

**The Companies Acts 1908 to 1917 and
The Companies Acts 1929 to 1967 and
The Companies Acts 1985 to 1989**

**Company Limited by Guarantee
And not having a Share Capital**

The Association of Building Engineers

MEMORANDUM AND ARTICLES OF ASSOCIATION AND BYE-LAWS

The Incorporated Association of Architects and Surveyors was incorporated under the Companies Act 1908 on 16 September, 1925. The Association was reconstructed under a new Memorandum and Articles of Association and incorporated on the 29 December, 1943, under the Companies Act 1929. By Special Resolutions passed on the 30 January 1993, a new Memorandum and Articles of Association were adopted and the name of the Association was changed to The Association of Building Engineers. By licence of the Board of Trade dated 15 October, 1943, the Association was authorised to omit from its name the word "Limited" and the Association complies with the requirements of Section 30(3) of the Companies Act 1985.

Company Number: 384609



Association of Building Engineers



Promoting Excellence for over 75 years

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MEMORANDUM OF ASSOCIATION OF THE ASSOCIATION OF BUILDING ENGINEERS

(As altered by Special Resolution passed on 30th January 1993).

- 1 The name of the Company (hereinafter called "the Association") is The Association of Building Engineers.
- 2 The Registered Office of the Association shall be situated in England.
- 3 The objects for which the Association is established are as follows:
 - (1) to promote and advance the knowledge, study and practice of each and all the arts and sciences concerned with the planning, design, construction, maintenance and repair of the built environment; and the creation and maintenance of a high standard of professional qualification, conduct and practice; and
 - (2) to encourage and facilitate co-operation between the construction professions.

In furtherance of the above objects but not further or otherwise the Association shall have the following powers:

- (i) to promote and advance the knowledge, study, and practice of each and all the arts and sciences concerned with the design, technological and management processes by which the built environment is planned, designed, constructed, maintained and repaired;
- (ii) to provide an advisory service on all matters relating to the built environment for members of the Association and the public generally;
- (iii) to provide or assist in providing an education, training and careers counselling service for persons engaged or about to be engaged in construction or any employment in connection therewith;
- (iv) to encourage and develop the role of the construction professions in the community at large;
- (v) to promote and carry out or assist in promoting and carrying out action on recruitment, education, training, continuing professional education, raising of standards and promotion of quality and efficiency; other pertinent issues;
- (vi) to promote and stimulate the improvement of the planning, design, technological, managerial and general knowledge of persons engaged or about to be engaged in construction or in any employment in connection therewith and with a view thereto, to provide for the delivery of lectures and the holding of classes and to test by examination or otherwise the competence of such persons and to award diplomas, certificates, medals, prizes and other distinctions and to collaborate with any Government department or educational or professional body in all or any of these matters;
- (vii) to institute, promote and establish or assist in instituting, promoting and establishing, chairs or lectureships (whether controlled by the Association or not) in connection with any College, University, Institution of learning or otherwise and to subsidise or assist the teaching of any subjects relating to the built environment and kindred matters, arts and sciences or tending to further the objects of the Association;
- (viii) for the purpose of education and training to establish scholarships, bursaries and studentships, to make payments for or towards the fees and expenses reasonably incurred by students and to establish and administer a fund or funds for any one or more of these purposes;
- (ix) for the purpose of continuing professional education to arrange and provide for or assist in the arranging and providing for the holding of meetings, lectures, seminars, conferences and courses of study;
- (x) to arrange and provide for or assist in the arranging and providing for the holding of exhibitions and competitions and to award certificates, medals and prizes therefor;
- (xi) to co-operate and confer with, or otherwise assist and advise, Government departments, Municipal Authorities, Charitable Trustees, Universities, Colleges, Schools and other Educational Institutions and other public or private bodies or Corporations;
- (xii) to establish and maintain a library and collections of models, designs, drawings and other articles of interest or in connection with the built environment;
- (xiii) to promote and carry out or assist in promoting and carrying out research, surveys and investigations and to publish results thereof;
- (xiv) to encourage research and invention, to investigate and make known the nature and merits of the results of any research and/or invention which may be capable of being used by persons engaged in the construction industry and to acquire patents or licences relating to any such inventions with a view to the use thereof by members of the Association or others either gratuitously or upon such terms as may be deemed expedient;
- (xv) to procure, compile, print, publish, lend or distribute gratuitously or otherwise a journal and such other literature, documents or films as may be desirable for the purposes of disseminating information and advancing the objects of the Association and of keeping members and others informed on subjects connected to the work, theory and practice relating to the construction professions, including statistics, scientific investigation, business and similar subjects or by contribution to or by advertising in any newspaper, periodical or journal to achieve like objects;
- (xvi) to make, promulgate and publish from time to time standing orders, bye-laws and regulations which may be deemed desirable or convenient for the administrative efficiency of the Association or its Council or any Committee or for the conduct of, or qualification for entry into, any examination set by the Association in relation to each class of membership of the Association or any authorised activity of the Association;
- (xvii) to provide facilities for the social and professional intercourse between the members of the Association, and to afford them such privileges, advantages, conveniences, and accommodations as may from time to time be decided;

- (xviii) to establish Branches and other local bodies consisting of members of the Association in any part of the world and to confer upon such Branches or local bodies such powers, authorities and discretions (including the power to appoint an approved non-member to act in an administrative capacity) as may be determined from time to time, and, in furtherance of the objects of the Association, to delegate to any Branch or other local body such powers and authorities as may from time to time be deemed expedient and to abrogate and modify or reverse any such powers, authorities and discretions from time to time;
- (xix) to originate and promote improvements and to support or oppose alterations in the law relating to the built environment and kindred matters, arts and sciences and to effect improvements in administration in matters connected with the built environment and kindred matters, arts and sciences and to take all necessary or proper steps in Parliament or with national, local, municipal or other authorities in any place in which the Association may have interests, for the purpose of furthering the interests of the Association; to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interests of the Association or of its members; and to procure the registration or incorporation of the Association in or under the laws of any place outside England;
- (xx) to promote excellence in the construction industry, and just and honourable practice in the conduct of business; to represent generally the views of members of the Association and others engaged in the construction industry and kindred matters, arts and sciences, and to preserve and maintain the integrity and status thereof and to suppress dishonourable and unprofessional conduct and practices and with a view thereto to make, promulgate and publish from time to time rules which may be deemed desirable for the professional conduct of members of the Association;
- (xxi) to arrange and promote the adoption of equitable forms of contract and other documents for use in the construction industry by members of the Association and others, and to encourage the settlement of disputes by conciliation and to nominate arbitrators and umpires on such terms and in such cases as may be deemed expedient;
- (xxii) to establish, subsidise, promote, co-operate and confer with, arrange for the union, alliance, or incorporation with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, lend money either with or without security, or give financial assistance by way of donation, subscription to, or otherwise assist any associations and institutions, incorporated or not incorporated, having objects wholly or in part similar to those of the Association;
- (xxiii) to establish, undertake, superintend, administer and contribute to any charitable or benevolent fund whence may be made donations, periodical payments, or advances to deserving persons who may be or have been engaged in the construction industry, or connected with any person who may be or has been engaged therein and to contribute or otherwise assist any charitable or benevolent institutions or undertakings;
- (xxiv) to accept any gift, endowment or bequest made to the Association generally or for any specific object connected with the construction industry, and to undertake and execute any trust attached to such gift, endowment or bequest;
- (xxv) to enter into any guarantee, contracts of indemnity or suretyship;
- (xxvi) to purchase, rent or otherwise acquire and hold for the purposes of the Association, land, houses, or buildings and to erect, alter, or adapt houses or buildings accordingly;
- (xxvii) to sell, improve, manage, develop, lease, mortgage, exchange, charge, dispose of, turn to account or otherwise deal with all or part of the property of the Association as may be thought expedient or desirable in the interests of the Association;
- (xxviii) subject to such consents as may be required by law to borrow or raise or secure the payment of money in such manner as the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any part of the Association's properties (both present and future) and to purchase, redeem or pay off any such securities;
- (xxix) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit; acquire and hold any shares, stock securities or debentures of, or other investments in, any company having objects wholly or in part similar to those of the Association or carrying on any business capable of being conducted so as directly or indirectly to benefit the Association;
- (xxx) to grant pensions or gratuities to, and provide for the relief in need of, any persons who are or at any time have been employees of the Association or the predecessors in any business of the Association or any company in which the Association is in any way interested, and the families, relations, connections or dependants of any such persons; and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Association or its members; and to make payments towards insurances and to institute or contribute to pension schemes;
- (xxxi) to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any purposes which the Association considers is likely directly or indirectly to further the objects of the Association or the interests of its members;
- (xxxii) to draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, cheques, warrants, debentures and other negotiable or transferable instruments;
- (xxxiii) to obtain, if and when considered advisable, a Royal Charter or Act of Parliament for the purposes of the Association and continuing work thereof, and upon such Charter or Act of Parliament being obtained, or otherwise if considered desirable, to wind up and dissolve the Association;
- (xxxiv) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- (1) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (2) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (3) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council (or other governing body) of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council (or other governing body) have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council (or other governing body) but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

