonable travel expenses for attendance at relevant meetings. Claims should reflect the Charitable Status of the Institution.

20 CUSTODY OF THE SEAL

The Council shall provide for the safe custody of the Common Seal of the Institution and make rules for its use.

21 PUBLICATIONS

Copyright, etc

The Institution shall publish such periodicals and other publications as the Council may determine and shall make them available to such members on such terms as the Council may decide. The further distribution of the Institution's publications whether by gift, exchange, sale or otherwise shall be decided by the Council.

Every member who submits a treatise, paper or other communication with a view to its publication by the Institution shall undertake:

(a) that he shall abide by such rules concerning copyright as the Institution shall require, and

(b) that his communication does not infringe any legal provision.

The attention of every member who submits a communication for publication shall be drawn to this By-law and a copy of it shall be given to him, together with a statement in a form approved by the Council to the effect that it is the policy of the Institution to encourage the wide publication of communications accepted for publication by the Institution, and setting out the conditions on which permission shall be given for publication otherwise than by the Institution.

Every non-member who submits any such communication with a view to its publication by the Institution shall be required to sign an undertaking in the terms set out in this By-law.

22 LIBRARY

Subject to such conditions as the Council may from time to time direct the Library shall be open to all members during such hours as may be determined by the Council, to peruse, inspect or borrow

Books, Papers, Plans Maps and other documents belonging to the Institution and forming part of its Library, and to make copies and extracts therefrom (doing no injury to the same), with the exception of such as the Council shall order not to be inspected nor copied nor borrowed. The Council shall prepare and cause to be placed in the Library the regulations of the Library, and these shall be binding on all members and the Council shall have the power to vary these regulations from time to time as they may think fit.

Non-members of the Institution shall be permitted to use the Library of the Institution under the conditions laid down by the Council from time to time.

23 DONATIONS AND BEQUESTS

Any article presented to and accepted by the Institution shall be retained at the principal office of the Institution or such other place as the Council shall from time to time determine, unless otherwise stipulated at the time of presentation. The Council may exhibit the same in any way and at any time it may think proper.

The names of all persons who have made gifts to the Institution shall be recorded and published unless the donor requires otherwise.

24 IGEM TRADING COMPANIES

The Memorandum and Articles of Association of any IGEM trading companies shall be submitted to Council for approval prior to any such ventures being established.

Any proposal to amend the Memorandum or Articles of Association of IGEM trading companies shall first be submitted to Council for approval.

The power of appointment and removal of the Directors of IGEM trading companies shall be vested in the Council who shall also designate the persons who are to hold the issued shares of the Company.

25 OBLIGATION OF MEMBERS

1. Every candidate for election into any class of membership shall undertake to abide by the Charter and these By-laws.