

*CONSTITUTION (RULES) OF THE INSTITUTION OF ENGINEERS SRI  
LANKA UNITED KINGDOM CHAPTER*

June 2023

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## PART 1 PRELIMINARY

### Rule 1

#### 1. Interpretations

11. In these Rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 1981.

"the Chapter" means The Institution of Engineers Sri Lanka United Kingdom Chapter The Chapter in other words means the incorporated association (namely The Institution of Engineers Sri Lanka United Kingdom Chapter).

"Committee" means the management committee of The Institution of Engineers Sri Lanka United Kingdom Chapter

"Committee Meeting" means a meeting of the Committee.

"Committee Member" means a member of the Committee. "engineer" means a professional who is engaged or qualified to be engaged in the practice of engineering.

"engineering" means all or any of the branches of engineering science and practice.

"IESL or Parent Body" means The Institution of Engineers Sri Lanka. "Fellow", "Honorary Fellow", "Member", "Associate Member", "Companion Affiliate Member", "Associate", "Student" and "Provisional Member", mean members of respective membership classes of The Institution of Engineers Sri Lanka United Kingdom Chapter who are collectively referred to as MEMBERS.

"Fellow of IESL", "Honorary Fellow of IESL", "Member of IESL", "Associate Member of IESL", "Companion of IESL", "Affiliate Member of IESL", "Associate of IESL" and "Student of IESL" as stated in these Rules refer to the members of respective membership classes of IESL inclusive of non corporate classes of membership.

"FINANCIAL MEMBER" or "FINANCIAL MEMBERS" means a MEMBER or MEMBERS who is/are not in arrears of the Membership subscription fees as per these Rules.

"general meeting" means a meeting of the MEMBERS convened in accordance with Rule 21 and include an annual general meeting or a special general meeting "MEMBER" or "MEMBERS" means a member or members of The Institution of Engineers Sri Lanka

United Kingdom Chapter and includes all classes of its members. "Membership" means the membership of the Chapter.

"Rules" means the rules set out herein and sometimes collectively referred to as the Constitution.

Regulations means regulations under the Act.

"the President" means the President of the Chapter "the Vice President" means the Vice President of the Chapter

"the Secretary" means the Secretary of the Chapter.

"the Treasurer" means the Treasurer of the Chapter.

special general meeting" means a general meeting of MEMBERS other than an annual general meeting and described in Rule 25

"special resolution" means a resolution that is passed at a general meeting by the votes of 75 per cent of the FINANCIAL MEMBERS who are present.

A word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## **Rule 2**

### **1 Name**

1.1 The name of the incorporated

1.2 body shall be THE INSTITUTION OF ENGINEERS SRI LANKA UNITED KINGDOM CHAPTER

1.2 The Institution of Engineers Sri Lanka United Kingdom Chapter may at times be referred to as IESL UK Chapter in the shortened form. IESL UK Chapter is a not-for-profit organisation.

## **Rule 3**

### **1 Objects**

1.1 The objects of the Chapter shall be:

(a) to engage in learned society activities in United Kingdom, for the advancement of profession of engineering.

(b) to promote IESL membership amongst engineers and engineering students in United Kingdom.

(c) to promote IESL amongst the engineering community in United Kingdom, in particular amongst those engineers of Sri Lankan origin

(d) to maintain liaison with IESL

(e) to provide support, guidance and facilitation for engineers and engineering students of Sri Lankan origin now residing in United Kingdom to become members of IESL in different classes and for those who are already members of IESL to upgrade their class of membership.

(f) to assist and support engineers and engineering students of Sri Lankan origin now residing in United Kingdom, in their efforts to engage in the engineering profession.

(g) to provide assistance, support, training, coaching, and mentoring for engineers and Engineering students of Sri Lankan origin including MEMBERS who may need such services.

(h) to assist students and prospective students of Sri Lankan origin to acquire University engineering education (undergraduate and post graduate) in United Kingdom.

(i) to facilitate enhancing engineering knowledge and skills amongst MEMBERS and to encourage the development of knowledge and competency.

(j) to assist, support and facilitate MEMBERS in their efforts to develop their professional standing in the field of engineering

(k) to promote the general welfare of its MEMBERS.

(l) to facilitate networking amongst its MEMBERS and other persons who are engaged in the field of engineering in United Kingdom.

(m) to nurture and facilitate fellowship amongst engineers and engineering students of Sri Lankan origin residing in United Kingdom and their families.

(n) to promote cooperation and facilitate activities between the MEMBERS and IESL members resident outside United Kingdom.

(o) to promote engineering capacity building and technology transfer to IESL members in Sri Lanka in association with IESL

(p) to share knowledge and resources (including equipment) with IESL, with engineers in Sri Lanka, and with engineering educational institutions in Sri Lanka, in collaboration and/or with the concurrence of IESL.

(q) to acquire by gift, purchase, lease or otherwise real property and to establish in time an office to be equipped, operated and maintained by the Chapter.

(r) to continue the functions and to control and manage the assets of the Chapter.

