



THE INSTITUTION OF ENGINEERS OF IRELAND

BYE-LAWS

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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 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”.

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

In making and establishing its Bye-laws, the Institution is always mindful that, in accordance with the Charter, they should be “useful and necessary”.

Peter Langford
Chartered Engineer
President 2003 - 2004

Section A Interpretations

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

"The Charter" means the Royal Charter of the Institution as amended by the Institution of Civil Engineers of Ireland (Charter Amendment) Acts 1960 and 1969 respectively.

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

"The Council" means the Council of the Institution.

"The Executive Committee of Council" means the committee established by Council pursuant to the Bye-Laws.

"Committee" means any group of members, other than the Council and the Executive Committee of Council, such as the Regional Branch/Division/Society Liaison Committee, a Finance Committee, a Regional Branch or Divisional Committee, a Vocational Group, a Board, a Task Force, a Panel, a Society, a Club, etc., duly appointed in accordance with the Bye-Laws, with duties and powers as determined by Council to perform a specific function as determined by Council or the Executive Committee of Council.

"Rules" mean the Rules made by the Council pursuant to the Bye-Laws.

"Regulations" mean the Regulations made by the Council pursuant to the Bye-Laws.

"Guidelines" mean the Guidelines made by Council pursuant to the Bye-Laws.

"The President" means the person so appointed from time to time pursuant to the Bye-Laws.

"The Director General" means the person appointed as Secretary and Chief Executive Officer of the Institution pursuant to the Bye-Laws.

"The Secretary" means the Secretary of the Institution, and includes any person appointed by the Council to perform the duties of the Secretary temporarily.

The "Council Recorder" means the person so appointed from time to time pursuant to the Bye-Laws.

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

"Registered Professional Titles" mean the career grades to Chartered Engineer, Associate Engineer and Engineering Technician.

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

"The Register" of the Institution means the specific list of names of those members of the Institution on whom the Institution 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 of the Institution.

"Month" means calendar month.

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 the Institution

1 Name

THE INSTITUTION OF ENGINEERS OF IRELAND

The Institution 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 title Chartered Engineer; and the adoption of new Bye-Laws.

- 1.1 The Institution shall be named "The Institution of Engineers of Ireland" or "Cumann na nInnealtóirí."

2 objects

- 2.1 The objects of the Institution are as provided in the Charter and include as therein laid down:

- (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 the Institution

1 Council

1.1 Powers, Duties and Procedures

1.1.1 The governance of the Institution is vested in Council subject to the provisions of the Charter and of the Bye-Laws and to the resolutions of Special General Meetings of corporate members which resolutions have been duly entered on the minutes and signed by the Chairman of such Special General Meetings.

1.1.2 Council shall establish an Executive Committee of Council to which it shall delegate the duty and powers to introduce and implement on Council's behalf policy governance of the Institution subject to:

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

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

- (i) Election of the Executive Committee of Council
- (ii) Deliberating on strategic planning and policy issues in order to inform and advise the Executive Committee of Council
- (iii) Final approval of any proposals prepared by the Executive Committee of Council in relation to the following:-
 - Changes in the Code of Ethics and in disciplinary procedures
 - Changes in Membership Subscriptions
 - Changes in Bye-Laws
 - Changes to the Charter and legislation
 - New Regional Branches and Divisions or modifications to existing Regional Branches and Divisions
 - Annual Budget and Annual Accounts.
- (iv) Nomination of candidates for President and Vice President
- (v) Election of Honorary Fellows
- (vi) Calling Special General Meetings and Ordinary General Meetings
- (vii) Preparation of an Annual Report for the Annual General Meeting and for members, incorporating an Annual Report of the Executive Committee of Council
- (viii) Conduct of elections to Council

1.1.3 Council shall monitor, and take appropriate action as required, that the Executive Committee of Council is in a proper manner, discharging on Council's behalf the delegated duty of governance of the Institution.

1.1.4 There shall be a Council Recorder who shall be responsible for the integrity of documents of Council and of the Executive Committee of Council including the following:-

- (i) ensuring the correctness, accuracy and careful formatting of the official records of Council and of the Executive Committee of Council including minutes and policy statements
 - (ii) the recording of policy and any amendments thereof in a codified format.
- 1.1.5 Council shall have the power, for a period of four years commencing on the date of adoption of this provision, to make such transitional arrangements as it considers necessary in respect of membership of Council and of the Executive Committee of Council.

