

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

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS an humble Petition has been presented unto Us by the President and Vice-Presidents of the unincorporated association known as The Fellowship of Engineering (hereinafter called “the former fellowship”) acting on behalf of the members thereof praying that We might be pleased to grant to it a Charter of Incorporation for the object of carrying on and developing its work and functions in the field of engineering and for the better discharge of its responsibilities under such regulations and with such powers as to Us might appear meet and expedient:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Prerogative Royal and of all other powers enabling us so to do have of Our especial grace, certain knowledge and mere motion granted and declared and by these Presents do for Us, Our Heirs and Successors grant and declare as follows:-

1. The persons who at the date hereof are members of the former fellowship and all such persons as may hereafter become members of the Body Corporate hereby constituted shall forever hereafter be one Body Corporate and Politic by the name of “The Royal Academy of Engineering” (hereinafter referred to as “the Academy”) and by that name shall have perpetual succession and a Common Seal with power to alter, break and make anew the said Seal from time to time at their will and pleasure and shall and may by the same name sue and be sued in all Courts in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

2. In this Our Charter and in the Statutes unless the context otherwise requires the following words shall have the following meanings:-

“the Board” shall mean the Governing Body of the Academy;

“the Regulations” means the Regulations adopted in accordance with paragraph 15. Regulations shall be of two kinds to be known as “General Regulations” and “Board Regulations”;

“the Statutes” means the Statutes set forth in the Schedule hereto or other the Statutes of the Academy for the time being in force;

“the Fellows” means the voting members of the Academy for the time being as defined in the Statutes;

“The Senior Fellow” means His Royal Highness The Prince Philip, Duke of Edinburgh, K.G., K.T., O.M., G.B.E.;

“Special Resolution” means a Resolution passed by not less than two-thirds of the members of the Board present and voting at a meeting of the Board, and passed

- i) at a General Meeting by a majority of not less than two thirds of the Fellows who vote in person or by proxy at the meeting, or
- ii) by written resolution, passed by a majority of not less than two thirds of the Fellows who vote, provided that no fewer than the number of Fellows required for a General Meeting quorum vote;

Trustee” means a member of the Board;

“Written Resolution” means a resolution in writing passed by a majority of the Fellows who vote. Such a resolution shall be as valid and effectual as if it had been passed at a General Meeting provided no fewer than the number of Fellows required for a General Meeting quorum vote. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Fellows and any such signed resolution may be transmitted in the manner prescribed by the Board including electronically; by telephone; by facsimile transmission or email and the same shall (for the avoidance of all doubt) be deemed to be in writing.

3. The object of the Academy shall be the pursuit, encouragement and maintenance of excellence in the whole field of engineering to useful purpose in order to promote the advancement of the science, art and practice of engineering for the benefit of the public, and in pursuance of that object (but not further or otherwise) the Academy shall have the following powers:-
 - (i) to establish, uphold and advance proficiency in the practice of engineering in its various branches;
 - (ii) to promote excellence in the education, training and experience of those engaged in engineering or related disciplines;
 - (iii) to stimulate excellence and encourage creativity and innovation in engineering and in research, development and design in the manufacture of engineering products and in engineering services;
 - (iv) to provide and exchange information on all branches of engineering and related subjects;
 - (v) to give advice to Our United Kingdom Government or to any other body on matters concerning the overall practice of engineering;
 - (vi) to co-operate and foster relations with other organisations and bodies whether cognate or not at home or overseas in pursuit of similar objects;
 - (vii) to invite and collect subscriptions and donations of all kinds whether absolute or conditional for the purposes of the Academy and to invest such subscriptions and donations as aforesaid and all other property of the Academy in the manner prescribed by the Statutes; and
 - (viii) to do all such acts and things as shall further the attainment of the object of the Academy or the exercise of any of the powers hereby conferred upon it.
4. The property and income of the Academy shall be applied solely towards the promotion of its objects as set out in this Our Charter and no portion thereof shall be paid or transferred whether directly or indirectly by way of bonus or dividend or otherwise by way of profit to the Fellows. Provided that nothing herein contained shall prevent the payment of out-of-pocket expenses and in good faith of reasonable remuneration to any officers or servants of the Academy other than Trustees or to any Fellow in return for services actually rendered to the Academy or the payment of interest at a reasonable rate on money lent by any such person for the purposes of the Academy.

5. (a) Fellows shall be elected as Fellows from among eminent engineers regarded by virtue of their personal achievements in the field of engineering as being of exceptional merit and distinction in accordance with the Statutes and shall be entitled to be distinguished by the title of "Fellow of The Royal Academy of Engineering" and to use the designatory letters "FREng". The number of Fellows shall not at any time exceed such numbers as shall from time to time be determined by the Board and approved by the Academy in General Meeting or by written resolution.
- (b) There shall be such other classes of membership of the Academy as the Board in accordance with the Statutes and with the approval of the Academy in General Meeting shall determine from time to time. The titles, qualifications, methods and terms of admission, privileges and obligations including liability to expulsion or suspension of members of each such class shall be such as the Board subject to the Statutes shall provide or, as subject thereto, the Board shall determine.
6. (a) There shall be a Board of the Academy consisting of such number of Trustees, with such qualifications and to be elected, appointed, nominated or constituted as Trustees in such manner and to hold office for such period and on such terms as to re-election, re-appointment, re-nomination, removal or otherwise as the Statutes and General Regulations shall provide.
- (b) The persons who at the date of this amendment of Our Charter are members of the Council shall (unless they cease to hold office) be the members of the Board until the Board is re-constituted in accordance with the Statutes.
7. The direction and management of the Academy and the government and control of its affairs and business shall be exercised by the Board, subject to the provisions of this Our Charter and of the Statutes. The business and proceedings of the Academy shall be regulated in such manner as it may (subject to any express provisions of this Our Charter or the Statutes) from time to time prescribe.
8. The Board may appoint an investment manager who it is satisfied after enquiry is a proper and competent person to act in that capacity and who is either (i) an individual of repute with at least 15 years' experience of investment management who is an authorised person within the meaning of the Financial and Services and Markets Act 2000 or (ii) a company or firm of repute which is an authorised or exempted person within the meaning of that Act, and the Board may delegate to such investment manager power at his discretion to buy and sell investments for the Academy in accordance with the investment policy laid down by Board and the conditions specified in the Statutes.
9. The Academy shall have such officers with such functions, tenure and terms of office as the Regulations shall prescribe and such other officers and employees as the Board may from time to time appoint.
10. Subject to the provisions of the Statutes the Board shall have power to delegate any of its powers either to committees appointed by it, or for the purpose of the investment of the Academy's property to a suitably qualified and experienced person of repute appointed from time to time by the Board.
11. There shall be such General Meetings and such other Meetings of the Academy as may be convened by the Board in accordance with the Statutes and General Regulations. At such meetings Fellows and others shall have such rights of attending and voting and such other rights and privileges as are prescribed by the Statutes and General Regulations.
12. The Board may subject to the other provisions of this Our Charter revoke, amend or add to the Statutes touching the government of the Academy, the conduct of members and any other matter whatsoever relating to the Academy:

Provided that no such revocation, amendment or addition to the said Statutes shall have any force or effect unless and until the same shall have been approved by a Special Resolution and until it shall have been approved by the Lords of Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