## 1.2 Activities

1.2.1 In order to achieve the above objects, the Chapter will engage in a wide range of activities as decided by the Committee or MEMBERS from time to time. Such activities include but are not limited to the following:

- (a) Arranging meetings, seminars, discussions, visits and the like for sharing and dissemination of ideas, skills and knowledge in engineering.
- (b) Arranging events that facilitate MEMBERS to achieve their requirements in continuing professional development (CPD).
- (c) Training, coaching and mentoring of MEMBERS and prospective MEMBERS.
- (d) Practising, promoting and encouraging professional ethics amongst MEMBERS.
- (e) Maintaining a database of engineers of Sri Lankan origin in United Kingdom.
- (f) Publishing a periodic newsletter of the Chapter.
- (g) Engaging in membership drives in United Kingdom with the aim of attracting new members for IESL
- (h) Recognising MEMBERS who have made an outstanding contribution to the engineering profession in United Kingdom and selected by the Committee as those who have met the standards required as per the guidelines prepared by the Committee.
- (i) Conducting social, civic and recreational activities amongst MEMBERS and prospective members.
- (j) Maintaining a strong relationship with IESL through appropriate communication channels.
- (k) Liaising with Engineers United Kingdom for the benefit of MEMBERS and/or liaising with Engineers United Kingdom on behalf of IESL at its request.
- (l) Collaborating with other engineering professional bodies in United Kingdom.
- (m) Providing books, equipment and other resources to engineering faculties in Sri Lanka.
- (n) Fundraising activities to secure funds needed to carry out the objects.
- (o) Creating and maintaining a Chapter website.

## **Rule 4**

### 1. Powers

1.1 The Chapter has the powers of an individual. The Chapter may, for example:

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

~~1.2 The Chapter may take over the funds and other assets and liabilities of the present unincorporated Association known as The Institution of Engineers Sri Lanka United Kingdom Chapter (unincorporated Chapter).~~

1.2 The Chapter may also issue secured and unsecured notes, debentures and debenture stock for the Chapter.

## PART 2 MEMBERSHIP

### 1. Classes of Membership

#### **Rule 5**

1.1 The Chapter shall have the following classes of Membership:

(a) Fellow: These MEMBERS are those who are at the time of election and thereafter shall hold the class of Fellow of IESL

(b) Member: These MEMBERS are those who are at the time of election and thereafter shall hold the class of Member of IESL

(c) Honorary Fellow: These MEMBERS are those who at the time of election and thereafter shall hold the class of Honorary Fellow of IESL

(d) Associate Member: These MEMBERS are those who at the time of election and thereafter shall hold the class of Associate Member of IESL

(e) Affiliate Member: These MEMBERS are those who are at the time of election and thereafter shall hold the class of Affiliate Member of IESL

(f) Companion: These MEMBERS are those who are at the time of election and thereafter shall hold the class of Companion of IESL

(g) Associate: These MEMBERS are those who are at the time of election and thereafter shall hold the class of Associate of IESL

(h) Student: These MEMBERS are those who at the time of election and thereafter shall hold the class of Student of IESL

(i) Provisional Member: A MEMBER who satisfies Rule 6 Sub Rule 2.2.

1.2. A MEMBER/MEMBERS referred to in Rules 5 Sub Rule 1.1 (a) to (i) is individually referred to as a MEMBER and collectively as a sub group or in its entirety are referred to as MEMBERS.

1.3 The number of membership in all classes is unlimited.

1.4 The class of Provisional Membership shall cease after 12 months from the date of incorporation of the Chapter. Any Provisional Member who has failed to become a MEMBER of any other class of membership at the expiry of 12 months from the date of incorporation of the Chapter, ceases to be a MEMBER thereafter.

1.5 Student MEMBERS are not eligible to hold office of the Committee.

1.6 Both the proposer and the seconder who nominate a FINANCIAL MEMBER to the Committee cannot be a Student MEMBER, however one of them may.

1.7. Other than the MEMBERS in the classes of Fellow and Member, no other MEMBER is eligible to hold the office of President, Vice President, Secretary or Treasurer. However, this limitation (set out in this sub clause) shall not be applicable to hold the offices of the Vice President and the Treasurer in the first Committee of the Chapter.

1.8 if IESL changes its present classes of membership, then the classes of membership of the Chapter too shall change and the classes MEMBERS hold shall change to their new classes of IESL. The Committee shall then take action to change the Rules appropriately.

#### **Rule 6**

### 1. Automatic Membership

1.1 If a person who, on the day the Chapter is incorporated, was a member of the Unincorporated Chapter and who, on or before a day fixed by the Committee (but not later than 4 months from the date of Incorporation) agrees in writing to become a MEMBER of the incorporated Chapter, then such person shall be admitted by the Committee to the equivalent class of Membership of the Chapter based on the criteria set out in Rule 5, Sub Rule

1.1, upon the Committee receiving confirmation from IESL in regard to the class of membership of IESL of the person.

1.2 No person shall be appointed as a Provisional Member through the automatic membership route given in Rule 6 Sub Rule 1.1 above.

## 2. New Membership (Other than automatic Membership)

2.1 In order to receive Membership of the Chapter under the Classes referred to in Rule 5 Sub Rule 1.1 (a) to(h), an applicant:

(i) must be a member of IESL in the corresponding class of membership and the Chapter shall receive confirmation to that effect from IESL; and

(ii) shall be a resident of United Kingdom at the time of application for the Membership (the applicant's confirmation in the application form shall be considered sufficient for the proof of residency).

2.2 In order to become a Provisional Member, the applicant shall be a resident in United Kingdom and shall provide evidence to satisfy the Committee that he/she has one or more of the following qualification/criteria:

(a) the applicant had been a member of IESL in the past and had ceased to be a member for nonpayment of subscription fees.

