

BYE-LAWS OF THE SOCIETY OF PROFESSIONAL ENGINEERS

The following Bye-laws have been made by the Council in accordance with its powers under Article 26 of the Articles of Association of the Society of Professional Engineers. They should be read in conjunction with the Memorandum and Articles which, in the case of any conflict or ambiguity, must prevail.

Chapter I Rights and Duties of Members (approved by Council on 24th September 2001)

1. Every candidate for membership shall sign a written agreement to be bound by the Articles of Association of the Society together with these Bye-laws and any Rules of Conduct which the Council may determine from time to time.
2. Every member shall endeavour to maintain a high standard of competence and integrity within his chosen branch of engineering and to act at all times in a professional manner so as to foster the reputation of the Society. Any member whose conduct is deemed to bring the Society into disrepute will be liable to be subject to the Society's disciplinary procedure and ultimately have his membership terminated.
3. Every member shall be entitled to receive a copy of the Memorandum, Articles of Association and Bye-laws of the Society.
4. Every member shall be responsible for paying the annual subscription appropriate to their grade of membership as decided by the Council from time to time. Failure to pay the subscription after due notice has been given of default will render the member liable to have his membership terminated by notice without the operation of the standard disciplinary procedure.

Chapter II Disciplinary Procedure (approved by Council on 24th September 2001)

1. This disciplinary procedure covers both employees of the Society and Members.
2. The principles behind this disciplinary procedure are as laid down in the Human Rights Act 1996 and the European Convention on Human Rights.
3. Any Member of the Society may institute a complaint against any employee and/or any other member of the Society that by his or her conduct he has breached the terms of his employment or has damaged the reputation of the Society. Any such complaint must specify in detail the conduct referred to but at that stage need not include all the evidence relied upon except in so far as it is necessary to show that the complaint may have substance. For administrative purposes, the complaint must be sent to and handled by the Chairman or Vice Chairman of the Council and referred to a Disciplinary Committee of the Council consisting of three persons not including the Chairman or Vice Chairman who received the complaint.
4. The Disciplinary Committee may decide its own procedure after taking account of the nature of the complaint and as soon as it has sufficient information to justify any action, it must notify the person against whom the complaint is made, the Defendant, supply him with copies of all relevant documents and invite him to respond within a reasonable time. If, after such a response has been received, the Disciplinary Committee considers that there is a prima facie case to be made out, it must give the Defendant the opportunity to appear before it either alone or with the assistance of any other person who may not necessarily be a member and may be a legal representative. If the Defendant challenges any of the written evidence against him he may insist on the attendance of the Complainant and any other witnesses so that they may be cross-examined. The Defendant may also bring any witnesses he wishes. In conducting the Hearing the Disciplinary Committee may take an inquisitorial role. Upon completion of the Hearing the Disciplinary Committee shall allow the Defendant to make final comments before making its final judgement which may be by a majority vote and must be delivered in writing to the Defendant in draft form for further comment before it is published formally. The judgement must give full reasons for its decision on guilt or innocence and shall also give its decision on any penalty which it is imposing.

5. Within 28 days of publication of the decision of the Disciplinary Committee, the Defendant may give notice of appeal to the Council excluding the members of the Disciplinary Committee which will reconsider the case on written representations and give its final judgement within three calendar months.
6. Both the Disciplinary Committee and the Council may invoke the assistance of a legal assessor if they consider it necessary in the interests of justice but such a legal assessor shall act only as an advisor on the law and shall not take any part in the Committee's decision.
7. The above disciplinary procedure may be varied by the Council at its discretion where the Defendants normal place of abode is outside the United Kingdom. In that case it would be permissible to delegate the work of the Disciplinary Committee to an appropriate group of members of an overseas Branch. Within 28 days of publication of the decision of the overseas Disciplinary Committee the appeal procedure as set out in Bye-law 5 above must be followed.