13. The Statutes set forth in the Schedule hereto shall be the Statutes of the Academy until the same shall have been revoked, amended or added to in manner aforesaid.
14. The Academy may by Special Resolution from time to time revoke, amend or add to any of the provisions of this Our Charter and such revocation, amendment or addition when allowed by Us, Our Heirs and Successors in Council shall become effectual so that this Our Charter shall thenceforth continue to operate as if it had been originally granted and made accordingly. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.
15. Subject to terms of this Our Charter, the administration of the Academy and its affairs may be further prescribed or regulated by Regulations. No such further prescription or regulation shall be effective to any extent to which it is inconsistent with the provisions of this Our Charter or the Statutes. Regulations shall be of two kinds to be known as "General Regulations" and "Board Regulations". General Regulations shall be made by the Fellows by Special Resolution. Board Regulations shall be made by the Board. Regulations of either kind may be added to, amended or revoked in like manner to that in which they were respectively made.
16. The Academy may in pursuance of a Special Resolution surrender this Our Charter and any Supplemental Charters subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the Academy in such manner as shall be directed by such General Meeting or in the default of such directions as the Board shall think fit having due regard of the liabilities of the Academy for the time being. If upon the winding up or a dissolution of the Academy there remains after the satisfaction of all debts or liabilities any property whatsoever the same shall not be paid to or distributed among the Fellows but shall be given to or transferred to such other charitable organisation as shall be nominated by the Fellows at such General Meeting or Special General Meeting and having provisions or regulations prohibiting the distribution of its or their income and property amongst its members to an extent at least as great as that imposed by Article 4 hereof, and if and so far as effect cannot be given to this provision then to some other object or purpose.
17. Lastly We do by these Presents for Us, Our Heirs and Successors grant and declare that these Our Letters shall be in all things valid and effectual in law according to the true intent and meaning thereof and to be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense for the best advantage of the Academy, any omission, mis-recital, non-recital or other omission, defect, matter or thing to the contrary notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the seventeenth day of May in the thirty-second year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

THE SCHEDULE

STATUTES OF THE ROYAL ACADEMY OF ENGINEERING

INTERPRETATION

1. In these Statutes unless the context otherwise requires:
 - (a) "the Charter" means the Royal Charter of Incorporation of the Academy as from time to time revoked, amended or added to.
 - (b) The Words "President", "Vice-President", and "Chief Executive" shall mean respectively the persons appointed or elected to those offices pursuant to Article 9 of the Charter.
 - (c) Words importing the singular number shall be construed as including the plural number and vice versa, words importing the masculine gender shall be construed as including the feminine gender.

MEMBERSHIP

2. The members shall consist of Royal Fellows, Fellows, Honorary Fellows, International Fellows and Emeritus Fellows.
3. The Board shall maintain a roll of Fellows in which shall be inscribed the names of all Fellows and a separate roll or rolls in which the names of members of other classes shall be recorded.
4. The following shall be eligible to become Fellows:
 - (a) Engineers of British nationality, who, save in circumstances to be decided from time to time by the Academy in General Meeting, shall be Chartered Engineers;
 - (b) Engineers who are not of British nationality but who, at the time of their election and during such period immediately before their election as may be prescribed in the Regulations, shall be and have been resident and working in the United Kingdom and who shall be Chartered Engineers or have an international engineering status equivalent to that of Chartered Engineer."
5. Royal Fellows shall be such members of the Royal Family as on the invitation of the Board shall agree to become Royal Fellows.
6. Persons not being Fellows who in the opinion of the Board have made or are making a distinguished contribution to the practice of engineering shall be eligible for election as Honorary Fellows. The number of Honorary Fellows shall not at any time exceed fifty and not more than five shall be elected in any one year.
7. Engineers who are not of British nationality but are in the opinion of the Board of international distinction in engineering shall be eligible to be elected as International Fellows. The number of International Fellows shall not at any time exceed one-tenth of the number of Fellows as reported in the most recently published Annual Report of the Academy, nor shall more than ten be elected in any one year.
8. Emeritus Fellows shall be such Fellows, who having reached the age of eighty years or over and upon their own request shall be called Emeritus Fellow. Emeritus Fellows will remain distinguished as Fellows and will continue to receive all Academy notices and will continue to enjoy the rights and obligations of Fellowship, but they will not actively be sought out to participate in the core Academy activities
- 9 (a) No person may hereafter become a Fellow, Honorary Fellow, International Fellow or Emeritus Fellow or a member of any class of the Academy unless he shall have been elected as such by the Academy in General Meeting or by written resolution in accordance with the Charter and these Statutes and no candidate shall be put forward for election unless his name shall have been submitted to the Board in the manner prescribed in the Regulations for the time being in force, provided that not more than sixty persons shall be elected as Fellows in any one year. A person not elected in any year may be put forward for election in subsequent years as the Regulations provide.

- (b) A person elected as aforesaid shall not become entitled to the privileges of membership until he has paid the appropriate entrance fee and subscription, signed the appropriate roll and agreed to abide by the Charter and these Statutes.
10. The Board may order the removal from the rolls of members the name of any Fellow or other member whose subscription is in arrears for not less than three months. Any Fellow or other member may also be censured or suspended or expelled from membership for cause as provided for by disciplinary regulations laid down by the Board from time to time. The decision(s) of the Board shall, subject to compliance with the disciplinary regulations of the Academy from time to time, be final and conclusive and the Board shall not be required to give any reason for its decision(s) The Board may in its discretion restore the name of any person so removed and may impose conditions or requirements for such restoration. On the removal of the name of any person from the roll as aforesaid he shall cease to be a Fellow or member in all respects.
11. Fellows and members of any other classes shall pay such entrance fees and annual subscriptions as the Board may from time to time determine and as may be authorised by the Academy in a General Meeting or by written resolution.
12. Every Fellow and member of any other class shall at all times so order his conduct as to uphold the dignity and reputation of the Academy and of his profession and shall comply with the provisions of his obligations to the Academy, the Charter and of these Statutes.

MEETINGS

13. (a) General Meetings of the Academy shall consist of Annual General Meetings and Extraordinary General Meetings. All Fellows shall be entitled to be present at all General Meetings and to take part in the discussions and vote thereat. Members of other classes shall be entitled to attend General Meetings and may on the invitation of the Chairman thereof speak, but may not vote thereat.
- (b) Ordinary Meetings shall be meetings called by the Academy to discuss engineering and other matters of concern to engineers and shall be open to all Fellows and such other persons as the Board may determine.
14. An Extraordinary General Meeting may be convened at any time by the Board and shall be convened on a requisition signed by not less than one-tenth of the total number of Fellows. If the Board does not within thirty days from the delivery of the requisition duly convene a General Meeting, the requisitionists may themselves within the next following ninety days convene such a meeting. No business shall be transacted at an Extraordinary General Meeting other than that which has been specified in the notice of the meeting.
15. The General Regulations shall specify the regulations and the conduct of General Meetings including the notice; quorum; proxy voting; adjournment; the chairmanship; the circumstances in which a poll may be demanded and the method of conducting polls; and arrangements for proxy voting.

THE BOARD

16. Unless otherwise determined by a General Meeting, there shall be a maximum of 15 Trustees including the President, who shall be appointed and elected in accordance with General Regulations.
17. The method of election, appointment and co-option of the Trustees, including the eligibility and term of office shall be determined by General Regulations. Notwithstanding paragraph 16 the persons who at the date of this amendment of the Statutes are members of the Council shall (unless they cease to hold office) be the members of the Board until their terms of office ends.
18. All Trustees with the exception of any Co-opted Trustees must be Fellows of the Academy.
19. Except as otherwise provided in these Statutes each Trustee shall have one vote when the vote is taken at a meeting of the Board, provided that the Chairman of any meeting of the Board shall in the event of equality of votes have a second or casting vote.

20. The office of a Trustee shall be vacated if
 - (a) he ceases to be a Fellow(unless a co-opted Trustee);
 - (b) he becomes a paid official of the Academy;
 - (c) he becomes incapable by reason of mental disorder;
 - (d) he has been adjudged bankrupt or has made a composition or arrangement with his creditors;
 - (e) he is removed from office by a resolution of the Academy passed in General Meeting or by written resolution or
 - (f) he gives notice to the Chief Executive of his wish to resign and his resignation is accepted by the Board.
21. The members for the time being of the Board may act notwithstanding any vacancy in their number.
22. The Board may co-opt any Fellow to fill a casual vacancy occurring within the Board but the Fellow so co-opted shall hold office only for the unexpired portion of his predecessor's term of office.
23. The Board shall cause Minutes to be made in books provided for the purpose of recording all proceedings, resolutions and decisions of the Board and of any Committees.
24. The Board may for the purpose of the exercise of its powers establish such committees as it shall from time to time determine. Such committees shall act on behalf of the Board and in accordance with the Charter and these Statutes. The committees shall exercise such of the functions of the Board as the Board shall from time to time determine, provided that every such committee shall regularly report all its proceedings to Board.
25. The Board may make, alter, add to or revoke Board Regulations for the election of Fellows, officers and Trustees, for the payment of subscriptions, the qualifications and conduct of members, the appointment of committees and for the conduct of any activity of the Academy, provided that any such Board Regulations shall be made consistently with the terms of the Charter and of these Statutes.
26. The appointment of a Chairman and Vice Chairman shall be set by Board Regulations, but in the absence of any such Board Regulations the President shall act as Chairman of the Board, and the Vice Presidents shall act as Vice Chairmen. In the case of the absence of the Chairman from any Board meeting, a Vice Chairman shall assume the Chair. In the event of the absence of the Chairman and Vice Chairman those present may elect a Chairman for the meeting.
27. The Chairman or the Secretary shall at any time summon a meeting of the Board, and shall also do so on the requisition of not less than two Trustees.
28. A resolution in writing signed by a majority of Trustees for the time being entitled to receive notice of a meeting of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Trustees and any such signed resolution may be transmitted by facsimile transmission or email and the same shall (for the avoidance of all doubt) be deemed to be in writing.
29. A meeting of the Board or a Committee of the Board may be held either in person or by telephone or using any televisual or other electronic or virtual means agreed by the Board in which all participants may communicate simultaneously with all the other participants.
30. The proceedings of Board, including the notice requirements and quorum shall be determined by Board Regulations.
31. All acts of the Board or of any Committee of the Board or of any member of the Board acting as such shall, notwithstanding that some fault be afterwards discovered in the election or appointment of a member or of that member, be as valid as if he had been duly elected or appointed.