(b) the applicant is an engineering graduate of a University recognised by the IESL or possesses any other qualifications acceptable to IESL for the class of Associate Member or a higher class.

(c) the Committee is satisfied that the applicant is working as an engineer in United Kingdom.

(d) the applicant is a member of any other professional engineering association where both the name of the association and the class of membership are acceptable to the Committee.

2.3 An applicant for Membership of the Chapter must be proposed by one MEMBER (the proposer) and seconded by another MEMBER (the seconder). Of the proposer and the seconder at least one should not be a Student. An application for Membership must be:

(a) in writing; and

(b) signed by the applicant and the applicant's proposer and seconder, and

(c) submitted in the Membership application form as decided by the Committee.

2.4 Upon receiving an application for a class of Membership (other than for the class of a IESL Provisional Member), the Secretary, must obtain confirmation from IESL of the applicant's membership status and thereafter act as per Rule 8 Sub Rule 1.

## Rule 7

### 1. Membership Fees

1.1 No Membership subscription fee is payable for any class of membership of the Chapter. However, if a MEMBER ceases to be a resident of United Kingdom, from the following calendar year, he/she has to pay to the Chapter, an amount equivalent to one third of the fees payable by him/her to the IESL for his/her class of membership of IESL, in addition to his/her membership subscription fee payable to IESL. Any MEMBER who fails to make such a payment by 31 October in the following calendar year, ceases to be a MEMBER. On subsequent calendar years the payment due date for such a MEMBER is 31 March.

1.2 If a member of any class of IESL is not required to pay a Membership subscription fee due to the fact that he/she is a life member (including an honorary life member), then no subscription payment is due from such a person to the Chapter.

1.3 The MEMBERS at a future general meeting may decide an amount to be charged as Membership subscription fees for each of the other classes of membership by passing a special resolution and it so decide such fees are payable when, and in the way, the Committee decides and would be in arrears in the way the Committee decides.

1.4. IESL has agreed to allocate one third of the annual subscription fees of the members of the IESL residing in United Kingdom as administration and operating costs of the Chapter.

## Rule 8

### 1. Admission and Rejection of new MEMBERS

1.1 When the qualifications and the process set out in Rule 6 Sub Rules 2.1, 2.2, 2.3 & 2.4, as applicable, are satisfied by an applicant in respect of an application for Membership, the Secretary shall table such application for the Membership of the appropriate class to the Committee at the next Committee Meeting, together with supporting documents. In case of an application for the Provisional Membership, the Secretary shall submit the application with adequate information for the Committee to be satisfied on the pre requisite qualifications.

1.2. The Committee must ensure that, as soon as possible after the person applies to become a MEMBER, and before the Committee considers the person's application, the person is advised:

- (a) whether or not the Chapter has public liability insurance; and
- (b) if the Chapter has public liability insurance-the amount of insurance.

1.3 When the Secretary tables an application for Membership with supporting documents, the Committee must decide at the meeting whether to accept or reject the application. If there is confirmation from IESL that the applicant is a current member of IESL, the Committee will be able to reject such an application only if the Committee has sufficient evidence to conclude that:

- (a) the applicant has been convicted of an indictable offence; and/or
- (b) has been removed from the roll of membership from IESL or Engineers United Kingdom on disciplinary grounds (excluding for the reason of non payment of membership subscription).

1.4 If a majority of the members of the Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

1.5 The Secretary must, as soon as practicable after the Committee decides to accept or reject an application, give the applicant notice (by e mail or by letter) of the decision. The Secretary must also inform IESL of the new MEMBER's name and his/her residential and postal address. IESL is then expected to make note in IESL books about the MEMBER's current status of affiliation to the Chapter.

### 2. When Membership Ends (Cessation of Membership)

2.1 A member may resign from the Chapter by giving written notice of resignation to the Secretary. The resignation takes effect at,

- (a) the time the notice is received by the Secretary; or
- (b) if a later time is stated in the notice -the later time.

2.2 A person ceases to be a MEMBER, if IESL informs the Chapter that such person is no longer a member of IESL and the Secretary informs this to the Committee at the next Committee Meeting. The said MEMBER shall be informed immediately thereafter of the Committee decision.

2.3 If a MEMBER ceases to be a resident of United Kingdom, he/she ceases to be a MEMBER from 31 October of the following calendar year. However if he/she pays to the Chapter, an amount equivalent to one third of the fees payable by him /her to the IESL for his/her class of membership of IESL, (in addition to his/her membership subscription payment to IESL) prior to the above mentioned date in this clause, he/she can continue to be a MEMBER. On subsequent calendar years the Membership subscription payment (equivalent to a third of the subscription payment of a member of IESL of his/her corresponding class) due date for such a MEMBER is 31 March.

2.4 The Committee may terminate a membership if the MEMBER:

- (a) is convicted of an indictable offence; or
- (b) does not comply with any of the provisions of these Rules; or
- (c) has Membership subscription fees in arrears for more than 6 months; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Chapter.



2.5 Before the Committee terminates a MEMBER's Membership under Rule 8 Sub Rule 2.4, the Committee must give the MEMBER a full and fair opportunity to show why the Membership should not be terminated.

2.6 If, after considering all representations made by the MEMBER, the Committee decides to terminate the Membership, the Secretary as soon as practicable must give the Member written notice of the decision taken.

