



At the Court at Buckingham Palace

THE 15th DAY OF FEBRUARY 2023

PRESENT,

THE KING'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Reports of a Committee of the Privy Council dated 4th May 2022 and 8th February 2023 were today considered:—

“Her late Majesty Queen Elizabeth the Second was pleased, by Her Order of 26th May 2021, to refer to this Committee a Petition on behalf of The Engineering Council, praying for the grant of a Supplemental Charter:

The Committee, in obedience to Her late Majesty’s Order of Reference, have accordingly considered the Petition and have agreed to report it as their opinion that a revised Supplemental Charter may be granted in terms of the annexed Draft.”

His Majesty, having taken the Reports and the revised Draft Supplemental Charter accompanying them into consideration, was pleased, by and with the advice of His Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for His Majesty’s Royal Signature for passing under the Great Seal a Supplemental Charter in conformity with the annexed Draft.

Richard Tilbrook, CVO

C H A R L E S T H E T H I R D

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories King, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS Queen Elizabeth the Second was pleased by Royal Charter dated the twenty-seventh day of November 1981 (hereinafter referred to as the “Original Charter”) to establish a body corporate by the name of “The Engineering Council” with perpetual succession and a common seal:

AND WHEREAS Queen Elizabeth the Second was pleased by Supplemental Charters dated the twenty-seventh day of April 1988 and the fifteenth day of July 1992 to amend the provisions of the Original Charter:

AND WHEREAS Queen Elizabeth the Second was pleased by Supplemental Charter dated the twenty-fourth day of January 1996 (hereinafter referred to as the “Supplemental Charter of 1996”) to revoke the provisions of the Original Charter except Article 1 thereof in so far as it incorporates a body corporate with the powers referred to therein, and to make new provisions for the constitution, objects, powers and functions of the Engineering Council and matters ancillary thereto:

AND WHEREAS Queen Elizabeth the Second was pleased by Order dated sixth day of November 2013 to amend further the provisions of the constitution to amend the Supplemental Charter of the twelfth day of February 2002 including the alteration of the name of “The Engineering Council UK” to “The Engineering Council”:

AND WHEREAS by an Humble petition submitted to Queen Elizabeth the Second, the Engineering Council prayed for the grant of a further Supplemental Charter, in order to modify its constitution, powers and functions for the public benefit:

WHEREAS on 11th May 2022, Her Majesty Queen Elizabeth the Second was graciously pleased to approve an Order granting a Supplemental Charter to The Engineering Council:

AND WHEREAS the demise of Her late Majesty occurred before Her warrant could be executed to allow the Supplemental Charter to be passed under the Great Seal to come into legal effect:

AND WHEREAS it is Our desire to bring Her late Majesty’s wishes into effect:

NOW THEREFORE KNOW YE that mindful of Her late Majesty’s wishes, We hereby do confirm the grant of a Supplemental Charter to The Engineering Council and by virtue of Our Prerogative Royal and of all other powers enabling Us in that behalf, of Our especial grace, certain knowledge and mere motion, do grant and declare by these Presents for Us, Our Heirs and Successors the grant a Supplemental Charter to the Engineering Council in the terms set out below:

THE ENGINEERING COUNCIL

1. The Supplemental Charter of the twelfth day of February 2002 as amended by Order dated the sixth day of November 2013 (except insofar as it preserved the incorporation effect of the Original Charter and the powers referred to in Article 1 thereof and provided for the change of title to “The Engineering Council”) and the Schedules thereto are hereby revoked, provided that such revocation shall not affect the validity or legality of any act or deed done hereunder.
2. The members of the Engineering Council shall consist of Voting members (namely Licensees) and Non-Voting members (namely Professional Affiliates and such other bodies as may be specified from time to time in the Bye-laws).

OBJECTS

3. The Objects of The Engineering Council shall continue to be to advance education in, and to promote the science and practice of, engineering (including relevant technology) for the public benefit and thereby to promote industry and commerce in Our United Kingdom and elsewhere.

