

Bye-laws

7th Edition April 2012

Table of contents

Foreword	4
Section A: Definitions	5
Section B: Name and Objects of Engineers Ireland	6
1 Name	6
2 Objects	6
Section C: Structure of Engineers Ireland	7
3 Council	7
4 Executive Board	9
5 Director General & Secretary	10
6 Regional Branches, Engineering Divisions and Societies	10
7 Liaison Committee	11
8 Boards and Committees	11
Section D: General Meetings of Engineers Ireland	12
9 Annual General Meetings	12
10 Special General Meetings	12
11 Ordinary General Meetings	12
Section E: Membership	13
12 Membership Regulations	13
13 Corporate Members	13
14 Roll of Engineers Ireland	13
15 Other Chartered Engineers Recognised by Council	13
16 Rights of Membership	13
17 Obligations of Membership	13
18 Conduct of Members and Disciplinary Action	14
19 Indemnity	14
20 Poll	14
21 Notices to Members	14
22 Examinations	14
Section F: Papers, Articles and Awards	15
23 Papers and Articles	15
24 Awards	15
Section G: Property and Assets of Engineers Ireland	16
25 Property	16
26 Assets	16
27 Control and Use of the Common Seal	16
Section H: Interpretation and Alteration of Bye-laws	17
28 Interpretation and Alteration of Bye-laws	17

Foreword:

The Institution of Civil Engineers of Ireland was established in 1835 and received its Royal Charter in 1877. Through "The Institution of Civil Engineers of Ireland (Charter Amendment) Act, 1960", the objects of the Institution were extended to cover all branches of engineering and the provisions relating to the membership of the Council were altered. In 1969, The Institution of Engineers of Ireland was formed through "The Institution of Civil Engineers of Ireland (Charter Amendment) Act 1969".

In 2005 Council adopted the operating name of "Engineers Ireland" for the Institution. This operating name will be used throughout this revision of the Bye-laws while noting that the legal name remains "The Institution of Engineers of Ireland" in accordance with the 1969 Act.

The Bye-laws constitute the rules whereby Engineers Ireland carries out its statutory functions as specified in the 1877 Charter, the 1960 Act and the 1969 Act. All regulations in respect of Engineers Ireland's activities such as the admission of Members, accreditation, etc. must comply with the Bye-laws.

These Bye-laws, together with the latest edition approved by Council of:

- The Code of Ethics
- The Membership Regulations
- Guidelines for Boards & Committees
- Guidelines for Regional Branches, Engineering Divisions and Societies

and any other guidance documents that may be published by Council, constitute the rules and regulations of Engineers Ireland for the time being in force.

Members are reminded that, on applying for admission to membership, they sign an undertaking that if admitted, and as long as they are members, they will observe the Charter, Bye-laws, Code of Ethics and other regulations for the time being in force.



PJ Rudden
Chartered Engineer
President 2011-2012

Section A: Definitions

"Affiliates" are those on the Roll of Engineers Ireland who hold a third level or other qualification and are associated with the engineering profession by virtue of being employed in an engineering role, though not eligible for a grade of membership at the time of application.

"The Bye-laws" means the Bye-laws, Rules and Regulations of Engineers Ireland for the time being in force.

"The Charter" means the Royal Charter of Incorporation of the Institution of Civil Engineers of Ireland granted on the 15th day of October 1877 as amended by the Institution of Civil Engineers of Ireland (Charter Amendment) Acts 1960 and 1969 respectively.

"Committee" means any group of members established by Council or the Executive Board in accordance with the Bye-laws with duties and powers to perform specific functions as determined by Council or the Executive Board.

"Companions" are those on the Roll of Engineers Ireland who have attained a senior position of responsibility in a profession other than engineering and whose membership constitutes a mutually beneficial link.

"The Council" means the Council of Engineers Ireland.

The **"Council Recorder"** means the Director General of Engineers Ireland who as part of his/her role has responsibility for the accurate recording of the official records of Council and of the Executive Board.

"The Cumann" means the body incorporated under the Companies Act 1908 to 1924, under the name Cumann na hInnealtóirí.

"Corporate Members" means those members who have achieved the Membership Grade of MIEI or a Registered Professional Title of Engineers Ireland.

"Non Corporate Members" means those members who have yet to attain the Membership Grade of MIEI or a Registered Professional Title and include: Affiliates, Companions, Technician Members, Engineering Students and Honorary Fellows (who are not Chartered Engineers).

"The Director General" means the person appointed as Director General and Secretary of Engineers Ireland in accordance with the Bye-laws.

"Engineering Division" means a sub-division of Members by engineering discipline.

"Engineering Students" are those on the Roll of Engineers Ireland who are enrolled in engineering undergraduate studies.

"Engineers Ireland" is the operating name of The Institution of Engineers of Ireland and is used throughout these Bye-laws.

"The Executive Board" means the committee established by Council in accordance with the Bye-laws.

The **"Finance Committee"** means the Committee established to oversee the financial affairs of Engineers Ireland.

"Guidelines" mean the Guidelines made by Council in accordance with the Bye-laws.