2.7 If the Committee terminates a MEMBER's Membership due to Rule 8 Sub Rule 2.2, then the Committee must give such person an opportunity to get his/her Membership reinstated provided such person receiving the Chapter's notice, communicates his/her position to the Committee that:

(a) IESL had made an error; or

(b) IESL had reinstated his/her membership in IESL within 4 months from the Chapter receiving notice from IESL as per Rule 8 Sub Rule 2.2.

If IESL confirms the position taken by the person as per (a) or (b) above in this clause as correct, then the Committee shall reinstate the said person's Membership as if his/her Membership was never terminated from the Chapter and inform the person accordingly without prejudice to any error made.

2.8 Termination from the membership of the Chapter does not in any way mean that the person is terminated from his/her membership of IESL such decision needs to be taken independently by IESL

2.9 The class of membership in the Chapter of a MEMBER will change to the appropriate corresponding class, when IESL informs the Chapter of the change of the person's class of membership. Upon informing the Committee of the MEMBER's upgraded status, the Secretary will then inform the change of class of membership to the said person.

## **Rule 9**

### **1. Appeal against rejection or termination of Membership**

1.1 A person whose application for Membership has been rejected, or whose Membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.

1.2 A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.

1.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

### **2. General meeting to decide appeal**

2.1 The general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.

2.2. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the Membership should not be terminated.

2.3 Also, the Committee and the members of the Committee who rejected the application or terminated the Membership must be given a full and fair opportunity to show why the application should be rejected or the Membership should be terminated.

2.4 An appeal must be decided by a majority vote of the FINANCIAL MEMBERS present at the general meeting. The decision at such general meeting is final.

2.5 If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person for the current calendar year as long as such payment has been paid by such person directly to the Chapter and not via IESL

2.6 The Committee shall communicate the decision to terminate a MEMBER to IESL with reasons but will do so only after the appeal process is over, unless a specific request about the inquiry against the MEMBER is sought by IESL

## **Rule 10**

### **1. Register of MEMBERS**

1.1 The Committee must keep a register of MEMBERS of the Chapter.

1.2 The register must include the following particulars for each MEMBER:

- (a) the full name;
- (b) the postal and residential address;
- (c) personal e mail address (unless MEMBER confirms that he/she doesn't have one)
- (d) the date of admission;
- (e) the date of death or date of resignation;
- (f) details about the termination or reinstatement of Membership.

1.3 A MEMBER only has access to the full names and the postal addresses of all Members provided in the register and must contact the Secretary to arrange such inspection.

### **2. Prohibition on use of information on register of MEMBERS**

2.1 A MEMBER of the Chapter must not:

- (a) use information obtained from the register of MEMBERS of the Chapter to contact, or send material to, another MEMBER of the Chapter for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another MEMBER of the Chapter for the purpose of advertising for political, religious, charitable or commercial purposes.

2.2 The Rule 10 Sub rule 2.1 does not apply if the use or disclosure of the information is approved by the committee.

## **PART 3 - MANAGEMENT STRUCTURE**

### **Rule 11**

#### **1. Membership of the Management Committee (Committee)**

1.1 The Committee shall consist of a President, Immediate Past President (IPP), Vice President, Secretary, Treasurer, Editor and 5 Committee members. The position of IPP will be filled at the appropriate time.

1.2 Only those FINANCIAL MEMBERS who hold the class of Fellow or Member have the right & entitlement to become the President, Vice President, Secretary and Treasurer. However this limitation (set out in this sub clause) shall not be applicable to hold the offices of the Vice President and the Treasurer in the first Committee of the Chapter.

1.3 No MEMBER who holds the class of Student shall have the right & entitlement to become a member of the committee.

1.4 From 1 January 2025 onwards, a MEMBER shall not be eligible to get elected to the Committee unlesshe/she has been a MEMBER of the Chapter for a period in excess of 12 months at the time nominations are called for.

1.5 No MEMBER shall hold the office of President for more than two consecutive years. From 1 January 2024, only a FINANCIAL MEMBER who has served in a Committee of the Chapter for a period of at least 6 months shall have the right and entitlement to become the President. However if no one with such qualifications has been nominated to the office of President, then the FINANCIAL MEMBERS present at the annual general meeting may appoint any other FINANCIAL MEMBER as the President subject to the fulfilment of any other qualifications set out in these Rules.

1.6 A member of the Committee shall hold only one office within the Committee.

1.7 Members of the Committee shall hold office until the next annual general meeting following the date of their election. Subject to Rule 11 Sub Rule 1.5, they shall be eligible for re-election.

1.8 In the event of a casual vacancy in any office referred to in Rule 11 Sub Rule 1.1, the Committee may appoint one of the FINANCIAL MEMBERS (qualified to hold such position as per these Rules) to the vacant office and the MEMBER so appointed may continue in office up to and including the conclusion of the next annual general meeting following the date of the appointment.

### **Rule 12**

#### **1. Election of the Management Committee (Committee)**

1.1 Any two FINANCIAL MEMBERS (of whom at least one should not be a Student), may propose and second a FINANCIAL MEMBER other than a Student, for election to an office (referred to in Rule 11 Sub Rule 1.1 except for the position of IPP) at the annual general meeting by notice in writing (signed by the candidate and the nominators) to the Secretary given at least 14 days before the date of the annual general meeting. If the number of persons proposed and seconded as above are not sufficient to fill the positions of the Committee, then the FINANCIAL MEMBERS present at the annual general meeting shall elect FINANCIAL MEMBERS to fill such remaining positions.