The objects contained in any paragraph of this Memorandum of Association shall not be restrictively construed but shall be given the widest interpretation, and shall not be limited to or restricted by reference to, or inference from, any object or by the name of the Association. No object is, or shall be deemed to be, subsidiary or ancillary to any other object mentioned in this paragraph.

- 4 The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no member shall have any personal claim on any property of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any service actually rendered to the Association, nor prevent the payment of interest on money lent as a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England, or 3% whichever is the greater, or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Council or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council or governing body may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

- 5 The liability of the members is limited.
- 6 Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £2 (two Pounds).
- 7 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provisions then to some charitable object.
- 8 In this Memorandum of Association the following terms shall bear the meanings set opposite to them respectively, if not inconsistent with the subject or context.

"built environment"	created by man with or without the aid of the natural environment.
"construction professions"	the professions of architecture, engineering, surveying and town planning and each and every branch thereof.

ARTICLES OF ASSOCIATION OF THE ASSOCIATION OF BUILDING ENGINEERS

(As altered by Special Resolutions passed on 30th January 1993, 21st January 2006, 1st March 2008 and 6th February 2010).

PRELIMINARY

Interpretation

1. In these Articles unless there be something in the subject or context inconsistent therewith:

"the Association" means the above-named Company;

"the Acts" means the Companies Acts 1985 and 1989 including any statutory modification or re-enactment thereof for the time being in force;

"the Memorandum" means the Memorandum of Association of the Association;

"the Articles" means the Articles of Association of the Association;

"clear days" in relation to the period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"members" or "membership" means all persons who are corporate or non-corporate members of the Association;

"corporate members" means the Fellow and Member classes of members of the Association;

"non-corporate members" means all classes of members of the Association other than the Fellow and Member classes;

"the Council" means the Council for the time being of the Association;

"executed" includes any mode of execution;

"member of Council" means a member of the Association appointed to the Council in accordance with the Articles;

"the Office" means the registered office of the Association;

"Bye-laws" means the Bye-Laws made by the Council under the Articles from time to time;

"the Seal" means the common seal of the Association;

"Secretary" means the Secretary of the Association or any other person appointed by the Council to perform the duties of the Secretary of the Association including a joint assistant or deputy secretary;

"the British Isles" means England, Wales, Scotland, Northern Ireland, the Isle of Man and the Channel Islands;

"Committees" means the committees of the Council;

"month" means calendar month;

"in writing" means written, printed or lithographed or partly one or partly another, and other forms of representing or reproducing words in visible form.

Words importing the singular number only shall include the plural number, and vice-versa. Words importing the masculine gender only shall include the feminine gender.

Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when the Articles become binding on the Association. Words importing persons or bodies shall include corporations, unincorporated associations, learned societies and bodies of persons.

Table C contained in the Companies (Table A to F) Regulations 1985 and any re-enactment and modification thereof shall not apply to the Association.

The headings and marginal notes hereto shall not affect the construction of these Articles.

OFFICE

Registered Office

2. The Office shall be at such place as the Council shall from time to time appoint.

MEMBERSHIP

Number of members

3. The number of members of the Association is unlimited.

Approval of candidature

4. The members of the Association shall be such persons as the Council and any committee to which the Council may delegate their powers for this purpose, shall admit to membership in accordance with the Bye-Laws. Membership of the Association shall be personal to the member and shall not be transferable.

Classes of membership

5. There shall be such classes of membership as may be from time to time determined by the Council.

Non-corporate members shall not be members for the purpose of the Acts or Clause 6 of the Memorandum of Association and their names shall not be entered in the Register of members kept pursuant to the provisions of the Acts.

Qualification for membership

6. No person shall be eligible for admission as a member of the Association, or for transfer from one class of membership to another, unless he/she has fulfilled all the requirements applicable to the class of membership to which he/she seeks admission contained in the Articles and Bye-Laws.

Entrance fees and annual subscriptions

7. An application for membership, or for transfer from one class of membership to another, shall be accompanied by the relevant fee and annual subscription for the time being payable or such part thereof as the Council shall from time to time prescribe.

Application for membership

8. The form of application for membership, or for transfer from one class of membership to another, and the method of admission to membership, or transfer from one class of membership to another, shall be as the Council may from time to time determine.

Approval or refusal of applications

9. Any application for membership of the Association, or for transfer from one class of membership to another, shall be subject to the approval of the Council or of any duly appointed Committee thereof, and the Council or Committee shall not be bound to give any reason for their refusal to admit any person to membership, or to transfer a person from one class of membership to another.

Re-admission to membership

10. The re-admission to membership of any person who has for any reason ceased to be a member of the Association of any class whether he/she seeks re-admission to his/her former or any other class, shall be dealt with in the same manner as an original admission; provided that the Council have power if they think fit to re-admit any such person either to his/her former or any other class upon such terms as the Council may determine.

Member to continue to satisfy

11. Any member shall, if required by the Council, satisfy the Council in such manner as the Council may from time to time reasonably require, that he/she continues to be qualified to retain his/her membership of the Association.

FEES AND SUBSCRIPTIONS

Fees

12. The fees payable by persons applying for membership or for transfer from one class of membership to another shall be such as may be from time to time determined by the Council.

Annual subscriptions

13. The annual subscriptions payable by the members of the Association shall be such as may be from time to time determined by the Council.

Subscriptions due

14. Save as provided in Article 7, subscriptions shall be due and payable annually on the first day of September.

Subscriptions in arrears

15. No member of any class whose annual subscription remains unpaid for a period of five months shall be entitled to attend or take part in the meetings of the Association or to receive the notices or publications of the Association.

Non-payment of subscriptions

16. If the annual subscription of any member is in arrears and unpaid for five months after the same became payable, then the Secretary shall give notice thereof in writing to the member concerned, and if such subscription shall still be unpaid one month after such notice shall have been given then the member concerned shall forthwith cease to be a member. unless the Council considers there to be extenuating circumstances, but without prejudice to his/her obligation to pay such subscription.

Power to waive fees or subscriptions

17. The Council may, whenever they consider there is due cause, waive or reduce the amount of any admission or transfer fee or subscription of any member.

TERMINATION OF MEMBERSHIP

Death of member

18. Upon the Council being satisfied of the death of any member, his/her name shall be removed from the Register of members of the Association.

Resignation

19. Any member may at any time by notice in writing sent by post or delivered to the Secretary at the Office of the Association and accompanied by his/her certificate of membership resign his/her membership, provided that a member who is under any financial liability to the Association shall not be exempted from such liability without the sanction of the Council. Any member whose resignation is not received before the 31 August in any year shall, notwithstanding his/her resignation, remain liable to pay his/her annual subscription for the next ensuing year.

