

THE  
**Charter of Incorporation**

OF THE ROYAL AERONAUTICAL SOCIETY  
*with which is incorporated the Institution of Aeronautical Engineers,  
the Helicopter Association of Great Britain and the  
Society of Licensed Aircraft Engineers and Technologists*

GRANTED BY LETTERS PATENT  
OF HIS MAJESTY THE KING  
ON THE 17th JANUARY 1949

*and as Amended on the 3rd February 1950,  
the 11th January 1960, the 8th February 1960,  
the 14th November 1974 the 18th May 1987,  
the 23rd August 1990 and the 28th April 1994*

*Together with*

**The By-Laws**

of the Society as allowed by The Lords of Her Majesty's Most Honourable Privy Council on the 11th January 1960 and as amended on the 15th June 1960, the 14th August 1970, the 14th August 1974, the 14th November 1974, the 11th November 1982, the 18th May 1987 the 23rd August 1990, 24th March 1993, the 28th April 1994, the 25th October 1996, and the 4th August 1997.

LONDON

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## **At the Court at Buckingham Palace**

*The 22nd day of December, 1948*

PRESENT,

### **THE KING'S MOST EXCELLENT MAJESTY IN COUNCIL**

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of His Majesty's Most Honourable Privy Council, dated the 8th day of December, 1948, in the words following, viz.:

'YOUR MAJESTY having been pleased, by Your Order of the 2nd day of June, 1948, to refer unto this Committee the humble Petition of H. Roxbee Cox, Esquire, and others, praying for the grant of a Charter of Incorporation to the Royal Aeronautical Society.

'THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration, and do this day agree humbly to report, as their opinion, to Your Majesty, that a Charter may be granted by Your Majesty in terms of the Draft hereunto annexed.'

HIS MAJESTY having taken into consideration the said Report, and the Draft Charter accompanying it, was pleased, by and with the advice of His Privy Council, to approve thereof, and to order, as it is hereby ordered, that the Right Honourable James Chuter Ede, one of His Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for His Majesty's Royal Signature, for passing under the Great Seal a Charter in conformity with the said Draft, which is hereunto annexed.

*E. C. E. Leadbitter.*

# The Charter of Incorporation

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**GEORGE THE SIXTH** by the Grace of God, of Great Britain, Ireland and the British Dominions beyond the Seas King, Defender of the Faith:

To all to whom these Presents shall come, Greeting:

**WHEREAS** the unincorporated Association commonly known as the Royal Aeronautical Society have petitioned Us for a Charter of Incorporation such as in and by these Presents granted.

**AND WHEREAS** We are minded to comply with the prayer of such Petition:

NOW THEREFORE WE by virtue of Our Royal Prerogative in that behalf and of all others powers enabling Us so to do of Our special grace certain knowledge and mere motion do hereby for Us Our Heirs and Successors will grant direct appoint and declare as follows:

1. The persons now members of the said Association and all such persons as may hereafter become members of the Body Corporate or Corporation hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the name of the 'Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers, the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists' and by the same name shall have perpetual succession and a Common Seal with power to break alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

*NOTE: The Helicopter Association of Great Britain, founded in 1945, was merged with the Royal Aeronautical Society as the Rotorcraft Section of the Society on 8th January 1960. To preserve the name in perpetuity Her Majesty, on the advice of Her Privy Council on 8th February 1960 allowed an amendment of the title of the Society to include the words 'and the Helicopter Association of Great Britain.'*

*The Society of Licensed Aircraft Engineers and Technologists was merged with the Royal Aeronautical Society on 1 July 1987.*

2. We do also hereby for Us Our Heirs and Successors license authorise and for ever hereafter enable the Body hereby incorporated (hereinafter called 'the Society') or any persons or person on its behalf to acquire for the purposes of the Society any lands tenements or hereditaments or any interest in any lands tenements or hereditaments whatsoever and to hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) to grant demise alienate or otherwise dispose of the same or any part thereof.
3. And We do also hereby for Us Our Heirs and Successors give and grant Our Licence to any person and any Body Politic or Corporate to assure in perpetuity or otherwise or to demise or devise to or for the benefit of the Society any lands tenements or hereditaments whatsoever or any interest in any lands tenements or hereditaments within Our United Kingdom of Great Britain and Northern Ireland.
4. The objects and purposes for which the Society is hereby constituted are the general advancement of Aeronautical Art, Science and Engineering and more particularly for promoting that species of knowledge which distinguishes the profession of Aeronautics (which expression includes Astronautics) and for those purposes inter alia,
  - (a) to facilitate the exchange of information and ideas amongst the members of the Society and others,

- (b) to hold meetings of the Society for reading and discussing communications and lectures bearing upon Aeronautical Art, Science and Engineering (and upon subjects relating thereto),
- (c) to hold or promote Exhibitions,
- (d) to establish, form and maintain libraries and collections of models, designs, drawings and other articles of interest in connection with the development and improvement of Aeronautical Art, Science and Engineering.
- (e) to print publish sell lend and distribute any communications made to the Society or any similar Society and the reports of the proceedings or transactions of the Society or any similar Society and to purchase reproduce print publish and distribute any other papers communications books works or treatises relating to Aeronautical Art, Science or Engineering or any abstracts thereof or extracts therefrom and for this purpose to cause translations to be made into or from any language of any such communications reports papers books works or treatises,
- (f) to encourage invention and research,
- (g) to establish Divisions, Branches, Sections and Groups of the Society,
- (h) to provide and award medals and prizes for contributions to the advancement of Aeronautical Art, Science and Engineering,
- (I) to give the Legislature and any departments thereof and public bodies and engineering institutions and others, facilities for conferring with and ascertaining the views of members of the Society and other persons engaged in the profession of aeronautics as regards matters directly or indirectly affecting Aeronautical Art, Science and Engineering and to confer, send representatives to and communicate with all or any such authorities and bodies in regard to the same,
- (j) to establish, subsidise, promote, co-operate with, manage, superintend, lend monetary assistance to or otherwise assist any charitable associations, incorporated or not incorporated, with objects altogether or in part similar to those of the Society, provided that such associations prohibit the payment of any dividend or profit to or the distribution of any property amongst their members as strictly as such payment or distribution is prohibited to or amongst the members of the Society.
- (k) to found, establish, undertake, superintend, administer and contribute to the support of educational institutions, schools and classes and any charitable funds conducive to the objects of the Society,
- (I) to do all other things incidental or conducive to the attainment of the Society's objects, provided always that no part of the property or funds of the Society shall be applied for other than charitable objects.

[NOTE: Certain amendments to Clause 4 of the Charter dated 17th January 1949 were pursuant to Clause 19 thereof allowed by His Majesty in Council on 3rd February 1950. Clause 4 has for the convenience of members been printed as amended. For the form of the original clause reference should be made to the Charter Itself].

5. The income and property of the Society shall be applied solely towards the promotion of the objects of the Society. The Society shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members thereof.
6. The members of the Society shall not have any personal claim on any property of the Society and no portion of the income or property of the Society shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to persons who at any time are or have been members of the Society or to any of them provided that nothing

herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Society in return for any services rendered to the Society.