1.2 Composition

- 1.2.1 Membership of Council shall be as follows:
- The President
 - Two Vice Presidents
 - The immediate Past President
 - A Representative of each Regional Branch
 - A Representative of each recognised Division for Engineering Science
 - Twelve members elected by the Corporate body of whom nine shall be Chartered Members and three shall be Ordinary Members.
 - Three Associate Members
 - Co-opted Members
- 1.2.2 Council may by a simple majority co-opt three members who in their view are representative of those interests whether professional or vocational which appear to it in the exercise of its absolute discretion not to be adequately represented.
- 1.2.3 Council shall appoint as Council Recorder a member who shall have served as a member of the Executive Committee of Council for at least one year. In the event that Council finds this impracticable for any reason then the Director General shall carry out the functions of Council Recorder for the following year.
- 1.2.4 When carrying out the functions of Council Recorder the Director General shall ensure a clear separation of this function from the role of Director General and Secretary and Chief Executive of the Institution as defined in Section 6 of these Bye-Laws.
- 1.2.5 Council shall co-opt the Council Recorder if not already a member of Council save in the case of the Director General being the Council Recorder.
- 1.2.6 Council shall co-opt the Secretary of the Regional Branch/Division/Society Liaison Committee if not already a member of Council.

1.3 Officers

- 1.3.1 The President, the two Vice Presidents and the immediate Past President shall be Officers of the Council.
- 1.3.2 The President shall normally chair meetings of, and shall be responsible for the integrity of process of, the Council, the Executive Committee of Council and all General Meetings. In the absence of the President, meetings shall be chaired by another Officer.

- 1.3.3 The President shall represent the Institution on all formal occasions. Where necessary and appropriate, the President may delegate this duty to one of the other Officers or to another nominee.
- 1.3.4 The other Officers shall assist the President in carrying out the duties of office and shall deputise for the President when required.
- 1.3.5 The Officers shall have a right to attend or speak at any meeting of a Committee.

1.4 Tenure of Office

- 1.4.1 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.
- 1.4.2 The normal tenure of office of President shall be one year but the term of office of President shall not exceed in any case a period of more than two consecutive years.
- 1.4.3 The normal tenure of office of Vice President shall be two years but the term of office of Vice President shall not exceed in any case a period of more than three consecutive years.
- 1.4.4 The normal tenure of office of the Council Recorder shall be three years but the term of office of the Council Recorder shall not in any case exceed a period of six consecutive years.
- 1.4.5 A member on election to Council may serve for three consecutive years without standing for re-election.
- 1.4.6 The member nominated to Council by a Division or Regional Branch shall be appointed at the Annual General Meeting of that Division or Regional Branch. Such members may serve for three consecutive years.
- 1.4.7 A member on co-option to Council, other than the Council Recorder, shall serve for no more than one year without seeking election.
- 1.4.8 A member may serve on Council for not more than six consecutive years, except in the case of an Officer or the Council Recorder, where service may be longer.
- 1.4.9 Council shall ensure as far as is practicable that there is maximum continuity and overlap of service in the membership of Council through appropriate phasing of the election process.

1.5 Vacancies

- 1.5.1 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.
- 1.5.2 In the event of the position of an Officer of Council other than the President falling vacant between elections, Council may appoint a member from its own number to fill the vacancy.

1.5.3 Any vacancy arising on the Council between elections due to the appointment of a member of Council to a vacancy under paragraph 1.5.2 above or for any other reason may be filled by co-option by the Council.

1.5.4 The period of service arising from appointment in accordance with paragraphs 1.5.1, 1.5.2 and 1.5.3 for part of a term shall be disregarded in respect of tenure of office prescribed under Sub-section 1.4 of the Bye-Laws.

1.6 Nominations

1.6.1 Any member to be eligible for nomination to the office of President shall have served at least two years on the Council or Executive Committee of Council.

1.6.2 Nomination for President shall be by Council from among the Vice Presidents.

1.6.3 Nomination for Vice President shall be by Council or by 20 Corporate Members.

1.6.4 Nomination for membership of Council, save as elsewhere provided, shall be by 10 Corporate Members or by Council. When the number of nominations by Corporate Members is equal to or less than the number of vacancies to be filled, Council nominations shall ensure an election. Such nominations by Council shall be ordered so as to ensure that the total number of nominations shall not exceed four more than the total number of vacancies to be filled.

1.6.5 Nominations for Associate Members to be members of Council may be made by any six Associate Members or by Council.

1.6.6 No member in arrears of subscription shall be competent to nominate or be eligible to be nominated for any office or to serve otherwise on Council.

1.6.7 Each nomination shall be made on the prescribed form which must carry the written consent of the member nominated.

1.6.8 Each candidate shall be invited to submit with his nomination paper such information as Council may consider desirable for electoral purposes.