DUTIES

4. In pursuance of the Objects, the Engineering Council shall:
 - a. establish and keep under review generic standards and procedures for academic achievement, professional competence and commitment and the requirements for initial and continuing professional development for Registrants;
 - b. participate, on behalf of Registrants, in the work of the Engineering and Technology Board (hereinafter referred to as the “ETB”) or any successor (by whatever name) and respond to enquiries made by the ETB concerning regulation of the profession;
 - c. provide guidance on the constitutions and codes of conduct and disciplinary procedures of Licensed Members (hereafter referred to as Licensees) and Professional Affiliates;
 - d. maintain a Register with sections, for Chartered Engineers who may use the postnominal letters “CEng”, Incorporated Engineers who may use the postnominal letters “IEng”, for technicians who may use the

postnominal letters “EngTech” and “ICTTech” as relevant, and further sections as may seem desirable to the Engineering Council from time to time and modifications, extensions or additions to the Register as required and take such action as it decides is necessary to protect the integrity of the Register and to ensure that its postnominal designations are used only by those Registrants so entitled;

- e. admit as Licensees those organisations which demonstrate to the satisfaction of the Engineering Council’s Board their competence to assess individuals for Interim Registration and Full Registration and which regulate the conduct of their members;
- f. audit the performance of Licensees and their compliance with the licensing requirements including Registrant representation within those requirements;
- g. license Licensees to nominate individuals (hereafter referred to as Registrants) for entry to the Register, and monitor the additions and deletions to the Register;
- h. license Licensees to accredit or approve programmes of education or professional development or integrated education and training programmes that support admission to the Register;
- i. designate as Professional Affiliates those organisations meeting the relevant criteria as provided by the Engineering Council from time to time;
- j. audit the performance of Professional Affiliates’ compliance with Engineering Council requirements as provided in the Regulations;
- k. in conjunction or collaboration with Licensees, act as the representative body of Our United Kingdom in relation to the international recognition of Registrants and of educational Qualifications in engineering and related subjects and disciplines;
- l. give appropriate assistance and advice to Our Ministers on any matter relating to the Objects of the Engineering Council;
- m. publish, or commission the publication of, material relevant to the Objects in any form, undertake or commission research, establish and

maintain libraries, databases, or any other facilities for the benefit of the public, and hold or promote conferences or other events.

POWERS

5. To enable the pursuance of the Objects, the Engineering Council may exercise the following powers:
 - a. hold, or arrange for the holding of, examinations or other assessments in engineering or any other subject relevant to the Objects;
 - b. receive gifts, endowments, bequests, donations, money and property real or personal and to purchase, lease or otherwise acquire land, buildings and hereditaments of any kind, and hold the same in perpetuity or otherwise and from time to time grant, demise, alienate or otherwise dispose of the same or any part thereof and accept the Office of Trustee and carry out any trusts associated with any transfer of money or property to the Engineering Council;
 - c. enter into any contract or transaction, or engage in any activity, which is conducive, ancillary or incidental to the attainment of the Objects;
 - d. borrow or raise money with or without security, and charge or mortgage any of its property whether real or personal;
 - e. charge fees and subscriptions;
 - f. invest any moneys of the Engineering Council not immediately required for its purposes in accordance with the Bye-laws;
 - g. appoint and remunerate staff and provide for their pensions and those of their dependents;
 - h. provide indemnity insurance covering every Trustee and committee member, Officer and employee of the Engineering Council, against any loss or expense incurred through any act or omission done or committed by them in good faith while undertaking authorised duties on behalf of the Engineering Council, and pay all reasonable and proper premiums in respect of such indemnity insurance; and
 - i. do all such other lawful acts and things as may further the Objects.

GOVERNANCE

- 6 a. The Engineering Council shall be accountable to the Licensees in respect of its activities.
- 6 b. The management and control of the Engineering Council shall be vested in a Board of Trustees (hereafter referred to as “the Board”) which may exercise all or any of the powers of the Engineering Council, and may delegate its powers and functions in accordance with the Bye-laws. The Board shall be constituted in accordance with the Bye-laws: provided that one-third (or the number nearest thereto) of its members shall be appointed by ETB.
7. No Trustee or member of any committee of the Board shall be accountable in respect of acts done or authorised to which they have not expressly assented or shall incur personal liability in respect of any loss or damage incurred through any act done in good faith for the benefit of the Engineering Council.