THE CHIEF EXECUTIVE

32. (a) The chief executive officer of the Academy shall be appointed by and responsible to the Board and shall have the title of "Chief Executive" or such other title as the Board may with the approval of the Academy from time to time determine. The Chief Executive shall be responsible for the day to day administration of the Academy and shall engage, dismiss and be responsible for all persons employed under him. The Board may entrust to and confer upon the Chief Executive such executive powers as it may think fit.
- (b) The Board shall pay to the Chief Executive and to all persons employed under him such salaries, wages or remuneration as shall from time to time be determined, and the Board shall make such provision for and grant such pensions to them after their retirement from the service of the Academy as the Board may determine.

INVESTMENTS

33. (a) Subject to the Trustee Act 2000 as amended or extended from time to time, the Board may invest any moneys of the Academy not immediately required for the purposes of the Academy in the name of the Academy or of trustees or nominees on its behalf in such manner as the Board shall determine.
- (b) where the Board makes any delegation under Article 8 it shall:-
- (i) inform the investment manager in writing of the extent of the Academy's investment powers;
 - (ii) lay down a detailed investment policy for the Academy and immediately inform the investment manager in writing of it and of any changes to it;
 - (iii) ensure that the terms of the delegation of authority are clearly set out in writing and notify the investment manager;
 - (iv) ensure that it is kept informed of, and review on a regular basis, the performance of the investment portfolio managed by the investment manager and the exercise by him of his delegation of authority;
 - (v) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - (vi) review the appointment at such intervals not exceeding 24 months as it thinks fit; and
 - (vii) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Board shall decide and as are consistent with this Statute provided that such remuneration may include commission, fees and/or expenses earned by the investment if and only to the extent that such commission, fees and/or expenses are disclosed to the Board.
- (c) Where the Board makes any delegation under paragraph (b) above it shall do so on the terms that:-
- (i) the investment manager shall comply with the terms of his delegated authority;
 - (ii) the investment manager shall not do anything which the Board does not have the power to do;
 - (iii) the Board may with reasonable notice revoke the delegation or vary any of its terms in such manner as is consistent with the terms of paragraph (b) above; and
 - (iv) the Board shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on its behalf.

ACCOUNTS

34. The Board shall cause to be kept proper and sufficient accounts of the capital funds, receipts and expenditure of the Academy so as to give a true and fair view of the Academy's affairs and explain its transactions. A copy of every balance sheet, income and expenditure account and auditor's report shall be sent with the notice of the Annual General Meeting to every member entitled to receive such notice.
35. Every Fellow, member, officer or employee of the Academy shall be indemnified by the Academy against all losses, costs, claims and expenses which he may incur or become liable for by reason of anything done or omitted by him in good faith in the discharge of his duties in his capacity of Fellow, member, officer or employee of the Academy.

SEAL

36. The Academy shall have a Common Seal and the Board shall make regulations for the safe custody and use thereof.

NOTICE

37. A notice and any other document may be served by the Academy upon any member either:
 - (a) personally; or
 - (b) by sending through the post in a prepaid envelope or wrapper addressed to such member at his or her registered place of address; or
 - (c) by electronic means; or
 - (d) publication on a website of similar medium,.
38. Each Fellow, and other members, shall from time to time notify in writing to the Academy an address, which can include an electronic address, at which notices may be served upon him or her, which shall be deemed his or her registered place of address.
39. Any notice or other document required to be given by the Academy to the Fellows and other members or any of them and not expressly provided for by or in accordance with these Statutes shall be sufficiently given if advertised in such manner as may be determined by General Regulations.
40. Any notice or other document, if served by post, shall be deemed to have been served on the second working day following that on which the envelope containing the same is posted, and in proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted. Any notice or other document served by electronic means, including publication on the website, pursuant to these Statutes shall be deemed served on the day sent if sent on a business day before 4.00 pm but otherwise on the next following business day and in proving service of any such notice it shall be sufficient to prove that the notice was sent to the correct electronic address of the addressee or published on the website.
41. In the case of service publication on a website, or similar medium, notice shall be deemed to be served only if:
 - (a) the Fellow, or member, has also been served personally, by post or electronically a Notice of Availability that the notice or other document in question has been so published;
 - (b) the notice or other document in question is available for substantially the whole of any relevant notice period.

AMENDMENTS, AS APPROVED BY THE PRIVY COUNCIL, TO THE CHARTER AND STATUTES OF:

THE FELLOWSHIP OF ENGINEERING (SO NAMED UNTIL 16TH MARCH 1992); AND

THE ROYAL ACADEMY OF ENGINEERING (SO NAMED SINCE 16TH MARCH 1992)

16 MARCH 1992

SCHEDULE OF AMENDMENTS TO THE CHARTER

1. In Article 1 for “The Fellowship of Engineering” (hereinafter referred to as “The Fellowship”) *substitute* “The Royal Academy of Engineering” (hereinafter referred to as “the Academy”).
2. In Articles 2, 3, 4, 5(b), 6(a), 7, 8, 10, 11, 12, 13, 14 and 15 for the words “the Fellowship” whenever they appear and *substitute* the words “the Academy”.
3. In Article 5(a) for “Fellow of the Fellowship of Engineering” *substitute* the words “Fellow of The Royal Academy of Engineering”.

16 MARCH 1992

SCHEDULE OF AMENDMENTS TO THE STATUTES

1. In the heading for “THE FELLOWSHIP OF ENGINEERING” *substitute* “THE ROYAL ACADEMY OF ENGINEERING”.
2. In Statutes 1, 8(a), 9, 10, 11, 12(a), 12(b), 22, 23, 25(a), 25(b), 25(f), 26, 28, 32, 34(a), 34(c), 35, 36, 37 and 38 for the words “the Fellowship” wherever they appear *substitute* the words “the Academy”.
3. In Statute 8(a) in the last sentence for “subsequent year” *substitute* “subsequent years”.
4. In Statute 13-
 - (a) for “four” *substitute* “seven”;
 - (b) in the second sentence delete “of the Council” and after “Accounts” *insert* “of the Academy”.
5. In Statute 23(a) after “President,” *insert* “Past Presidents,” and for “five Honorary Secretaries” *substitute* “Honorary Secretaries elected in accordance with Statute 22, and the Chairman of the Membership Committee established by the Council pursuant to the Regulations if he shall not already be a member of the Council”.
6. In Statute 24 after “President” *insert* “and the Past Presidents”; and after “further term of three years” *insert* “in the same capacity”.
7. In Statute 25(a) for “Not later than 31st December in” *substitute* “In”.
8. In Statute 26 for “Fellows, members” *substitute* “Fellows”, and *insert* a comma between “Council” and “for”.
9. In Statute 32 *delete* “, one-third of whom shall be members of the Council” and *insert* full stop after “Committees”.

15 MARCH 1994

SCHEDULE OF AMENDMENTS TO THE CHARTER

In Article 5(a) for "The number of Fellows shall not at any time exceed one thousand." Substitute "The number of Fellows shall not at any time exceed such number as shall from time to time be determined by the Council and approved by the Academy in General Meeting."