1.6.9 Each nomination shall be received by the Secretary on or before a date specified by Council.

1.7 Elections

1.7.1 The President shall be elected by ballot of all the Corporate Members.

1.7.2 The two Vice Presidents shall be elected by ballot of all the Corporate Members.

1.7.3 The immediate Past President shall be a member of Council ex-officio.

1.7.4 The Representative of each Regional Branch shall be either the Chairperson of the Committee of that Regional Branch or a Member of the Committee other than the Chairperson elected to represent the Regional Branch on Council with the Chairperson as an alternative representative.

1.7.5 The Representative of each recognised Division for Engineering Science shall be either the Chairperson of the Committee of that Division or a member of the Committee other than the Chairperson elected to represent the Division on Council with the Chairperson as an alternative representative.

- 1.7.6 The Corporate Members of Council shall be elected by ballot of Corporate Members.
- 1.7.7 The Associate Members shall be elected by ballot of Associate Members.
- 1.7.8 The names of candidates nominated for the Council shall be printed on ballot papers one of which, together with the summary of the information referred to in Bye-Law 1.6.8, shall be posted not later than fourteen days before the date for return specified on the Ballot Paper, to each member entitled to vote thereon.
- 1.7.9 Each member voting shall mark the ballot paper in accordance with the instructions thereon and shall return such ballot paper to reach the Secretary on or before the date specified thereon.
- 1.7.10 The Council shall appoint two or more scrutineers who may include an Officer or Officers of the Institution but in no case a member of the outgoing Council or a candidate in the election. The Secretary may attend at the counting of votes.
- 1.7.11 Such scrutineers shall certify and report the result of the Ballot for Council to the Annual General Meeting.
- 1.7.12 The Council may make such other Rules for the conduct of elections as it considers desirable.

1.8 Meetings

- 1.8.1 The Council shall meet as often as the business of the Institution may require but not less than four times per annum.
- 1.8.2 All questions shall be decided in Council by a majority of those present and having a right to vote, save where otherwise provided by the Bye-Laws the Chairman having, in addition to his ordinary vote, a casting vote.
- 1.8.3 The quorum for meetings of Council shall be 15.
- 1.8.4 Members of the Executive Committee of Council who are not members of Council shall be allowed to attend meetings of Council as observers without the right to vote.

1.9 Annual Reports

- 1.9.1 The Council shall prepare and publish an Annual Report on its activities which shall be circulated to all Corporate Members and laid before the Annual General Meeting.
- 1.9.2 The Council shall publish the Annual Reports of the Executive Committee of Council and of the Director General which shall be circulated to all Corporate Members and laid before the Annual General Meeting.
- 1.9.3 The Council shall publish an Annual Statement of Accounts certified by the Auditor which shall be circulated to all Corporate Members and laid before the Annual General Meeting.

2 Executive Committee of Council

2.1 Powers, Duties and Procedures

2.1.1 The Executive Committee of Council in governing the Institution 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 the Institution. The Executive Committee of Council may not delegate this duty. Statements of policy determined by the Executive Committee of Council shall be recorded in a structured, codified format. The Executive Committee of Council shall monitor, and take appropriate action as required, that its policies are being adhered to and implemented in a proper manner.

2.1.2 The Executive Committee of Council, in determining policies, shall distinguish between the governance role of itself and Council and the executive role of the Director General. The Executive Committee of Council shall also ensure separation of the roles, powers, duties and responsibilities of the Director General and those of the Committees of the Institution.

Notwithstanding the foregoing the Director General may be required by the Executive Committee of Council to provide secretariat services to Committees of the Institution.

2.1.3 The Executive Committee of Council may establish such committees as it considers useful and necessary in order to fulfil the objectives of the Institution.

2.1.4 The Executive Committee of Council, subject to the provisions of Section C, paragraph 1.1.2 (iii) shall determine the policies under which all Committees of the Institution shall be established and shall operate. The Executive Committee of Council shall approve and monitor appropriately and regularly the system of Committees including their number and size, names, terms of reference, general operating procedures and other features.

2.1.5 The Executive Committee of Council may make Regulations, Rules and Guidelines on matters referred to in these Bye-Laws.

2.1.6 The Executive Committee of Council may appoint a Member or Members to represent the Institution on other bodies, within the context of expressed policy of the Institution as determined by the Executive Committee of Council. Each such appointment shall be reviewed annually, or within a shorter term if appropriate, with a view to termination or continuation. The Executive Committee of Council shall confer upon an appointed committee or representative the power to act on its behalf or on behalf of the Institution within the context of the policies of the Institution as expressed by the Executive Committee of Council.

2.2 Composition

2.2.1 The Executive Committee of Council 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;
- Two additional members may be co-opted by the Executive Committee of Council on the nomination of the President including the co-option of the Council Recorder if required under paragraph 2.2.2 below.

2.2.2 The Executive Committee of Council shall co-opt the Council Recorder if not already a member of the Executive Committee of Council.