No repayment of subscription

20. No member who ceases being a member of the Association for whatsoever reason shall be entitled to be repaid any annual subscription to the Association previously paid by him/her or any part of such subscription.

CERTIFICATES AND DIPLOMAS

Certificate of membership

21. The Council may issue to any member, of any class of membership as the Council may from time to time determine, who has been admitted or transferred and has paid all fees, subscriptions and dues payable by him/her, a certificate of membership in respect of the year to which the first subscription paid by him/her applies, and shall, so long as he/she remains a member of the Association, be entitled to hold the said certificate upon payment in advance of his/her subscription for each subsequent financial year.

Certificates to be sealed

22. The Seal of the Association shall be affixed to every certificate of membership issued by the Association, which certificate shall be in such form as the Council may from time to time determine, and shall be the property of the Association, and upon a person to whom it is issued ceasing to be a member of the Association (except for reason of death) shall forthwith be returned to the Council.

Examination certificates and diplomas

23. The Council may award certificates and diplomas to candidates who pass the Association's examinations and the Council may also award certificates and diplomas to members or non-members certifying proficiency in particular subjects.

Loss of certificate

24. If any certificate of membership or other aforesaid certificate or diploma shall be defaced, lost or destroyed, the Council may on such evidence to that effect as they may consider satisfactory renew such certificate of membership or other aforesaid certificate or diploma on payment of such fee as they may determine.

DESIGNATORY LETTERS AND TITLES

Designation of members

25. The designatory letters and titles of members of the Association shall be such as are set out in the Bye-Laws.

CONDUCT

Conduct of members

26. The Council may at any time define conduct which in their opinion is prejudicial to the interests of the Association.

CODES OF CONDUCT

Codes of conduct

27. The Council may from time to time promulgate Codes of Conduct and shall have power to require all members to conform to such codes as are appropriate to their class of membership. The Codes of Conduct may be amended, varied or rescinded as the Council may think fit.

DISCIPLINARY POWERS

Penalties for contravention of the Memorandum etc

28. If after inquiry a member is found to have contravened the Memorandum or the Articles or the Bye-Laws, or any regulations, codes, rules or directions made or given thereunder, the Association shall have power to take any one or more of the following courses of action, that is to say:
- (a) to require the member to give an undertaking in writing to refrain from continuing or repeating the conduct which is found to have constituted the contravention;
 - (b) to admonish the member;
 - (c) to reprimand the member;
 - (d) to suspend the member from membership of the Association for such period as the Council may determine;
 - (e) to expel the member from the Association.

Expulsion or suspension

29. If a member is proved to the satisfaction of the Council:
- (a) to have been convicted by a Court of competent jurisdiction of a criminal or civil offence which in the opinion of the Council renders him/her unfit to be a member; or
 - (b) to have been adjudicated bankrupt or to have entered into any composition or arrangement with or for the benefit of his/her creditors;
- the Council may without further inquiry forthwith expel him/her from the Association or may refer the matter to the appropriate Committee for inquiry and action under Article 33. The Council may if they think fit temporarily suspend the member from membership pending such inquiry as last aforesaid.

Removal of name from the Register

30. If a member is expelled his/her name shall be removed from the Register of Members and he/she shall thereupon cease for all purposes to be a member of the Association. His/her certificate of membership shall be immediately returnable and he/she shall not be entitled to use any designation or description which implies membership or former membership of the Association.

Suspension of membership

31. If a member is suspended his/her certificate of membership shall be immediately returnable and he/she shall not be entitled during the period of his/her suspension to exercise any of the rights or privileges of membership of the Association or (in particular) to use any such designation or description as aforesaid. He/she shall however remain in all other respects subject to the provisions of the Articles and to the exercise of the Association's disciplinary powers in respect of any contravention of those provisions committed by him/her during the period of his/her suspension.

Re-admission

32. A person who ceases to be a member by virtue of the provisions of Article 28 or Article 29 may be re-admitted after a period of at least twelve months, by a majority vote of the Council in favour of such re-admission, taken upon due notice of motion, such motion to appear in the agenda for the meeting of the Council at which the vote is to be taken, following notice of it in the agenda for the preceding meeting.

Disciplinary powers

33. The disciplinary powers of the Association under Article 28 shall be exercised by the Council or by any Committee to which the Council may delegate their powers in that behalf or by the Honorary Secretary who shall have the power to suspend a member from membership in respect solely of non payment of monies rightfully owed to the Association.

GENERAL MEETINGS

Generally

34. Subject to the provisions contained in the Articles and Bye-Laws, meetings of the Association shall be held at such times and places as the Council may appoint.

Annual General Meetings

35. In every year the Association shall hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next.

The ordinary business of the Annual General Meeting shall be to receive the Council's Report, the Annual Accounts and the Report of the Auditors thereon, and to appoint Auditors and fix their remuneration and, after such aforesaid ordinary business has been disposed of, to deal with any special business which has been included in the notice of the meeting by the Council.

Extraordinary General Meetings

36. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Requisition of meetings

37. An Extraordinary General Meeting may be called at any time by the Council. Extraordinary General Meetings shall also be convened by the Council on the requisition of any fifty Corporate members and in the form as set out in Section 368 of the Acts.

NOTICE OF GENERAL MEETINGS

Notices

38. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

Subject to the provisions of the Articles the notice shall be given to all corporate members having the right to attend and vote.

Notice to non-corporate members

39. The Council may, if they think fit, from time to time permit members of the non-corporate classes of membership to receive notices of, to attend and with the previous permission of the Chairman of the meeting, to speak but not to vote at any General Meeting.

Failure to give notice

40. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

41. No business shall be transacted at any meeting unless a quorum is present. For all purposes the quorum shall be twelve members personally present and entitled to vote.

Adjournment or dissolution

42. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned for fourteen days, at the same time and place or at such other place as the Chairman shall appoint. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

Notice of adjournment

43. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice.

Chairman

44. The President of the Association shall chair every General Meeting. If there be no such President, or, if at any meeting he/she shall not be present within fifteen minutes after the time appointed for holding the same, or he/she shall not be desirous of presiding, one of the Vice Presidents (to be chosen by ballot if more than one is present) shall preside or a member of the Council chosen by members present shall preside. If no member of the Council be present, or if all members of the Council present decline to take the chair, the members shall choose one of their number to be Chairman.

How resolutions decided

45. At all General Meetings a resolution put to the vote of the meeting shall, except as herein otherwise provided, be decided on a show of hands, unless, before or on the declaration of the result of the show of hands, a ballot or poll be demanded by the Chairman (whether as an individual member of as representing the Council), or by at least five members present in person and entitled to vote.

Entry in minutes

46. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against the resolution.

Poll

47. The demand for a poll may, before the poll is taken, be withdrawn but only 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.

Mode of taking poll

48. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and a place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Casting vote

49. In the case of an equality of votes, either on a show of hands or at a ballot or poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

Other business when poll demanded

50. 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 either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. 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 was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

Notice of poll

51. 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.

VOTES OF MEMBERS

Voting

52. (a) Every corporate member whose subscription is not in arrears by more than five months and who has paid every other sum which shall be due and payable to the Association in respect of his/her membership shall be entitled to be present at any General Meeting and upon a show of hands and at a poll he/she shall have one vote. All votes must be given personally and proxies shall not be allowed.
- (b) No person other than a corporate member shall be entitled to be present or to vote either personally or by post at any General Meeting or to join in requisitioning any General Meeting.

Postal vote admitted

53. At any General Meeting postal votes shall be admitted and every member entitled to vote shall be entitled to such a postal vote in which event each member voting by post shall have one vote.
- The provisions of this Article shall not apply to the ordinary business to be conducted at the Annual General Meeting.

Instrument exercising postal vote

54. The instrument exercising a postal vote shall be in writing under the hand of the member or his/her attorney duly authorised in writing.