PROPERTY AND INCOME

8. Any person may assure in perpetuity, or otherwise, or demise or devise to, or for the benefit of, the Engineering Council any lands, tenements, or hereditaments whatsoever, or any interest therein, within Our United Kingdom of Great Britain and Northern Ireland.
9. The income and property of the Engineering Council, howsoever derived, shall be applied solely towards the Objects and no portion thereof shall be paid or transferred directly or indirectly to the members thereof or used otherwise than for charitable purposes: provided that nothing in this Article shall prevent the payment in good faith of the reasonable out-of-pocket expenses of members or Trustees and of any individual serving on a committee of the Board.

CHARTER CHANGES

10. The Board, by a three-quarters majority vote, may propose to a General Meeting modifications to Our Charter. If such a motion is accepted by a three-quarters majority vote of the Licensees voting in person in General Meeting, the Engineering Council may resolve to modify or revoke any of the provisions of this Our Supplemental Charter, provided that no modification or revocation shall be made which shall cause the corporation to cease to be

SCHEDULE

BYE-LAWS OF THE ENGINEERING COUNCIL

INTERPRETATION

1. In the Charter and these Bye-laws the following meanings will apply:

Word	Meaning
Authorised representative Board	The individual who exercises the Licensee's vote in General Meetings The governing body of the Engineering Council
Board Member	Trustee of the Engineering Council
Engineering and Technology Board	The Engineering and Technology Board (ETB), a company limited by guarantee incorporated on 14th November 2001 whose trading name is EngineeringUK, or any successor organisation
Full Registration	The stage at which individuals have met the educational requirement for registration and have demonstrated the necessary competence and commitment to become a Registrant
ICTTech Standard	Information and Communications Technology Technician (ICTTech) Standard
Interim Registration	The stage at which individuals have met the educational requirement for registration, but who have not yet demonstrated the necessary competence and commitment to become a Registrant
Licensee	An incorporated engineering or technological organisation licensed by the Board to assess and nominate

Professional Affiliate	An incorporated body designated as such by the Board as required by these Bye-laws
Regulations	Regulations made by the Board under these Bye-laws
The profession	The profession of engineer, technologist or technician
Qualifications	Shall include standards of education and professional development
Register	The Register is the national register of Chartered Engineers (CEng), Incorporated Engineers (IEng), Engineering Technicians (EngTech) and Information and Communication Technology Technicians (ICTTech)
Registrant	An individual who registers with the Engineering Council through a Licensee and has demonstrated the competence appropriate to one or more of the sections provided by these Bye-laws and commits to adhering to a Code of Professional Conduct
Section	A section of the Register
The Standard	Refers to the published requirement

UK-SPEC	of competence and commitment for registration UK Standard for Professional Engineering Competence describes the requirements for registration
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References to the singular shall include the plural, and to persons shall include organisations whether incorporated or not.

REGISTRATION

2. The Board shall make and publish Regulations describing the standards of education, professional development, competence and commitment of individuals whom the Board may admit to the Register.
3. Registrants shall be nominated by their nominating Licensees and recorded in the appropriate section of the Engineering Council's Register. There may be also Direct Registrants who register directly with the Engineering Council rather than through a nominating organisation.
4. The Register shall have separate sections for Chartered Engineers, Incorporated Engineers, Engineering Technicians, Information and Communications Technology Technicians and such other sections as the Board shall determine. The Register shall include the addresses of those individuals so registered and may contain such other information as the Board shall determine. Except as may be provided in Regulations, no person or other organisation shall be permitted to be supplied with the record, or any part thereof,

of any individual on the Register without the agreement of that person.