"Honorary Fellows" are those on the Roll of Engineers Ireland who are distinguished by the importance of their work in engineering, science or otherwise whom Engineers Ireland wishes to honour.

"The Institution" means the body corporate constituted by the Charter.

The **"Liaison Committee"** means the committee comprising representatives of the Regional Branches, Engineering Divisions and Societies.

A **"Member"** or **"Members"** means those individuals whose names are entered on the Roll or the Register of Engineers Ireland as holders of a membership grade or registered professional title of Engineers Ireland and who are not in arrears of subscription as determined by Council.

The **"Membership Grades"** are "Member", "Technician Member", "Honorary Fellow", "Companion", "Affiliate" and "Engineering Student".

"Membership Categories", as defined in the 1969 Act are Corporate and Non Corporate.

"Month" means calendar month.

"The President" means the person so appointed in accordance with the Bye-laws.

"The Profession" means the engineering profession and includes specialised branches of that profession.

"Regional Branch" means a sub-division of members by geographical location.

"The Register" of Engineers Ireland means the specific list of names of those members on whom Engineers Ireland has conferred a Registered Professional Title and also those within the State whom the Council is satisfied are qualified to be entered on the Register.

"Registered Professional Titles" means the titles Chartered Engineer, Associate Engineer and Engineering Technician.

"Regulations" mean the Regulations made by the Council in accordance with the Bye-laws.

"The Roll" of Engineers Ireland means the general record containing the names of all Corporate and Non-Corporate Members.

"The Secretary" means the Director General and Secretary of Engineers Ireland.

"Sectors" is the collective term for Engineers Ireland's Regional Branches, Engineering Divisions and Societies.

"Society" means a sub-division of members by special interest group. A Society may also include non-members.

"The Transactions" means the transactions of Engineers Ireland.

Words importing the masculine gender include females: and words in the singular shall include the plural, and words in the plural shall include the singular.

Section B: Name and Objects of Engineers Ireland

1. Name

1.1 Engineers Ireland was founded in 1835 as the Institution of Civil Engineers of Ireland and received a Royal Charter in 1877.

This Charter was amended by Acts of the Oireachtas in 1960 and 1969.

The Institution of Civil Engineers of Ireland (Charter Amendment) Act 1960 extended the objects of the Institution.

The Institution of Civil Engineers of Ireland (Charter Amendment) Act 1969 provided for a change of name to The Institution of Engineers of Ireland; a merger with the existing Cumann na nInnealtóirí, a body incorporated in 1928 under the Companies Act; the definition and use of the statutory title Chartered Engineer; and the adoption of new Bye-laws.

1.2 The Institution shall be named "The Institution of Engineers of Ireland" or "Cumann na nInnealtóirí", operating under the name "Engineers Ireland".

2. Objects

2.1 The objects of Engineers Ireland are as provided in the Charter and shall include:

- (1) promoting the acquisition of that species of knowledge which appertains to the profession of engineering and advancing engineering science and furthering, by all legitimate means, the interests of the said profession and of its members;
- (2) setting up and maintaining proper standards of professional and general education and training for admission to membership or to any category of membership of the Institution, with power to provide and prescribe instruction and courses of study and to conduct examinations for the purpose of maintaining such standards;
- (3) ensuring that the description "Chartered Engineer" or the use of initials or letters having a similar significance is confined to a category of engineers who have satisfied the Council of their professional competence and experience, or who are authorised so to describe themselves by a professional body recognised by the Council in that behalf;
- (4) maintaining a proper standard of professional ethics and conduct.

Section C: Structure of Engineers Ireland

3. Council

3.1 Powers, Duties and Procedures

3.1.1 The governance of Engineers Ireland is vested in Council subject to the provisions of the Charter, of the Bye-laws and to the resolutions of Special General Meetings.

3.1.2 Council shall establish an Executive Board to which it shall delegate the duty and powers to introduce and implement on Council's behalf policy governance of Engineers Ireland subject to:

- any limitations specified by Council in regard to the means of implementing such governance and
- any reservation to itself by Council of such specific powers and duties as it considers necessary or appropriate.

3.1.3 The reserved duties and powers of Council shall normally be as follows:

- Election of the Executive Board
- Deliberating on strategic planning and policy issues in order to inform and advise the Executive Board
- Final approval of any proposals prepared by the Executive Board in relation to:-
 - Changes to the Code of Ethics and disciplinary procedures
 - Changes to membership regulations
 - Changes to membership subscriptions
 - Changes to Bye-laws
 - Changes to the Charter and legislation
 - New Regional Branches, Engineering Divisions and Societies or modifications to existing Regional Branches, Engineering Divisions and Societies
 - Any amendment to the Guidelines for Regional Branches, Engineering Divisions and Societies
 - Annual Budget and Annual Accounts
- Nomination of candidates for Vice President
- Election of Honorary Fellows
- Calling Special General Meetings and Ordinary General Meetings
- Preparation of an Annual Report for the Annual General Meeting and for members, incorporating an Annual Report of the Executive Board
- Conduct of elections to Council

3.1.4 Council shall monitor, and where necessary take appropriate action, to ensure that the Executive Board discharges the delegated duty of governance of Engineers Ireland in a proper manner.