14 FEBRUARY 1997

SCHEDULE OF amendments to the statutes

1. In Statutes 1(b), 25(a), 28(f) and 34 (title, (a) (twice) and (c)), for "Secretary" *substitute* "Executive Secretary".
2. In Statute 16-
 - (a) for "proceeds of business" *substitute* "proceeds to business";
 - (b) for "One tenth in the number of all the" *substitute* "Fifty"; and
 - (c) for "half an hour" *substitute* "one hour".
3. For Statute 22 *substitute*:-

"22. the Academy may if it thinks fit elect from time to time such number of Honorary Secretaries (each of whom shall be responsible to the Council) having such functions and designations as the Academy may from time to time determine."
4. In Statute 23(a)-
 - (a) for "Past Presidents" *substitute* "Immediate Past President"; and
 - (b) for "the Membership Committee established by the Council pursuant to the Regulations" *substitute* "each Standing Committee established by the Council pursuant to Statute 32".
5. In Statute 24 for "Past Presidents" *substitute* "Immediate Past President".
6. For Statute 30 *substitute*:-

"30. The Council may co-opt any Fellows to fill a casual vacancy occurring within the Council but:-

 - (i) the Fellow so co-opted shall hold office only for the unexpired portion of his predecessor's term of office; and
 - (ii) only a Past President may be co-opted to fill a casual vacancy in the office of Immediate Past President."
 7. In Statute 32 for all the text after "provided that" *substitute*:-

"(i) only Fellows shall serve on Standing Committees;

(ii) in relation to every other such committee at least a majority of the members thereof and its Chairman shall be Fellows; and

(iii) every such committee shall regularly report all its proceedings to the Council."
 8. In Statute 34-
 - (a) in sub-paragraph (a), for "and its Standing Committees" *substitute* ", to attend or be represented at the meetings of all Standing Committees".
 - (b) *delete* sub-paragraph (b) (show as "(b) (deleted)").

10 MARCH 1999

SCHEDULE OF amendments to THE CHARTER

1. in Article 5(a) for ““F.Eng”” substitute ““FREng””.
2. After Article 7 *add*:-

“7A. The Council may appoint an investment manager who it is satisfied after enquiry is a proper and competent person to act in that capacity and who is either (i) an individual of repute with at least 15 years’ experience of investment management who is an authorized person within the meaning of the Financial Services Act 1986 or (ii) a company or firm of repute which is an authorized or exempted person within the meaning of that Act otherwise than by virtue of s.45(1)(j) of that Act, and the Council may delegate to such investment manager power at his discretion to buy and sell investments for the Academy in accordance with the investment policy laid down by Council and the conditions specified in the Statutes.”.

3. In Article 9-
 - (a) after “powers” *insert* “either”; and
 - (b) after “persons” *insert* “, or for the purpose of the investment of The Academy’s property to a suitably qualified and experienced person of repute appointed from time to time by the Council”.

10 MARCH 1999

SCHEDULE OF amendments to the statutes

1. In Statute 4 *delete* “Chartered” and after “nationality” *add* “, who save in circumstances to be decided from time to time by the Academy in General Meeting shall be Chartered Engineers;”.
2. In Statute 21 for “three” *substitute* “six”.
3. *Re-number* Statute 35 as 35.(a) and at the end *add*:-

“(b) where the Council makes any delegation under Article 7A it shall:-

- (i) inform the investment manager in writing of the extent of the Academy’s investment powers;
- (ii) lay down a detailed investment policy for the Academy and immediately inform the investment manager in writing of it and of any changes to it;
- (iii) ensure that the terms of the delegation of authority are clearly set out in writing and notify the investment manager;
- (iv) ensure that it is kept informed of, and review on a regular basis, the performance of the investment portfolio managed by the investment manager and the exercise by him of his delegation of authority;
- (v) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
- (vi) review the appointment at such intervals not exceeding 24 months as it thinks fit; and
- (vii) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Council shall decide and as are consistent with this Statute provided that such remuneration may include commission, fees and/or expenses earned by the investment if and only to the extent that such commission, fees and/or expenses are disclosed to the Council.

- (c) Where the Council makes any delegation under paragraph (b) above it shall do so on the terms that:-
- (i) the investment manager shall comply with the terms of his delegated authority;
 - (ii) the investment manager shall not do anything which the Council does not have the power to do;
 - (iii) the Council may with reasonable notice revoke the delegation or vary any of its terms in such manner as is consistent with the terms of paragraph (b) above; and
 - (iv) the Council shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on its behalf.”.

29 OCTOBER 2004

SCHEDULE OF amendments to the statutes

1. *Delete* “Foreign Members” and “Foreign Member” wherever they occur in Statutes 2, 7 and 8 and *substitute* “International Fellows” and “International Fellow” respectively.

2. *Delete* Statute 4 and *substitute*:-

“4. The following shall be eligible to become Fellows:

- (a) Engineers of British nationality, who, save in circumstances to be decided from time to time by the Academy in General Meeting, shall be Chartered Engineers;
- (b) Engineers who are not of British nationality but who, at the time of their election and during such period immediately before their election as may be prescribed in the Regulations, shall be and have been resident and working in the United Kingdom and who shall be Chartered Engineers or have an international engineering status equivalent to that of Chartered Engineer.”

22 OCTOBER 2008

SCHEDULE OF amendment to the statutes

In Statute 7 *delete* “one hundred” and *substitute* “one-tenth of the number of Fellows as reported in the most recently published Annual Report of the Academy”.

7th APRIL 2014

SCHEDULE OF AMENDMENTS TO THE CHARTER

In Article 1 leave out the words ““The Academy” and insert “the Academy”.

Article 2 shall be amended to read as follows

“In this Our Charter and in the Statutes unless the context otherwise requires the following words shall have the following meanings:-

“the Board” shall mean the Governing Body of the Academy;

“the Regulations” means the Regulations adopted in accordance with paragraph 15. Regulations shall be of two kinds to be known as “General Regulations” and “Board Regulations.

“the Statutes” means the Statutes set forth in the Schedule hereto or other the Statutes of the Academy for the time being in force;

“the Fellows” means the voting members of the Academy for the time being as defined in the Statutes;

“The Senior Fellow” means His Royal Highness The Prince Philip, Duke of Edinburgh, K.G., K.T., O.M., G.B.E.;

“Special Resolution” means a Resolution passed by not less than two-thirds of the members of the Board present and voting at a meeting of the Board, and passed

- i) at a General Meeting by a majority of not less than two thirds of the Fellows who vote in person or by proxy at the meeting, or
- ii) by written resolution, passed by a majority of not less than two thirds of the Fellows who vote, provided that no fewer than the number of Fellows required for a General Meeting quorum vote.

“Trustee” means a member of the Board;

“Written Resolution” means a resolution in writing passed by a majority of the Fellows who vote. Such a resolution shall be as valid and effectual as if it had been passed at a General Meeting provided no fewer than the number of Fellows required for a General Meeting quorum vote. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Fellows and any such signed resolution may be transmitted in the manner prescribed by the Board including electronically; by telephone; by facsimile transmission or email and the same shall (for the avoidance of all doubt) be deemed to be in writing.”

In Article 3 leave out the words ““The Academy” and insert “the Academy”.

In Article 4 leave out the words ““The Academy” and insert “the Academy” and leave out the words “members of the Board” and insert “Trustees”.

Paragraph (i) of Article 5 shall be amended to read as follows

“Fellows shall be elected as Fellows from among eminent engineers regarded by virtue of their personal achievements in the field of engineering as being of exceptional merit and distinction in accordance with the Statutes and shall be entitled to be distinguished by the title of “Fellow of The Royal Academy of Engineering” and to use the designatory letters “FREng”. The number of Fellows shall not at any time exceed such numbers as shall from time to time be determined by the Board and approved by the Academy in General Meeting or by written resolution.”

In Article 5 leave out the word “Council” and insert “Board”.