7. There shall be such classes of Corporate and non-Corporate members of the Society, with such rights, including voting rights, privileges and obligations, as the By-Laws of the Society (hereinafter referred to as the By-Laws) for the time being shall provide. Companies and corporations may, subject to the By-Laws, be admitted as non-voting members of the Society.
8. The qualifications, method and terms of admission, privileges and obligations including liability to expulsion or suspension of members of each of the classes respectively shall be such as the By-laws for the time being shall direct. The power of election of each person seeking admission to any class of membership shall be vested in the Council (as hereinafter defined) whose responsibility it shall be to decide whether he has or has not fulfilled such conditions as are applicable to his case.
9. The meetings of the Society shall be held at such times and for such purposes, and shall observe such procedures as may be prescribed by or under the By-Laws.
10. There shall be a Council of the Society consisting of such number of members with such qualifications and to be elected or constituted as such members of Council in such manner and to hold office for such period and on such terms to seek re-election and otherwise as the By-laws for the time being shall direct.
11. The first members of the Council of the Society shall be the members of the Council of the existing Society namely H. Roxbee Cox, Esq., Ph.D., D.I.C., President; Sir Frederick Handley Page, C.B.E. and Sir A. H. Roy Fedden, M.B.E., D.Sc., Past Presidents; Sir John S. Buchanan, C.B.E., W. G. A. Perring, Esq. and N. E. Rowe, Esq., C.B.E., B.Sc., D.I.C., Vice-Presidents; and L. Aitchison, Esq., M.Sc., D.Met., E. J. N. Archbold, Esq., B.Sc., The Rt. Hon. the Lord Brabazon of Tara, M.C., G. P. Bulman, Esq., C.B.E., B.Sc., S. Camm, Esq., C.B.E., A. V. Cleaver, Esq., G. P. Douglas, Esq., O.B.E., M. C., D.Sc., A. G. Elliott, Esq., C.B.E., W. S. Farren, Esq., C.B., M.B.E., M.A., F.R.S., A. A. Hall, Esq., M.A., S. Scott Hall, Esq., M.Sc., D.I.C., J. W. F. Housego, Esq., E. T. Jones, Esq., O.B.E., M.Eng., Sir Ben Lockspeiser, M.A., P. G. Masefield, Esq., M.A., W. Tyne, Esq., B.Sc., C. F. Uwins, Esq., O.B.E., A.F.C., and H. C. Watts, Esq., M.B.E., D.Sc. The first Secretary of the Society shall be J. Laurence Pritchard, Esq. The said members of the Council shall respectively hold office as such until due election and coming into office of their successors in accordance with the By-laws but shall be respectively eligible subject to the By-laws for re-election if otherwise qualified.
12. The direction and management of the Society and its affairs and business shall be vested in the Council subject to the provisions of these Presents and to the By-laws. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe.
13. The Society shall have such Officers with such functions tenure and terms of office as the By-laws may prescribe and such other officers and servants as the Council of the Society may from time to time appoint.
14. The Society in General Meeting, held with due notice and otherwise in accordance with the By-Laws, may make, and from time to time revoke, amend or add to By-Laws as required for the regulation, government and advantage of the Society, its members and property, and for the furtherance of the objects and purposes of the Society: Provided that no such By-Law, revocation, amendment or addition shall be repugnant to this Our Charter or to the Laws and Statutes of Our Realm, and provided also that no such By-Law, revocation, amendment or addition shall take effect until the same has been allowed by the Lords of Our Privy Council, of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
15. The first By-laws to be made under these Presents shall be made by the Voters of the Society within the period of six months from the date of these Presents unless the Lords of Our Privy Council shall see fit to extend such period of which extension the Certificate of the Clerk of Our Privy Council shall be conclusive evidence.

16. The property and moneys of the existing Society including any property and moneys held on behalf of or in trust for the existing Society by any person or persons or body politic or corporate other than property and moneys held by Aerial Science Limited and by Aeronautical Trusts Limited shall from the date of these Presents become and be deemed to be the property and moneys of the Society and shall as soon as may be formally transferred to the Society or such person or persons on its behalf as the By-laws may prescribe. The Society shall as soon as may be procure that Aerial Science Limited be wound up and that its surplus assets be transferred in specie to the Society or such person or persons as aforesaid on its behalf. All property and moneys vested in or held by Aeronautical Trusts Limited as a trustee for the existing Society shall continue to be vested in or held by that Company as a trustee for the Society unless and until the Society shall otherwise determine.
17. In the investment of moneys belonging to or held by the Society and applicable for the general purposes of the Society the Society shall not be limited to investments normally known as trustee securities but may invest such moneys in such manner and upon such investments or securities including (subject to the limits hereinbefore imposed) the purchase of freehold or leasehold land as it might do if it were absolute beneficial owner thereof. PROVIDED ALWAYS that it shall not invest money upon any Bonds, Debentures, Debenture Stock, Notes or other obligations, Guaranteed, Preference, Preferred or Preferred Ordinary Stocks or Shares of any Company unless dividends at the rate of at least four per cent per annum have been paid for five consecutive years immediately prior to the time of investment on the Ordinary Deferred or Deferred Ordinary Stock or Shares of the Company. PROVIDED ALSO that it shall not invest money upon Ordinary Deferred or Deferred Ordinary Stocks and Shares unless dividends of at least four per cent per annum have been paid thereon for five consecutive years immediately prior to the time of investment. PROVIDED ALSO that it shall not make any investment unless first advised by a stockbroker or firm of stockbrokers of not less than 20 years' standing that the same is an investment on which they would be prepared to advise a client of theirs (not being a trustee) to lay out his own money and subject as aforesaid no liability shall attach to any officer servant or member of the Society in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of the Society.
18. The Council may by a resolution in that behalf passed at any meeting by not less than two-thirds of the members of the Council present and voting (being an absolute majority of the whole numbers of the members of the Council) and confirmed at a Special General Meeting of the Society duly convened and held not less than one month or more than four months after the date of such meeting of the Council by not less than two-thirds of those present and voting alter, amend or add to these Presents and such alterations, amendment or additions shall when allowed by Us in Council become effectual so that these Presents shall thenceforward continue and operate as though they had been originally granted and made accordingly. This provision shall apply to these Presents as altered, amended or added to in a manner aforesaid.
19. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good firm valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

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

**WITNESS** Ourself at Westminster this Seventeenth day of January in the Thirteenth year of Our Reign.

**BY WARRANT** under the King's Sign Manual.

*NAPIER*



*At the Council Chamber, Whitehall*

THE 23rd DAY OF JANUARY 2003

BY THE LORDS OF HER MAJESTY'S  
MOST HONOURABLE PRIVY COUNCIL

WHEREAS the Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers and the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists has duly made new By-Laws:

AND WHEREAS the By-Laws have been submitted to the Lords of the Privy Council for allowance:

NOW, THEREFORE, Their Lordships, having taken the By-Laws into consideration, are pleased to allow them as set out in the Schedule to this Order.

*A. K. Galloway*

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*SCHEDULE*

BY-LAWS OF THE ROYAL AERONAUTICAL SOCIETY REFERRED TO IN THE FOREGOING  
ORDER

**1. DEFINITIONS**

In the By-Laws the word or words in the first column of the Table following shall, unless the context otherwise requires, bear the meaning set opposite to them respectively in the second column of that Table:

## Words

## Meanings

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The Society	The Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers, the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists.
Member	The use of the term 'Member' (with a capital 'M') refers to the class of Member as defined in By-Law 2, but the use of the word member (with a small 'm') refers to all classes of membership, that is, all persons who are on the Register of the Society.
Profession of Aeronautics	The practice of those branches of art, engineering, the law, medicine and science which are concerned with or closely related to aeronautical and astronautical research, design, manufacture, operation, maintenance, safety, regulation, training, education and management.
The Council	The collective body of members duly elected and constituting the Council of the Society for the time being.
Divisions and Branches	Divisions and Branches are associations anywhere in the world organised under these By-Laws and in accordance with rules approved by the Council for the general advancement of the Society's objects.
Sections and Groups	Sections and Groups are associations within the Society organised under rules approved by the Council for the pursuit of specialist interests.
Engineering Council (UK)	The registration authority by that name established by Royal Charter or its successor bodies.
Boards and Committees	Boards and Committees appointed by the Council to advise and report on specific issues as may from time to time arise.

Bye-Laws of the Engineering Council (UK)	The Bye-Laws of the Engineering Council (UK) currently in force, relevant extracts from which may from time to time be appended to any reproduction of these By-Laws.
Voters	Fellows, Companions, Members, those Associate Members who were elected before 1st January 1975 to the class of Associate defined in the By-Laws adopted on 11th January 1960 and those Associate Members who are registered as Incorporated Engineers under the provisions of the Royal Charter and Bye-Laws of the Engineering Council (or its successor bodies).
Chartered Engineer, Incorporated Engineer and Engineering Technician	Styles and titles awarded by the Engineering Council (UK) to suitably qualified members on the nomination of the Society.
Chief Executive	The Chief Executive for the time being of the Society.
Deputy Chief Executive	The member of the staff appointed in accordance with Bye-law 15(B).
Notice	Notice includes a voting paper.
Registered Address	That address of a member which, for the time being, appears on the Register of the Society.

Masculine gender includes the Feminine unless the context precludes.  
The word Aeronautics shall in all cases be deemed to include Astronautics.

## **2. MEMBERSHIP OF THE SOCIETY**

### *(A) Classes of membership*

There are six classes of membership of the Society, which are termed respectively Fellow, Companion, Member, Associate Member, Associate, and Affiliate.