3.1.5 The Director General shall be Council Recorder and be responsible for all documents of Council and the Executive Board, ensuring the integrity of the official records of both, including minutes and policy statements.

3.2 Composition

3.2.1 All members of Council shall be Corporate Members.

3.2.2 Membership of Council shall be as follows:

- The President as Chairman
- The two Vice Presidents
- The immediate Past President
- The Chairman of the Finance Committee
- The Chairman of the Membership & Qualifications Board
- The Chairman of the Board of Examiners
- A representative of each Regional Branch
- A representative of each Engineering Division
- Twelve elected Corporate Members of whom:
 - 6 hold the title of Chartered Engineer
 - 3 hold the title of either Associate Engineer or Engineering Technician and
 - 3 hold the academic requirements for, but are not yet holders of the title Chartered Engineer.

3.2.3 Council may co-opt up to six Corporate Members who in its view are representative of interests not already adequately represented on Council. Three of these must be Chartered Engineers.

3.3 Officers

3.3.1 The President, the two Vice Presidents and the immediate Past President shall be the Officers of Council.

3.3.2 The President, as Chairman of Council, shall be responsible for the integrity of processes of Council, the Executive Board and Special and Annual General Meetings. In the absence of the President, such meetings shall be chaired by another Officer.

3.3.3 The President shall represent Engineers Ireland on all formal occasions. Where necessary and appropriate, the President may delegate this duty to one of the other Officers or to another nominee.

3.3.4 The other Officers shall assist the President in carrying out the duties of office and deputise when required.

3.3.5 The Officers shall have the right to attend and speak at any Engineers Ireland Committee meeting.

3.4 Tenure of Office

3.4.1 The newly elected Council shall take office on the first day of the month following the Annual General Meeting. The term of office of members shall end on the last day of the month in which the Annual General Meeting is held.

3.4.2 The normal tenure of office of the President shall be one year but shall not exceed more than two consecutive years.

3.4.3 The normal tenure of office of the Vice President shall be two years but shall not exceed more than three consecutive years.

- 3.4.4 The normal tenure of office of a member of Council shall be three years. Members may seek re-election for a further three year period but may not serve for more than six consecutive years.
- 3.4.5 A member nominated to Council by an Engineering Division or Regional Branch shall be appointed at the Annual General Meeting of that Engineering Division or Regional Branch. Such members may serve for up to three consecutive years.
- 3.4.6 A member, on co-option to Council, shall serve to the end of that Council year.
- 3.4.7 A member may serve on Council for not more than six consecutive years, except in the case of an Officer where service may be longer.

3.5 Vacancies

- 3.5.1 In the event of the death, incapacity or resignation of the President, the Council at its next meeting shall designate a Vice President to fill the office of President for the remainder of the term of office.
- 3.5.2 In the event of death, incapacity or resignation of a Vice President, the Council may appoint a (non succeeding) Vice President from its own number to fill that vacancy.
- 3.5.3 Any vacancy arising on the Council between elections due to the appointment of a member of Council to a vacancy under 3.5.2 above, or for any other reason, may be filled by co-option by the Council.
- 3.5.4 The period of service arising from appointment in accordance with 3.5.1, 3.5.2 and 3.5.3 for part of a term shall be disregarded in respect of tenure of office prescribed under 3.4 of these Bye-laws.

3.6 Nominations

- 3.6.1 Any member to be eligible for nomination to the office of President shall have served at least two years on the Council or the Executive Board and shall be a Chartered Engineer.
- 3.6.2 Nomination for President shall be by Council from among the Vice Presidents.
- 3.6.3 Nomination for Vice President shall be by Council or by 20 Corporate Members.
- 3.6.4 Nomination of candidates for election to Council shall be by 10 Corporate Members.
- 3.6.5 Only Corporate Members of Engineers Ireland shall be eligible to nominate or be nominated for any office or to serve otherwise on Council.
- 3.6.6 Each nomination shall be made on the prescribed form which must carry the consent of the member nominated.

- 3.6.7 Each candidate shall be invited to submit with his/her nomination such information as Council may consider desirable for electoral purposes.
- 3.6.8 Each nomination shall be received by the Director General on or before a date specified by Council.

3.7 Elections

- 3.7.1 In the event of there being more than one nomination for the office of Vice President, the incoming Vice President shall be elected by ballot of the Corporate Members.
- 3.7.2 An election shall be held when the number of nominations received for elected members of Council exceeds the number of vacancies.
- 3.7.3 In the event that the number of candidates is equal to the number of vacancies, those nominated shall be deemed to be elected.
- 3.7.4 In the event that the number of candidates is less than the number of vacancies, Council may nominate additional candidates but must ensure that the total number of candidates does not exceed four more than the number of vacancies to be filled.
- 3.7.5 The names of the nominees for the incoming Council, together with a summary of the information referred to in 3.6.7 above, shall be notified to Corporate Members in the event that an election is required. This notification may take any form that Council deems appropriate, including electronic, but shall not be issued later than fourteen days before the date specified for return.
- 3.7.6 Each Corporate Member voting shall complete and return the ballot in accordance with the instructions given.
- 3.7.7 The Council shall appoint two or more scrutineers who may include an Officer or Officers of Engineers Ireland but in no case a member of the outgoing Council or a candidate in the election. The Director General may attend at the counting of votes.
- 3.7.8 Such scrutineers shall certify and report the result of the ballot for Council to the Annual General Meeting.
- 3.7.9 The Council may make such other rules for the conduct of elections as it considers desirable.