Postal vote procedure

55. The instrument exercising a postal vote and the power of attorney, if any, under which it is signed or a notarially certified copy of that power shall be deposited at the Office of the Association or at such other place within the British Isles as is specified for the purpose in the notice convening the meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the postal vote shall not be treated as valid.

Form of postal vote

56. A postal vote shall be in favour of or against the resolutions to be proposed at the meeting and shall be in the following form or a form as near thereto as circumstances admit:

"I

of

a corporate member of The Association of Building Engineers hereby vote as follows on the resolutions to be proposed at the (Annual or Extraordinary or Adjourned, as the case may be,) General Meeting of the Association to be held on the

day of

20

and at every adjournment thereof.

Resolution

Number

Against

For

1

2

3

As witness my hand this

day of

20

SIGNED

Validity of postal vote at death of member

57. A postal vote shall be valid notwithstanding the previous death of the member making the vote; provided that no intimation in writing of the death as aforesaid shall have been received by the Association at the Office of the Association before the commencement of the meeting or 'the adjourned' meeting for which the vote was made.

Revocation of postal vote

58. A postal vote shall be valid notwithstanding the revocation of the authority under which the postal vote was made provided that no intimation in writing of such revocation as aforesaid shall have been received by the Association at the Office of the Association before the commencement of the meeting or adjourned meeting for which the vote was made.

Errors in voting not to affect result

59. If at any General Meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to affect the result of the relevant resolution.

OFFICERS

Honorary Officers

60. The Council shall appoint the following Honorary Officers, namely, a President, up to three Vice-Presidents an Honorary Secretary and an Honorary Treasurer, and such other Honorary Officers as the Bye-Laws may from time to time provide.

Casual vacancies

61. Any casual vacancy among the Honorary Officers may be filled by the Council but the person appointed to fill the vacancy shall hold office so long only as if he/she had been appointed on the same date as the person whose place he/she fills.

Honorary Secretary and Honorary Treasurer

- 62. (a) The Honorary Secretary shall ensure that the administration of the Association is carried out in the most efficient manner in the interests of the Association and shall ensure that the Council's resolutions are interpreted correctly and put into effect without delay.
- (b) The Honorary Treasurer shall ensure that adequate accounts and records are kept of the Association's financial and contractual transactions and shall advise the Council and keep the Council informed on all matters of finance.

Overseas representatives

63. The Council may from time to time appoint honorary overseas representatives, honorary corresponding members and other officers or persons, as may be deemed expedient for the proper carrying on of the work and management of the Association.

Appointed Officers

64. The Appointed Officers shall consist of a Chief Executive, who shall be the senior appointed officer of the Association, and such other officers and staff as the Council may from time to time appoint. All persons so employed by the Association shall be paid such salaries, wages or remuneration as the Council shall from time to time approve and the Council may make such provisions for or grant such pensions to them or their dependants after their retirement from the service of the Association as the Council may think proper.

Chief Executive

65. The Chief Executive shall be responsible to the Council for the management and conduct of the establishment and executive business of the Association, and shall perform such further duties as shall be assigned to him/her by the Council. He/she may be given such other executive powers as the Council may from time to time determine.

Temporary substitute for Chief Executive

66. The Council may from time to time by resolution appoint a temporary substitute for the Chief Executive, and any person so appointed shall, for the purposes of the Articles, be deemed during the term of his/her appointment to be the Chief Executive.

THE COUNCIL

Composition

67. The Council shall consist of the President, the Vice-Presidents, the Honorary Secretary, the Honorary Treasurer, not less than six corporate members, and such other members as the Bye-Laws may from time to time provide.

Eligibility

68. Members of the Council, unless otherwise provided by the Bye-Laws, shall be chosen from the corporate members of the Association.

Vacancy in Council

69. Any casual vacancy among the members of the Council may be filled by the Council from amongst the appropriate class of members but the person appointed to fill the vacancy shall hold office so long as if he/she had been appointed on the same date as the person whose place he/she fills.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF COUNCIL

Cessation of office

70. The office of a member of the Council shall be vacated:

- (a) if he/she ceases to be a member of the Association; or
- (b) if he/she resigns his/her office by notice in writing to the Council; or
- (c) if he/she ceases to hold office by virtue of any provisions of the Acts; or
- (d) if he/she is removed from office by a resolution of the Council duly passed pursuant to Section 303 of the Acts; or
- (e) if he/she is absent from two consecutive Council meetings without giving adequate explanation to the Council, and the Council thereupon resolve that he/she has vacated his/her office; or
- (f) if he/she is adjudicated bankrupt or becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1959 or with any statutory modifications thereof for the time being in force; or
- (g) if he/she is removed from office by resolution of members of the Association in General Meeting.

POWERS OF THE COUNCIL

General powers

71. Subject to the provisions of the Acts, the Memorandum and the Articles, the Bye-Laws and to any directions given by special resolution, the business of the Association shall be managed by the Council who may exercise all the powers of the Association. No alterations of the Memorandum or the Articles or the Bye-Laws and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.

Particular powers

72. In particular and without prejudice to the generality of the foregoing powers, the Council may:

- (a) from time to time do all acts and things as they may think necessary for the guidance of members in relation to professional conduct;
- (b) by regulation determine the conditions upon which the Armorial Ensigns, Crest or Logo of the Association may be publicly displayed so that under those conditions and those alone such display may be permitted;
- (c) arrange for the union, alliance or incorporation with the Association of any society having the same or similar objects to those of the Association provided that such union, alliance or incorporation shall be sanctioned by a Special Resolution passed by not less than three-fourths of those present and voting on the resolution at an Extraordinary General Meeting convened for that purpose.

Power to appoint agent of Council

73. The Council shall not be bound in any case to act personally but shall be at full liberty to employ and pay any agent or servant to transact any or all business of whatsoever nature required to be done in furthering the purpose of the Council and shall be entitled to be allowed and paid all charges and expenses incurred by them. All acts and procedures of such agent or servant to whom powers are delegated must be reported back to the Council as soon as possible.

Cheques etc

74. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution prescribe.

Power to appoint agent of the Association

75. The Council may, by power of attorney or otherwise, appoint a person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his/her powers.

DELEGATION OF POWERS

Committees of Council

76. Subject to the provision of the Articles the Council may delegate any of their powers to any committee. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. All such committees shall act in accordance with a budget which has been previously agreed with the Council and shall report all acts and proceedings as soon as possible to the Council.

EXPENSES OF MEMBERS

Members' expenses

77. The members of the Council and the members of any committee thereof and the Officers of the Association may be paid travelling, hotel and other reasonable costs, charges and expenses incurred by them in connection with their attendance at meetings of the Council or committees of the Council or General Meetings or otherwise in connection with the discharge of their duties subject to any limitation which the Council may from time to time prescribe.

INTERESTS OF MEMBERS

Disclosure of members interests

78. A member of the Council shall not be disqualified by his/her office from entering into contracts, arrangements or dealings with the Association nor shall any contract, arrangement or dealing with the Association be avoided, nor shall a member of the Council be liable to account to the Association for any profit arising out of any contract, arrangement, or dealing with the Association by reason of such member of the Council being a party to or interested in or deriving profit from any such contract, arrangement, or dealing and being at the same time a member of the Council of the Association, provided that such a member of the Council disclosed to the Council at or before the time of such contract, arrangement, or dealing is determined upon, his/her interest therein, or, if his/her interest be subsequently acquired, provided that he/she on the first occasion possible discloses to the Council the fact that he/she has acquired such interest. But no member of the Council shall vote as a member of the Council in regard to any contract, arrangement, or dealing in which the member is interested or upon any matter arising therefrom, and if he/she shall so vote his/her vote shall not be counted, nor shall he/she be reckoned for the purpose of constituting a quorum of the Council.