*(B) Requirements of membership*

The requirements of membership are set out for each class of membership in Annex 1 to these By-Laws. The Council of the Society may, in suitable cases, waive or modify any or all of the requirements of membership set out in Annex 1 to these By-Laws provided that it votes unanimously to do so. Candidates for Fellowship or Membership shall meet such further requirements as may be laid down by the Council.

*(C) Registration of Engineer members*

The Society encourages all members of the Society who fulfil the requirements of the Engineering Council (UK) for registration as Chartered Engineers, Incorporated Engineers or Engineering Technicians to seek such registration accordingly, so that the Society is able to fulfil any requirements that apply to its status as a Licensed Member of the Engineering Council (UK).

### **3. ELECTION OF MEMBERS**

*(A) General*

No person shall be elected to membership of any class except under arrangements approved by the Council.

Applications for election into all but the Honorary classes shall be made in a form approved by the Council.

*(B) Notification of Membership*

Every person duly elected a member shall be informed by letter. Membership is not effective until the monies due have been paid. If such monies are not paid within three months of the date of election, the election may be declared void.

*(C) Certificate of Election*

Every person whose election has become effective in any class will receive a certificate of election. The certificate remains the property of the Society and is to be returned on application by the Council or when the holder ceases to be a member of the Society.

*(D) Honorary Titles*

The power of awarding the title “Honorary” in the classes of Fellow or Companion is vested in the Council. Honorary Fellows and Honorary Companions have all the privileges of Fellows and Companions respectively.

Certain groups have been re-classified as Hon Companions and these members shall retain the Honorary classification.

*(E) Abbreviated Titles*

Honorary Fellows, Honorary Companions, Fellows, Companions, Members, Associate Members and Associates respectively may use the following abbreviated forms to indicate the class in the Society to which they belong, namely:

HonFRAeS, HonCRAeS, FRAeS, CRAeS, MRAeS, AMRAeS and ARAeS

Those members who are registered as engineers with the Engineering Council (UK) may use the style and title Chartered Engineer, Incorporated Engineer or Engineering Technician and the designatory letters CEng, IEng and EngTech respectively before the letters indicating their grade of membership of the Society as appropriate.

#### **4. PROFESSIONAL CONDUCT AND EXPULSION**

*(A) Professional Conduct*

Members shall at all times so order their conduct as to uphold the dignity and reputation of the profession, and to safeguard the public interest in matters of safety and health and otherwise. Professional skill and judgment must be exercised to the best of a member’s ability and professional responsibilities discharged with integrity.

*(B) Professional Conduct and Enforcement: Rules and Regulations*

The Council, with the consent of the Voters by Ordinary Resolution, shall promulgate Rules of Professional Conduct so as to secure the objects in (A) above and members shall be required to undertake to comply with the Rules. The Council shall ensure that the application of the Rules is clearly defined. The Council, with the consent of the Voters as aforesaid, shall also make Regulations for the enforcement of the Rules of Professional Conduct. The Regulations shall ensure:

- (i) that any complaint or allegation of improper conduct is properly investigated and adjudicated upon by an impartial tribunal, which may consist either wholly or partly of members of the Council;
- (ii) that members are given full details of the nature of any such complaint or allegation made against them;
- (iii) that before being found guilty of such improper conduct the member is given a full and fair opportunity of being heard and of calling witnesses and cross examining any other witness testifying before the tribunal, and
- (iv) that in all respects the investigation is made, the proceedings are conducted, and the decisions are reached in accordance with natural justice and with due regard to the principles of human rights legislation.

The Rules of Professional Conduct are contained in Appendix II to these By-Laws.

## **5. EXAMINATIONS**

The Council shall approve and cause to be held examinations for persons wishing to be admitted as Members, Associate Members, or Associates.

Such approval shall not be given unless there has been prior consideration by qualified persons nominated by the Council and, in the case of any members nominated for the designations CEng, IEng or EngTech, unless the examinations concerned are acceptable to the Engineering Council (UK).

## **6. SUBSCRIPTIONS**

The annual rates of subscriptions, transfer and entrance fees payable by members shall be those determined from time to time by the Council. The following general provisions apply to fees.

All annual subscriptions in respect of a calendar year are due on 1 January in that year.

Subscriptions and any applicable entrance fees for newly elected members become due on election and are those appropriate to the class of membership, age, place of residence, and employment circumstances at the date of that election. Any member elected between 1 July and 30 September in any year

pays one half of the subscription for the year. Any member elected between 1 October and 31 December pays one quarter of that subscription.

Members transferred to another class of membership pay in the year of transfer the difference between the subscription already paid and that of the new class. If the transfer occurs between 1 July and 30 September the sum due is one half of the difference between the subscription already paid and that of the new class. For transfers that take place between 1 October and 31 December the sum due is one-quarter of the difference between the subscription already paid and that of the new class.

## **7. RESIGNATION, SUSPENSION AND RE-ADMITTANCE**

### *(A) Resignation and Suspension*

All members are liable for the payment of their annual subscription for any year except those who have notified the Society in writing before 30 November in the previous year of their intention to resign, having previously paid all arrears, including the subscription for the year current at the date of their notice.

Members who fail to pay their subscriptions by 31 October of the year for which they are due will have their membership terminated.

The Society may decide to waive a part or the whole of a member's annual subscription, or arrears, on the grounds of incapacity to pay arising from ill health, advanced age, or other sufficient cause.

### *(B) Re-admittance*

Members whose membership has lapsed under this By-Law may re-apply for membership under the same procedures as apply to new applicants.

## **8. THE COUNCIL**

### *(A) Functions of the Council*

The Council may address any matter of significance to the Society. In addition to any other mandatory responsibilities laid on them by these By-laws, however, the Council must always:

- (a) agree any strategy report or other set of proposals of a similar strategic nature which amends the policy or strategic direction of the Society;

- (b) agree annually the Financial and Business Plan and note the Annual Budget. The Council must agree the subscription schedule for the subsequent year;
- (c) agree any change to the Constitution or By-Laws of the Society or the Boards of the Society;
- (d) elect the President, President Elect and Board Chairmen in accordance with the By-Laws. It must agree Co-options to the Council;
- (e) receive, at least annually, a report from each Board — and it must note and give such directions for the subsequent work of the Board as may seem appropriate. The Council must endorse the proposed membership of each Board for the coming year;
- (f) endorse proposals for Awards and Medals including invitations to Honorary Fellowship and Honorary Companionship, and note proposals for Fellowship and Companionship on recommendation of the relevant grading Committee;
- (g) agree any significant statement intended for the public domain as a formal expression of Society position or policy;
- (h) agree any purchase of real property or leases or the sale or surrender of any real property or its lease. The Council must agree the writing off or sale of any asset having an estimated realisable value in excess of a value to be set by the Council. The Council must agree the purchase, or leasing, of any article or piece of equipment not being identified in the agreed Budget and having a value more than a value to be set by the Council. The Council must agree gifts, sponsorships, and charitable donations individually above a value to be determined by the Council from time to time;
- (i) agree the launching or defence of court proceedings by the Society;
- (j) subject to the agreement of the President, consider any other topic submitted by a Council member as being of significance to the Society.

## *(B) Composition of the Council*

The Council consists of:

- (a) The President — *ex officio*;
- (b) The President-Elect — *ex officio*;
- (c) Board Chairmen — *ex officio*;
- (d) The Immediate Past President — *ex officio*;
- (e) Divisional Presidents — *ex officio*;
- (f) Branches Committee Chairman — *ex officio*;
- (g) 18 elected Members of the Council on a three-year rotation (six to be elected per year);
- (h) A maximum of three members of the Council co-opted on the sole grounds that an important area of the Society's interest is not otherwise represented on Council.

The President-Elect is the sole Vice-President.

Notwithstanding the above, at least half of all the members of the Council at any given time must be Members or Fellows of the Society.

The Council shall ensure that its composition includes sufficient numbers of registered engineers as will comply with any requirements of the Engineering Council (UK).

All Council members have the right to vote at Council meetings.

## *(C) The President*

The President, who must be a Member or Fellow, shall be elected by the Council from their number at the November Meeting of the Council and shall hold office for one year. The President's period of office begins at the conclusion of the Annual General Meeting next following their election. The candidate for the Presidency will normally be the President-Elect. No person is eligible for re-election to the office of President save in circumstances resolved by the Council to be extraordinary.