Chapter III Procedure for Election of Members of Council

(approved by Council on 24th September 2001)

1. On a date which is not less than 42 days before but not more than 56 days before the date fixed for the Annual General Meeting of the Society, the Secretary or the administrator on his behalf shall send a Notice (Appendix V) to all members inviting nominations for election as Directors. The Notice shall state the names of those Directors who are due to retire, either at their own request or by rotation in accordance with the Articles of Association. The Notice shall include a standard Form of Nomination in accordance with Article 12.3 of the Articles of Association in the general form as attached to these Bye-laws at Appendix VI or as near to as circumstances allow and as approved by the Council.
2. If the number of valid Nominations for election of Directors exceeds the number of vacancies, the Secretary, or the administrator on his behalf, shall invite all candidates to submit an election statement and shall state a final date by which such a statement can be received in order to be published to members with the ballot papers in accordance with the Articles of Association. The election statement may contain whatever the candidates wish to be published to the membership by way of reasons for wishing to be elected, personal aims for the Society etc and shall not exceed 200 words.
3. On a date which is not less than 21 days before but not more than 28 days before the date fixed for the Annual General Meeting of the Society, the Secretary or the administrator on his behalf shall send a ballot paper to all members giving the names of all those persons who have been validly nominated for election as Directors and stating the maximum number of votes which will be acceptable, the address to which the ballot paper is to be returned and the final date for its receipt. The ballot paper is to be accompanied by a separate list of the candidates with the names of their proposers and their qualifications together with an election statement from the candidates as described above.
4. Before the date for receipt of ballot papers, the Council shall appoint three persons who are not Directors to be invigilators at the election provided that those Directors who are due to be candidates for election shall not be entitled to vote on the appointment.
5. Upon receipt of the completed ballot papers, the Secretary or whoever has been appointed to conduct the ballot together with at least two of the appointed outside invigilators, shall count the votes cast and prepare a statement to be reported to the Council and the Annual General Meeting. In the case of a disagreement as to the validity of any ballot papers where this would affect the outcome of the ballot, the President or if he is unavailable, a Vice President shall be invited to make a decision and that decision shall be final and binding. In the case of two candidates receiving an equal number of votes where that would affect the outcome of the election, the President or in his absence a Vice President nominated by the Council shall have a casting vote.

6. If after the result of the ballot has been reported to the Annual General Meeting, any member present at the meeting wishes to challenge the appointment of any candidate on the grounds that any part of the procedure was not in accordance with the Articles of Association or these Bye-laws, that candidate shall not become a Director until such time as the challenge has been resolved. The member challenging the election of a candidate, shall be entitled to put his case to a sub-committee of three members of the Council who shall be the President or a Vice President and two other members selected by the Council. This sub-committee shall decide its own procedure and shall make its decision by a majority. That decision as to the validity of the election process shall be binding and shall be notified to the membership by an addendum to the minutes of the Annual General Meeting. If it finds in favour of the member challenging the election the candidate so challenged shall not become a Director and his place shall remain vacant until such time as the Council decides to co-opt a person of its choice to fill the vacancy.
7. Unless a challenge is made immediately after the Chairman of the meeting announces the result of the ballot, the members named in that ballot shall be declared to be elected and shall take office at the close of the Annual General Meeting.

Chapter IV **Procedure for taking a poll**
(approved by Council on 24th September 2001)

1. Notwithstanding the right under Article 7.9 of the Articles of Association of the Society for the Chairman of the meeting to direct how a poll should be conducted, this Bye-law is provided for his guidance as to normally how a poll should be conducted.
2. Upon receipt of a demand for a poll in accordance with Article 7.6 of the Articles of Association, the Chairman shall decide whether under Article 7.11 the poll has to be taken forthwith or if it is not obliged to be taken forthwith whether it should be taken forthwith or at some time and place as he should direct.
3. If the Chairman decides it should be taken forthwith, voting papers should be distributed to all members entitled to vote following which the Chairman shall read out the resolution upon which the poll is to be taken and instruct the members present to write either Yes nor No on the paper. If the numbers are such that the task of counting the votes is likely to be a lengthy one, the chairman may appoint scrutineers in accordance with Article 7.9, who will collect the voting papers and count them to ascertain that there are no more papers than there are members present and entitled to vote. The scrutineers shall then count the votes cast for and against the motion and report the result to the Chairman who will then forthwith announce to the meeting the number of votes cast for and against the resolution and the number of members who have abstained.
4. If the Chairman decides that the poll should be taken at a later date he should ascertain that the names of all members present in person or by proxy have been recorded and announce that voting papers will be sent by post to all those whose names are so recorded and give directions as to where and when the voting papers are to be returned. If it is not practical to decide a place for the return of the voting slips he may announce that the place for return will be stated on the voting slips. After the conclusion of the meeting, voting slips with the wording of the resolution printed on them will be sent to all those who were present and entitled to vote at the meeting with a direction as to where they are to be returned and by what date. The Chairman may appoint scrutineers who will receive the votes, check that there are no more votes returned than were distributed, count the votes cast and report the result to the Chairman who will announce it by the Council and in such other ways as he may consider to be appropriate.