PROCEEDINGS OF THE COUNCIL

Voting

79. Subject to the provisions of the Articles and the Bye-Laws the members of the Council may regulate their proceedings as they think fit. Questions arising at the meeting shall be decided by a majority of votes. Each member of the Council shall have one vote. The Chairman of the meeting or any three members present may demand that the voting shall be by ballot. In the case of an equality of votes, whether on a show of hands or by ballot, Chairman shall have a second or casting vote.

Dates and notice of meetings

80. The Council shall normally meet on four occasions during any calendar year, the first such meeting immediately following the Annual General Meeting of the Association. One other meeting shall take place in May on a date subsequent to that at which the President elected in accordance with Bye-law 28 has been installed as President. The other two meetings shall take place at suitable times during the Autumn and Spring, the actual dates of these four regular meetings being set down by Council preferably at least eighteen months in advance. Additional meetings may be called by the Secretary at the request of the President or a Vice-President or any five members of the Council. Not less than ten clear days' notice of meetings shall be given to the members of the Council.

Quorum

81. The quorum for the transaction of the business of the Council shall be six members of the Council present in person. A member of the Council may participate in a meeting of the Council or a committee of the Council of which he is a member by means of a conference, telephone or similar communicating equipment whereby all persons participating in the meeting can hear and/or see each other provided that at all times there are not less than four members of the Council present in person. Participating in a meeting in this manner shall be deemed to constitute presence in person at the meeting. Subject to disclosure in accordance with Section 317 of the Companies Act 1985, a member of the Council shall be entitled to vote at a meeting of the Council or of a committee of the Council on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

Continuing members to act

82. The continuing members of the Council or a sole continuing member of the Council may act notwithstanding any vacancies in their number, but, if the number is less than the number fixed as the quorum, the continuing members of the Council may act for the purpose of filling vacancies or of calling a General Meeting.

Chairman

83. The members of the Council may appoint a Chairman of the Council in accordance with the provisions of the Bye-Laws. Unless he/she is unwilling to do so, the Chairman shall preside at every meeting of the Council at which he/she is present. But, if there is no person holding that office, or if the person holding it is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Council present may appoint one of their number to be the Chairman of the meeting.

Committees of the Council

84. The Council may appoint Committees which may consist of members of the Council and other persons and may at any time be dissolved by the Council. Committees so appointed may be designated either Standing Committees or Committees for special purposes. All Committees shall conform to any directions given to them by the Council and, subject to such directions, may regulate their procedure as they think fit.

The Chairman of each Committee appointed shall be a corporate member of the Association. If they think fit Council may co-opt to serve on any Committee any person, whether a member of the Association or not, whom they consider specially qualified to assist such Committee provided that any Committee formed to consider changes in the Memorandum, the Articles or the Bye-laws shall consist solely of corporate members and that in no case shall the number of persons who are not members of the Association appointed to any Committee exceed one-fourth of the total membership of such Committee, save that any person who is not a member of the Association shall not be entitled to vote at any meetings of such Committees. The number of members present required to constitute a quorum of the Council shall not apply to any such Committee in relation to any matter delegated to it by the Council.

Validity of bona fide acts

85. All acts done by a meeting of the Council or of a Committee of the Council, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Council or any Committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council or Committee member had been entitled to vote.

Resolution in writing

86. A resolution in writing signed by not less than three-fourths of the members of the Council entitled at the relevant time to notice of a meeting of the Council shall be as valid and effective as if it had been passed at a meeting of the Council duly convened and held and when signed may consist of several documents each signed by one or more members of the Council.

Number not used

87. Number not used.

Suspension of prohibition on voting

88. The Council may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Council from voting at a meeting of the Council or of a Committee of the Council.

Validity of members' right to vote

89. If a question arises at a meeting of the Council or of any Committee of the Council as to the right of a member to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling shall be final and conclusive.

BORROWING POWERS

Generally

90. The Council may exercise all the powers of the Association to borrow money, and to mortgage or change its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party and in connection therewith may take out and maintain a sinking fund or redemption policies.

Register of mortgages

91. The register of mortgages shall be open to inspection by any creditor or member of the Association or by any other person without payment.

Register of debentures

92. A register of the holders of the debentures or debenture stock of the Association shall be kept at the Office of the Association and shall be open to inspection of the registered holder of any such debentures or stock and any member of the Association subject to such restrictions as the Association in General Meeting may from time to time impose. The Association may close the said register for such periods as they may think fit not exceeding in aggregate thirty days in each year.

SECRETARY

Secretary

93. Subject to the provisions of the Acts, the Secretary shall be appointed by the Council and upon such terms and conditions as they shall think fit; and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an Assistant or Deputy Secretary upon such terms and conditions as they shall think fit; and any Assistant or Deputy Secretary so appointed may be removed by them.

MINUTES

Minutes of meetings

94. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council and of Committees of Council, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

THE SEAL

Provision, custody and use of the Seal

95. (a) The Council shall provide a Seal for the Association and may from time to time destroy the same and substitute a new Seal instead thereof.
- (b) The Council shall provide for the safe custody of the Seal.
- (c) The Seal shall only be used by the authority of the Council or of a Committee of the Council or of a sole member of the Council authorised by the Council in that behalf.
- (d) The Council may determine who shall sign any document to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Council or by such other person as the Council may from time to time appoint and countersigned by the Secretary or by such other person aforesaid.

Execution of formal documents

96. (a) Any document which is signed by one member of the Council and by the Secretary, or by two members of the Council, and is expressed (in whatever form of words) to be executed by the Association, shall have the same effect as if executed under the Seal of the Association.
- (b) No document which is so expressed and/or which makes it clear on its face that it is intended by the person or persons making it a deed shall be signed pursuant to paragraph (a) of this Article without the authority of the Council or of the Committee of the Council or of a sole member of the Council authorised by the Council in that behalf.
- (c) The provisions of paragraph (a) and (b) of this Article are in addition and without prejudice to the provisions of Article 95.

Official Seal

97. The Association may exercise the powers conferred by the Acts with regard to having official seals, and such powers shall be invested in the Council.

ACCOUNTS

Right to inspect

98. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by ordinary resolution of the Association.

BRANCHES OF THE ASSOCIATION

Branches

99. Branches of the Association may be formed from time to time for any place deemed expedient by the Council and may at any time be dissolved by the Council. Each Branch shall be named after the country, territory, county, district or town in which it is located.

Constitution of Branches

100. Each Branch of the Association shall be constituted and shall at all times conduct its affairs in accordance with the rules and regulations as the Council may from time to time prescribe.

SECTIONS OF THE ASSOCIATION

Sections

101. Sections of the Association may be formed from time to time by members of the Association interested in any particular branch of the arts and sciences concerned with the planning, design, construction, maintenance and repair of the built environment, but no section shall be formed except with the sanction of a resolution of the Council and each Section shall at all times comply with all requirements or regulations prescribed by the Council, and may at any time be dissolved by the Council.

NOTICES

Service of notice, Address of members and When service effected

102. (a) A notice which may or may not be contained in the Journal may be served by the Association upon any corporate or non-corporate member either personally or by sending it pre-paid through the post or by using electronic communications, addressed to such member at the address appearing in the Register of Members. 'Address' in relation to electronic communications includes any number or address for the purpose of such communications.
- (b) Any notice, if sent by post shall be deemed to have been effectively delivered on the seventh day following that on which it was posted and the class of mail used for posting shall be chosen with due regard to the address of the member and the subject of the notice. In proving that it has been sent it shall be sufficient to prove that the notice, or letter containing the notice, was properly addressed, pre-paid and posted.
- (c) Any notice or communication served using electronic communications shall be deemed to have been served at the expiration of 48 hours after the time it was sent and proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (d) The accidental omission to send a notice or the non-receipt of such notice by any member entitled to receive such notice shall not invalidate the proceedings of the meeting or of the postal vote which are the subject of the said notice.