Article 6 shall be amended to read as follows

- “i) There shall be a Board of the Academy consisting of such number of Trustees with such qualifications and to be elected, appointed, nominated or constituted as Trustees in such manner and to hold office for such period and on such terms as to re-election, re-appointment, re-nomination, removal or otherwise as the Statutes and General Regulations shall provide.
- ii) The persons who at the date of this amendment of Our Charter are members of the Council shall (unless they cease to hold office) be the members of the Board until the Board is re-constituted in accordance with the Statutes.”

In Article 7 leave out the word “Council” and insert “Board”.

Existing Article 7A shall be renumbered as Article 8, with the following amendments: leave out the word “Council” and insert “Board”; leave out the words ““The Academy” and insert “the Academy”; leave out the words “Financial Services Act 1986” and insert “Financial and Services and Markets Act 2000” and leave out the words “otherwise than by virtue of s.45(1)(j) of that Act”.

Existing Article 8 shall be renumbered as Article 9 with the following amendments: leave out the word “Council” and insert “Board”; leave out the words ““The Academy” and insert “the Academy”; leave out the word “Statutes” and insert “Regulations”; leave out the word “servants” and insert “employees”.

Existing Article 9 shall be renumbered as Article 10 and shall be amended to read as follows

“Subject to the provisions of the Statutes the Board shall have power to delegate any of its powers either to committees appointed by it, or for the purpose of the investment of the Academy’s property to a suitably qualified and experienced person of repute appointed from time to time by the Board.

Existing Article 10 shall be renumbered as Article 11 with the following amendments: leave out the word “Council” and insert “Board”; leave out the words ““The Academy” and insert “the Academy” and insert the words “and General Regulations” after “Statutes” in both instances.

Existing Article 11 shall be renumbered as Article 12 with the following amendments: leave out the word “Council” and insert “Board”; leave out the words ““The Academy” and insert “the Academy”.

Existing Article 12 shall be renumbered as Article 13 with the following amendment: leave out the words ““The Academy” and insert “the Academy”.

Existing Article 13 shall be renumbered as Article 14 with the following amendment: leave out the words ““The Academy” and insert “the Academy”.

Insert a new Article 15 to read

“Subject to terms of this Our Charter, the administration of the Academy and its affairs may be further prescribed or regulated by Regulations. No such further prescription or regulation shall be effective to any extent to which it is inconsistent with the provisions of this Our Charter or the Statutes. Regulations shall be of two kinds to be known as “General Regulations” and “Board Regulations”. General Regulations shall be made by the Fellows by Special Resolution. Board Regulations shall be made by the Board. Regulations of either kind may be added to, amended or revoked in like manner to that in which they were respectively made.”

Existing Article 14 shall be renumbered as Article 16 with the following amendments: leave out the word “Council” and insert “Board”; leave out the words ““The Academy” and insert “the Academy”.

Existing Article 15 shall be renumbered as Article 17 with the following amendments: leave out the word “Council” and insert “Board”; leave out the words ““The Academy” and insert “the Academy”.

7th APRIL 2014

SCHEDULE OF AMENDMENTS TO THE STATUTES

That the Academy’s Statutes of 17th May 1983 (as from time to time amended) be revoked and that they be replaced by Statutes substantially in the form of the draft contained in the Schedule hereto. 19

GENERAL REGULATIONS OF THE ROYAL ACADEMY OF ENGINEERING

1. GENERAL MEETINGS

- 1.1 The Annual General Meeting shall be held in the first seven months of each financial year or at such other time not being more than fifteen months after the last preceding Annual General Meeting as may be determined by the Board and at such place and at such time as may be appointed by the Board. The business of the Annual General Meeting shall be: -
 - 1.1.1 the announcement of the results of the election of new Fellows, International Fellows and Honorary Fellows;
 - 1.1.2 the presentation of the Annual Report and audited statement of Accounts for the previous financial year;
 - 1.1.4 the announcement of the results of the election of ordinary members of the Board, of governance members of the Board and of the President (where applicable) for the ensuing years;
 - 1.1.5 the appointment of Auditors;
 - 1.1.6 any other business which has been specified in the notice of the meeting including any matter properly raised in the opinion of the President by one or more individual Fellows and notified in writing to the Chief Executive not less than 60 days prior to the date of the meeting.
- 1.2 All matters put to the vote at a General Meeting, with the exception of Special Resolutions, shall be decided by a simple majority. In the case of a tie, the Chairman of the meeting shall have a casting vote. A vote can be by a show of hands, a ballot or by electronic voting mechanism (at the absolute discretion of the Board).
- 1.3 An Extraordinary General Meeting may be convened at any time by the Board. The Senior Fellow or the President may at any time call an Extraordinary General Meeting of the Academy, when it may appear to them to be necessary.
- 1.4 Not less than twenty-eight days' notice of every General Meeting shall be given to every member entitled to attend and such notice shall specify the place, day and hour of the meeting and the general nature of the business to be transacted provided that the accidental omission to give notice of a General Meeting to or the failure of the delivery of the notice of a meeting to any member entitled to receive the same shall not invalidate the proceedings of that meeting.
- 1.7 At such an Extraordinary General Meeting, no business shall be brought forward other than that which has been so notified.
- 1.8 No business shall be transacted by any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Fifty Fellows shall be a quorum. If within half an hour after the time appointed for the General Meeting a quorum is not present, the General Meeting shall stand adjourned to such day (not being more than 21 days thereafter) and at such hour and place as the Chairman thereof shall determine, and, if at such adjourned meeting a quorum is not present, those Fellows who are then and there present and entitled to vote shall be a quorum and may transact the business for which the General Meeting was called.
- 1.9 The Chairman of any General Meeting may (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but the only business to be transacted in any reconvened meeting shall be that of the meeting at which such adjournment took place.

- 1.10 The Senior Fellow when present shall be Chairman at every General Meeting should he wish and, in his absence, or if he shall not wish to take the Chair, it shall be taken by the President or failing that a Vice-President or failing any Vice-President by a Fellow elected by the meeting. The Chairman of a General Meeting shall have a casting vote in the event of equality of votes.
- 1.11 At any General Meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll be demanded by the Chairman or by at least three Fellows present in person. Unless a poll be so demanded a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost and an entry made to that effect in the minute book of the Academy shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 - 1.12.1 Except as provided for above, if a poll be duly demanded it shall be taken forthwith or in such manner as the Chairman shall direct and s/he may appoint scrutineers (who need not be Fellows), and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 - 1.12.2 The demand for a poll may be withdrawn before the poll is taken with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
 - 1.12.3 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 1.13 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman of the General Meeting shall direct.
- 1.14 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- 1.15 Prior to notice being given for each General Meeting the Board may determine that each Fellow shall have the right to appoint a proxy. If proxy voting is allowable the Board will make regulations to govern proxy voting. A proxy must be a Fellow of the Academy.
- 1.16 The proceedings at any General Meeting shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- 1.17 In accordance with the Statutes, the only members having the right to vote at a General Meeting or on the appointment of candidates for Fellowship or election of any Board Member whether by written resolution, poll or electronic vote or some other means, shall be the Fellows (in accordance with Statute 4) and the Emeritus Fellows (in accordance with Statute 8), subject to the provisions of Board Regulation 4.2.