The President is appointed for a term of one year (not to be extended) following a term as President-Elect. If a President-Elect is either unable to serve as President, or, as the case may be, is unable to continue as President, the Council shall select a President from the current members of the Council by secret ballot. A President elected in this manner shall serve for a term sufficient only to allow normal presidential election processes to be resumed. The President so selected shall have the full powers and responsibilities of President for the remainder of the term.

The President, if present, takes the chair at all Council meetings, Annual General Meetings, Special General Meetings and General Meetings of the Society, and may take the chair at any other meeting of the Society. The President-Elect shall take the Chair at any Council meetings, Annual General Meetings, Special General Meetings or General Meetings at which the President is not present. If neither the President nor the President-Elect is present at such a meeting the Immediate Past President shall take the chair .

The Council shall determine at the end of a Presidential year whether a President who has resigned before the end of that year shall be designated a Past President.

*(D) The President-Elect*

The Council, at their November meeting, shall elect from among their number the President-Elect for the ensuing year. If the President of the Society is not a Chartered Engineer, then the President-Elect shall be a Chartered Engineer. The President-Elect shall hold office for a period of one year beginning with the conclusion of the Annual General Meeting next following the election.

The President-Elect is elected by the Council by secret ballot from a list of nominations made by the Council members from among the members of the Council. Exceptionally the Council may appoint a President-Elect who is not a member of the Council where the Council believes that there is a particular benefit to the Society and provided that such an appointee is a Member or Fellow of the Society.

In the event of the death or resignation of the President-Elect the Council appoints a new President-Elect from among their number.

Service as the Acting President following the death or resignation of the President does not preclude the President-Elect from taking office as the President the following year.

*(E) Ordinary members of the Council*

Elected members of the Council are elected by the Voters by ballot. Members of the Council, who must be members of the Society, serve for three years and are eligible for re-election for a second term of three years. After a maximum of six years Members of the Council stand down from the Council for at least one year. Following such an interval year the member is eligible for election to the Council as a new candidate.

The Council must include at least three and not more than seven members who are neither Members nor Fellows and a sufficient number of registered engineers or technicians as will meet any applicable requirements of the Engineering Council (UK).

Past Presidents serve on the Council for one year *ex officio* immediately after their term as President and are then eligible to stand for election to the Council for a further three years after which they stand down for at least one year.

Any member co-opted to the Council serves for only one year. A member may be co-opted in successive years if the criteria for the co-option continue to apply and are judged to do so by decision of the Council. In no case shall a member be co-opted to serve for more than three successive years. A co-opted member is free to seek election as a new candidate following a period of co-option.

In no case may any member serve as a member of the Council for a continuous period of more than nine years through any combination of elected periods and membership *ex officio*. At the conclusion of any such period of nine years the member stands down from the Council and from any office that carries Council Membership *ex officio*, for at least one year.

The following will result in the office of a member of the Council being vacated:

- (a) resignation in writing;
- (b) cessation of membership of the Society;
- (c) without the consent of the Council the holding of an office of profit under the Society, or
- (d) failure to disclose the nature of any direct interest in a contract with the Society;

- (e) bankruptcy or the making of any arrangement or composition with creditors generally, or
- (f) appointment by the Court of Protection of a receiver of the member's assets, or
- (g) a vote by three-quarters of the members present at a meeting of the Council, at which due notice of the proposed resolution has been given, for removal of the member from office, or
- (h) a resolution of a General Meeting of the Society to remove the member from office.

If an elected Ordinary member dies, resigns or becomes disqualified from Council membership, the Council will fill the vacancy by appointing the candidate with the highest number of votes from among the unsuccessful candidates at the most recent election. The Council may take this action at any time in the year following the circumstance that caused the vacancy. The member so appointed holds office for the remainder of the term of office of the member he has replaced.

In appointing a new Ordinary member to the Council under this By-Law, the Council will ensure that the composition of the Council complies with By-Law 8(B).

An Ordinary Council member who is appointed to the position of President-Elect or President shall be replaced by the Council in the same manner as an ordinary member who has resigned, died or been disqualified.

## **9. COUNCIL ELECTIONS**

### *(A) Nominations*

Nominations of candidates for election to the Council must be received by the Chief Executive not later than 15 January annually and must include statements in writing by the candidates that they are willing and able to serve.

The nomination forms must be signed by one proposer and two seconders, all of whom must be Members or Fellows. No member shall act as proposer or seconder to more than two nominations.

### *(B) Ballot*

Not less than 60 days before the Annual General Meeting a voting paper, the form of which is determined by the Council, must be posted to every member entitled to vote. The ballot form for all vacancies other than for the Associate ballot is sent to all Voters. A separate ballot form for the Associate Member ballot only is sent only to those Associate Members who are not registered as Incorporated Engineers. A further separate ballot form for the Associate ballot is sent only to the Associates.

Each voting paper must clearly state the number of vacancies in each class to comply with By-Law 8(E). Voters are required to vote for a minimum of four candidates, at least one of whom is standing in the Associate Member class.

When the election of a Member is required to satisfy By-Law 8(E), the voting paper shall specify that a vote or votes must be given to the required number of candidates in this class. Voting papers not completed in accordance with the instructions are invalid. Each voting paper must be returned in the envelope provided so as to arrive not later than the day before the date of the Annual General Meeting. Papers arriving after that day will be destroyed unopened.

If the number of candidates equals or is less than the number of vacancies, a ballot is not held and the nominated candidates are declared elected; any remaining vacancies are filled by the Council by co-option. Members co-opted in this way serve for the full term of three years.

### *(C) Scrutineers*

At the appropriate meeting, the Council must appoint at least three scrutineers from those members of the Society who are not nominated for election or re-election. The scrutineers so appointed must be present at the offices of the Society on the day of the Annual General Meeting and supervise the counting of the votes. The report of the scrutineers is handed to the Chairman of the Annual General Meeting immediately before the Meeting. If the scrutineers are unable to report the election of any member of the Council owing to an equality of votes, the Chairman of the Annual General Meeting has a casting vote or casting votes necessary to complete the election.

### *(D) Announcement of Election*

The names of the newly elected members of the Council and of the President and President-Elect for the following year are announced by the Chairman at the

end of the said Annual General Meeting, and their appointments take effect immediately this announcement is made.

## **10. MEETINGS OF THE COUNCIL**

The Council meets at such times as the Council may decide, or whenever summoned by the President or President-Elect or on a requisition signed by seven members of the Council. There shall be at least two meetings of the Council in each calendar year. At every meeting nine members present is a quorum, provided that at any meeting of the Council at least two-thirds of the Council members present are Members or Fellows. Seven days' clear notice of a meeting of the Council is given in writing or by electronic message by the Chief Executive to every member and Honorary Officer of the Council save when an emergency meeting is called by the President, President-Elect or on a requisition by seven members of the Council.

The decision of the Council on all matters dealt with by them in accordance with the By-Laws is final and binding on all members of the Society.

Proper minutes must be kept.

The Chief Executive will, subject to the agreement of the Council, attend Council meetings and provide such other support as the Council may direct.

## **11. BOARDS AND COMMITTEES OF THE COUNCIL**

- (a) The Council may appoint Boards or Committees to consider and report to the Council on any subject affecting the Society. Boards appointed by the Council under this By-Law may themselves appoint Committees, which are also Committees of the Council.
- (b) The Council may delegate to any Board or Committee such of its powers and duties as it sees fit, but retains full responsibility for the actions of such Boards and Committees. The Council may dissolve a Board or Committee at any time.
- (c) Subject always to the provisions of paragraph (g) below, the composition of Boards is determined by the Council, and the composition of each Committee is determined by the Board appointing it, or by the Council, provided that:
  - i. The Chief Executive is a member of all Boards;
  - ii. each Board includes at least three members of the Council;

- iii. a majority of the members of each Committee are members of the Society.
- (d) Board Chairmen are elected by the Council by secret ballot for a term of three years and are eligible for re-election for a second term of three years. Exceptionally the Council may appoint Board Chairmen who are not members of the Council.
- (e) The quorum for any Board or Committee is five members present, provided that the quorum for any Board or Committee responsible for matters concerning registration or accreditation with the Engineering Council (UK) is required to have a majority of registered engineers as appropriate.
- (f) Any report submitted to the Council by a Board or Committee must be signed by the Chairman and must indicate the names of any members dissenting from the report.
- (g) In accordance with the provisions of this By-Law, the Council from time to time as appropriate appoints Boards and Committees with such duties as the Council may from time to time determine.
- (h) Changes in the number, composition, management or titles of Boards and Committees shall be approved by the Council. At all times the arrangements for Boards and Committees then in operation are to be available to any member of the Society upon request.