3.8 Meetings

- 3.8.1 The Council shall meet as often as the business of Engineers Ireland may require but not less than four times per annum.
- 3.8.2 All decisions of Council shall be by a majority vote of those present and having a right to vote and, if necessary, the Chairman shall have an additional casting vote.
- 3.8.3 The quorum for meetings of Council shall be 15.

3.8.4 Members of the Executive Board who are not members of Council may attend meetings of Council but without the right to vote.

3.8.5 In the case of joint meetings of Executive Board and Council, each member in attendance shall have one vote other than on matters reserved to Council where only Council members shall have the right to vote. If necessary, the Chairman shall have an additional casting vote.

3.9 Annual Reports

3.9.1 The Council shall publish an annual report on its activities and an annual audited statement of accounts which shall be circulated to all members and laid before the Annual General Meeting.

The Annual Report shall include:

- A record of the major activities of Engineers Ireland for the year under review
- A listing of major events
- List of Government submissions
- List of Engineers Ireland representatives on other bodies and committees
- List of major decisions by Council and Executive Board
- Annual Accounts
- Membership statistics

4. Executive Board

4.1 All members of the Executive Board shall be Corporate Members.

4.2 Powers, Duties and Procedures

4.2.1 The Executive Board, in governing Engineers Ireland on behalf of Council in accordance with the Bye-laws, shall do so by determining, in a systematic manner, policies to be followed and implemented by the Director General and by the committees of Engineers Ireland.

The Executive Board may not delegate this duty.

Statements of policy determined by the Executive Board shall be recorded in a structured, codified format.

The Executive Board shall monitor, and take appropriate action as required, that its policies are being adhered to and implemented in a proper manner.

4.2.2 The Executive Board, in determining policies, shall distinguish between the governance role of itself and Council and the executive role of the Director General. The Executive Board shall also ensure separation of the roles, powers, duties and responsibilities of the Director General and those of the committees of Engineers Ireland.

Notwithstanding the foregoing, the Director General may be required by the Executive Board to provide secretariat services to committees of Engineers Ireland.

4.2.3 The Executive Board may establish such committees as it considers useful and necessary in order to fulfil the objectives of Engineers Ireland.

4.2.4 The Executive Board shall submit proposals for approval by Council in respect of the annual budget, statement of annual accounts and membership subscriptions.

4.2.5 The Executive Board, subject to the provisions of 3.1.2(b), shall determine the policies under which all committees of Engineers Ireland shall be established and operate. The Executive Board shall approve and monitor appropriately and regularly the system of committees including their composition, terms of reference and general operating procedures.

4.2.6 The Executive Board may make recommendations for approval by Council in relation to Regulations and Guidelines.

4.2.7 The Executive Board may appoint a member or members to represent Engineers Ireland on other bodies, within the context of expressed Engineers Ireland policy as determined by the Executive Board.

Where appropriate, each such appointee shall report to the Executive Board and such appointment may be reviewed annually, or within a shorter term, with a view to termination or continuation. The Executive Board may confer upon an appointed representative the power to act on its behalf or on behalf of Engineers Ireland within the context of the policies of Engineers Ireland as expressed by the Executive Board.

4.3 Composition

4.3.1 The Executive Board shall consist of:

- The President as Chairman;
- The two Vice Presidents;
- The immediate Past President;
- The Chairman of the Finance Committee;
- Nine Members elected by Council of whom at least five shall be members of Council itself;
- Three additional members may be co-opted by the Executive Board on the nomination of the President.

4.4 Tenure of Office

4.4.1 The Council shall elect an Executive Board at the first meeting of Council following the Annual General Meeting. The term of office of a retiring Member will end when his successor takes office.

4.4.2 A member on election to the Executive Board will serve for one year and will be eligible for re-election.

- 4.4.3 A member may serve on the Executive Board for not more than six consecutive years unless an Officer.
- 4.4.4 A member, on co-option to the Executive Board, shall serve for no longer than the term of office of that Executive Board.
- 4.4.5 Council shall ensure as far as is practicable that there is optimum representation and appropriate continuity of service in the membership of the Executive Board.

4.5 Vacancies

- 4.5.1 In the event of a vacancy arising on the Executive Board at any time, the members of the Executive Board may co-opt a member to fill the vacancy and such co-option shall be notified to the Council at its next meeting.
- 4.5.2 The period of service arising from appointment in accordance with paragraph 4.5.1 above for part of a term shall be disregarded in respect of tenure of office prescribed under sub-section 4.4.3 above.