1.2 A person may be a candidate only if the person:

(a) is an adult, and

(b) is not ineligible to be elected as a member under section 51A of the Act.

1.3 Only FINANCIAL MEMBERS in the classes of Fellow or Member of the Chapter have the right and entitlement to hold the positions of President, Vice President, Secretary and Treasurer. However this limitation (set out in this sub clause) shall not be applicable to hold the offices of the Vice President and the Treasurer in the first Committee of the Chapter.

1.4 The Secretary shall, at least 7 days before the annual general meeting, inform the MEMBERS a list of the candidates (with the surname names in alphabetical order), together with the names of the members who nominated each candidate.

1.5 If required by the Committee, balloting lists must be prepared containing the names of the candidates (with the surnames in the alphabetical order).

1.6 Each FINANCIAL MEMBER present at the annual general meeting may vote for one candidate for each vacant position in the Committee.

1.7 The Committee must ensure that, before a candidate is elected as a member of the Committee, the candidate is advised or has been advised:

(a) whether or not the Chapter has public liability insurance; and

(b) if the Chapter has public liability insurance—the amount of the insurance.

1.8 Rule 12 Sub Rule 1.1 is not applicable to the first Committee appointed immediately after the adoption of this Constitution. The first Committee may be elected immediately after the adoption of this Constitution, at the same meeting. All such persons in the first Committee however should possess qualifications set out in Rule 6 Sub Rules 2.1 & 2.2 and where applicable should conform to Rule 11 Sub Rule 1.2 & 1.3.

## 2.0

### 5.0 Patron & Vice Patron

#### 5.1 Patron

There shall be a Patron of the Society who shall be appointed by the Management Committee. The Sri Lankan High Commissioner in the UK will be invited to hold this office. If the High Commissioner declines, the management committee will decide whom it should invite for this office. The Patron has no voting rights.

#### 5.2 Vice Patron

The immediate Past President by virtue of his position will be the Vice Patron with all voting rights and be a member of The Committee.

### Rule 13

#### 1. Resignation, removal or vacation of office of a member of the Management Committee (Committee)

1.1 A member of the Committee may resign from the Committee by giving written notice of resignation to the Secretary.

1.2 The resignation takes effect at:

(a) the time the notice is received by the Secretary, if a time of resignation is not mentioned in the notice; or

(b) if a later time is stated in the notice—the later time.

1.3 If a member of the Committee has not attended three consecutive Committee meetings without receiving special leave or approval for absence from the Committee, such a member is deemed to have vacated the office. However such a person may be re-elected by the Committee as per Rule 14 sub Rule 1.1.

1.4 A member of the Committee may be removed from office at a general meeting of the Chapter if a majority of the FINANCIAL MEMBERS present vote at the meeting in favour of removing the said member of the Committee.

1.5 Before a vote of FINANCIAL MEMBERS is taken about removing a member of the Committee from office, the said member of the Committee must be given a full and fair opportunity to show cause why he or she should not be removed from office.

1.6 A member of the Committee has no right of appeal against his/her removal from office under this Rule.

1.7 A member of the Committee immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

### Rule 14

1. Vacancies in the Management Committee (Committee)

1.1 If a casual vacancy occurs in the Committee, the continuing members of the Committee may appoint another FINANCIAL MEMBER of the Chapter to fill the vacancy until the next annual general meeting. However while filling the vacancy, the Committee must ensure that Rule 11 Sub Rules 1.2, 1.3 and 1.4 shall be fulfilled to the extent these rules are applicable.

1.2 The continuing members of the Committee may act despite a casual vacancy on the Committee.

1.3 However, if the number of the members of the Committee is less than the number fixed under Rule 17 as a quorum of the Committee, the continuing members may act only to:

- (a) increase the number of Committee members to the number required for a quorum; or
- (b) call a general meeting of the Chapter.

**Rule 15**

1. Functions of the Management Committee (Committee) (including the powers and duties)

1.1 Subject to the Rules herein or a resolution of the MEMBERS of the Chapter carried at a general meeting, the Committee has the general control and management of the administration of the affairs, property and funds of the Chapter.

1.2 The Committee has authority to interpret the meaning of these rules and any matter relating to the Chapter on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. (Note- The Act prevails if the Chapters rules are inconsistent with the Act-Section 18 of the Act).

1.3 The Committee shall conduct, control and manage the business and affairs of the Chapter in a practical and an efficient manner within the Objects of the Chapter.

1.3 The Committee shall be responsible for the management of properties of the Chapter and shall ensure that funds of the Chapter are expended only on activities that come under Objects of the Chapter and on the administration of the affairs of the Chapter.

1.5 The Committee shall deal with all matters pertaining to the Objects stated herein, including but not limited to taking appropriate steps to plan and implement activities set out in Rule 3 Sub Rule 1.2.1.

1.6 The Committee may exercise the powers of the Chapter:

- a) to borrow, raise or secure the payment of amounts in a way the MEMBERS of the Chapter decide; and
- b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Chapter in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Chapter's property, both present and future; and
- c) to purchase, redeem or pay off any securities issued; and
- d) to borrow amounts from MEMBERS and pay interest on the amounts borrowed, and
- e) to mortgage or charge the whole or part of its property; and
- f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Chapter; and
- (g) to provide and pay off any securities issued; and
- h) to invest in a way the MEMBERS may from time to time decide.