INDEMNITY

Indemnity of members

103. Subject to the provisions of the Acts but without affecting any indemnity to which a member of the Council may otherwise be entitled:
- (a) No member of the Council or other officer of the Council shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Council in consequence of the execution of the duties of his/her office or in relation thereto;
- (b) Every member of the Council or other officer of the Council shall be indemnified out of the assets of the Association against any losses or liabilities incurred by him/her:
- (i) in defending any civil or criminal proceedings in which he/she is acquitted or judgement is given in his/her favour in relation to the affairs of the Association; and
- (ii) in connection with any application in which relief is granted to him/her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Council; and
- (iii) in or about the execution of the duties of his/her office or otherwise in relation thereto.

DISSOLUTION

Winding-up

104. Clause 7 of the Memorandum relating to the winding-up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

BYE-LAWS, CODES, RULES, AND REGULATIONS

Generally

105 The Council may from time to time make, alter or repeal, such Bye-Laws, Codes, Rules, and Regulations as they may deem necessary or expedient for ensuring the carrying into effect of the objects of the Association and for its proper conduct and management not involving any amendments or additions to the Articles as could only legally be made by special resolution and not being contrary to the Memorandum.

Notification to members

106. Council shall adopt such means as they may deem sufficient to bring to the notice of members of the Association all such Bye-Laws, Codes, Rules, and Regulations, which so long as they be in force shall be binding on all members of the Association.

REGISTER OF MEMBERS

Register

107. Register of all members of the Association shall, subject to the provisions of the Acts, be kept and maintained at the Office of the Association. Such Register shall show the class of membership to which each and every member of the Association has been admitted. Separate registers shall be kept for the corporate member and non-corporate member classes of membership.

THE JOURNAL

Journal

108. The Council may cause to be published an official publication (in these Articles called the 'Journal') which as and when published shall be sent to each member. The Journal may be used by the Council or by the Secretary for the publication of such notices, including notices of General Meetings, results of polls and other information as the Council shall direct.

BYE-LAWS OF THE ASSOCIATION OF BUILDING ENGINEERS

(As altered by Special Resolution passed 30th January 1993 and altered in Council 22nd May 1993, 31st October 1998, 6th November 1999, 3rd February 2001, 25th September 2004, 6th November 2004, 12th November 2005, 24th November 2007, 1st March 2008, 31st January 2009, 16 May 2009 and 6th February 2010).

PRELIMINARY

Interpretation

1. In these Bye-Laws unless there is something in the subject or context inconsistent therewith:

“the Association” means The Association of Building Engineers;

“the Council” means the Council of the Association;

“members” or “membership” means all persons who are corporate or non-corporate members of the Association;

“corporate members” means the Fellow and Member classes of members of the Association;

“the Articles” means the Articles of Association of the Association;

“the Office” means the headquarters office of the Association;

“the Regulations” means the Regulations and Limitation Policies made by the Council under the Articles from time to time.

Words importing the singular number only shall include the plural number, and vice-versa. Words importing the masculine gender only shall include the feminine gender.

The headings and marginal notes hereto shall not affect the construction of these Bye-Laws.

QUALIFICATIONS OF CORPORATE MEMBERS AND NON-CORPORATE MEMBERS

Classes of membership

2. There shall be the following classes of corporate members which term shall include:

(a) Fellow

(b) Member

The Association may also have attached to it non-corporate members which term shall include:

(a) Honorary Fellow

(b) Graduate Member

(c) Associate Member

(d) Technician Member

(e) Student

Fellow

3. A **Fellow** shall be a person who either shall be a Fellow at the date of adoption of these Bye-Laws, or shall be a Member of the Association and shall have been in positions of responsibility for a period of not less than five years.

Provided that the Council shall have the powers to grant a Direct Fellow membership:

(i) to applicants who possess the academic qualifications for corporate membership as specified in Bye-Law 14 and who are and have been in employment approved by the Council in positions of responsibility for a period of not less than five years;

(ii) in exceptional circumstances to applicants who have achieved recognised outstanding eminence in the practice or teaching of the arts and sciences concerned with the built environment or who are engaged in research which is designed or may enure to improve or benefit the said practice or those engaged therein;

and shall be admitted a Fellow of the Association.

Member

4. A **Member** shall be a person who either shall be a Member at the date of adoption of these Bye-Laws, or

(i) at the time of his/her application for admission, shall be actually engaged in a manner satisfactory to the Council, in the construction industry; and

(ii) shall possess the academic qualifications prescribed in Bye-Law 14; and

(iii) he/she shall have at least two years' approved training and practical experience as are prescribed by the Council in the Regulations for Members and shall have passed such test of competence as those Regulations shall from time to time prescribe;

and shall be admitted a Member of the Association.

Honorary Fellow

5. An **Honorary Fellow** shall be a person who either shall be an Honorary Fellow at the date of adoption of these Bye-Laws or, who by reason of his/her position or eminence in the arts, sciences or literature, or his/her experience in matters relating to the built environment, in the opinion of the Council, entitles him/her to the distinction of election as an Honorary Fellow or whose membership is considered by the Council to be desirable in the interests of the Association and shall be elected an Honorary Fellow of the Association; such person shall remain an Honorary Fellow at the pleasure of the Council.

An Honorary Fellow shall have all the rights and privileges of a Fellow other than voting rights. He/she shall not be required to pay any admission fee or annual subscription.

Graduate Member

6. A **Graduate Member** shall be a person who either shall be a Graduate Member at the adoption of these Bye-Laws or shall have passed such examinations and have such approved training and practical experience as are prescribed by the Council in the Regulations for Graduate Members and shall be admitted a Graduate Member of the Association.

Associate Member

7. An **Associate Member** shall be a person who either shall be an Associate Member at the date of adoption of these Bye-Laws, or shall have passed such examinations and have such approved training and practical experience as are prescribed by the Council in the Regulations for Associate Members and shall be admitted an Associate Member of the Association.

Technician Member

8. A **Technician Member** shall be a person who either shall be a Technician Member at the date of adoption of these Bye-Laws, or shall have passed such examinations and have such approved training and practical experience as are prescribed by the Council in the Regulations for Technician Member and shall be admitted as a Technician Member of the Association.

Student

9. A **Student** shall be a person who either shall be a Student at the date of adoption of these Bye-Laws or shall have been accepted for or be engaged in or have completed a course of study as prescribed by the Council in the Regulations for Students and shall be admitted a Student of the Association.

NOMINATION

Generally

10. Except as provided by Bye-Laws 11 and 12 the form of application to be completed by a candidate for admission or transfer as a Fellow shall bear the signatures of two supporters who shall be corporate members of whom one at least must be a Fellow. The form of application to be completed by a candidate for admission or transfer as a Member or Graduate Member or Associate Member shall bear the signatures of two supporters who shall be Fellows or Members; the form of application to be completed by a candidate for admission as a Student shall bear the signatures of one supporter and the Professor, head of department or head of the teaching staff of the institution. Where a candidate for admission as a Student is not studying in any institution his/her application shall be supported by such recommendations as to his/her ability and character as the Council may require in his/her case.

No person may act as a supporter for the purpose of this Bye-Law unless he/she is a Fellow, Member, Graduate Member or Associate Member of the Association and the candidate is personally known to him/her.

Nomination in special circumstances

11. Notwithstanding the conditions as to the requisite supporters contained in Bye-Law 10 the Council may in special circumstances, if and when in their absolute discretion they shall so decide, accept in their place recommendations from responsible persons engaged or who have been engaged in kindred professions testifying to their personal knowledge of his/her qualifications and professional standing. In such a case the Council may, if they think fit, treat his/her form as in order and as complying with these Bye-Laws.

Declaration in absence of requisite nomination

12. Where in any special case a candidate declares that he/she is not personally acquainted with the requisite number of supporters the Council, if satisfied with his/her declaration and with his/her qualifications, may, if they think fit, treat his/her form as in order and as complying with these Bye-Laws.