4.6 Nominations and Elections to Executive

- 4.6.1 Each candidate for election shall be proposed and seconded by members of Council.
- 4.6.2 Each candidate shall be invited to submit with his/her nomination paper such information as Council may consider desirable for electoral purposes and these shall be circulated to each member of Council prior to the election.
- 4.6.3 Each nomination shall be received by the Director General on or before a date specified by Council.
- 4.6.4 Election shall be by ballot of all members of the Council present at the meeting.

4.7 Meetings

- 4.7.1 The Executive Board shall meet as often as occasion demands and normally once in each calendar month.
- 4.7.2 The quorum for meetings of the Executive Board shall be 8.
- 4.7.3 All decisions of the Executive Board shall be by a majority vote of those present and having a right to vote and, if necessary, the Chairman shall have an additional casting vote.

5. Director General & Secretary

- 5.1 The Executive Board shall appoint the Director General of Engineers Ireland, who shall also be Secretary and Council Recorder.
- 5.2 The Director General shall be a Chartered Engineer but in exceptional circumstances, and only with the approval of Council, may this condition be waived.

5.3 The Director General shall carry out such duties as are provided for under the Charter and Bye-laws and be responsible for the Roll of Members and the Register of Chartered Engineers. The Director General shall be accountable to Council and report to the President.

5.4 The Director General shall have overall responsibility for the day-to-day management of Engineers Ireland's property, assets, funds and records. The Director General shall establish and keep in place an appropriate staff structure and shall ensure compliance with the Bye-laws and with best practice in corporate governance.

6. Regional Branches, Engineering Divisions and Societies

6.1 Regional Branches

- 6.1.1 The Council shall establish and recognise groups of members sharing a common defined geographical area to be known as Regional Branches. The Council may amalgamate or dissolve such Regional Branches and modify their remit from time to time. Any decision of the Council affecting Regional Branches under this Bye-law shall be subject to one month's notice to the committee of that Regional Branch.
- 6.1.2 The name of a Regional Branch and rules for the conduct of its affairs shall be subject to the approval of Council.
- 6.1.3 The Council shall publish guidelines for Regional Branches, Engineering Divisions and Societies. Regional Branches, Engineering Divisions and Societies shall operate in accordance with the current edition of these guidelines.
- 6.1.4 Each Regional Branch shall appoint a representative to the Council. Such representatives may serve for a period of up to three years.
- 6.1.5 Each Regional Branch shall appoint a representative to the Liaison Committee of Council. Such representatives may serve for a period of up to three years.
- 6.1.6 Engineers Ireland may contribute funds towards Regional Branch expenses to further the objects of Engineers Ireland but it shall not be responsible for any liability incurred by or on behalf of any Regional Branch in respect of its activities beyond any amount previously allocated or contributed by Council.
- 6.1.7 The Council may impose on any Regional Branch such obligations, financial or otherwise, towards Engineers Ireland as it deems desirable.
- 6.1.8 Each Regional Branch shall submit their annual financial statement to the Council by a date specified by Council.

6.2 Engineering Divisions

- 6.2.1 The Council shall establish and recognise groups of members sharing a common disciplinary interest, to be known as Engineering Divisions. The Council may amalgamate or dissolve such Engineering Divisions and modify their remit from time to time. Any decision of the Council affecting Engineering Divisions under this Bye-law shall be subject to one month's notice to the committee of the Engineering Division.
- 6.2.2 Engineering Divisions shall be run in accordance with the current Guidelines for Regional Branches, Engineering Divisions & Societies as approved by Council.
- 6.2.3 Engineers Ireland may contribute funds towards Engineering Division expenses to further the objects of Engineers Ireland but it shall not be responsible for any liability incurred by or on behalf of any Engineering Division in respect of its activities beyond any amount previously allocated or contributed by Council.
- 6.2.4 Each Engineering Division shall appoint a representative to the Council. Such representative may serve for a period of up to three years.
- 6.2.5 Each Engineering Division shall appoint a representative to the Liaison Committee of Council. Such representative may serve for a period of up to three years.

6.3 Societies

- 6.3.1 The Council may establish and recognise groups of members and non-members of Engineers Ireland, other than Engineering Divisions or Regional Branches, with specific interests to be known as Societies. The Council may amalgamate or dissolve such Societies or modify their remit from time to time. Any decision of the Council affecting Societies under this Bye-law shall be subject to one month's notice to the committee of the Society.
- 6.3.2 Societies shall be run in accordance with the current Guidelines for Regional Branches, Engineering Divisions & Societies as approved by Council.
- 6.3.3 Each Society shall appoint a representative to the Liaison Committee of Council. Such representative shall be a member of Engineers Ireland and may serve for a period of up to three years.
- 6.3.4 Engineers Ireland may contribute funds towards Society expenses to further the objects of Engineers Ireland but it shall not be responsible for any liability incurred by or on behalf of any Society in respect of its activities beyond any amount previously allocated or contributed by Council.
- 6.3.5 The Council may impose on any Society such obligations, financial or otherwise, towards Engineers Ireland as it deems desirable.