1.7 For Rule 15 Sub Rule 1.6 (d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

- a) the financial Institution for the Chapter; or
- b) if there is more than 1 financial Institution for the association-the financial Institution nominated by the Committee.

1.8 The Committee may exercise power to carry out its duties and responsibilities set out in the Rules.

## 2. Duties of the President

2.1 Duties of the President of the Chapter shall include but not limited to the following:

- a) Presiding at general meetings and Committee Meetings;
- b) Providing leadership in order to ensure that the affairs of the Chapter are conducted in a manner consistent with the objects of the Chapter as stipulated in the Constitution of the Chapter;
- c) Ensure that the decision-making process stipulated in the Constitution of the Chapter is upheld;
- d) Ensure effective liaison between the Chapter and IESL and be the primary contact person with IESL on matters of policy and decision making where necessary in association with the Secretary.

2.2 When representing the Chapter, the President must reflect the general opinion of the Committee on issues that concern the Chapter.

## 3. Duties of the Secretary

3.1 The duties of the Secretary of the Chapter shall include but not limited to the following:

- a) The Secretary of the Chapter shall:
  - (1) keep minutes of each general meeting and each Committee Meeting together with a record of the names of persons present at the meetings;
  - (ii) ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee Meeting are entered in a minute book,
  - (iii) ensure that the minutes of each Committee Meeting are approved at the next Committee Meeting and minutes of the general meeting at the next general meeting:
  - (iv) deal with such correspondence on behalf of the Chapter, as shall be approved by the Committee;
  - (v) call general meetings, Committee Meetings and special Committee Meetings of the Chapter, including the preparation of the notices of a meeting and of the business to be conducted at the meeting (agenda) in consultation with the President and sending out such notices and agenda.
- b) The Secretary shall keep and maintain a register of MEMBERS as set out in Rule 10 at the residential address of the Secretary (which also is the registered address of the Chapter). A MEMBER shall have the access to the full names and the postal addresses of the MEMBERS registered in the register.
- c) The Secretary must ensure safe custody of any books, documents, instruments of titles, registers and securities mentioned in these Rules and shall make them available for inspection by MEMBERS (after making an appointment with the Secretary) at the residential address of the Secretary.
- d) The Secretary shall allow Inspection of the minutes of a general meeting to a FINANCIAL MEMBER, if such a request is made by the said MEMBER, at a time agreed by both parties.

## 4. Duties of the Treasurer

4.1 The duties of the Treasurer of the Chapter shall include but not limited to the following:

- a) The Treasurer of the Chapter shall:
  - (i) collect and receive all monies due to the Chapter, on best efforts basis, and make all payments as approved by the Committee;
  - (ii) issue receipts stating the amounts and the period for the subscriptions that have been paid;
  - iii) keep proper accounts and books showing the financial affairs of the Chapter with details of receipts and expenditure connected with the activities of the Chapter;

iv) submit a Financial Report to a Committee Meeting at least once in four months or more frequently if so requested by the Committee and a summary of monthly cash flow statements at every Committee Meeting:

v) submit an audited Balance Sheet and Statement of Income and Expenditure, first to the Committee and, with its approval, to the annual general meeting

vi) maintain a separate account for the purpose of collecting and/or disbursing monies in connection with the establishment and maintenance of major projects undertaken by the Chapter. Details of these accounts must be disclosed separately in any set of accounts submitted to a Committee Meeting and/or to a general meeting.

b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, as well as electronic fund transfers shall be signed/executed by the Treasurer and any one of the following:

- (a) President;
- (b) Vice President;
- (c) Secretary.

However if the Treasurer informs his non-availability to the President and/or the Secretary for such a signing/execution, the same may be signed/executed by any two out of the President, Secretary and Vice President.

c) The Funds of the Chapter shall be derived from monies received from IESL on behalf of the MEMBERS, annual membership subscriptions (if any), donations, fund raising activities and such other sources as the Committee may from time to time determine.

#### Rule 16

##### 1. Meetings of the Management Committee (Committee)

1.1 Subject to this rule, the Committee may meet and conduct its proceedings as it considers appropriate.

1.2 The Committee must meet at least once in every 4 months to exercise its functions. Additional meetings may be called as decided by it at a Committee Meeting or by the Secretary upon a request made by the President or any 4 members of the Committee

1.3 Subject to the Rules, the Committee must decide how a meeting is to be called.

1.4 Notice of a Committee Meeting is to be given in the way decided by the Committee. Unless a date of a Committee Meeting is decided at a previous Committee Meeting, the Secretary must notify the members of the Committee, the date of the Committee Meeting at least 5 days prior to the meeting and if a date is decided at the previous Committee Meeting, at least 3 days prior to the meeting.

1.5 The Committee may hold meetings, or the President may permit a Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen. Such participation shall only happen with the approval of the President.

1.6 A Committee member who participates in the meeting as mentioned in Rule 16 Sub rule 1.5 is taken to be present at the meeting. Even if several members of the Committee participate in the Committee meeting in the above manner referred to in Rule 16 Sub Rule 1.5, for Committee Meetings, in counting the number of members for the quorum of the Committee Meetings, the number of participants in this manner shall be considered only up to a maximum of two. However such participants will have all other rights available for the members participating in a Committee meeting.