RETIREMENT OF MEMBERS

Retired list

13. Any Fellow, Member or Associate Member who having satisfied the Council that he/she has retired from practice may be transferred, at the discretion of the Council, to the Retired List on such terms as may be from time to time prescribed by the Council and upon such transfer and for the duration thereof he/she shall pay such reduced annual subscription as the Council may from time to time determine. No members of any class transferred to the Retired List shall have the right to become members of the Council but they shall otherwise retain the rights applicable to their class of membership.

ACADEMIC QUALIFICATION FOR CORPORATE MEMBERSHIP

Examinations and academic qualifications

14. (a) The Council may conduct examinations or approve examinations in appropriate subjects to be conducted on their behalf for approved candidates for admission as members.
- (b) The time and place or places at which such examinations shall be held, the subjects they shall comprise, the fees to be paid or deposited by candidates in respect of such examinations and the conditions under which candidates may be admitted thereto shall be prescribed by the Regulations as made from time to time by the Council.
- (c) The exemplifying academic standard required by the Council for the admission of Members shall not be less than that of a bachelors degree with honours, or equivalent, in a discipline related to the built environment, awarded by an approved academic institution, and on the list of validated qualifications issued from time to time by the Council.

- (d) The Council may withdraw recognition from any academic qualification awarded if, after scrutiny, it deems that the standard has fallen below that applicable at the time the qualification was placed on the list of validated qualifications issued from time to time by the Council.

UNDERTAKING TO OBSERVE REGULATIONS

Undertaking to be given by members

15. Every applicant for membership shall undertake that he/she will, if admitted:
- (a) observe and be bound by the Memorandum and the Articles, the Bye-Laws, Rules, Regulations and Codes of the Association from time to time in force so long as he/she is a member; and
 - (b) not use any description or letters denoting or implying that he/she is a member of any class of membership than that to which he/she was admitted; and
 - (c) not use any description or letters denoting or implying membership on ceasing to be a member; and return to the Association his/her certificate of membership in the event of his/her ceasing to be a member.
 - (d) accept the disciplinary powers of the Association

TITLE AND DESIGNATION OF MEMBERS

Designation of Corporate Member

16. (a) A Corporate member of the Association shall be entitled to describe himself/herself as a 'Corporate Building Engineer'.
- (b) The following designatory letters of membership may be used by members of the appropriate class so long as membership in that class continues:

Honorary Fellow	Hon FBEng
Fellow	FBEng
Member	MBEng

Designation of Graduate Member

- (c) A Graduate Member shall be entitled to display his/her certificate of membership and use the designatory letters GradBEng but no other description of his/her membership of the Association in any form of display.

Designation of Associate Member

- (d) An Associate Member shall be entitled to display his/her certificate of membership and use the designatory letters ABEng, but no other description of his/her membership of the Association in any form of display.

Designation of Technician Member

- (e) A Technician Member shall be entitled to display his/her certificate of membership but may not use any designatory letters nor any other description of his/her membership of the Association in any form of display.

Joint use of designation

17. (a) Where at least two Corporate members together, or jointly in partnership with persons who are not Corporate members of the Association, act as a firm, they are entitled to use the appropriate Corporate description for such firm but shall not use as part of the title of that firm the designatory letters of the Association.
- (b) Where a member undertakes business as a Limited Liability Company, the Company is entitled to use the Corporate description (Corporate Building Engineers) but shall not use as part of the title of that Company the designatory letters of the Association

DESIGNATION OF PRESIDENT, PAST PRESIDENT, VICE-PRESIDENT AND HONORARY VICE-PRESIDENTS

President

18. (a) On appointment, and for the duration of his/her office, the President shall be entitled to use the title "President of The Association of Building Engineers" and the designatory letters PBEng in addition to the designation appropriate to his/her class of membership.

Past President

- (b) On relinquishing office a President shall be entitled to use the title "Past President of The Association of Building Engineers" and the designatory letters PPBEng in addition to the designation appropriate to his/her class of membership so long as he/she remains a Corporate member or retired Corporate member of the Association.

Vice-President

- (c) On appointment and for the duration of his/her office a Vice-President shall be entitled to the use of the title "Vice-President of The Association of Building Engineers" and the designatory letters VPBEng in addition to the designation appropriate to his/her class of membership.

Honorary Vice-President

- (d) On appointment and for the duration of his/her office an Honorary Vice-President shall be entitled to use the title "Vice-President of The Association of Building Engineers" and the designatory letters VPBEng in addition to the designation appropriate to his/her class of membership.

MEMBERS TO HAVE USE OF LIBRARY AND MEMBERS' ROOM

Use of Library and Members' Room

19. All Members shall be entitled to use of any Library, Members' Room and Member's Area in any electronic media of the Association subject to the rules in force relating thereto.

OFFICERS

Principal Honorary Officers

20. (a) There shall be the following Honorary Officers of the Association (in these Bye-Laws referred to as 'Principal Honorary Officers') all of whom shall be Fellows of the Association, namely:
- (i) A President.
 - (ii) Such number of Vice-Presidents as shall from time to time be determined by the Council but so that the total number thereof shall not exceed three.
 - (iii) An Honorary Treasurer.
 - (iv) An Honorary Secretary.
- (b) No person may at the same time hold more than one Principal Honorary Office save that in the event of the death or resignation of the President the Council shall appoint an Acting President from among the remaining Principal Honorary Officers or Immediate Past President serving on the Council in accordance with the provisions of Bye-Law 22. He/she shall have the full powers of the President.
- (c) No Fellow shall be a Principal Honorary Officer so long as he/she holds office as an ordinary member of the Council as provided by Bye-Law 21(vi) save that a casual vacancy amongst the Principal Honorary Officers other than the office of President may be filled by the Council from amongst such Fellow ordinary members for a period remaining until the next following second meeting of a calendar year (as specified in Bye-Law 24) when the Fellow who has temporarily filled such vacancy shall again occupy his/her position as an ordinary member of the Council until such expiration of the three years for which he/she was first elected as such, calculated from the date on which he/she first commenced to hold office. The temporary filling of such a casual vacancy among the Principal Honorary Officers under the provision of this Bye-Law shall not be deemed to create a casual vacancy to be filled in accordance with the provisions of Article 69.
- (d) The Council may from time to time by resolution appoint an Assistant or Deputy Honorary Treasurer upon such terms and conditions as they shall think fit and any Assistant or Deputy Honorary Treasurer so appointed may be removed by them.
- (e) The Council may from time to time by resolution appoint an Assistant or Deputy Honorary Secretary upon such terms and conditions as they shall think fit and any Assistant or Deputy Honorary Secretary so appointed may be removed by them

Honorary Vice-Presidents

- (f) The Council may elect Honorary Vice-Presidents all of whom shall be Fellows of the Association their number being as may from time to time be determined by the Council. Honorary Vice-Presidents shall hold office at the pleasure of the Council

THE COUNCIL

Composition of Council

21. (a) The Council shall consist of:
- (i) The President (who shall be Chairman).
 - (ii) The Vice-Presidents referred to in Bye-Law 20 (a)(ii).
 - (iii) The Immediate Past President, or, subject to Bye-Law 22, any Past President.
 - (iv) The Honorary Secretary.
 - (v) The Honorary Treasurer.
 - (vi) Nine ordinary members of the Council.
 - (vii) Chairman of Audit Committee
 - (viii) Such co-opted members of the Council as provided by Bye-Law 23 (a) and 23 (b).
- (b) No person shall be eligible to serve as a member of the Council unless he/she is a Corporate member save as provided in Bye-Law 23 (a) or 23 (b).

PAST PRESIDENT TO SERVE ON COUNCIL

Immediate Past President

22. The person who is the Immediate Past President shall be a member of the Council for the year following his term of office as President excepting that if such person is unwilling or unable to serve, the Council may appoint another Past President who is able and willing to serve.