2.3 Tenure of Office

2.3.1 The Council shall elect the Executive Committee of Council 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.

2.3.2 A member on election to the Executive Committee of Council will serve for one year and will be eligible for re-election.

2.3.3 A member may serve on the Executive Committee of Council for not more than six consecutive years unless an Officer.

2.3.4 A member on co-option to the Executive Committee of Council other than the Council Recorder shall serve for no more than one year without seeking re-election.

2.3.5 Council shall ensure as far as is practicable that there is maximum continuity and overlap of service in the membership of the Executive Committee of Council through appropriate phasing of the election process.

2.4 Vacancies

2.4.1 In the event of a vacancy arising on the Executive Committee of Council at any time, the members of the Executive Committee of Council may co-opt a member to fill the vacancy and such co-option shall be notified to the Council at its next meeting.

2.4.2 The period of service arising from appointment in accordance with paragraph 2.4.1 above for part of a term shall be disregarded in respect of tenure of office prescribed under Sub-section 2.3 above.

2.5 Nominations and Elections

2.5.1 The election of members to the Executive Committee of Council for the following year shall take place at the first meeting of Council following the Annual General Meeting.

2.5.2 Each candidate for election shall be proposed and seconded by members of Council using the prescribed form which must carry the written consent of the member nominated.

2.5.3 Each candidate shall be invited to submit with his 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.

2.5.4 Each nomination shall be received by the Secretary on or before a date specified by Council.

- 2.5.5 Election shall be by ballot of all members of the Council present at the said meeting.

2.6 Meetings

- 2.6.1 The Executive Committee of Council shall meet as often as occasion demands and normally once in each calendar month.
- 2.6.2 The quorum of the Executive Committee of Council shall be 8.
- 2.6.3 All decisions of the Executive Committee of Council shall be by a majority of those present and having a right to vote, the Chairman having, in addition to his ordinary vote, a casting vote.

2.7 Annual Report

- 2.7.1 The Executive Committee of Council shall submit an Annual Report to Council.
- 2.7.2 The Executive Committee of Council shall submit proposals for approval by Council in respect of the Annual Budget, Statement of Annual Accounts and membership subscriptions.

3 Director General and Secretary of the Institution

- 3.1 The Executive Committee of Council shall appoint a Chartered Engineer as Director General of the Institution who shall be Secretary and Chief Executive of the Institution.
- 3.2 As Secretary, the Director General shall carry out such duties as are provided for under the Charter and Bye-Laws. The Secretary shall be responsible for the Roll of Members and the Register of Chartered Engineers. As Secretary, the Director General shall be accountable to Council.
- 3.3 As Chief Executive of the Institution, the Director General shall be responsible for the day-to-day stewardship of the Institution's property, assets, funds and records and the direction and management of activities and financial affairs all in accordance with policy as determined by the Executive Committee of Council. Commensurate with financial and other resources made available by Institution policy from time to time, the Director General shall establish and keep in place a staff structure such as is necessary to enable him to carry out his duties and to provide secretariat services to Council, the Executive Committee of Council, the Council Recorder and Committees of the Institution. As Chief Executive of the Institution the Director General shall be accountable to the Executive Committee of Council.
- 3.4 The Director General shall submit an Annual Report to Council.

4 Regional Branches

- 4.1 The Council shall establish and recognise Regional Groups of members to be known as Regional Branches. The Council may amalgamate or dissolve such Regional Branches and modify from time to time the area of any Region. Any decision of the Council affecting Regional Branches under this Bye-Law shall be subject to one month's notice to the Committee of the Branch.
- 4.2 The formation of a Regional Branch shall be at the discretion of Council.

- 4.3 The title of a Regional Branch and Rules for the conduct of its affairs shall be subject to the approval of Council.
- 4.4 The Council shall cause to be published model Rules for the conduct of Regions.
- 4.5 The affairs of the Regional Branch shall be managed by a Regional Branch Committee which shall be constituted and elected as specified in its rules. The Committee shall submit to the Secretary an annual report accompanied by a statement of accounts approved by the Annual General Meeting of the Branch.
- 4.6 The Annual General Meeting of a Regional Branch shall be held at least one month before the Annual General Meeting of the Institution.
- 4.7 A member may hold the office of Chairman of a Regional Branch Committee for not more than two consecutive years.
- 4.8 Each Regional Branch shall appoint a Representative to the Council of the Institution. The Representative of each Regional Branch shall be either the Chairperson of the Committee of that Regional Branch or a member of the Committee other than the Chairperson appointed by the Regional Branch at the Annual General Meeting of the Regional Branch to Council with the Chairperson as an alternative representative.
- 4.9 The Institution shall contribute funds towards Branch expenses which are consistent with the objects of the Institution. The Institution 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 the Council.
- 4.10 The Council may impose on any Regional Branch such obligations, financial or otherwise, towards the Institution as the Council may deem desirable in the interests of the Institution.