1.7 A question arising at a Committee Meeting is to be decided by a majority vote of members of the Committee present at the meeting and, if the votes are equal, the question is decided in the negative.

1.8 A member of the Committee must not vote on a question about a contract or proposed contract with the Chapter if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted,

1.9 The President or in his/her absence the Vice President is to preside as chairperson at a Committee Meeting.

1.10 If neither the President nor the Vice President is present within 10 minutes after the time fixed for a Committee Meeting, members of the Committee forming a quorum may choose:

- (a) one of the Committee members who holds the class of Fellow or Member if such a person is present, or
- (b) if no such person is present any other Committee member, to preside as the chairperson at the meeting.

1.11 The Committee Members may communicate & resolve any issues electronically with the agreement of all. A printed record of any relevant electronic communication shall be held on file by the Secretary.

## 2. Minutes of the Management Committee (Committee) Meetings

2.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee Meeting are entered in a minute book.

2.2 To ensure the accuracy of minutes, minutes of each Committee Meeting must be approved at the next Committee Meeting.

## 3. Special meeting of Management Committee (Committee):

3.1 If the Secretary receives a written request signed by at least 4 members of the Committee, the Secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within 14 days after the Secretary receives the request.

3.2 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

3.3 A request for a special meeting must state:

- (a) why the special meeting is called; and
- (b) the business to be conducted at the meeting.

3.4 A notice by the Secretary of a special meeting must state.

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting

3.5 A special meeting of the Committee must be held within 14 days after notice of the meeting is given to the members of the Committee.

## 4. Resolutions of Management Committee (Committee) without meeting

4.1 A written resolution signed (or confirmed via e mail) by each member of the Committee is as valid and effectual as if it had been passed at a Committee Meeting that was properly called and held.

4.2 A resolution mentioned in Rule 16 Sub Rule 4,1 may consist of several documents in like form, each signed by one or more members of the Committee.

## **Rule 17**

### 1. Quorum for, and adjournment of, Management Committee (Committee) meeting

1.1. At a Committee Meeting, more than 50% of the members elected to the Committee as at the close of the last general meeting of the members form a quorum. In determining the quorum, the Rule 16 Sub Rule 1.6 is also applicable if relevant.

1.2. If there is no quorum within 30 minutes after the time fixed for a Committee Meeting called on the request of members of the Committee, the meeting lapses.

1.2 If there is no quorum within 30 minutes after the time fixed for a Committee Meeting called other than on the request of the members of the Committee:

- (a) the meeting is to be adjourned for at least one day; and
- (b) the members of the Committee who are present are to decide the day, time and place of the adjourned meeting. In such a case the Secretary will via e-mail communicate the day, time and venue of the adjourned meeting to those Committee Members who were not present



1.4 If, at an adjourned meeting mentioned in Rule 17 Sub Rule 1.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **Rule 18**

#### **1. Appointment of subcommittees**

1.1 The Committee may appoint subcommittees consisting of FINANCIAL MEMBERS of the Chapter considered appropriate by the Committee to help with the conduct of the Chapter's operations. Each subcommittee shall be presided over by a member of the Committee. The President shall be an ex-officio member of each subcommittee.

1.2 A member of the subcommittee who is not a member of the Committee is not entitled to vote at a Committee Meeting

1.3 A subcommittee may elect a chairperson of its meetings.

1.4 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the subcommittee members present may choose one of their numbers to be the chairperson of the meeting.

1.5 A subcommittee may meet and adjourn as it considers appropriate

1.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the subcommittee members present at the meeting and, if the votes are equal, the question is decided in the negative.

### **Rule 19**

#### **1. Acts not affected by defects or disqualifications**

1.1 An act performed by the Committee, a subcommittee or a person acting as a member of the Committee is taken to have been validly performed.

1.2 Rule 19 Sub Rule 1.1 applies even if the act was performed when:

(a) there was a defect in the appointment of a member of the Committee, subcommittee or person acting as a member of the Committee; or

(b) a Committee Member, a subcommittee member or person acting as a member of the Committee was disqualified from being a member.

## PART 4 GENERAL MEETINGS

### Rule 20

#### 1. First annual general meeting

1.1 The first annual general meeting must be held within 6 months after the end date of the Chapter's first reportable financial year.

#### 2. Subsequent annual general meetings

2.1 Each subsequent annual general meeting must be held:

(a) at least once each year; and

(b) within 6 months after the end date of the Chapter's reportable financial year.

2.2 If the Committee does not call an annual general meeting by the date stated in Rule 20 Sub Rule 2.1 (b), then one fourth of the FINANCIAL MEMBERS may call the meeting by notice signed by them, not less than fourteen days before the date appointed by them for the meeting. The Secretary shall thereupon give notice of the meeting to the Membership.

2.3 The annual general meeting shall be specified as such in the notice convening it.

2.4 The ordinary business of the annual general meeting shall be:

(i) To confirm the minutes of the preceding annual general meeting and where applicable of any special general meeting held since that meeting;

(ii) To receive and consider the statement submitted by the Treasurer of the Chapter relating to the financial affairs of the Chapter including the audited financial statements for the past financial year,

(iii) To receive from the Committee a report on the activities of the Chapter since the last annual general meeting;

(iv) To elect the Committee and the Auditor;

(v) Any other matters or resolutions for which proper advance notice has been given as per Rule 20 Sub Rule 2.7.