## **12. FINANCE**

### *(A) Accounts*

The Council must cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Council,
- (b) all matters in respect of which receipt and expenditure takes place, and
- (c) all sales and purchases of goods by the Society and the assets and liabilities of the Society.

Proper books are deemed to be such as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

The books of account must be kept in the offices of the Society or at such other places in the United Kingdom as the Council may direct and must always be open to inspection by members of the Council.

*(B) Inspection of Accounts*

The Council may from time to time make arrangements under which members who are not members of the Council may inspect all or some of the accounts and books of the Society. Such members shall have no right of inspection beyond that provided for under such arrangements.

*(C) Presentation of Accounts*

The Council must arrange for the following to be prepared and laid before the members at each Annual General Meeting:

- (a) a statement of the income and expenditure during the preceding year to 31 December,
- (b) a balance sheet as at that date,
- (c) a statement of the funds held in trust by or for the Society at the same date,
- (d) a report on the work of the Society during the preceding year up to 31 December.

All these must be prepared in accordance with the Statement of Recommended Practice issued by the Charity Commission for England and Wales, and/or the requirements of the Companies Act as appropriate.

Copies of all these documents, together with copies of the Auditors' report under By-Law 14, must be posted on the Society's internet website at least twenty-one days before the Annual General Meeting. Abbreviated copies of these documents together with copies of the Auditors' report under By-Law 14 must be sent to all paid up members at least twenty-one days before the Annual General Meeting.

### **13. HONORARY OFFICERS**

#### *(A) Appointment of Honorary Officers*

The Council may appoint Honorary Officers, for example an Honorary Treasurer, an Honorary Solicitor, and others as the Council may decide.

#### *(B) Rights of Honorary Officers*

All Honorary Officer have the right to attend meetings of the Council, but may not vote at such meetings unless they are also a member of the Council as defined in By-Law 8(B).

### **14. THE AUDITORS**

#### *(A) Appointment of the Auditors*

The Auditors must be qualified in accordance with the provisions of section 25 of the Companies Act 1989, and shall be appointed annually by the Voters at the Annual General Meeting. The Council may fill any casual vacancy in the office of the Auditors. The remuneration of the Auditors of the Society is fixed by the Council, who may also authorise the payment of such expenses of the Auditors as it thinks proper.

#### *(B) Auditors' Report*

The Auditors will make a report to the members on the accounts examined by them and on all accounts and financial statements laid before the Society in Annual General Meeting during their tenure of office. The report will state whether the Auditors have obtained all necessary information for the purposes of their audit and whether in their opinion all proper books of account have been kept by the Society and whether the financial statements and accounts laid before the Society in Annual General Meeting give a true and fair view of the Society's affairs.

The Auditors' report shall be read before the Society in Annual General Meeting and shall be open to inspection by any member.

Every Auditor of the Society shall have a right of access at all times to the books and accounts of the Society and shall be entitled to require from the officers of the Society such information and explanation considered necessary for the performances of the duties of the Auditors.

The Auditors of the Society shall be entitled to attend any Annual General Meeting of the Society and to receive all notices of and other communications relating to any Annual General Meeting which any member of the Society is entitled to receive and to be heard at any Annual General Meeting which they attend on any part of the business of the meeting which concerns them as Auditors.

## **15. THE CHIEF EXECUTIVE AND THE DEPUTY CHIEF EXECUTIVE**

### *(A) Chief Executive*

The Chief Executive is appointed by the Council as an executive officer. The Chief Executive has responsibility for carrying out the work of the Society on terms and conditions of employment contained in a contract of service which must be approved by the Council. The Chief Executive is the Secretary of Aeronautical Trusts Ltd.

The Chief Executive, as the senior executive of the Society maintains close relationships with all of the Committees and Boards of the Society.

The Chief Executive is responsible for delivering services and managing the infrastructure that have been agreed with the Boards and with the Council. The Chief Executive is responsible to the Council for delivering the quality of service that is consistent with the Council's policy and the resources assigned to them. The Chief Executive brings to the Council's attention any inconsistencies between the plans approved and the ability of the executive staff to discharge the quantum or quality of services within the funds allocated.

The Chief Executive, through the managers of the headquarters, will maintain the administration of services that are agreed with the Boards and with the Council. The Chief Executive annually submits a Budget to the Council for the Council's endorsement as reflecting the implications of the Financial and Business Plan that the Council has established. The Chief Executive is responsible for delivering the services of the budget within the funds put at their disposal. Insofar as the Annual Budget is based upon assumptions of income the Chief Executive sets out these assumptions for the Council as being in accordance with those of the Financial and Business Plan.

Insofar as the Financial and Business Plan approved by the Council implies that specific funds or resources will be made available for activities of Boards the Chief Executive ensures that these sums or resources are identified in the Annual Budget and are made available to the levels agreed.

All income of the Society and expenditure by the Society is managed by and accounted for by the staff of the Chief Executive unless specifically delegated to a Board or otherwise. In the case of any delegation of financial authority such delegation is in writing and states the conditions and purposes of the delegation and the limits of that delegation.

The Chief Executive is the executive accountable for the custody of the funds and resources of the Society.

A Management Committee is chaired by the Chief Executive and implements the policy of the Council through the economic and efficient deployment of the staff and resources of the Society.

*(B) Deputy Chief Executive*

A senior executive of the Society staff shall be established as Deputy Chief Executive with the agreement of Council. The Deputy Chief Executive shall be required and permitted to act for the Chief Executive in all matters in the absence of the Chief Executive.

## **16. MEETINGS OF THE SOCIETY**

*(A) Types of Meeting*

The formal meetings of the Society are as follows:

- (a) Annual General Meetings;
- (b) Special General Meetings (to be held in accordance with and for the purposes of Article 18 of the Charter of Incorporation);
- (c) General Meetings;
- (d) Ordinary Meetings.

*(B) Annual General Meetings*

The Annual General Meeting of the Society must be held in May each year, on a date and at a time appointed by the Council. Proper minutes must be kept. The business of the Annual General Meeting is to receive and consider the minutes of the previous Annual General Meeting, the Audited accounts and the Report of the Council on the state of the Society, to appoint the Auditors for the ensuing year, and to receive the names of those newly-elected to the Council.

At least 21 days' clear notice must be given to the members in writing of an Annual General Meeting and the notice convening the meeting must state the nature of the business to be transacted.

The quorum for the Annual General Meeting is 25 Voters. If no quorum is present by 30 minutes after the appointed time the meeting must be adjourned to a time and place appointed by the Chairman, when the Voters then present, whatever their number, constitute a quorum. The date appointed by the Chairman for the reconvened meeting must be at least seven days after the date originally appointed, but must not be more than fifteen days after that date.

#### *(C) Special General Meeting*

The Council may at any time call a Special General Meeting in accordance with Article 18 of the Charter of Incorporation.

The quorum for a Special General Meeting is 25 Voters present at the meeting. If no quorum is present by 30 minutes after the appointed time the meeting must be adjourned to a time and place appointed by the Chairman, when the Voters then present, whatever their number, constitute a quorum. The date appointed by the Chairman for the reconvened meeting must be at least seven days after the date originally appointed, but must not be more than fifteen days after that date.

At least 21 days' notice must be given in writing of a Special General Meeting, and such notice must specify the resolutions to be considered.

An entry in the Minutes by the Chairman of the result of the voting by a show of hands is conclusive evidence thereof.

#### *(D) General Meetings*

The Council may at any time call a General Meeting of Voters in accordance with Article 14 of the Charter of Incorporation or to consider any business relative to the direction and management of the Society.