COUNCIL CO-OPTIONS

23. Co-option of Associate/Graduate/Technician Member

- (a) The Council at its first meeting shall co-opt an Associate/Graduate/Technician Member.

Other Council co-options

- (b) The Council shall have power to co-opt such other members of the Association as the Council may from time to time and at any time think fit but not exceeding five in number.

Period of co-option

- (c) A member co-opted under the provisions of this Article shall serve for a period of one year but shall be eligible for re-appointment. No such member shall be co-opted for more than three consecutive years but may be eligible for re-appointment provided at least one year has elapsed since the date of his/her retirement from that office.

Votes of non-corporate members

- (d) Non-corporate members shall be entitled to vote and act in all respects as a member of the Council during the period of their co-option.

TERM OF OFFICE

Installation of President and members of Council

24. At a date in May to be set by Council, the President elected in accordance with Bye-law 28 shall be installed as President. The outgoing President, principal Honorary Officers, retiring members and other newly-elected members of Council shall take their place at the start of the meeting in time for their installation by the President. The installation of any new principal Honorary Officers and other newly-elected members of Council shall take place at the May meeting of Council at which the newly installed President will take the Chair of Council. The outgoing President, outgoing principal Honorary Officers and retiring members of Council shall remain in post until the commencement of the May Council meeting.

Rotation of Principal Honorary Officers and ordinary members of Council

25. (a) One Vice-President shall be elected to hold office for three years from the date provided by Bye-Law 24
- (b) The Honorary Treasurer and the Honorary Secretary shall be elected to hold office for three years from the date provided by Bye-Law 24
- (c) Three ordinary members of the Council shall be elected to hold office for three years from the date provided by Bye-Law 24 and at such date three ordinary members of the Council shall retire. The members to retire shall, subject to Article 69, be those who have been longest in office since their last election save that three of the nine ordinary members of the Council first elected as provided by Bye-Law 29 shall retire after one year, but shall be eligible for re-election, and a further three after two years, as determined by lot.

Eligibility for re-election

26. Save as provided in Bye-Law 25 and except for the purposes of filling a casual vacancy no member who has held office as an ordinary member of the Council shall be eligible for re-election unless at least one year has elapsed since the date of his/her retirement from that office. For the purpose of this Bye-Law the period between the close of one Annual General Meeting and the close of the next Annual General Meeting shall be deemed to be a year notwithstanding that a calendar year may not have elapsed. Nothing in this Bye-Law contained shall prohibit the election of any person eligible to hold a Principal Honorary Office, to any such office at any time.

ELECTION OF PRINCIPAL HONORARY OFFICERS AND COUNCIL

Transitional provisions

27. The provisions of these Bye-Laws relating to the constitution of the Council shall not prejudice or affect the constitution or the powers of the Council in office at the time when these Bye-Laws are adopted and insofar as such provisions vary the constitution or election of the Council such provisions shall first become operative in respect of the Council the election of which is to be reported to the Annual General Meeting of the Association held after such adoption.

Election of President

28. The President for the next ensuing year of office shall be elected by the Council from amongst the Vice-Presidents, such election to take place and the result notified to the members as provided by Bye-Law 30.

Election of Officers and Council

29. Save as provided by Bye-Law 28 the Principal Honorary Officers and such other ordinary members of the Council as under these Bye-Laws fall due for election shall be elected annually by a ballot taken by means of voting papers circulated among the corporate members of the Association.

Council's list of candidates

30. Not later than eight weeks before the date of each Annual General Meeting the Council shall send to each corporate member entitled to receive notices a notice containing the following:
- (a) the names of the Principal Honorary Officers and ordinary members of the Council due to retire at the expiration of the respective periods of office as hereinbefore provided;
- (b) the name of the President elected by the Council for the next ensuing year as provided by Bye-Law 28;
- (c) As provided by Bye-Law 25 a list of qualified persons whom the Council nominate as candidates for the election as Vice-President, Honorary Treasurer, Honorary Secretary, and as ordinary members of Council for the next ensuing year stating in every case the particular office for which each is proposed.

Nominations

31. As provided by Bye-Law 25 the notice referred to in Bye-Law 30 shall be accompanied by an invitation for the nomination in writing of any duly qualified person as a candidate for election as a Vice-President, as Honorary Treasurer, as Honorary Secretary, or as an ordinary member of Council for the period allowed for in the Bye-laws. The nomination shall state the particular office for which the candidate is nominated, and shall be signed by any two Corporate members making the nomination together with the assent in writing of the candidate named therein to accept office if elected. Nomination papers shall be delivered at the Office of the Association not later than twenty-one days after the issue of the notice. No nomination shall be effective unless every person nominated and every person making the nomination shall be entitled to vote at General Meetings of the Association.

Voting paper

32. Not later than five weeks after the issue of the notice referred to in Bye-Law 30 the Council shall send to each Corporate member of the Association entitled to receive notices of General Meetings a voting paper in such form as the Council may from time to time think fit, containing the names of all the candidates properly nominated for election as Vice-President, Honorary Secretary, Honorary Treasurer as provided by Bye-Law 25 and as ordinary members of the Council.

Procedure for voting

33. Each voting paper shall clearly state the number of vacancies in each group of the Council and the voting form shall specify that the number of votes recorded must not exceed the required number of candidates in each group. Voting papers not completed in accordance with the instructions shall be invalid. Each voting paper shall be returned to the Office of the Association by hand or through the post pre-paid in the envelope provided to arrive not less than seven clear days before the date fixed for the ensuing Annual General Meeting and any voting paper not so delivered shall be ineffectual and shall be disregarded.

Appointment of scrutineers

34. The President, or failing him/her, one of the Vice-Presidents, shall at a convenient time before the Annual General Meeting, appoint from among the corporate members of the Association, not less than two scrutineers, any one of whom shall form a quorum for the purpose of attending the count and reporting to the Secretary on the result of the vote.

Opening of envelopes

35. All Voting Papers will be opened by staff of the Association on the day they arrive. A minimum of two staff will be present to ensure probity. A daily log of the papers received shall be made and placed in file in the safe of the Association. The log shall be signed by two members of staff.

Counting of votes

36. Votes will be counted by Headquarters staff in the presence of the scrutineers. The Association's accountant shall form part of the counting team, but if he/she is unable to attend then the Chief Executive shall instruct another member of staff to take part.

Report on scrutiny

37. The scrutineers shall make and sign a report in which they shall state the total number of voting papers received, the number rejected and the grounds for rejection, the total number of votes cast in favour of each candidate, and the names of the successful candidates and the offices to which respectively they have secured election. If there is an equality of votes in favour of two or more candidates, one or more of whom must be unsuccessful, the report shall so state. The report shall be enclosed in a sealed envelope delivered by the scrutineers to the Secretary and shall not be opened except at the Annual General Meeting.

Equality of votes

38. If there be such equality of votes as aforesaid the fact shall be reported to the Annual General Meeting which shall thereupon determine which of the candidates who have received an equality of votes are to be successful and which are unsuccessful.

Disposal of voting papers

39. The voting papers, after examination by the scrutineers, shall be placed in a packet which shall be sealed and delivered to the Secretary who shall retain the lists until one month after the Annual General Meeting, and shall then cause them to be destroyed.

APPOINTMENT OF CHAIRMAN OF AUDIT COMMITTEE

40. The Chairman of Audit Committee is appointed by Council, shall serve for a period of up to three years, as specified at the time of appointment, from the date of such appointment and shall be eligible for re-election for a further three year term. The person appointed as Chairman of Audit Committee shall be a Corporate Member of the Association and shall not be a Principal Honorary Officer nor an elected Member of Council nor a person Co-opted in accordance with Bye-Law 23.

POWER OF THE COUNCIL

Overriding power of Council

41. Nothing hereinbefore set out shall detract from the overriding power of the Council.

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Association of Building Engineers



Promoting Excellence for over 75 years

The Association of Building Engineers

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