5 Divisions

- 5.1 Groups of members sharing a common interest may form themselves into Divisions for Engineering Science approved by Council. The Council shall have the right to disapprove of the formation of any Division or direct the dissolution of any such Division.
- 5.2 5.2.1 The Council shall recognise Divisions for Engineering Science.
5.2.2 By decision of the Council, Divisions may be altered in designation and number from time to time.
- 5.3 Divisional Boards shall have and exercise such authority and responsibilities and in such manner as the Council may confer directly or through the Executive Committee of Council and prescribe from time to time.

5.4 Rules for Divisions

- 5.4.1 The model rules published by the Council as amended from time to time by the Council shall be deemed to have been adopted by each Division except to the extent that modifications thereto, proposed by the Division shall have received the approval of Council.
- 5.4.2 Proposals by Divisions to alter the model rules shall be made by a majority of those present at a general meeting of the members of the Division.

The Divisions for Engineering Science currently recognised by Council are as follows:

- Agricultural and Food

- Biomedical
- Chemical and Process
- Civil
- Electrical and Electronic
- Energy-Environment
- Extractive Industries
- Fire & Safety
- Information & Communications Technology
- Local Government
- Mechanical and Manufacturing
- Structures and Construction

5.5 Funds for Divisions

- 5.5.1 The appropriation and contribution of funds of the Institution towards the expenses of each Division consistent with the objects of the Institution shall be as approved by the Council by budget and disbursed under the control of the Executive Committee of Council in accordance with Section G, Sub-section 2 below. The Institution shall not be responsible for any liability incurred by or on behalf of such Division beyond any amount previously appropriated or contributed for a specified purpose by the Council.
- 5.5.2 Each Divisional Board shall submit annually to the Secretary of the Institution a statement of accounts approved by the Annual General Meeting of such Division.

5.6 Divisional Board and Committees – Composition, Tenure of Office

- 5.6.1 Each Division shall elect annually from amongst its members a Divisional Board for the management of its affairs.
- 5.6.2 The Chairman, and such other officers as the Divisional Board wish to appoint shall be elected by the members of the Board as appropriate.
- 5.6.3 The position of Chairman or Vice-Chairman of a Divisional Board shall be tenable for a continuous period not exceeding two years.
- 5.6.4 A member elected to a Divisional Board may hold office for not more than four consecutive years unless such member becomes Vice-Chairman or Chairman of the Divisional Board.
- 5.6.5 Each Divisional Board shall appoint a Representative to the Council of the Institution. The Representative of each Divisional Board shall be either the Chairperson of the Committee of that Divisional Board or a member of the Board other than the Chairperson appointed by the Board to Council at the Annual General Meeting of the Board with the Chairperson as an alternative representative.

5.7 Committees and Reports

- 5.7.1 Each Division may, with the approval of the Executive Committee of Council, set up Committees for special activity within the Division.
- 5.7.2 Each Divisional Board shall submit annually to the Secretary of the Institution a Report approved by the Annual General Meeting of such Division.

6 Societies

- 6.1 The Council shall establish and recognise groups of members and non-members of the Institution other than Divisions or Regional Branches, with specific interests to be known as Societies. The Council may amalgamate or dissolve such Societies. Any decision of the Council affecting Societies under the Bye-Laws shall be subject to one month's notice to the Committee of that Society.
- 6.2 The formation of a Society shall be at the discretion of Council.
- 6.3 The title of a Society and Rules for the conduct of its affairs shall be subject to the approval of Council.
- 6.4 The affairs of a Society shall be managed by a Society Committee which shall be constituted and elected as specified in its Rules. The Committee shall submit to the Secretary an annual report accompanied by a statement of accounts approved by the Annual General Meeting of the Society.
- 6.5 The Annual General Meeting of a Society shall be held at least one month before the Annual General Meeting of the Institution.
- 6.6 A member may hold the office of Chairman of a Society Committee for not more than two consecutive years.
- 6.7 Each Society shall appoint a Representative to the Regional Branch/Division/Society Liaison Committee of the Institution who shall be a member of the Institution.
- 6.8 The appropriation and contribution of funds of the Institution towards the expenses of each Society consistent with the objects of the Institution shall be as approved by the Council by budget and disbursed under the control of the Executive Committee of Council in accordance with Section G, Sub-section 2 below. The Institution shall not be responsible for any liability incurred by or on behalf of such Society beyond any amount previously appropriated or contributed for a specified purpose by the Council.
- 6.9 The Council may impose on any Society such obligations, financial or otherwise, towards the Institution as the Council may deem desirable in the interests of the Institution.