The Council must convene a General Meeting on receipt of a requisition in writing of 50 Members or Fellows. Such a requisition must state the matters to be brought before the General Meeting and the resolutions to be moved at it. A requisition must be deposited with the Chief Executive, and may consist of several documents of like form, each signed by one or more requisitionists. If the Council does not proceed to call a meeting within 30 days of the deposit of

the requisition the requisitionists may themselves convene the meeting in any manner in which meetings may be convened by the Council. Any meeting convened by the requisitionists must take place within three months of the date on which the requisition was deposited.

The quorum for a General Meeting is 25 Voters present at the meeting. In the case of a General Meeting convened by the Council, if no quorum is present by 30 minutes after the appointed time the meeting must be adjourned to a time and place appointed by the Chairman, when the Voters then present, whatever their number, constitute a quorum. The date appointed by the Chairman for the reconvened meeting must be at least seven days after the date originally appointed, but must not be more than fifteen days after that date.

If no quorum is obtained at a meeting convened as the result of a requisition the business and resolutions proposed to be dealt with shall be deemed to have fallen for lack of support.

At least 21 days' written notice must be given of any General Meeting, and the notice must specify the business of the meeting and the resolutions to be proposed.

An entry in the minutes by the Chairman of the result of the voting by a show of hands is conclusive evidence thereof.

#### *(E) Ordinary Meetings*

Ordinary Meetings are held on dates and at times appointed by the Council. They are intended for discussion of technical matters and other business which is not specifically reserved for General Meetings. Non-members of the Society are permitted to attend Ordinary Meetings of the Society under the conditions laid down by the Council from time to time.

#### *(F) General Notes on Meetings and Postal Vote on Resolutions arising therefrom*

At any meeting the voting on any Resolution, and any amendments to it made at the meeting, shall be by show of hands unless (before, or on, the declaration of the result of the show of hands) a postal vote is directed by the Chairman or demanded by any 20 Voters present at the meeting.

If a postal ballot being held, both the original resolution and any amendments made at the meeting are to be voted on. The Council is empowered to determine the form and content of a postal ballot to ensure an overall consistent result.

Unless a postal vote is directed or demanded a declaration by the Chairman that a Resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect, signed in the book containing the Minutes of proceedings of the Society, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The direction or demand for a postal vote may be withdrawn by the person or persons who directed or demanded it but this must be done before the conclusion of the meeting.

In the case of equality of votes, either on a show of hands or on a postal vote, the Chairman of the meeting at which the show of hands takes place or at which the postal vote is directed or demanded is entitled to a second or casting vote.

If a postal vote is directed or successfully demanded, a copy of the notice of the meeting in question shall be sent by the Chief Executive within 15 days, together with a voting paper to each Voter, which must be posted in an envelope marked as being from the Society and addressed to the Registered Address of each Voter. The information sent to Voters must state clearly the date by which returned voting papers must be received, which must be at least two months from the date on which they were sent out. An envelope addressed to the Chief Executive must also be included with the voting papers for their return.

Voters who wish to exercise their right to Vote in such a postal ballot must use the voting paper sent to them by the Chief Executive, and must complete it in accordance with any instructions that may be given. Voting papers that are not completed in accordance with any such instructions will be invalid.

Each voting paper received by the Chief Executive must be opened in the presence of scrutineers appointed by the Council for that purpose, and the number of votes validly cast must be recorded and reported to the President, who must place the result of the vote before the Council at its next meeting.

All Voters must be sent notice of Special General Meetings, General Meetings and Annual General Meetings.

Such notice shall be deemed to have been served on a Voter on the second day following the one on which it was posted, and in proving such service it is sufficient evidence to show that an envelope or other wrapper containing the notice was addressed by name to the Registered Address of the Voter and consigned to the custody of an approved postal service. An accidental omission to send any notice to any Voter shall not invalidate the voting on any matter

considered at any meeting in respect of which such notice should have been given.

Where these By-Laws make no specific provision otherwise the Council may prescribe the method of conducting the business of any General or Special General Meeting of Voters. Among the matters that may be covered by the Council in doing so is the effective consideration of alterations, amendments or additions to any Resolution to be moved at the meeting.

## **17. DIVISIONS, BRANCHES, SECTIONS AND GROUPS**

The power to form Divisions, Branches, Sections and Groups of the Society is vested in the Council which may draw up and vary as it thinks fit regulations for their formation and governance.

### *(A) Divisions*

- (a) A Division is a self-governing associated body of the Society.
- (b) The relationship between the Society and a Division must be the subject of a Deed of Association in appropriate local form, and consistent with “Regulations for the Governance of Divisions” agreed by the Council. The Deed of Association grants a degree of self-determination to the Division consistent with protecting the interests, image and name of the Society.
- (c) The Deed of Association will, inter alia, provide that:
  - i. The Division is entitled and required to use the Society logo on its external letterheads, documents etc. in an approved manner.
  - ii. The purposes of the Division, as expressed in a document of constitution, will be identical with those of the Society.
  - iii. Any merger, amalgamation or partnership of the Division with other bodies shall be subject to the agreement of the Society’s Council.
  - iv. Members of the Society resident in the geographic area of a Division shall, unless they elect otherwise, be members of that Division in equivalent grades and entitled to the full benefits of membership.

- v. The right to elect Members, Companions and Fellows (and Honorary appointments of them) of the Division is reserved to the Society upon recommendation of the Division. The Division has the right to elect all other grades of members providing that the standards applied shall be those of the Society.
- vi. The Division shall be entitled to conduct its own affairs, elect its own officers, and conduct its own programmes within the terms of its constitution.
- vii. The Division shall be free to make statements on its own behalf to the public or to the media providing always that the Division ensures that no such statements are represented as the views or policies of the Society or its Council.
- viii. The Division shall forward to the Society each year a sum of money that recognises the services provided by the Society to Divisional members. The basis for determining the sum to be paid will be agreed by Council and be reviewed at intervals not exceeding five years.
- ix. A Division may be dissolved at any time by either the Council or by that Division. Upon such a dissolution all rights of the Division and the right to use the logo and attributes of the Society as a Division shall cease. Branches of a Division shall, upon dissolution of that Division, constitute Branches of the Society and shall be subject to these By-Laws as they apply to branches.

### *(B) Branches*

A Branch of the Society may be formed by agreement of the Council in any place where it will serve the interests of members or by a Division in accordance with the Regulations pertaining to the Governance of Divisions.

A Branch shall be formed and administered in accordance with the Branches Handbook or its successor as may be current at the time and approved by the Council for this purpose.

Branches shall pursue the purposes of the Society and do so for the benefit of members of the Society and solely as a Branch of the Society.

Branches shall protect the interests of the Society and the integrity of its name and reputation at all times and shall use the badges and symbols of the Society only as directed.

No Branch shall make any public statement representing it to be on behalf of the Society.

A Branch may be dissolved at any time by a decision of the Council or by a Division in accordance with the Regulations pertaining to the Governance of Divisions.

*(C) Other Groups and Bodies*

The Council may establish other committees, boards, sub-committees, working groups or other bodies to further the purposes of the Society more effectively. No such body shall have authority within the Society except that the Council has agreed its purpose and terms of reference.

## **18. LEGAL LIABILITIES**

*(A) Liability of the Council*

No act of the Council which has received the expressed or implied sanction of the Members and Fellows present at a meeting of the Society, can be impeached by any member of the Society on any grounds whatsoever, but is deemed to be an act of the Society.

*(B) Liability of Members of the Council, etc.*

No member of the Council or of any class in the Society has power, without the authorisation of the Council, to enter into any contract, obligation, pledge, or expense on behalf of the Society. A member will be held personally liable for any such contract entered into.

Each member of the Council, or of its Committees, or of a Divisional Council or of a Branch Committee, and each member of a Committee appointed pursuant to the provision of By-Law 17 or by a Divisional Council, and any officer of the Society, is indemnified out of the funds and property of the Society to such extent as the Council shall approve from and against such costs, charges or damages as they may sustain by reason of their accepting office or acting in execution of the duties or power imposed upon them or given to them by the Charter or these By-Laws.

## **19. CUSTODY OF THE SEAL**

The Council must provide for the safe custody of the Common Seal of the Society and make rules for its use.

## **20. PUBLICATIONS**

*Copyright, etc.*

The Society may publish such periodicals and other publications as the Council determines and make them available to such members on such terms as the Council decides. The further distribution of the Society's publications whether by gift, exchange, sale or otherwise is decided by the Council.