5. The Board shall ensure the entry in each section of the Register, upon payment of such entry fee (as shall from time to time be prescribed by the ETB) to the ETB, the name of each individual nominated by a Licensee and notified to the Engineering Council, provided that such organisation holds a current licence granted by the Engineering Council which permits such nominations.
6. Subject to these Bye-laws, only those individuals who are members of a Licensee or a Professional Affiliate which has a registration agreement with a Licensee, or those who are Direct Registrants, shall have their names registered, added to, or maintained on the Register as:
 - a. Chartered Engineers, who may use the style or title of “Chartered Engineer” and use after their names the designatory letters “CEng”;
 - b. Incorporated Engineers, who may use the style or title of “Incorporated Engineer” and use after their names the designatory letters “IEng”;
 - c. Engineering Technicians, who may use the style or title of “Engineering Technician” and use after their names the designatory letters “EngTech”; and
 - d. Information and Communications Technology Technicians, who may use the style or title of “ICT Technician” and use after their names the designatory letters “ICTTech”.

In each case the Register shall include a subsection to enable Interim Registration of persons who have met the educational requirement for registration, but who have not yet demonstrated the necessary competence and commitment for entry to the Full Registration subsection. Registration in the Full Registration subsection of the Register shall not preclude registration in the interim subsection provided that the individual is not registered in both the Full and Interim Registration subsections for the same category.

7. The Engineering Council may at any time license an organisation in accordance with these Bye-laws and may admit to the appropriate section of the Register any individual who at the date of such licensing is a member of that organisation in a category of membership requiring demonstration of competence and commitment, provided that the Board is satisfied that:
 - a. the criteria applied at the time the individual was accepted into membership of that category were comparable to, or of a standard higher than, those criteria which would have to have been satisfied if sought at the time of registration on the Register; and
 - b. the organisation had at that time and since, procedures in place for continuing professional development comparable to, or of a standard higher than, those required of Licensees.

To ensure equivalent fitness to practise, the Board may at its absolute discretion specify by means of the Regulations, the evidence of competence

required of any such individual as may be necessary to support Registration.

8. Registrants shall receive, upon payment of a fee prescribed from time to time by ETB, a certificate certifying they are a Chartered Engineer, Incorporated Engineer, Engineering Technician or Information and Communications Technology Technician as may be. The certificate shall remain the property of the Engineering Council and shall be returned to the Engineering Council upon demand.
9. The Board may from time to time promulgate, amend or rescind Codes of Practice. The Board may, in its absolute discretion, waive the provisions of any of the Codes of Practice for a purpose expressed in such waiver and may revoke any waiver.
10. The Board may appoint a panel to hear an appeal from an individual whose name appears on the Register and who is found by due process by a Licensee or Professional Affiliate, of which such individual is a member, to have breached its code of conduct, and if that organisation imposes a sanction which would entail the individual’s removal from the Register. Such an appeal will be conducted in accordance with the procedures set out in Regulations which shall provide for the right to an oral hearing and the right of representation. Such an appeal, however, shall lie only on grounds of procedural irregularity and adhere to the principles of natural justice; the Board shall not adjudicate on the substance of the case but may require the Licensee to re-hear the case.

11. Registration fees shall be payable in the manner prescribed in the Regulations. The Board may amend the Regulations relating to registration fees with the prior approval of the ETB.
12. The Board, having set its budget, shall notify the ETB annually the total sum required to be remitted by the ETB to the Engineering Council to support the Engineering Council's activities for the following calendar year.

MAINTENANCE OF TITLES OF CHARTERED ENGINEER, INCORPORATED ENGINEER, ENGINEERING TECHNICIAN, AND INFORMATION AND COMMUNICATIONS TECHNOLOGY TECHNICIAN

13. The Board shall make Regulations covering the maintenance of registration of a Chartered Engineer, Incorporated Engineer, Engineering Technician or Information and Communications Technology Technician if;
 - a. the organisation, of which the individual is or was a member, has ceased to be a Licensee or a Professional Affiliate with a registration agreement, or has ceased to exist; or
 - b. the individual is not, or has ceased to be, a member of that organisation.