Chapter V **Grades of Membership and Designatory Letters**
(approved by Council on 24th September 2001)

1. There shall be four grades of membership of the Society as follows:
 - a) Associate
 - b) Member
 - c) Fellow
 - d) Retired
2. All members of all grades shall receive a Certificate of Membership of a design to be approved by the Council and shall be entitled to receive all papers, notices of meetings etc produced by the Society.
3. Associate and Retired members shall be entitled to attend all meetings of the Society but shall not be entitled to vote.
4. Members and Fellows shall be entitled to all the benefits of membership including the right to be nominated for election as members of Council.
5. The Council shall have the right to co-opt Associate and Retired members onto the Council and any such co-opted members will be Directors and as such entitled to vote on Council business.
6. Associates, Members and Fellows shall be distinguished by their qualifications and experience in accordance with rules to be decided from time to time by the Council and set out in Appendix IV of these Bye-laws.
7. No person accepted at a grade of membership in accordance with qualification rules in force at the time of their acceptance shall be reduced to the lower grade if the qualification rules are later amended.
8. Associate Members shall be entitled to use the designatory letters ASPE.
9. Members shall be entitled to use the designatory letters MSPE.
10. Fellows shall be entitled to use the designatory letters FSPE.
11. Retired members shall be entitled to use the designatory letters to which they were entitled before they retired but with the addition of (Retd).
12. Members and Fellows are entitled to use the designation P.Eng after their name.

Chapter VI **Rules for determining the number of Representatives of Affiliated Member Organisations**
(approved by Council on 24th September 2001)

Note:

Affiliated Member Organisations are as defined in the Articles of Association of the Society at Article 3.1.4. The right of an Affiliated Member Organisation to appoint representatives to attend meetings of the Society and vote on its behalf is defined in Article 3.6. Members of Affiliated Member Organisations who are not themselves also members of the Society may attend all meetings of the Society but may not vote.

1. Any Affiliated Member Organisation whatever their membership may appoint one representative to vote at all general meetings of the Society. Any such representative who is also a member of the Society in his own right shall have the right to cast a vote on his own account in addition to his vote as an authorised representative of the organisation which appoint him.
2. Any Affiliated Member Organisation whose fully paid-up membership exceeds 300 may appoint up to two representatives to vote on its behalf.
3. Any Affiliated Member Organisation whose fully paid-up membership exceeds 1000 may appoint up to three representatives to vote on its behalf.

Chapter VII Branches

(approved by Council on 24th September 2001)

Note:

The right of the Council to establish Branches of the Society is set out in the Articles of Association of the Society at Article 25.