7 Regional Branch/Division/Society Liaison Committee

- 7.1 The Council shall establish and recognise a Regional Branch/Division /Society Liaison Committee (to be referred to hereafter within this Section as the "Liaison Committee").
- 7.2 The Liaison Committee shall
 - (a) foster co-operation between Regional Branches, 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, Divisions and Societies are discussed and recommendations to Council and the Executive Committee of Council are agreed
 - (d) communicate with Council, the Executive Committee of Council, the Secretariat and the Editorial Board, as appropriate.

- (e) co-ordinate the Annual Programme of Events including the promotion of joint events of Regional Branches, Divisions and Societies.
- 7.3 The membership of the Liaison Committee shall consist of one nominated representative or an alternative representative of each Regional Branch, Division and Society of the Institution.
- 7.4 The Chairman of the Liaison Committee shall be a Vice-President of the Institution appointed by Council.
- 7.5 The Liaison Committee shall elect from among its members a Secretary who shall submit a written report to Council after each meeting of the Liaison Committee.
- 7.6 The Liaison Committee shall meet not less than three times per annum.

Section D General Meetings of the Institution

1 Annual General Meeting of the Institution

- 1.1 The Annual General Meeting of the Institution 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.
- 1.2 A copy of the Annual Report of Council and the Statement of Accounts and the notice of the Annual General Meeting shall be posted to each member at least fourteen days prior to such meeting.
- 1.3 The quorum for the Annual General Meeting shall be 30.
- 1.4 An independent Chartered Accountant shall be appointed by election at each Annual General Meeting to audit the accounts of the Institution.

2 Special General Meetings and Ordinary General Meetings of the Institution

- 2.1 A Special General Meeting shall be called at any time:
 - (a) By resolution of the Council; or
 - (b) On the written requisition of thirty or more paid-up Corporate Members provided that the requisition to call such meeting states the motion or motions to be moved.
- 2.2 Except by agreement between the Council and the members requiring such meeting, a Special General Meeting shall be held not earlier than twenty-eight days nor later than forty days following receipt of such requisition.
- 2.3 Notice of the time and place and date of a Special General Meeting shall be posted to each Corporate Member at least fourteen days prior to such meeting and such notice shall also state the motion or motions to be moved thereat.
- 2.4 No other motions except that 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 subject matter of the stated motion or motions.
- 2.5 Thirty Corporate Members not being in arrears of subscription constitute a quorum for a Special General Meeting.
- 2.6 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.
- 2.7 The Council may call a General Meeting to be known as an Ordinary General Meeting for the purpose of conveying communications to the general membership or other business provided that no business is transacted thereat which is properly the business of a Special General Meeting or Annual General Meeting.

3 Voting at General Meetings of the Institution

- 3.1 Only members rightfully present at a meeting shall have the right to vote on any motion before such meeting.

- 3.2 Each member shall have the right to exercise one vote only on each motion before the meeting except that in the case of an equality of votes the Chairman may exercise a casting vote in addition to his deliberative vote.
- 3.3 Voting shall be by show of hands; any ten per cent of members present may require a secret ballot.
- 3.4 A majority of the Corporate Members voting shall decide any question unless the Bye-Laws otherwise provide.

Section E Membership

1 Membership Regulations

- 1.1 Regulations for membership of the Institution including qualifications for all grades and titles, election, transfer, re-admission, subscriptions and any other issues relating to membership, shall be as published by the Institution.

2 Corporate Members

- 2.1 Ordinary Members and Chartered Members shall be the Corporate Members of The Institution. The members of the said two classes shall collectively be known as the Corporate Members of the Institution.

- 2.2 Corporate membership of the Institution shall comprise:

- (a) every person whose name on the 11th day of February, 1969 was on the Register of the Institution of Civil Engineers of Ireland as a Member, Associate Member or Graduate member thereof; and
- (b) every person whose name on the 11th day of February, 1969 was on the Register of The Cumann as:
 - (i) a Member, or
 - (ii) an Associate Member if fully qualified for Membership except in respect of the requirement of residence in Ireland; and
- (c) every person thereafter elected a Corporate Member in accordance with the Bye-Laws and Regulations of the Institution.

- 2.3 (a) any person who, on the 11th day of February, 1969 was a member of the Cumann and not otherwise eligible for the class of Chartered Member shall, *ipso facto*, be eligible for the class of Ordinary Member.

- (b) any person who, on the 11th day of February, 1969, was a Graduate Member of the Institution of Civil Engineers of Ireland shall, *ipso facto*, be eligible for the class of Ordinary Member.

- 2.4 Any person who, on the 11th day of February, 1969, was entitled to describe him/herself as a member of the Institution of Civil Engineers of Ireland (M.I.C.E.I) and further enrolled as such shall, *ipso facto*, be entitled to describe him/herself thereafter as Fellow of the Institution.