2. THE BOARD

- 2.1 The Board shall consist of: -
- (1) The President;
 - (2) 9 ordinary members directly elected by the Fellows from among their own number;
 - (3) 3 governance Committee Chairs of the Board, who shall be selected by the Nominations Committee from among the Fellows and approved by the Fellows in accordance with Regulation 2.6 below, to chair the Finance Committee, the Audit and Risk Committee and the Membership Committee (respectively);
 - (4) Up to 2 members who may be co-opted by the Board. Such members need not be Fellows;
 - (5) Provided that no person who is a paid official of the Academy may be a Trustee of the Academy.
- 2.2 All Trustees, with the exception of the President and co-opted members, shall serve a term of three years and shall be eligible for re-election for one further term of three years in the same capacity. All Trustees, with the exception of the President, will have a maximum term of office of six years and may not serve again until one year has elapsed. For the purpose of this Regulation a year shall be determined as the period between Annual General Meetings at which the results of the election of the Trustees are announced.
- 2.3 In each financial year and before the Annual General Meeting for that year the Board shall invite Fellows to nominate candidates from their own number for election to fill any vacancies arising among the ordinary members of the Board, whose election shall be effective from the conclusion of such Annual General Meeting. The Board shall fix a deadline for such nominations to be delivered to the Academy before the dispatch of the notice for the Annual General Meeting.
- 2.4 The election of ordinary members of the Board may be by either electronic or paper ballot (at the absolute discretion of the Board) and shall use the single transferable vote method of voting. All ballots for the election of ordinary members shall be conducted in such manner as may be specified in these Regulations and the Board Regulations, and the results thereof shall be announced at the Annual General Meeting. The Board shall appoint independent scrutineers to count the votes and to ascertain and/or confirm the election results, as the case may be.
- 2.5 Co-opted Trustees will hold office on a one year renewable basis, up to a maximum of six years.
- 2.6 The governance Committee Chairs of the Board shall be selected by the Nominations Committee and approved by the Fellows in the manner specified in these Regulations.
- 2.6.1 The Nominations Committee shall agree upon a description of the skills and experience required for each of the chairs of the Finance Committee, the Audit and Risk Committee and the Membership Committee (respectively) and set criteria for selection for each role (Selection Criteria). The Selection Criteria shall be approved by the Board.
- 2.6.2 In each financial year and before the Annual General Meeting for that year, the Nominations Committee shall circulate the Selection Criteria for any governance member positions to become vacant on the Board following the Annual General Meeting, to the Board and to the Fellowship and invite nominations for such governance member position(s). Nominators must submit a CV for the Fellow they are nominating, together with a short statement explaining why their proposed candidate meets the Selection Criteria for the role for which they have been nominated, together with written confirmation from the candidate that they agree to being nominated.

- 2.6.3 The Nominations Committee shall make its own enquiries among the Fellowship and produce its own list of potential candidates who are considered to fulfil the Selection Criteria. These potential candidates shall then be approached by the Nominations Committee and asked to apply for election to the relevant governance member position. In order to be considered, all such approached candidates must submit a CV, together with a short statement explaining why they meet the Selection Criteria for the role, together with written confirmation that they agree to being considered for selection.
- 2.6.4 The Nominations Committee shall meet to consider the list of nominations, as well as the Nominations Committee's own list of potential candidates, and shall shortlist candidates based on their suitability to fulfil the responsibilities of the vacant position(s), as assessed against the Selection Criteria.
- 2.6.5 The Nominations Committee shall invite shortlisted candidates to meet them to discuss their suitability for selection for the vacant position for which they have been nominated. The Nominations Committee will then invite their preferred candidate to accept their selection which, if accepted, will be subject to approval by the Fellows.
- 2.6.6 The Fellows will be balloted as to whether the Nominations Committee's selected candidate should be approved or rejected. A selected candidate requires approval from a majority of the voting Fellows in order to be elected as a governance member of the Board.
- 2.6.7 Subject to Regulation 2.6.8 below, the result of the election to approve or reject a selected candidate as a governance member shall be announced at the Annual General Meeting and the approved governance member's election shall be effective from the conclusion of such Annual General Meeting.
- 2.6.8 If the Fellowship rejects the candidate selected by the Nominations Committee, the Nominations Committee shall meet as soon as is reasonably practicable to agree on the selection of a new candidate for the vacant governance member position, who fulfils the Selection Criteria, for approval by the Fellows in the manner set out in Regulation 2.6.6. The result of such an election shall be communicated to the Fellows by email, and announced on the Academy's website, within two working days of the election result being confirmed by the scrutineers and the elected governance member of the Board's election shall be effective from the date of the election result being announced to the Fellows. For the avoidance of doubt, the period between the election of a governance member of the Board and the next Annual General Meeting shall be considered to be a complete year for the purposes of calculating a three-year term of office.

3. OFFICERS

- 3.1 The President shall be elected as hereinafter mentioned and shall hold office for not more than five years from the date of election and shall not be eligible for re- election as President.
- 3.2 The nomination and election procedure for the President shall be determined by the Board Regulations.
- 3.3 There shall be at least two Vice-Presidents, who shall be elected by the Board, from amongst the Trustees.

BOARD REGULATIONS OF THE ROYAL ACADEMY OF ENGINEERING

1. INTRODUCTION

- 1.1 The Charter, Statutes and General Regulations, circulated to all Fellows, state the objects of The Royal Academy of Engineering (hereinafter referred to as the Academy) and the framework in which it operates.
- 1.2 Furthermore the Charter provides for Board Regulations and Statute 25 states that “The Board may make, alter, add to or revoke Board Regulations for the election of Fellows, officers and members of the Board, for the payment of subscriptions, the qualifications and conduct of members, the appointment of committees and for the conduct of any activity of the Academy, provided that any such Board Regulation shall be made consistently with the terms of the Charter and of these Statutes”.

2. ELECTION PROCEDURE FOR FELLOWS

- 2.1 The Board has ultimate responsibility for setting the policy and management of the Fellowship process. The Board shall exercise this responsibility in the following way:
 - 2.1.1 The Board shall determine the criteria for excellence by which candidates may be considered eligible for election to the Fellowship. To be regarded as being excellent as practising engineers, it must be demonstrable that significant outcomes have been crucially dependent on their personal engineering contributions. The criteria for excellence will vary from candidate to candidate but will contain one or more of the following essential attributes:
 - 2.1.1.1 Leaders in major organisations who have ultimate responsibility for the technical decisions taken and application of excellent engineering practice.
 - 2.1.1.2 Engineers in academic and research institutes, industrial, commercial, government or military organisations whose inventions, innovations, research or development efforts resulted in significant new products, processes or practices.
 - 2.1.1.3 Engineers who made outstanding technical contributions to major projects and new practices.
 - 2.1.1.4 Leaders of engineering departments with evidence of major personal engineering achievements.

Also relevant are:

- 2.1.1.5 Influential contributions to major committees and agencies concerned with engineering policy or practice;
- 2.1.1.6 Evidence anticipating likely sustained service to the Academy.
- 2.1.2 The Board shall review the composition of the Fellowship and set objectives for the membership process to achieve over a three to five year time scale.
- 2.1.3 The President shall report to the Fellowship, via the Annual Review, the Board’s long term aspirations for the composition of the Fellowship and the progress being made to achieve them.
- 2.1.4 The Board shall determine, and review not less than once every three years, the criteria for excellence by which nominations are judged by the Membership Committee and Panels suitable to be put forward for election to the Fellowship.

- 2.1.5 The Board shall delegate the operation of the membership process to the Membership Committee.
- 2.2 The Board shall monitor annually the processes whereby potential candidates are identified with the aims of encouraging Fellows to make nominations and of bringing candidates into the system from diverse sources.
- 2.3 The Board shall monitor annually the processes whereby newly elected Fellows are brought into the activities of the Academy.
- 2.4 The Board shall appoint, from among the Fellows, a Panel called the Proactive Nominations Panel to consist of a Chair and a number of Members which Board shall determine.
- 2.4.1 The Proactive Nominations Panel shall seek out people in the target areas determined by the Board as suitable for nomination to the Fellowship.
- 2.4.2 The Proactive Nominations Panel shall identify Fellows to act as champions for each person identified and to develop nominations. These nominations shall be passed into the membership system to be processed in the same way as all other nominations.
- 2.5 The Board shall appoint from among the Fellows, on the recommendation of the Nominations Committee, a Committee called the Membership Committee. The chair of the Membership Committee shall be the governance member of the Board elected to hold this position. The other members of the Membership Committee shall each chair one of the Selection Panels, which considers the list of proposed candidates for election as Fellows of the Academy.
- 2.5.1 The Membership Committee will be the guardian of excellence in determining which candidates may go forward for election as Fellows. The Chairman of the Membership Committee will work with the Nominations Committee to propose to the Board which Fellows should be appointed onto the Membership Committee, to chair the Selection Panels, as vacancies arise.
- 2.5.2 The Membership Committee and Selection Panels will have complete freedom to act within the criteria for election set down by the Board. Excellence will be the sole criterion by which nominations are judged by the Membership Committee, and the Board will not set targets for the composition of candidates to go forward for election.
- 2.5.3 The chair of the Membership Committee will report to the Board each year with an analysis of successful nominations and also an analysis of why other nominations failed and what might be done to improve them.
- 2.6 It shall be the responsibility of the Chair of the Membership Committee, from the deliberations of the Membership Committee, to submit a list of not more than 50 names of candidates for Fellowship and not more than five candidates for International Fellowship to the Board for approval before each Annual General Meeting.
- 2.7 Each of the members of the Membership Committee will chair a Selection Panel with purview over such areas and sectors of the whole field of engineering as the Membership Committee shall determine from time to time. Each of the members of the Membership Committee, through their chairmanship of a Selection Panel, shall undertake responsibility for consideration and promotion of candidates in their respective fields.
- 2.8 To assist them in their work, each of the members of the Membership Committee shall nominate not less than five nor more than fifteen Fellows for appointment as Selection Panel members. Such Fellows so nominated shall have expertise and professional knowledge in one of the branches of engineering which falls to be considered by that Selection Panel.