7. Liaison Committee

- 7.1 Council shall establish and recognise a committee to be known as the Liaison Committee.
- 7.2 Each Sector shall appoint a representative, who in all cases must be a member of Engineers Ireland, to the Liaison Committee
- 7.3 The Chairperson of the Liaison Committee shall be a Vice-President of Engineers Ireland appointed by Council.
- 7.4 The Liaison Committee shall:
- (a) foster co-operation between Regional Branches, Engineering Divisions and Societies,
 - (b) facilitate and promote the dissemination of information on the activities to the membership,
 - (c) act as a forum in which operational matters relevant to Regional Branches, Engineering Divisions and Societies are discussed and recommendations to Council and the Executive Board are agreed,
 - (d) communicate with Council, the Executive Board and the secretariat as appropriate,
 - (e) co-ordinate an annual programme of events including the promotion of joint events of Regional Branches, Engineering Divisions and Societies.
- 7.5 The Liaison Committee shall elect from among its members a secretary who shall submit a written report to Council after each meeting.
- 7.6 The Liaison Committee shall meet not less than three times per annum.

8. Boards and Committees

- 8.1 Committees of Council shall be informed by the Guidelines for Boards and Committees and by the Handbook for Regional Branches, Engineering Divisions and societies of Engineers Ireland in force at the time.
- 8.2 The following is a non-exhaustive list of the Boards and Committees of Engineers Ireland:
- Appeal Board
 - Accreditation Board
 - Benevolent Fund Committee of Management
 - Board of Examiners
 - Board of Irish Engineering Publications
 - CPD Standing Committee
 - Dispute Resolution Board
 - Editorial Board
 - Engineering Division Committees
 - Engineers Club Committee
 - Ethics & Disciplinary Board
 - Executive Board
 - Finance Committee
 - Liaison Committee
 - Membership & Qualifications Board
 - Regional Branch Committees
 - Society Committees

Section D: General Meetings of Engineers Ireland

9. Annual General Meeting of Engineers Ireland

- 9.1 The Annual General Meeting shall be held once in each calendar year in accordance with the provisions of the Charter during the months of May or June on a date and at a place and time to be fixed by Council.
- 9.2 A copy of the Annual Report, the Audited Financial Report and notice of the Annual General Meeting shall be issued to each member at least fourteen days prior to such meeting.
- 9.3 The quorum for the Annual General Meeting shall be 30 Corporate Members.
- 9.4 An independent Chartered Accountant, who shall also be a qualified auditor, shall be appointed at the Annual General Meeting to audit the accounts of Engineers Ireland.

10. Special General Meetings of Engineers Ireland

- 10.1 A Special General Meeting shall be called at any time:
- (a) By resolution of the Council; or
 - (b) On the written request of thirty or more Corporate Members, stating the motion or motions to be tabled.
- 10.2 Except by the agreement of Council and the members requiring such meeting, a Special General Meeting shall be held within forty days of the receipt of such requisition.
- 10.3 Notice of Special General Meetings shall be communicated to members at least fourteen days prior to such meeting. The notice shall state the motion or motions to be tabled.
- 10.4 No other motions except those on which due notice has been given shall be considered at a Special General Meeting unless its subject matter is relevant to or dealing with the stated motion or motions.
- 10.5 The quorum for a Special General Meeting shall be 30 Corporate Members.
- 10.6 If, within one hour after the time fixed for the holding of a Special General Meeting, a quorum is not present, the meeting shall be dissolved.

11. Ordinary General Meetings of Engineers Ireland

- 11.1 The Council may call an Ordinary General Meeting for the purpose of conveying communications to the membership, or other business, provided that no business is transacted which is properly that of a Special or Annual General Meeting.
- #### 11.2 Voting at General Meetings of Engineers Ireland
- 11.2.1 Only Corporate Members rightfully present at a General Meeting shall have the right to vote on any motion before such meeting.
- 11.2.2 All decisions of General Meetings shall be by a majority vote of those members present and, if necessary, the Chairman shall have an additional casting vote.
- 11.2.3 Voting shall be by show of hands. A secret ballot may be held on the request of ten per cent of Corporate Members present.

Section E: Membership

12. Membership Regulations

- 12.1 Regulations for membership including qualifications for all membership grades and registered professional titles, election, transfer, re-admission, subscriptions and any other issues relating to membership, shall be as published by Engineers Ireland.

13. Corporate Members

- 13.1 "Corporate Members" means those members who have achieved the membership grade of MIEI or a Registered Professional Title of Engineers Ireland.
- 13.2 "Non Corporate Members" means those members who have yet to attain the membership grade MIEI or a Registered Professional Title and include: Affiliates, Companions, Technician Members, Engineering Students and Honorary Fellows (who are not Chartered Engineers).

14. Roll of Engineers Ireland

- 14.1 The names of all members, Engineering Students, Companions, Affiliates and Honorary Fellows shall be entered on the Roll of Engineers Ireland.
- 14.2 Each member shall be granted a certificate appropriate to his/her grade of membership or professional title on election or transfer. Each such certificate shall remain the property of Engineers Ireland and should be returned to the Director General upon cessation of membership.