1. Membership of a Branch of the Society shall be limited to persons who are already members of the Society.
2. The name of the Branch shall be as approved by the Council which may consider representations made by those who wish to be organised into a Branch. Where the Branch is located other than in the United Kingdom an appropriate translation of the approved name may be approved.
3. The Branch shall be entitled to organise its affairs as it wishes save that its constitution must be approved by the Council. Under normal circumstances the Council shall not approve a constitution unless it contains arrangements for the democratic election of a Branch Committee which shall elect from within its membership suitable Officers such as a Chairman, Secretary and Treasurer save that where the Branch is located other than in the United Kingdom the titles of such officers may be suitable and appropriate translations of the above.
4. A Branch shall conduct its affairs in a manner which is in accordance with the Memorandum and Articles of Association of the Society.
5. A Branch shall be entitled to levy on its members an appropriate Branch Subscription which must be used entirely for the purpose of the affairs of the Branch and shall be in addition to the subscriptions due from the members of the Society.
6. The financial year of the Branch shall run from January to December of each calendar year and the Branch must submit its audited accounts to the Society by 28th February of the year following the year of the accounts.
7. A Branch shall be entitled to send a delegate to every meeting of the Council but whilst that delegate may join in the discussions of the Council, he will not be a Director and therefore not entitled to vote in the Council's deliberations unless he has been properly nominated and elected a Director by the normal means as described in Article 12 of the Articles of Association of the Society. It is to be expected that Branches will select and authorise delegates to Council meetings to fit in with their personal travel plans because such delegates will not be eligible for the payment by the Society for any travel or accommodation expenses.
8. The Council shall appoint one of the Directors to be a Liaison Officer for each Branch. Where it is considered that to accord with local practice such a liaison officer needs to have a title which accords him some standing with the Branch, one of the Vice Presidents shall be appointed to such a position. A Director may be the Liaison Officer for more than one Branch and there may be several such Liaison Officers. Liaison Officers may visit Branches from time to time but only with the specific authority of the Council and will not be entitled to claim any expenses unless the payment of such expenses is mentioned specifically in the resolution which gives authority for the visit.
9. Although every member is entitled in his own right to receive a copy of the Memorandum, Articles of Association and Bye-laws of the Society, each Branch shall be supplied with an additional copy for Branch use which will be held by the Branch Secretary. Where the Branch is located other than in the United Kingdom, the Branch shall be entitled to receive a translation of this copy in a language commonly in use in that country. However the official language of the document is English and in the event of any dispute as to its meaning, reference must always be made to the English version.
10. As set out in Chapter II (Disciplinary Procedure) an overseas Branch may be required to carry out the initial part of the disciplinary procedure provided that the initial complain must be handled by the President or a Vice President of the Council with the assistance of involvement of the Director appointed as Liaison Officer for the Branch concerned.

Chapter VIII **Rules for the Proceedings of the Board of Directors and for Committees appointed under Article 11**

(approved by Council on 24th September 2001)

- 1 The Secretary shall ensure that a copy of the Memorandum and Articles together with a copy of the Rules shall be available at all meetings of the Council and Committees appointed under Article 11.
- 2 The Council shall hold a meeting within 28 days after the Annual General Meeting of the Company.
- 3 At the first meeting of the Council after the Annual General Meeting the Directors shall elect a President and up to three Vice Presidents who shall each hold office until they shall cease to hold the office of Director or new Vice Presidents have been elected to replace them. The Council shall also elect or confirm in office a Secretary (who shall hold office until removed by the Council) and shall fix the number of Directors which shall constitute a quorum.
- 4 In the absence of the President a Vice President shall assume all the rights and responsibilities of the Chairman of the meeting as set out below
- 5 At the first meeting of the Council after the Annual General Meeting or as soon as practicable thereafter, the Council shall appoint a Chairman of the Membership Committee
- 6 At the first meeting of the Council after the Annual General Meeting or as soon as practicable thereafter, the Council shall appoint Chairman of all Sub-Committees together with such other members as it may decide shall state the number of the quorum for each. Where any Sub-Committee are to have delegated powers under Article 11 these must be stated.
- 7 In consultation with the Secretary, the President shall determine the agenda for the meeting and shall include any item put forward by a Director who exercises his right to call a meeting under Article 16.1 of the Articles of Association. The agenda shall follow (so far as applicable) the form set out in Appendix II
- 8 At every meeting the Council after consultation with the Company Secretary, and after consideration for the questions set out in Appendix III, the Chairman of the meeting shall make any constitutional announcements necessary or shall declare that all such constitutional announcements have been included in the agenda. Any such constitutional announcements which may affect the number of Directors entitled to vote upon a resolution, must be given before that resolution (including the approval of the minutes) is put to the vote. A Director who was not present at the meeting recorded in the minutes shall not be entitled to vote upon a resolution to accept the minutes as a true record and insofar as that vote is concerned shall not be counted in the quorum.
- 9 At every meeting of the Directors, the Secretary or Hon. Treasurer (if one be appointed) shall present a report on the financial state of the Society and following that report the Council shall consider the report and determine whether they are satisfied that the financial state of the company allows it to continue operating.
- 10 The Secretary shall ensure that a file of copy correspondence received or sent since the last meeting of the Council shall be available at every meeting of the Council. This file shall contain the correspondence on all matters reported to the Council and on all other matters which affect the responsibility of the Directors.
- 11 After the publication to the Council of the agenda for the meeting the order of the items on the agenda shall not be changed unless the Directors present pass a resolution to that effect.
- 12 The Chairman of the meeting shall have power to regulate the conduct of the meeting generally and (without prejudice to the generality of the foregoing) shall have the right to refuse to accept for discussion any item brought up under the heading of "Any other Business" if he considers it to be non-urgent and/or unsuitable for proper discussion without prior notice.
- 13 In addition to Honorary Secretary/Chief Executive and the Honorary Treasurer, the authorised signatories for cheques and other documents should comprise of President, Company Secretary and such other persons as the Council may from time to time determine. The Chief Executive is authorised to sign cheques to the value of up to £100.00 without a second signature. Cheques for over £100.00 require to be signed by two of the authorised signatories listed above.