LICENSING OF MEMBERS

14. The Board may at any time certify that an organisation is a Licensee provided that (in addition to satisfying the requirements of these Bye-laws) such an organisation has, in the opinion of the Board, sufficient experience, procedures and resources to undertake each of the following tasks:

- a. regulating the conduct of Registrants;
 - b. monitoring the continuing professional development of Registrants; and
 - c. assessing the competence and commitment of candidates for registration.
15. The Board may at any time issue a Licence to an organisation, for a prescribed period, provided that the Board is satisfied that:
 - a. it has been in existence for at least five years or results from the amalgamation of organisations, one of which has been in existence for at least five years and, in all cases, is stable and viable;
 - b. it prescribes such standards of conduct for its members as are acceptable to the Engineering Council;
 - c. it prescribes Qualifications or equivalent for its members who are engineers or technicians as will enable them to be registered pursuant to the Charter and these Bye-laws;
 - d. it is not a trade association and is not, in the opinion of the Board, engaged (as a principal part of its activities) in activities carried on by trade unions or employers' organisations;
 - e. such conditions as may be required by the Board are fulfilled in respect of its standards, procedures and criteria, and that the Board has received a satisfactory undertaking to support actively the actions of the Board in the operation of the Register, in particular, by encouraging all of its members who are eligible for entry on the Register to be so registered

- f. and by accounting for fees payable by those of its members who are on the Register;
 - f. its principal Object or, if the Board so determines, one of its principal Objects is the advancement of engineering, technology or applied science, or of the better utilisation of engineers in industry and commerce (which may include education and training for that purpose);
 - g. it has learned society activities of such a nature and on such a scale as to keep its members abreast of advances in its specific field of engineering; and
 - h. it has confirmed that it will consult with the Board prior to seeking to make any changes to its governing document, or any requirements relating to Qualifications, registration or other matters required of it by the Board.
16. Licences may only be issued to organisations satisfying the audit requirements specified in the Regulations. If the Board so resolves, a Licensee may additionally be licensed to carry out the following functions:
 - a. accrediting programmes which meet academic standards for registration;
 - b. approving qualifications and apprenticeships;
 - c. assessing the academic standards of candidates for registration who have not followed an accredited course;
 - d. approving initial and professional development programmes leading to competence in the workplace; and

- e. carrying out any other relevant functions which the Board may require it to perform.
17. The Board shall periodically publish a list of Licences granted.
 18. An organisation shall become licensed on receipt of notice from the Board and shall thereupon become entitled to the rights or privileges conferred upon it and assume the obligations placed upon it by the Charter and these Bye-laws.
 19. The Board shall audit any organisation seeking a Licence, and regularly re-audit those organisations licensed by the Engineering Council, to determine whether the relevant operations and requirements of such organisations are in accordance with these Bye-laws and Regulations of the Engineering Council which relate to such bodies.
 20. The Board may resolve that a Licence granted by the Board shall cease to be of effect if:
 - a. an order is made by a court of competent jurisdiction, or any effective resolution is passed for the administration or winding up of the Licensee, or it is dissolved or otherwise ceases to exist; or
 - b. in the opinion of the Board in each case, the Licensee has ceased to satisfy the conditions on which it was appointed or its Objects and purposes are no longer consistent with the Objects and purposes of the Engineering Council or its rules for the conduct of its members no longer adequately prescribe the conduct required of persons placed in the relevant section of the Register; or

- c. the Licensee gives not less than one year's notice in writing of ceasing to be a Licensee; or
 - d. in the opinion of the Board in each case, the standard adopted by the Licensee for the eligibility of its members in the different sections of the Register falls short of those prescribed for the entry of names in the relevant section of the Register and the Licensee has failed to take all reasonable steps to raise the standard at least to that prescribed as aforesaid; or
 - e. if an audit, conducted under these Bye-laws, reveals that the Licence should be withdrawn.
21. The Board shall give twenty working days' notice of any decision under these Bye-laws. The Licensee may appeal against the decision in accordance with the Regulations.
 22. The passing of any such resolution by the Board or its delegated committee shall be notified to the Licensee which shall have a right to appeal to the Board against such resolution. Notice of appeal must be lodged with the Engineering Council within twenty working days following the dispatch of notice of such resolution.
 23. If no such notice has been lodged by the required date, the Licensee shall cease to be licensed.
 24. If notice of appeal is lodged, the Board shall determine the appeal as soon as possible after it has been lodged and shall inform the Licensee immediately thereafter of the result. The Licensee shall have such rights in presenting the appeal as shall be provided in the Regulations. If the appeal