- 2.9 The chairman of the Membership Committee shall have the right to attend, but without voting rights, the meetings of all Selection Panels.
- 2.10 Taking one year with another, there shall be a rotation of the membership of the Membership Committee, such that no individual Fellow normally chairs a Selection Panel, for more than three years.
- 2.11 Except as prescribed in the procedure set out in 2.15 below, all candidates shall be recommended by a citation on a prescribed form endorsed by two Fellows both of whom shall certify their recommendation from personal or professional knowledge, but the Chairman of the Membership Committee shall have power to sign a citation on behalf of a sponsoring Fellow on receiving a request from him/her to do so. The nominee and one of the sponsoring Fellows may be employed by the same organisation, but the second sponsoring Fellow shall not have been employed by that same organisation within a minimum of twelve months prior to the date of the nomination.
- 2.12 The citation shall specify the name, rank, profession, qualifications, nationality, date of birth and usual place of residence of the candidate. It shall also include a statement, not less than 200 nor exceeding 500 words, of the candidate's personal achievements in engineering. A citation in respect of a candidate who is not a Chartered Engineer must make that fact clear and provide an account for its absence.
- 2.13 The citation when complete shall be delivered to the Chief Executive on a date to be determined by the Membership Committee and shall be registered, with the date of delivery, in a book or electronic file to be kept for that purpose.
- 2.14 Of the Fellows who sign a citation from personal or professional knowledge one shall undertake the responsibility to act as proposer and shall be the channel of communication with the candidate.
- 2.15 The requirements for Fellows to sign or endorse citations as set out in 2.11 may be varied in the following circumstances:
- 2.15.1 In January of each calendar year the Chief Executive to the Academy shall write to the President of each of the Chartered Engineering Institutions inviting the nominations of new candidates using the prescribed Proposal Forms. The form may be signed by the President of the appropriate Institution acting as proposer even if not a Fellow, but it must additionally be signed by a Fellow who is prepared to give support and who is able to speak with personal or professional knowledge of the candidate.
- 2.15.2 In the case of candidates nominated to be International Fellows, the proposer or seconder may be an existing International Fellow, but the nomination must be signed by a Fellow who is prepared to give support and who is able to speak with personal or professional knowledge of the candidate.
- 2.16 The details of each candidate, after being registered by the Chief Executive, shall be circulated to all members of the Membership Committee which, after considering the advice of its appropriate Selection Panel shall consider whether or not there is a case for submitting the candidate's name to the Board as one which should be considered for election by the Fellows.
- 2.17 To be eligible to become Fellows, in addition to the professional qualification requirements set out in Statute 4(b), engineers who are not of British nationality must be resident and working in the United Kingdom for a period of not less than three years immediately before their election.

Honorary Fellows

- 2.18 The Board considers that Honorary Fellowship is no mere honour or trophy. Such members shall be expected and encouraged to play a part in Academy activities, including the right to propose candidates for election to the Fellowship. Candidates for Honorary Fellowship shall be invited to join the Academy at the personal request of the President, who should be encouraged to meet them and discuss their likely contribution to the Academy before the final vote at The Board. The following criteria shall be used by the Nominations Committee in judging whether nominated candidates are worthy to be considered for election as Honorary Fellows:
- 2.18.1 Honorary Fellowship will be reserved for those people who have made significant achievements in advancing the cause of engineering, for example a non-engineer who leads an engineering company.
- 2.18.2 Any evidence anticipating likely service to the Academy.
- 2.19 The distinguished nature of Honorary Fellowship shall not require them to pay any joining fee or subscription. However they shall receive annual notices reminding them that their Honorary Fellowship is continuing and requesting a donation.
- 2.20 The Chairman of the Membership Committee shall submit to the Board for ratification the list of names of candidates for Fellowship and International Fellowship to be put to the Annual General Meeting for election.
- 2.20.1 The Chair of the Nominations Committee shall submit to the Board the name of the Honorary Fellow to be put to the Fellowship for election.
- 2.21 Along with the notice of the Annual General Meeting, the Chief Executive shall send to each Fellow the list, in alphabetical order, of those candidates together with supporting citations recommended by the Board for election to the Academy.
- 2.22 Each Fellow eligible to vote at the Annual General Meeting shall be eligible to vote on the candidates by either electronic or paper ballot (at the absolute discretion of the Board). Each Fellow shall have the opportunity of deleting the names from the list of any candidates he/she considers unsuitable for election at that meeting.
- 2.23 When the vote has concluded, the votes shall be opened in the presence of at least two of the three scrutineers appointed by the Chief Executive and the scrutineers will record the number of times the name of any candidate has been deleted. In the absence of the President, the Chairman of the Meeting shall then declare elected to the Academy all those candidates for whom the sum of the deletions does not exceed fifteen per cent of those Fellows eligible to vote.
- 2.24 For a candidate not elected to the Academy in the first year, the citation shall be reconsidered for one further year. If not elected by the end of that period a new citation shall not be accepted until after one annual election has taken place. Any such citation will then be considered for up to two years. Thereafter one annual election shall have elapsed before the candidate shall be considered for a further two successive years on the basis of another new citation, this timescale being continued indefinitely unless either the candidate is elected or is withdrawn by the proposer.

3. ADMISSION OF FELLOWS AND OTHER CLASSES OF MEMBER

- 3.1 For the avoidance of doubt, all new Fellows and other classes of member become a Fellow or other class of member at the close of the Annual General Meeting. Every person normally resident in the United Kingdom who is elected a Fellow shall, wherever possible, appear for admission at the New Fellows' Dinner or otherwise by arrangement at the Academy's offices before the next Annual General Meeting after election.
- 3.2 The admission of any Fellow into the Academy shall be in the following manner. Having first made the payments required by these Regulations, he/she shall subscribe the Obligation in the Register of Fellows and be introduced to the Royal Fellow, or in his absence the President.
- 3.3 No new Fellow shall be entitled to vote at any election or meeting of the Academy until admitted in the manner specified above.
- 3.4 International Fellows will be admitted at the New Fellows' Dinner or by arrangement on visiting the United Kingdom in order to complete the formalities including signing of the Register of Fellows.
- 3.5 Honorary Fellows will be admitted in the same manner as normally UK resident Fellows.
- 3.6 Every person elected to the Academy shall before admission subscribe the Obligation in the following words: -

"We, who have hereunto subscribed, do hereby promise that we will endeavour to promote the objects of The Royal Academy of Engineering and to pursue the ends for which the same was founded; that we will observe the Charter, Statutes and Regulations of the Academy. Provided under their hand that they desire to withdraw from the Academy, they shall be free from this obligation for the future".

4. SUBSCRIPTIONS

- 4.1 Every person elected to the Academy shall before admission and thereafter for so long as remaining a Fellow pay such a sum as the Fellows, on the recommendation of the Board, may resolve as an annual subscription. In addition, a newly elected Fellow shall pay an entrance fee of a sum determined in the manner described above. The payment of this subscription will fall due on 1st January in each year and if any Fellow has not paid the subscription by 31st March in that year he/she shall be notified in writing to his/her usual address that payment is due. If payment is not subsequently made reminders will be sent at intervals and at an appropriate point he/she will be informed that failure to pay the subscription within a reasonable period may result in the privileges of the Academy being withdrawn. In this eventuality the individual so circumstanced may address a solicitation for re-admission to the President who will state the case of the individual so circumstanced at the next following Annual General Meeting and the question of re-admission will be put to the vote at that meeting and resolved by a simple majority.
- 4.2 No new Fellow shall be entitled to vote at any election or meeting of the Academy until he/she has made the payments required by these Regulations.