Appendix I

The following are not part of the Bye-laws made by the Council but are attached thereto as an aide memoire of matters on which under the Articles and the Rules decisions are required by the Council from time to time.

1. The amount of the annual subscription to be paid by Ordinary Members (Article 3.1.2)
2. The amount of membership subscription to be paid by Life Members (Article 3.1.3)
3. The amount of annual subscription to be paid by Affiliated Organisations (Article 3.1.4)
4. The number of Directors to form a quorum (article 16.3)
5. The appointment or re-appointment of the Secretary (Article 5.1)
6. The date of the Annual General Meeting (Article 17.1)
7. Recommendation for the appointment of Honorary Officers (Article 4.5)
8. Approval of the Form of Proxy (Article 8.6)
9. Approval of the Application Forms for Membership (Article 3.3)
10. Approval of system for registering:
 - a) postal votes
 - b) appointments for proxies
 - c) applications for a poll
11. Acceptance/refusal of applications for membership
12. The constitution of the Committees
13. Appointment of Counting Officers (Article 12.7)
14. Delegation of Powers (Article 11)

Appendix II

Standard Agenda for Meetings of Council

Preliminary

1. Name of person recording minutes
2. Confirmation that a copy of the Articles and the Rules are available to the meeting.

Principal Matters

3. Persons Present.
 - a) Directors
 - b) Branch and other authorised delegates (Non-voting)
 - c) Apologies for absence
 - d) Confirmation that a quorum is present
4. Constitutional Announcements
e.g. Any changes in the persons entitled to vote all as set out in Appendix III.
5. Minutes of previous meetings. Confirmation that they are a correct record
6. Matters arising from minutes
7. Chairman's Business
8. Correspondence
9. Finance
 - a) Report
 - b) Acceptance of Report
 - c) Confirmation that Society can continue operating

Other Matters

10. Reports of Committees
11. Additional Reports
12. Any other business
13. Date, place and time of next meeting.

Appendix III

Constitutional questions to be considered by the Chairman in accordance with Rule of the Rules for the proceedings of Directors (Chapter VIII)

1. Has any Director died or ceased to be a Director in accordance with Article 13 or has any Director been absent without permission for more than six consecutive months thus requiring the Directors to consider whether his office should be vacated?
2. Are there any Directors present who were not present at the meeting or meetings recorded in the minutes to be proposed for acceptance and who are therefore not entitled to vote on those minutes
3. Has any Director given notice or any declaration of material interest as defined in Article 16.8 in respect of any item on the Agenda?
4. Are there any matters on the Agenda of the meeting on which any Director might be considered to have a material interest which in accordance with Article 16.8 may disentitle him to vote?
5. Do the answers to the questions set out above affect the confirmation that a quorum is present.