is dismissed, the Licensee shall cease forthwith to be so licensed.

APPROVAL OF PROFESSIONAL AFFILIATES

25. The Board may approve an organisation as a Professional Affiliate for a prescribed period, provided that the Board is satisfied that:
 - a. it has been in existence for at least five years or results from the amalgamation of bodies one of which has been in existence for at least five years and, in all cases, is stable and viable;
 - b. it prescribes such standards of conduct for its members as are acceptable to the Engineering Council;
 - c. it is not a trade association and is not, in the opinion of the Board, engaged (as a principal part of its activities) in activities carried on by trade unions or employers' organisations;
 - d. its principal Object or, if the Board should so determine, one of its principal Objects is the advancement of engineering, technology or applied science or of the better utilisation of engineers in industry and commerce (which may include education and training for that purpose);
 - e. it has learned society activities of such a nature and on such a scale as to keep its members abreast of advances in its specific field of engineering; and
 - f. it has confirmed that it will consult with the Board prior to making any changes to its governing document, or any related requirements relating to Qualifications,

registration or other matters required of it by the Board.

26. Authorised representatives of Professional Affiliates shall be entitled to attend but not to vote or to be counted in a quorum at General Meetings.

REGISTRATION VIA A PROFESSIONAL AFFILIATE

27. Normally only those individuals who are full members of a Licensee may apply to be included on the Engineering Council's Register. However, an Engineering Council Professional Affiliate can offer a route to registration for its members via a formal agreement with a Licensee who shall ensure compliance with the UK Standard for Professional Engineering Competence (UK-SPEC) and the ICT Technician Standard, as appropriate joint membership of the Licensee and Professional Affiliate may be required.

HONORARY ASSOCIATES

28. The Board shall have the power to recognise the support that an individual provides to the Engineering Council through their expertise and personal network, by appointing individuals to be Honorary Associates of the Engineering Council. Such appointments shall be honorary and shall not carry the right to vote at General Meetings although Honorary Associates may attend such meetings. There is no formal period of appointment, but the Board shall keep such appointments under review.

COMPOSITION OF THE BOARD

29. The Board shall consist of up to twenty-two Trustees who shall be appointed in accordance with the Charter, the Bye-laws and the Regulations. Each Trustee shall have one vote on each matter considered by the Board. The Chair of the Board shall be appointed by the Trustees and shall hold Office in accordance with the Regulations. The Board shall comprise:
 - a. up to fifteen persons who shall be Registrants and who shall be nominated by the Licensees; and,
 - b. up to seven persons who shall be appointed by the ETB.
30. The Board shall make Regulations relating to the periods of Office to be served by Trustees, and their eligibility for re-appointment.
31. A Board Member shall vacate Office if that person:
 - a. becomes bankrupt or whose estate is sequestrated or who becomes incapable by reason of mental disorder;
 - b. becomes a paid employee of the Engineering Council;
 - c. gives notice in writing to the Chief Executive Officer of a wish to resign and the resignation is accepted by the Board;
 - d. fails, without the consent of the Board, to attend three consecutive meetings of the Board;
 - e. behaves in such a manner that the Board resolves that the Office of that person be

vacated because of reputational harm to the Engineering Council; or

- f. ceases to be a Registrant having been appointed by a Licensee or group of Licensees in accordance with these Bye-laws.
32. The Board may require a Licensee or group of Licensees to fill a casual vacancy among the Trustees appointed by Licensees. This will be in accordance with the process prescribed in the Regulations. The appointed Trustee shall hold Office for the remainder of the unexpired term of Office of the casual vacancy.
 33. ETB shall have the power to fill a casual vacancy among ETB-appointed Trustees in accordance with ETB's prescribed process. The appointed Trustee shall hold office for the remainder of the unexpired term of Office caused by the casual vacancy.