Every member who submits a treatise, paper or other communication with a view to its publication by the Society undertakes:

- (a) to abide by such rules concerning copyright as the Society requires, and
- (b) not to infringe legislation relating to official secrets or national security.

The Chief Executive must draw the attention of every member who submits a communication for publication to this By-Law and supply a copy of it together with a statement, in a form approved by the Council, to the effect that it is the policy of the Society to encourage the wide publication of communications accepted for publication by the Society, and setting out the conditions on which permission shall be given for publication otherwise than by the Society.

Every non-member who submits any such communication with a view to its publication by the Society is required to sign an undertaking in the terms set out in this By-Law.

## **21. LIBRARY**

Subject to such conditions as the Council may from time to time direct the Library is open to all members during such hours as may be determined by the Council, to peruse, inspect or borrow books, papers, plans, maps and other documents belonging to the Society and forming part of its Library, and to make copies and extracts therefrom (without injury to them). The Council shall, however, have absolute discretion to order that certain books etc. may not be

inspected, copied or borrowed. The Council must prepare and arrange to be placed in the Library the regulations of the Library, which shall be binding on all members. The Council shall have the power to vary these regulations from time to time as it thinks fit.

Non-members of the Society are permitted to use the Library of the Society under the conditions laid down by the Council from time to time.

## **22. DONATIONS AND BEQUESTS**

Any item presented to and accepted by the Society will be retained at the principal office of the Society, unless otherwise stipulated at the time of presentation, or unless the Council determine that it should be kept in some other place. The Council may exhibit any such item in any way and at any time it thinks proper. The names of all persons who have made gifts to the Society shall be recorded and published unless the donor requires otherwise.

## **23. AERONAUTICAL TRUSTS LTD**

Any proposal to amend the Memorandum or Articles of Association of Aeronautical Trusts Limited must first be submitted to the Privy Council for approval. A copy of the Memorandum and Articles for the time being in force is printed as Appendix 1 to these By-Laws.

The power of appointment and removal of the Chief Executive of Aeronautical Trusts Limited is vested in the Council which also designates the persons who are to hold the issued shares of the Company.

## **24. OBLIGATION OF MEMBERS**

Every candidate for election into any class of membership shall undertake to abide by the Charter and these By-Laws.

All members of the Society, of any grade, are required to meet the following obligations of membership:

- (a) the resources of the Society and its Branches and Divisions whether in cash or in any other form, are to be used only for the purposes and objects of the Society as set out in the Charter and By-Laws.
- (b) no member or group of members is authorised to consume or commit the Society's assets unless specific written authority has

been given for the purpose, the level and the type of expenditure concerned. Such written authority shall be deemed to have been granted by virtue of the Council having agreed revised plans, budgets or other proposals submitted to them.

- (c) no member or group of members shall make public statements, present public papers, or offer views or opinions in the name of the Society unless authorised by the Council in writing to do so.
- (d) any member or group of members making public statements, presenting public papers, or offering views or opinions in a public forum shall make clear that these views are those of the member or group of members only and not of the Society unless authorised by the Council in writing to do so.
- (e) in undertaking any of these activities members should refer to and observe any guidance notes for members published from time to time by the Society.

Any member who fails to observe these constraints, is liable, after due process of investigation, representation and appeal, to have their membership of the Society withdrawn.

## ANNEX 1

<b>Class of Membership</b>	<b>Requirements</b>
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Fellow	<p>Fellows comprise every person who on the 1st July 1987 is on the register of the Society as a Fellow and every person thereafter elected or transferred to the class of Fellow.</p> <p>Applications for Fellowship must be proposed and supported by two Fellows of the Society or a similar professional Institution approved by the Council. In exceptional circumstances this requirement may be relaxed at the discretion of the Council.</p> <p>Every candidate for election into the class of Fellow must be a Member or possess the qualifications necessary for Membership.</p> <p>Furthermore, in the opinion of the Council, the candidate shall:</p> <ul style="list-style-type: none"><li>(a) have made outstanding contributions in the profession of aeronautics, or</li><li>(b) have attained a position of high responsibility in the profession of aeronautics, or</li><li>(c) have had long experience of high quality in the profession of aeronautics.</li></ul>
Companion	<p>Persons who have rendered valuable service to the profession of aeronautics, and do not qualify for the class of Fellow.</p> <p>Applications for Companionship must be proposed and supported by two Fellows or Companions of the Society or of a similar professional Institution approved by the Council. In exceptional circumstances this requirement may be relaxed at the discretion of the Council.</p>
Members	<p>Applications for Membership must be proposed by a Member or Fellow of the Society or of a similar professional Institution approved by the Council and supported by one additional such Member or Fellow. In exceptional circumstances this</p>

requirement may be relaxed at the discretion of the Council.

Applicants must:

(a) *Age 25 and above*

- (i) Hold an academic or vocational qualification acceptable to the Council
- (ii) Have had four years integrated training and experiential learning including not less than two years' experience at an appropriate level of responsibility, or

(b) *Age 35 and above*

Have had not less than 15 years appropriate experience of which the last seven are in a position of responsibility at a level appropriate to the grades of Member or Fellow.

Associate  
Member

Applications for Associate Membership must be proposed by and supported by Associate Members of the society, or appropriately qualified members of another professional Institution approved by the Council. In exceptional circumstances this requirement may be relaxed at the discretion of the Council.

Applicants must:

(a) *Age 23 and above*

- (i) Hold an academic or vocational qualification acceptable to the Council for admission to Member class
- (ii) Have completed two years' training and/or experiential learning, or

(b) *Age 23 and above*

- (i) Hold an academic or vocational qualification acceptable to the Council

(ii) Have completed three years' integrated training and experiential learning including not less than two years' experience at an appropriate level of responsibility, or

(c) *Age 30 and above*

Have not less than 12 years' appropriate experience

Associate

Applications for Associateship must be proposed by and supported by Associates of the Society, or appropriately qualified members of another professional Institution approved by the Council. In exceptional circumstances this requirement may be relaxed at the discretion of the Council.

Applicants must be aged 21 and above and either

(a) Hold an academic or vocational qualification acceptable to the Council, or

(b) Have three year's experience at a level of responsibility deemed appropriate by the Council

Affiliate

Applicants engaged in full-time study intending to follow a career in aerospace, and those persons who, while they may be ineligible for other classes of membership, are nevertheless associated with or interested in aeronautics and wish to further the objects of the Society.

**THE COMPANIES ACTS, 1908 to 1917 COMPANY LIMITED BY  
SHARES**

**MEMORANDUM OF ASSOCIATION**

**of**

**AERONAUTICAL TRUSTS LIMITED**

Amended by Special Resolution — 5th May 1960 and 10th December 1986  
Amendment approved by H.M. Privy Council — 5th June 1960 and 18th May  
1987

1. The name of the Company is ‘AERONAUTICAL TRUSTS LIMITED.’
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:
  - (a) To act as Trustees and to undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise and in particular either alone or in conjunction with others to act as Trustees of and to take over and administer ‘The Wilbur Wright Memorial Fund’, ‘The R.38 Memorial Fund’, ‘The Usborne Memorial Lecture Fund’, ‘The Edward Busk Memorial Lecture Fund’, ‘The Herbert Akroyd Stuart Fund’, and any other trust or memorial funds now existing or hereafter to come into existence which are at present or may hereafter come under the control or management of the ‘Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers, the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists’ a body incorporated by Royal Charter on 17th January 1949, or its branches or which are now or may hereafter be held by any person or persons or company or have been or may hereafter be constituted in connection with Aeronautics or Aeronautical Science.
  - (b) To promote and assist in the promotion of Charities or Trust or Memorial Funds in connection with Aeronautics or Aeronautical Science.
  - (c) To purchase, take on lease, hire or otherwise acquire any real or personal property which it may be thought desirable to acquire for the purposes of the

Company and to dispose of or otherwise deal with the same in any manner thought desirable.

(d) To take any gift of or otherwise acquire property, whether subject to any special trust or not, for any one or more of the objects of the Company.

(e) To take such steps by personal or written appeals, public meetings, or otherwise, as from time to time be deemed expedient for the purpose of procuring contributions in the shape of donations, annual subscriptions, or otherwise to any Trust or Memorial Funds or any Charitable Educational or other funds in connection with Aeronautics or Aeronautical Science.

(f) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.