5. DEATH OR EXPULSION OF FELLOWS

- 5.1 The death and expulsion of any Fellow shall be recorded in the Register of Fellows and in the Annual Report of that year.

6. BOARD

- 6.1 The quorum of the Board is six members, or one half of the current membership of the Board - whichever is lower.
- 6.2 The Board will have a Nominations Committee, which will be charged with overseeing the nomination and election process. The Nominations Committee will identify potential candidates to be nominated for ordinary membership of the Board, in addition to those candidates who have self-nominated, as well as identifying, interviewing and selecting governance members of the Board for approval by the Fellows. This will be to ensure that there was a wide selection of candidates, and sufficient candidates that met the needs of the Board in regards to skill and experience.
- 6.3 The Nominations Committee will have a role in giving guidance on what the skills requirements are, to both candidates and Fellows (when voting). The Nominations Committee will also lead on the co-options to the Board.
- 6.4 A timetable for the nomination and election process shall be fixed for each year. In each financial year Fellows shall be invited to nominate candidates from their own number for election to fill all ordinary member vacancies for the ensuing year, whose election shall be effective from the conclusion of such Annual General Meeting. A deadline shall be fixed for such nominations to be delivered to the Academy before the despatch of the notice for the Annual General Meeting.
- 6.5 Fellows will also be invited to nominate candidates from their own number to be considered for selection by the Nominations Committee to serve as a governance member of the Board, in accordance with the General Regulations.
- 6.6 Fellows being nominated for election as ordinary members of the Board shall be supported by four other Fellows and provide his/her current affiliation together with confirmation that the nominated Fellow agrees to being nominated for election.
- 6.7 Before the Annual General Meeting, the Nominations Committee shall prepare:
 - 6.7.1 a list of candidates, nominated by Fellows or by the Nominations Committee, to stand for election as ordinary members of the Board for the ensuing year (and the Nomination Committee's candidates will not be identified as such on the ballot)
 - 6.7.2 the name(s) of the candidate(s) selected by the Nominations Committee to fill any vacancies for the governance members of the Board for the ensuing year.
- 6.8 In drawing up the lists of candidates for election as ordinary members of the Board, the Nominations Committee shall take note of the fields of activity of those ordinary members of the Board who are not retiring so as to preserve a reasonable balance of such fields of activity on the Board from across the profession.
- 6.9 Before the Annual General Meeting the Chief Executive will send to all Fellows a list of candidates for ordinary membership of the Board and the names of the proposed selected candidate(s) as governance member(s) of the Board for approval by the Fellows, together with ballot papers, or details for electronic or telephone voting, as considered appropriate by the Board. Voting for ordinary members of the Board will be by the single transferable vote and voting for governance members of the Board shall be by majority vote of the Fellows. Votes must be returned within 28 days from the date of posting. The result of the elections will be announced at the Annual General Meeting, from the conclusion of which the elections will become effective.
- 6.10 Any Fellow wishing to have a matter brought to the attention of the Board shall write to the Chief Executive who will arrange to have it considered at the next meeting of the Board and will subsequently inform the Fellow of the outcome.

7. COMMITTEES

- 7.1 The Board will establish Committees to assist it in carrying out its work. In addition to the Committees necessary for governance, as set out below, there shall be such other Committees as the Board shall from time to time determine which shall consist of members who shall be approved by the Board on the recommendation of the Nominations Committee. The terms of reference for each Committee shall be approved by the Board, as shall any major alteration thereto. In setting the terms of reference the Board shall ensure that committee's work is aligned to the strategy set by the Board.
- 7.2 The guiding principle for Committees is that any Committee that considers a defined area of the Academy's business within its terms of reference will be empowered to decide upon arising issues but will be accountable to the Board for its decisions.
- 7.3 Each Committee will need to be held to account for their work. They will be responsible for developing the strategy and criteria for their decision-making, which the Board will need to approve. The Chair of each Committee will attend the relevant Board meeting, for this discussion. The Committee will then move on and work in accordance with this strategy, with reports to the Board. The Chair will report back to the Board, at the very least by attending and reporting on an annual basis.
- 7.4 The three "governance" Committees, being the Finance Committee, the Audit & Risk Committee and the Membership Committee, will be chaired by the relevant governance member of the Board. Other Committees do not need to be chaired by Trustees.
- 7.5 Committees will be charged with communicating with each other. There will always be some key pieces of work that span more than one Committee and it is very important that Committees communicate, share resources and ideas and develop consistent approaches. A Vice President will be allocated the responsibility for overseeing this communication.
- 7.6 The Board will adopt a statement of the matters reserved by the Board, and what would be delegated (and to whom/which Committee) - a Scheme of Delegation. This would cover delegation to management as well as Committees.
- 7.7 In addition to formal Committees there can be a range of other groupings established. These will be with the primary aim of ensuring that the Academy is kept fully informed and that new ideas and innovations are being gathered. These groupings do not need to operate in the same ways formal Committees. There can be much more fluidity regarding their membership; and they can interact in ways other than formal meetings. These groupings will either support the work of the executive, or be established by Committees, to inform their work.
- 7.8 In addition to the Membership Committee and any other Committees established by the Board from time to time, the Board shall have the following governance Committees:
 - 7.8.1 Audit & Risk Committee
To review and ensure the maintenance of an effective system of integrated governance, risk management and internal control across the whole of the Academy's activities, that supports the achievement of the Academy's objectives.
 - 7.8.2 Finance Committee
To ensure a detailed review of the financial performance and operations of the Academy.
 - 7.8.3 Remuneration Committee
To oversee the remuneration of senior staff.
 - 7.8.4 Nominations Committee
To oversee the nomination, selection and election process, as well as making recommendations on co-options. In particular, the Nominations Committee will be responsible for:

- Overseeing and recommending election procedures for the election of Trustees to the Board;
- Identifying and approaching Fellows to seek their nomination for election as ordinary Board members, having regard to the needs of the Academy; Selecting candidates for approval by the Fellows as governance members of the Board;
- Overseeing the appointment of Committee members;
- Overseeing the succession planning for the President and selecting a preferred candidate for approval by the Board; and
- Identifying candidates for co-options and to fill Board vacancies.

7.8.5 The President will serve on the Nominations Committee, but will not be involved in the appointment of his or her own successor.

8. THE PRESIDENT

- 8.1 The Nominations Committee will be chaired by a Vice President for the purpose of overseeing the Presidential nominations.
- 8.2 The Nominations Committee will agree a broad description of the role and criteria for nomination.
- 8.3 The Nominations Committee will forward the role description and criteria to the Fellowship and invite nominations. Fellows will also be invited to indicate what key attributes they wish to see in the President (and can do so whether or not they make their own nomination).
- 8.4 Nominators will be invited to submit a short statement on a simple, standard form in which they describe why they are nominating their proposed candidate. Nominees need not be told that they are being nominated. There will be no need to coordinate nominations and the number of times an individual is nominated will be used as one indicator of a nominee's suitability.
- 8.5 The Nominations Committee will also consider its own list of potential candidates and seek nominators for any potential candidates who they would like to see nominated but whose names do not come forward from the Fellowship.
- 8.6 The Nominations Committee will meet to consider the list of nominations and supporting evidence for each. They will shortlist from this, taking into account the strength of support from the Fellowship in making their judgement on the candidates best suited to fulfil the responsibilities of President.
- 8.7 The Nominations Committee will invite shortlisted candidates to meet them to discuss their vision for the Academy and how they would see themselves leading it, should they be elected.
- 8.8 The Nominations Committee will then invite their preferred candidate to accept their nomination for election, which will be subject to Board approval.
- 8.9 The Board considers and approves the recommendation of the Nominations Committee following which the Fellowship is advised that nominee X has accepted the Board's nomination for election to the Presidency of the Academy at the Annual General Meeting.

9. ACCOUNTS

- 9.1 The Board shall ensure that proper accounts are maintained of all receipts and payments of sums of money due to, or payable by, the Academy.
- 9.2 The accounts shall be audited annually by Auditors appointed by the preceding Annual General Meeting of the Academy. No person shall be appointed Auditor unless a member of a Body of Accountants established by the Secretary of State for the purpose of Section 1212 of the Companies Act, 2006 or any statutory modification or amendments thereof for the time being in force.