REGULATIONS RELATING TO APPOINTMENT OF THE CHAIRMAN, VICE-CHAIRMAN AND TRUSTEES

34. The Board shall make Regulations for these processes, including those to be adopted by Licensees in nominating Board Members under these Bye-laws. Regulations made under this Bye-law shall be made or amended only by a three-quarters majority vote of the Trustees present and voting.

POWERS AND DUTIES OF THE BOARD

35. The Board shall carry out the Objects of the Engineering Council as set out in the Charter and, subject to the provisions of these Bye-laws

and the Regulations from time to time in force, may regulate its affairs as it thinks fit.

36. The Board shall promote the professional interests and activities of UK registered engineers worldwide and for this purpose may promote or support activities of other bodies including Licensees or Professional Affiliates in furtherance of this objective.
37. The Board shall determine by regulation the way in which documents and negotiable instruments shall be signed or otherwise executed on behalf of the Engineering Council.
38. The Board shall ensure that minutes are kept of all General Meetings and meetings of the Board and its committees.
39. The Board may make, alter, add to or revoke Regulations for the conduct of any activity of the Engineering Council carried out in the name of the Engineering Council, provided that such Regulations shall not be inconsistent with the Charter and these Bye-laws. Regulations made under this Bye-law shall be made or amended only by a three-quarters majority vote of the Trustees present and voting.
40. The Board shall make Regulations for the calling and conduct of meetings of the Board.

GENERAL MEETINGS

41. The Board shall call an Annual General Meeting (AGM) of the Engineering Council each calendar year. This shall be held during the first seven months of each calendar year, and not more than fifteen months after the previous AGM. The

business of the AGM shall include the presentation, consideration and agreement of the annual report and accounts of the Engineering Council.

42. The Board may call any other General Meetings, entitled an Extraordinary General Meeting (EGM), at any time and the Board shall always be bound to do so on a requisition in writing of six Licensees. Such requisition shall state the matters to be brought before, and the resolutions (if any) to be moved at such a General Meeting. If the Board does not convene an EGM within 30 working days from the delivery of the requisition, the requisitionists may do so.
43. Fifteen working days' notice of any General Meeting shall be given to those entitled to attend. Authorised representatives of each of the Licensees and Professional Affiliates of the Engineering Council, and of any organisation which is not a Licensee or a Professional Affiliate but is acknowledged as supporting the Engineering Council's Objects, shall be invited to attend General Meetings, but only the Licensees of the Engineering Council may exercise a vote. The Chairman of the Board shall take the chair at any General Meeting. In the absence of the Chairman, a Vice-Chairman shall deputise.
44. No business shall be transacted at any General Meeting unless a quorum is present; the quorum shall be not less than ten Licensees. The Authorised representative of each Licensee present and voting, shall exercise one vote on each matter being considered, and resolutions, other than those for which a different majority is required by the Charter or these Bye-laws, shall require a simple

majority. In the event of an equality of votes on any resolution, the person chairing the meeting shall exercise a casting vote. Further provisions for the calling and holding of General Meetings may be made in the Regulations.

45. Authorised representatives of Professional Affiliates shall be entitled to attend but not to vote or to be counted in a quorum at General Meetings.

DECLARATION OF INTEREST

46. A Trustee or a member of a committee or other group constituted by the Engineering Council shall declare any personal interest in any contract, dealing or arrangement to be considered at any meeting of such group. The Chairman of the relevant meeting shall rule if the interest is material and, if so, decide whether the conflicted person may speak in connection with such contract, dealing or arrangement and whether the conflicted person should be counted in the quorum present at the meeting but, if the interest is found to be material, that person shall have no vote at such meeting. For the avoidance of doubt, no Trustee shall acquire any personal interest in property belonging to the Engineering Council.