- 2.5 Honorary Fellows shall include all persons who immediately prior to the 11th day of February, 1969 were on the Registers of the Institution or The Cumann as Honorary Members.

3 Non-Corporate Members

- 3.1 The Non-Corporate Members of the Institution shall be Honorary Fellows (except Honorary Fellows who are already Corporate Members), Companions, Associate Engineers, Associate Members, Engineering Technicians, Technicians and Students.

4 Roll of the Institution

- 4.1 The names of all Corporate and non-Corporate Members shall be entered on the Roll of the Institution.

- 4.2 Each Corporate and non-Corporate Member shall be granted a certificate appropriate to his/her grade of membership on election. On transfer from one class or designation to another, a new certificate shall be issued. Each such certificate shall remain the property of the Institution and shall be returned to the Secretary when the person to whom it is issued has ceased to be a Member.

5 Other Chartered Engineers Recognised by Council

- 5.1 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.
- 5.2 The Council shall draw up and publish Rules prescribing the manner of registration, the fees payable (under 4.1.3 hereof) and other appropriate matters concerning the registration of persons (not being members of the Institution) 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 in that behalf.
- 5.3 Any person who on the 11th day of February 1969 was a Member or Associate Member of Cumann na nInnealtóirí and who had been engaged in the practice of engineering for at least four years prior to that date shall *ipso facto* be eligible to be enrolled as a Chartered Member.
- 5.4 Any person who on the 11th day of February, 1969 was a Corporate Member of the Institution of Civil Engineers of Ireland shall *ipso facto* be eligible to be enrolled as a Chartered Member.

6 Rights of Membership

- 6.1 A Corporate Member may attend any General Meeting of the Institution and may speak to or vote upon any motion which may be before such meeting. He/she may attend and speak at any General Meeting of a Division or Regional Branch but may only vote upon motions before a Division or Region of which he/she is a member.
- 6.2 A Corporate Member may seek the advice and support of the Institution on any matter coming within the objects of the Institution.
- 6.3 A Corporate Member as prescribed in these Bye-Laws may vote in an election or ballot or poll conducted by the Institution.
- 6.4 A Corporate Member may nominate for election to membership of the Council or may nominate or be nominated for election to membership of the Board of the Division or Divisions, or the Committee of a Region of which he/she is a member.
- 6.5 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.
- 6.6 The Institution shall take no action on behalf of any person who is eligible for membership but who is not a member unless such action shall assist a Member or Members.
- 6.7 Any individual or group of Members of the Institution shall have, on application, right of audience before the Executive on any matter specified in such application.

- 6.8 Corporate and non-Corporate Members may use the designatory titles appropriate to their grade of membership.

7 Conduct of Members and Disciplinary Action

- 7.1 For the purposes of this Section of the Bye-Laws "Member" shall mean Corporate and non-Corporate members.
- 7.2 The Council shall produce and maintain a Code of Ethics, to be observed by Members, with regard to their conduct in any respect which may be relevant to their position or intended position as Members of the Institution and shall publish such Code of Ethics as shall for the time being be in force by making copies thereof available to Members. The Council may, from time to time, amend any such Code of Ethics as it may consider appropriate.
- 7.3 Members of the Institution 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 the Institution and shall observe and comply with the Rules, Regulations and Code of Ethics of the Institution. Acceptance of admission to membership of the Institution or renewal of membership by any person shall constitute an agreement on the part of that person to abide by the Code of Ethics of the Institution for the time being in force.
- 7.4 The Code of Ethics shall contain provision for the establishment of a disciplinary body which shall have overall responsibility for the investigation and adjudication of complaints or allegations of professional misconduct. Such body shall be a Standing Committee of the Council and may, from time to time, establish and appoint Panels to investigate and adjudicate upon particular complaints or allegations of professional misconduct. The Chairman of the Ethics and Disciplinary Board ("the Ethics Board") shall, on the appointment of a Panel, nominate one of the persons nominated to the Panel to act as Chairman of the Panel. The Ethics Board may, of its own motion and in appropriate cases, initiate complaints of professional misconduct for investigation and adjudication by a Panel.
- 7.5 "Professional misconduct" means conduct which, in the opinion of the Panel or the Appeal Board (as the case may be) constitutes conduct which
- (a) is a serious breach of the Code of Ethics and/or
 - (b) falls below proper professional standards.
- 7.6 Any Panel which shall have been established to investigate and adjudicate upon any complaint of professional misconduct shall be free to regulate its own procedures. The Disciplinary Body may issue guidelines for the assistance of such Panels.
- 7.7 The Code of Ethics shall be designed to ensure any allegation or complaint of professional misconduct shall be investigated and adjudicated upon fairly and in accordance with the principles of natural justice.
- 7.8 In the event that a Panel appointed to investigate and adjudicate upon a complaint of professional misconduct is of the opinion that the professional misconduct is sufficiently serious to warrant suspension from membership of the Institution the Panel may recommend to Council that such Member shall be suspended or excluded from membership as the case may be.
- 7.9 In the event that a Panel appointed to investigate and adjudicate upon a complaint of professional misconduct concludes that the Member against whom the complaint has