(g) To invest any monies of the Company not immediately required for any of its objects in any of the investments for the time being allowed by law for the investment of trust funds and to vary and transpose the same from time to time.

(h) To subscribe to any local or other charities, and to grant donations for any public purpose, and to provide a superannuation fund for the servants of the Company or otherwise to assist any such servants or their widows or children.

(i) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of 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 the Members of the Company. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Company, or to any Member of the Company, or other person, in return for any services actually rendered to the Company.

**THE COMPANIES ACT, 1948**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**AERONAUTICAL TRUSTS LIMITED**

Approved by H.M. Privy Council — 25th April 1950

Amended by Special Resolution — 5th May 1960, 15th May 1969 and 10th December 1986

Amendment approved by H.M. Privy Council — 15th June 1960 and 18th May 1987

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the 1st Schedule to the Companies Act, 1948 (hereinafter referred to as 'Table A Part II') shall apply to the Company.

2. Regulations 3, 6, 75 to 78 (both inclusive), 89 to 97 (both inclusive), 99, 107, 108, 109, 114 to 122 (both inclusive), 128, 129 and 135 of Part I of Table A (hereinafter referred to as 'Table A Part I') shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A Part I which are incorporated in Table A Part II subject to the modifications hereinafter expressed together with the regulations 2 to 6 (both inclusive) of Table A Part II shall constitute the regulations of the Company.

3. No share shall be issued without the consent in writing of the Council (hereinafter called 'the Council') of the 'Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers, the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists' (hereinafter called 'the Society').

4. A member if so requested in writing by the Council shall without payment transfer any share held by them to such person as the Council may nominate and if he fails to do so the Chief Executives may authorise some

person to transfer the share of the Council's nominee and such nominee shall be registered as the holder of the share comprised in such transfer.

5.
  - (1) The Directors shall not exceed five in number.
  - (2) The power of appointing Directors shall be vested in the Council.
  - (3) The Council may from time to time appoint any person to be a Director but so that the maximum number of Directors above mentioned be not exceeded.
  - (4) Every Director shall hold office subject to Clause 88 of Table A Part I and may at any time be removed from office by the Council.
  - (5) Any such appointment or removal shall be in writing served on the Company and signed by the Director or some other person authorised by the Council.
  - (6) A Director shall not require any qualification.
  - (7) The Directors shall receive no remuneration for their services.
6. The quorum necessary for the transaction of the business of the Directors shall be three.
7. No person aged above 75 years shall be appointed Director or continue to hold office as a Director.
8. The Chief Executive for the time being of the Society shall unless disqualified by Clause III of Table A Part I be the Director of the Company and Clause 110 of Table A Part I shall have effect subject thereto.
9. The provision of paragraph 4 of the Memorandum of Association of the Company shall be strictly observed.

(By-Law 4 Refers)

**RULES OF PROFESSIONAL CONDUCT**

**PART 1**

**PROFESSIONAL CONDUCT – POWERS AND  
DUTIES OF THE COUNCIL**

1. A member may be found guilty of improper conduct if in the opinion of the Council of the Society his or her conduct is in breach of the code of professional conduct hereafter set out.
2. A member is guilty of improper conduct if convicted by a competent tribunal of a criminal or civil offence which, in the opinion of the Council, after consideration of the matter by the Disciplinary Committee, hereinafter mentioned, renders him or her unfit to be a member.
3. If in the opinion of the Council a member is precluded from the performance of professional duties in a manner which is consistent with the standards of his or her profession as a result of having been adjudicated bankrupt or of making a composition with their creditors, that member may be deemed guilty of improper conduct.
- 4.-(a) It is the Duty of the Council:
  - (i) to appoint not less than three members of the Council (hereinafter called the ‘Investigation Committee’) to investigate any complaint or question as to whether a member has committed a breach of the Code of Professional Conduct,
  - (ii) to appoint not less than nine members of a committee (hereinafter called the ‘Disciplinary Committee’), of whom five shall be members of the Council and four shall be members who are not members of the Council, to hear all charges against the member of professional misconduct,

- (b) No member shall be eligible to hold office both as a member of the Investigation Committee and as a member of the Disciplinary Committee in connection with the same complaint,
  - (c) The member making the complaint and the member who is the subject of the complaint is informed by the Chief Executive of the names of the persons appointed to constitute the Disciplinary Committee. Each may within 28 days exercise the right to object to a specified person or up to a maximum of two specified persons serving on the Disciplinary Committee to hear that complaint.
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## **PART 2**

### **CODE OF PROFESSIONAL CONDUCT OF MEMBERS OF THE SOCIETY**

1. In discharging their professional duties, as defined by By-Law 4(A), members:-
  - (a) should satisfy themselves as to the extent of those duties and if in doubt obtain such clarification or confirmation as is necessary to satisfy themselves as to their extent before entering upon them and shall not accept professional obligations which they believe that they have insufficient competence to perform,
  - (b) shall accept due responsibility for all work done by them or under their direct supervision and shall take all reasonable steps to ensure that persons working under their authority are competent to carry out the tasks assigned and personal responsibility for work done under the authority delegated,
  - (c) shall, when called upon to give an opinion in their professional capacity, give an opinion that is objective and reliable to the best of their ability,
  - (d) shall, when their professional advice is not accepted, take all reasonable steps to ensure that the person overruling or neglecting their advice is aware of the danger which he believes may result from such over-ruling or neglect.

2. A member shall not maliciously or recklessly injure or attempt to injure, whether directly or indirectly, the professional reputation of another member.
  3. Members shall not do, or (if their concurrence is required) permit to be done anything the consequences of which in their professional judgment would unnecessarily endanger human life or safety, expose valuable property to the risk of destruction or injury or needlessly pollute the environment.
  4. In respect of professional relationships members shall
    - (a) disclose to their client all or any profits benefits or interests they may have in the matter in which they are engaged,
    - (b) neither communicate to any person nor publish any information or matter communicated to them in confidence by a client or employer without the express authority of that client or employer.
  5. Members shall not improperly solicit work as an independent adviser or consultant, either directly, or by an agent, nor shall they improperly pay any person, by commission or otherwise, for the introduction of such work.
  6. Members shall not be the medium of payment made on their employer's behalf unless so requested by their employer; nor shall they in connection with work on which they are employed place contracts or orders except with the authority of and on behalf of their employer.
  7. members, in connection with work in a country other than their own, shall order their conduct according to this Code so long as it is applicable; but where there are recognised standards of professional conduct in that country they may adhere to them.
  8. members shall be prepared to take reasonable steps to further the education and training of candidates for professional qualifications.
  9. Every member is required to undertake to conform with this Code.
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## **PART 3**

### **ENFORCEMENT OF THE CODE OF PROFESSIONAL CONDUCT**

1. The Investigation Committee shall make enquiries by correspondence or otherwise as it may in its absolute discretion think fit of any complaint or question.
2. At the conclusion of its enquiries the Investigation Committee shall decide whether or not to refer the matter to the Disciplinary Committee.
3. If the Investigation Committee refers a matter to the Disciplinary Committee it shall make a specific charge or specific charges of professional misconduct against the member whose professional conduct is in question by a reference in writing and such reference shall include a statement of the charge or charges, a report of the enquiry made by the Investigation Committee, and the relevant correspondence and documents (if any). A copy of the said reference shall be supplied to the member charged contemporaneously with the reference to the Disciplinary Committee.
4. The Disciplinary Committee shall hear and determine any charge of professional misconduct against a member and shall report their findings to the Council.
5. A member charged before the Disciplinary Committee shall be given notice of and shall be entitled to be present and represented at the hearing of the charge and to challenge any evidence of misconduct, and to adduce such evidence as he or she may think fit, and to be heard in person or through a representative in their defence.
6. If the Disciplinary Committee determines that a charge has been proved it shall report the facts to the Council of the Society who may
  - (a) dismiss the case
  - (b) warn the member charged as to his or her future conduct
  - (c) reprimand the member charged
  - (d) suspend the member charged
  - (e) expel the member charged.

7. The Council of the Society may, if it thinks fit, warn or reprimand a member privately but, if a member is sentenced to suspension or expulsion, notice of such shall be given to the Engineering Council (UK) and to institutions on its current list of Licensed Members.
8. In all respects the investigation shall be made, the proceedings conducted and the decision reached in accordance with natural justice and with due regard to the law of defamation.