COMMITTEES AND PANELS

47. The Board may appoint such committees and panels as it may determine. Such committees and panels shall report to the Board and be subject to any directions from the Board. Subject to the provisions of these Bye-laws, they may regulate their own proceedings as they decide.

48. A committee or panel may include Trustees, nominees from the Licensees and Professional Affiliates, and other suitably qualified invited persons.
49. Other persons attending the Board or any of the committees and panels by invitation may speak but not vote. The Chief Executive Officer, or their nominee, shall have the right to attend and speak at any meeting of any committee, but shall have no vote.

ACCOUNTS AND ANNUAL REPORT

50. The Board shall ensure that proper and sufficient financial records are kept, and are audited and reported on by a qualified auditor. These shall conform to the requirements of the Charity Commission. The Board shall ensure that such accounts for the past financial year, together with the associated auditors' report, are presented to each Annual General Meeting of the Engineering Council. The Board shall produce an annual report of the Engineering Council conforming to the requirements of the Charity Commission and covering the period of the financial year. The annual report and statement of financial activities and balance sheet shall be published within two months of the Annual General Meeting at which it is presented.
51. The financial year of the Engineering Council shall be determined by the Board.
52. A copy of the accounts which are to be presented to an Annual General Meeting of the Engineering Council, together with a copy of the auditors' report and of the proposed annual report of the

Engineering Council, shall be sent to all Board Members, Licensees and Professional Affiliates and to the ETB, with the notice of the Annual General Meeting.

APPOINTMENT AND DUTIES OF AUDITORS

53. The Engineering Council's auditors for the next financial year shall be appointed on the recommendation of the Board at the Annual General Meeting of the Engineering Council, at a remuneration to be decided by the Board.

INVESTMENTS

54. Subject to any relevant requirements of the law relating to Trustees, the Board may invest Engineering Council monies not immediately required for the purposes of the Engineering Council in the name of the Engineering Council or of the Trustees or nominees on its behalf in such manner as it shall decide and may appoint and delegate powers to appropriately qualified investment managers for this purpose.

INSPECTION

55. Trustees may inspect the minutes of any meeting of the Board. Following a meeting of the Board, the minutes, agenda and supporting papers of that meeting shall be made available to Licensees of the Engineering Council, except for those minutes and papers which, in the opinion of the Board, are deemed to be confidential. Nominated representatives of any Licensee shall have the right to inspect copies of the minutes, agenda and supporting papers of each meeting of the Board

with sufficient notice on any business day at the office, except for those minutes and papers which, in the opinion of the Board, are deemed to be confidential.

COMMON SEAL

56. The Board shall ensure the safe custody of the common seal of the Engineering Council and make regulations for its use.

APPOINTMENT AND DUTIES OF CHIEF EXECUTIVE OFFICER

57. The Chief Executive Officer shall be appointed by, and be responsible to, the Board. Subject to the direction of the Board, the Chief Executive Officer shall promote and execute the Objects of the Engineering Council; establish and maintain an organisation for the attainment of those Objects; represent the Engineering Council in negotiations and elsewhere; conduct the ordinary business of the Engineering Council and carry out such other duties as the Engineering Council may require. The Board may terminate the appointment of the Chief Executive Officer, but such termination shall be without prejudice to their contractual or statutory rights arising out of such termination. Subject to the direction of the Board, the Chief Executive Officer shall be entitled to recruit and dismiss staff to undertake activities of the Engineering Council.

NOTICES

58. Any notice or communication required to be delivered to a Trustee or Licensee or other recipient may be sent prepaid through the post, or

by electronic mail, to the address last supplied to the Engineering Council.

59. Any notice may be served on, or any communication may be sent to, the Engineering Council by delivering the same by hand, post or electronic mail, to the office.
60. Any notice or communication, if sent by post, shall be deemed to have been served on the fifth working day after the day on which it was posted, or if sent by electronic mail, it shall be deemed to have been served within twenty-four hours of sending.