15. Other Chartered Engineers Recognised by Council

- 15.1 The Council shall cause to be published from time to time the names of those bodies which it recognises for the purpose of authorising the use of the title "Chartered Engineer" within the State in accordance with Section 7 of the Institution of Civil Engineers of Ireland (Charter Amendment) Act 1969.
- 15.2 The Council shall draw up and publish regulations prescribing the manner of registration, the fees payable and other appropriate matters concerning the registration of persons (not being members of Engineers Ireland) hereinafter called qualified engineers in respect of whom the Council is satisfied that they are authorised to describe themselves as "Chartered Engineers" by a professional body recognised by the Council.

16. Rights of Membership

- 16.1 A member may attend any General Meeting of Engineers Ireland and speak for or against any motions before such meetings. Only Corporate Members may vote at such meetings.

16.2 A member may attend and speak at any general meeting of a Regional Branch, Engineering Division or Society but may only vote upon motions before a Regional Branch, Engineering Division or Society of which he/she is a member.

16.3 A member may seek the advice and support of Engineers Ireland on matters coming within the objects of Engineers Ireland.

16.4 A Corporate Member may vote in an election, ballot or poll conducted by Engineers Ireland.

16.5 A Corporate Member may nominate or be nominated for election to membership of the Council.

16.6 A member may nominate or be nominated for election to membership of the committee of the Engineering Division, or Regional Branch of which he/she is a member.

16.7 A Non-Corporate Member shall have the same rights as a Corporate Member, except the right to vote at any General Meeting or in any election, poll or ballot or the right to nominate or be nominated for election except where there is provision for election of a non-Corporate Member.

16.8 Engineers Ireland shall take no action on behalf of any person who is eligible for membership but who is not a member, unless such action would assist a member or members.

16.9 Any individual or group of members shall have, on written application, the right of audience before the Executive Board on any matter specified in such application, excluding matters dealt with or being dealt with by the Ethics & Disciplinary Board or the Appeal Board.

17. Obligations of Membership

17.1 Members shall act in accordance with proper professional standards and shall order their conduct in such a manner as to uphold the dignity, standing and reputation of Engineers Ireland. Members shall observe and comply with all regulations and with the Code of Ethics. Acceptance of admission to membership or renewal of membership shall constitute an agreement on the part of that person to abide by the Code of Ethics for the time being in force.

17.2 A person who has been removed from the Roll of Engineers Ireland, whether because of resignation, exclusion for non-payment of annual subscription or for professional misconduct shall cease to be entitled to represent themselves as a member of Engineers Ireland.

17.3 Engineers Ireland may take such legal action as it considers necessary to prevent the improper use of its designatory titles. All certificates of designation and professional stamps should be returned to Engineers Ireland by any person whose name has been removed from the Roll or Register.

17.4 Members may use the designatory titles appropriate to their grade of membership or registered professional title.

18. Conduct of Members and Disciplinary Action

- 18.1 The Council shall publish a Code of Ethics, to be observed by all Corporate and Non Corporate Members. The Council may, from time to time, amend such Code of Ethics as it considers appropriate.
- 18.2 The Council shall establish an Ethics & Disciplinary Board ('the Ethics Board') as a committee of Council which shall be responsible for promoting, monitoring and enforcing the Code of Ethics.
- 18.3 The Council shall establish a three person Appeal Board to hear appeals. The Chairman and one other member of the Appeal Board shall be Past Presidents of Engineers Ireland and the third member shall be a Barrister of the Supreme Court.

19. Indemnity

- 19.1 The members of the Council, the Executive Board, committees and paid officials of Engineers Ireland shall be indemnified out of the funds and property of Engineers Ireland from or against all costs, charges, damages and expenses whatsoever, which they, or any of them, shall sustain by reason of their respectively accepting office, or acting in execution of the duties or powers imposed upon or given to them by the Charter or Bye-laws, provided in the case of a paid official that such costs, charges, damages and expenses are not occasioned by his/her own wilful neglect or default.

20. Poll

- 20.1 The Council may, and on the written request of one hundred Corporate Members, shall take a poll of members on any question within the objects of Engineers Ireland.
- 20.2 The Council shall publish the result of such poll but shall not be bound by it.

21. Notices to Members

- 21.1 A notice may be served by the Council upon any member either personally or by sending it (whether as a separate communication or included in or with one or more of the publications of Engineers Ireland) through the post addressed to him/her at his/her recorded address or electronically to an electronic address supplied by that member.
- 21.2 It shall be the responsibility of each member to ensure that his/her postal and electronic addresses are up to date.
- 21.3 Any notice sent by post or electronically shall be deemed to have been served at the expiration of seventy-two hours after it was issued, and in proving such service it shall be sufficient to prove that the notice or the packet containing it was properly addressed, on the basis of information provided by the Member.
- 21.4 A member whose recorded address, whether electronic or postal, is not valid, shall not be entitled to any notice and all proceedings may be had and taken without notice to such a member in the same manner as if he/she had received due notice.