been made was guilty of professional misconduct the Panel may decide to issue a letter of reprimand to such member or require such Member to provide an undertaking to the Disciplinary Body as to his or her future conduct. Alternatively, the Panel may decide that having regard to all the circumstances, no sanction should be imposed.

- 7.10 In the event of such a recommendation being made to the Council by a Panel appointed to investigate and adjudicate upon a complaint of professional misconduct, the Council shall consider the recommendation and may accept the recommendation of the Panel or may substitute any lesser sanctions than those which the Panel may have imposed.
- 7.11 In the event that a Panel appointed to investigate and adjudicate upon a complaint of professional misconduct concludes that the Member against whom the complaint has been made was guilty of professional misconduct the Panel may direct such Member to make a contribution towards the reasonable costs and expenses of the Institution of and incidental to the investigation and adjudication of the complaint.
- 7.12 The Code of Ethics shall contain provision for the establishment of an Appeal Board to which a person aggrieved by any decision concerning his or her professional conduct may appeal. Such Appeal Board shall consist of a Barrister and two Past Presidents of the Institution and shall have full power to review, revise, alter or confirm any decisions in respect of which an appeal is brought before it. The decision of the Appeal Board shall be final and conclusive.
- 7.13 A person who has been removed from the Roll of the Institution, whether because of resignation, exclusion for non-payment of annual subscription or for professional misconduct shall cease to be entitled to use any designatory title of the Institution. The Institution may take such legal action as it considers necessary to prevent the improper use of its designatory titles. All Certificates of Designation shall be returned to the Institution by any person whose name has been removed from the Roll.

8 Indemnity

- 8.1 The members of the Council, the Executive Committees, and paid officials of the Institution shall be indemnified out of the funds and property of the Institution 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 of the Institution, 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.

9 Poll

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

10 Notices to Members

- 10.1 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 the Institution) through the post addressed to him/her at his/her recorded address.

- 10.2 Any notice sent by post shall be deemed to have been served at the expiration of seventy-two hours after it was posted, and in proving such service it shall be sufficient to prove that the notice or the packet containing it was properly addressed and posted.
- 10.3 A Member whose recorded address is not within the State 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.

11 Examinations

- 11.1 The Council may hold Examinations (including the examination of theses) of candidates for election or transfer.
- 11.2 The Council may make Rules, 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 Rules, Regulations and Guidelines governing the preparation and submission of Theses and Reports.

Section F Papers, Articles and Awards

1 Papers and Articles

- 1.1 The Council may publish the Transactions of the Institution or other such documents as it thinks fit.
- 1.2 The Council may make Regulations regarding the communication, presentation and publication of papers to the Institution.

2 Awards

- 2.1 The Council may make such awards of the Institution on such conditions as it may decide. The Secretary shall keep a list of such awards and details of the relevant conditions.

Section G Property and Assets of the Institution

1 Property

- 1.1 The property and effects of the Institution of all kinds whatsoever are vested in the Corporate Members in accordance with the Charter for the furtherance of the objects of the Institution.

2 Assets of the Institution

- 2.1 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 the Institution:
- (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 the Institution;
 - (b) the Council may deal with the funds of the Institution 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 object of the Institution;
 - (c) the Council may withdraw, sell or otherwise convert into money and deposit, fixed or floating asset or security of the Institution and may apply the moneys so obtained in any manner permitted by the Charter of the Institution;
 - (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 the Institution, 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 the Institution 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 the Institution's bankers or by the issue of debentures in such forms as the Council thinks fit, with or without charge upon the property of the Institution and 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 of the Institution 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 Committee to whom responsibility for the particular payment shall have been allocated by budget or otherwise as Council may decide.
- 2.2 The property and effects of the Institution of all kinds whatsoever are vested in the Corporate Members in accordance with the Charter for the furtherance of the objects of the Institution.

3 Control and Use of the Common Seal

- 3.1 The Institution shall have a common seal which shall be kept by the Secretary and shall be affixed to any document only on the Resolution of the Council and 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

1 Interpretation and Alteration of Bye-Laws

- 1.1 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.
- 1.2 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.

Seventh Edition 2003

This edition incorporates those alterations which have been approved as provided in Section H above since the first edition was published in 1969.