Appendix IV

Rules for establishing grades of membership

(Approved by Council on 30th September 2002)

To the extent that these rules, particularly in relation to experience and standard of responsibility may be subjective, their interpretation shall be entirely at the discretion of the Council on the advice of the Membership Sub Committee.

Fellows

Persons aged at least 35 who are or have been directly involved with engineering, who have a university degree in any approved subject and who have held a position of responsibility for a minimum of five years.

Members

Persons aged at least 30 who are or have been directly involved with engineering and either hold an engineering qualification gained without the help of a university degree or have had appropriate engineering experience for a minimum of seven years.

Associate Members

Persons aged at least 18 who are or have been directly involved with engineering and who either have no formal qualifications but appropriate engineering experience for a minimum of three years or are currently engaged in a course of study for an engineering qualification or a university degree : provided that they have completed at least one year of that course of study.

Retired Members

Persons who have been members at other grades for a minimum of one year and who have retired from gainful employment as engineers save that a retired member shall not disqualify himself from this grade by reason of accepting paid instructions, provided that the such instructions are occasional only and shall not occupy more than 25% of his normal working time. Any dispute as to a person's qualification for this grade shall be referred by the Council to the President or a Vice-President whose decision shall be final.

Appendix V

Notice and Invitation for Receipt of Nominations for the Council/Board of Directors

In accordance with Article 12.2 of the Articles of Association of the Society, various members of the Council/Board of Directors are due to retire but are eligible to be re-nominated.

Mr/Ms/Miss ... has decided to take this opportunity to withdraw and on behalf of the members, the Council wishes to offer grateful thanks to him/her for the service which he/she has rendered to the Society in fulfilling the duties of Director. [Delete this paragraph if not applicable]

The following members of the Council/Board of Directors are due to retire from that body but intend to offer themselves for re-election

.....
.....
.....
.....
.....

The future well being of the Society depends upon having sufficient of its members being willing to act as its Directors and in accordance with Article 12.3 of the Articles of Association members are therefore invited to put themselves forward for appointment by completing the form attached. [Appendix VI]

No person other than a Director retiring by rotation shall be appointed or re-appointed a Director at any general meeting unless not less than twenty-eight or more than fifty-six clear days before the date appointed for the meeting, notice executed by two members qualified to vote at the meeting has been given to the Society of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or re-appointed, be required to include in the Society's register of Directors together with notice executed by that person of his willingness to be appointed or re-appointed.

Appendix VI

Form of Nomination

The Society of Professional Engineers

Election of Members of Council

We the undersigned hereby propose for election to Council :-

Name... ..
Qualifications... ..
Address... ..
.....
Field of Engineering... ..
Membership number... .. Grade of membership... ..
Telephone(Home)... .. Fax... ..
Telephone(Work)... .. E-mail... ..
Web Site: www... ..

Proposers

Signed
Address... ..
.....
Membership No... ..
Date... ..

Signed
Address... ..
Membership No... ..
Date... ..

I... .. certify that if elected, I agree to be appointed as a member of Council/Board of Directors and confirm that I am aware of and agree to accept all the responsibilities of a Director as defined by law and the Memorandum and Articles of Association of the Society .

Signed... ..
Date... ..

Notes:-

1. The sponsors must be fully paid-up Members or Fellows of the Society of Professional Engineers.
2. Any fully paid-up member who is prepared to volunteer for election, but is not in contact with other members who might be willing to sponsor him/her, is invited to complete the first part of this form and submit it to the Society's office in the hope that two members of Council might be prepared, after enquiry, to act as sponsors.
3. In the event of the number of candidates nominated exceeding four, a postal ballot will be held.
4. The completed a form should be returned to the Chief Executive, Society of Professional Engineers, Lutyens House, Billing Brook Road, Weston Favell, Northampton, NN3 8NW to arrive not later than 08 September 2003.