22. Examinations

- 22.1 The Council may hold Examinations (including the examination of theses) of candidates for election or transfer.
- 22.2 The Council may make regulations and guidelines governing the conduct of examinations, the times and places at which they shall be held, the conditions under which candidates shall be admitted thereto, the subjects which such examinations shall comprise, the fees to be paid by candidates and the remuneration of examiners.

The Council may also make regulations and guidelines governing the preparation and submission of theses and reports.

Section F: Papers, Articles and Awards

23. Papers and Articles

- 23.1 The Council may publish the transactions of Engineers Ireland or other such documents in such format as it deems appropriate.
- 23.2 The Council may make regulations regarding the communication, presentation and publication of papers.

24. Awards

- 24.1 The Council may make awards on such conditions as it may decide. The Director General shall keep a list of such awards and details of the relevant conditions.

Section G: Property and Assets of Engineers Ireland

25. Property

- 25.1 Engineers Ireland's property and effects of all kinds whatsoever are vested in the members in accordance with the Charter for the furtherance of the objects of Engineers Ireland.

26. Assets

- 26.1 Subject to reservation to the members in Special General Meeting on sale or mortgage or incumbrance of any messuages, lands, tenements or hereditaments contained in the Charter, the control of the funds and assets of Engineers Ireland:

- (a) shall be vested in the Council and the Council may authorise the expenditure of such sums as it considers necessary for the furtherance of the objects of Engineers Ireland;
- (b) the Council may deal with the funds of Engineers Ireland by depositing such funds with a bank and may invest in and purchase such fixed and floating assets and securities including preference, ordinary or deferred shares or stock or other security of any company incorporated under any general or special Act of Parliament or by Royal Charter and whether statutory trustee securities or not as it considers necessary for the furtherance of the objects of Engineers Ireland;
- (c) the Council may withdraw, sell or otherwise convert into money and deposit, fixed or floating asset or security of Engineers Ireland and may apply the moneys so obtained in any manner permitted by the Charter;
- (d) the Council may borrow money or raise or give security (including by means of equitable or legal mortgage or debenture) for money as may be required from time to time for furtherance of the objects of Engineers Ireland, and in particular - but without limitation of the general power

hereinbefore expressed - the Council may borrow money for the purpose of purchasing of a site and the building of offices, library, meeting-rooms and other accommodations; and for the purposes of purchasing any additional land with or without buildings thereon required for the future use or occupation of Engineers Ireland in whole or in part for any of the purposes mentioned in this section and any money to be borrowed by the Council may be borrowed in such manner as the Council thinks fit, and in particular by overdraft at Engineers Ireland bankers or by the issue of debentures in such forms as the Council thinks fit, with or without charge upon the property of Engineers Ireland. The Council may secure repayment of any moneys borrowed and interest thereon at such rate as the Council thinks fit, by mortgage or charge of the property or any part or parts thereof;

- (e) the Council may give guarantees for the observance of any financial liability it may undertake and may give security in support of such guarantees;
- (f) all payments shall be approved by the Council or the Executive Board to whom responsibility for the particular payment shall have been allocated by budget or otherwise as Council may decide.

- 26.2 The Director General shall keep an asset register of Engineers Ireland.

27. Control and Use of the Common Seal

- 27.1 Engineers Ireland shall have a common seal, kept by the Secretary, which shall be affixed to any document only on the resolution of the Council. Each impression of the seal shall be valid only if attested in writing by the President and Secretary and/or such other persons as they may respectively appoint.

Section H: Interpretation and Alteration of Bye-laws

28. Interpretation and Alteration of Bye-laws

- 28.1 The decision of the Council on the interpretation of the Bye-laws as affecting its powers, duties and procedures and on matters not provided for in such Bye-laws shall be final and binding on all members.
- 28.2 Bye-laws may be made, added to, amended, altered, dispensed with or repealed by a resolution passed at a Special General Meeting conducted in accordance with the Bye-laws.

Eighth Edition 2012

This edition incorporates those alterations which have been approved, as provided for in Bye-law 28.2, since the first edition was published in 1969

These include amendments made:

- a) By Special General Meeting on 12th March 1971;
- b) By Special General Meeting on 10th March 1972;
- c) By resolution of Council on 1st February and 22nd April 1974;
- d) By resolution of Council on 16th April and 26th May 1977;
- e) By resolution of Council on 6th September and 25th October 1980;
- f) By resolution of Council on 16th October and 19th February 1983;
- g) By resolution of Council on 20th September and 13th December 1986;
- h) By resolution of Council on 13th September 1986 and 7th February 1987;
- i) By resolution of Council on 13th June 1992 and 24th April 1993
- j) By resolution of Council on 1st October and 3rd December 1994
- k) By resolution of Council on 8th April 2000 and 17th June 2000
- l) By resolution of Council on 23rd September and 25th November 2000
- m) By Special General Meeting on 31st May 2001
- n) By resolution of Council on 24th February and 7th April 2001
- o) By Special General Meeting on 23rd February 2002
- p) By Special General Meeting on 28th February 2004
- q) By Special General Meeting on 14th April 2012



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