2.5 The annual general meeting may transact any special business for which notice has been given in accordance with these Rules.

2.6 The annual general meeting shall be held in addition to any other general meetings that may be held in the same year.

2.7 Notice of any motion to be discussed at an annual general meeting shall be forwarded to the Secretary in writing at least 14 days before the annual general meeting.

### Rule 21

#### 1. Notice of general meeting

1.1 The Secretary may call a general meeting of the Chapter, which shall conform to these Rules.

1.2 The Secretary must give at least 21 days notice of the general meeting to each MEMBER of the Chapter.

1.3 If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

1.4 The medium of communication of notices on general meetings is electronic via e-mails unless a MEMBER has not provided his/her e-mail or makes a specific request otherwise.

1.5 Notice of the meeting must be given in writing (including via e mail) when a meeting is called to hear and decide on an appeal made by a person against the Committee's decision:

(i) to reject his/her application for Membership of the Chapter; or

(ii) to terminate his/her Membership of the Chapter.

1.6 A notice of a general meeting must state the date, time, venue and the business to be conducted at the meeting.

## **Rule 22**

### **1. Quorum for, and adjournment of, a general meeting**

1.1 At general meetings the quorum shall be as follows:

a) For motions proposing any repeal or amendments of these Rules (Constitution), 12 FINANCIAL MEMBERS or 20% of the total number of FINANCIAL MEMBERS, whichever is higher.

b) For motions on the appeals by persons in relation to his/her expulsion from the Membership or rejection of Membership application of a person, 12 FINANCIAL MEMBERS or 10% of total number of FINANCIAL MEMBERS, whichever is higher.

(c) For motions on voluntary dissolution as prescribed in Rule 36 Sub Rule 1.1

d) For all other businesses, 12 FINANCIAL MEMBERS or 10% of the total number of FINANCIAL MEMBERS, whichever is higher.

1.2 No business may be conducted at a general meeting unless there is a quorum of MEMBERS when the meeting proceeds to business.

1.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of the Committee, the meeting lapses.

1.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of Committee:

(a) the meeting is to be adjourned for at least 7 days; and

(b) the Committee is to decide the date, time and place for the adjourned meeting which the Secretary will notify the MEMBERS via the medium of communication set out in Rule 21 Sub Rule 1.4.

1.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

1.7 If a meeting is adjourned under Rule 22 Sub Rule 1.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

1.8 Subject to Rule 22 Sub Rule 1.5 (b), the Secretary is not required to give the FINANCIAL MEMBERS notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for 30 days or more.

1.9 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given in the same way a notice is given for a general meeting.

## **Rule 23**

### **1. Procedure at general meeting**

1.1 A FINANCIAL MEMBER may take part and vote in a general meeting in person or by proxy.

1.2 A FINANCIAL MEMBER who participates in a meeting as mentioned in Rule 23 Sub Rule 1.1 is taken to be present at the meeting.

1.3 At each general meeting:

(a) the President or in his/her absence, the Vice President is to preside as the chairperson; and

(b) if there is no President or Vice President or if the President and the Vice President are not present within 15 minutes after the time fixed for the meeting or is/are unwilling to act, the FINANCIAL MEMBERS present must elect one of their number to be the chairperson of the meeting; and

(c) the chairperson must conduct the meeting in a proper and orderly way.

## **Rule 24**

### **1. Voting at a general meeting**

1.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the FINANCIAL MEMBERS present.

1.2 A special resolution must be passed by 75% of the FINANCIAL MEMBERS present.

1.3 Each FINANCIAL MEMBER present is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

1.4 Only FINANCIAL MEMBERS are entitled to vote at a general meeting.

1.5. A question arising at a general meeting of the Chapter shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Chapter, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

1.6 If at least 20% of the FINANCIAL MEMBERS present demand a secret ballot, voting must be by secret ballot.

1.7 If a secret ballot is held, the chairperson must appoint 2 FINANCIAL MEMBERS to conduct the secret ballot in the way the chairperson decides.

1.8 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## **Rule 25**

### **1. Special general meeting**

1.1 All general meetings other than annual general meetings shall be called special general meetings.

1.2 The Committee may, whenever it thinks fit, shall convene a special general meeting.

1.3 The Secretary must call a special general meeting by giving each MEMBER notice of the meeting within 14 days after:

(a) being directed to call the meeting by the Committee; or

(b) being given a written request:

(i) signed by at least 20% of the total number of FINANCIAL MEMBERS or 12 MEMBERS whichever is higher; and

(ii) lodged with the Secretary or sent to the registered address of the Chapter addressed to the Secretary; or

(c) being given a written notice by a person of his/her intention to appeal against the decision of the Committee:

(i) to reject his/her application for Membership; or

(ii) to terminate his/her Membership.

1.4 A request mentioned in Rule 25 Sub Rule 1.3 (b) may consist of several documents in like form, each signed by one or more members making the requisition. Such a request must state:

(a) why the special general meeting is being called; and

(b) the business to be conducted at the meeting.

1.5 A special general meeting must be held within three months after the Secretary:

(a) is directed to call the meeting by the Committee; or

(b) is given the written request mentioned in Rule 25 Sub Rule 1.3 (b); or

(c) is given the written notice of an intention to appeal mentioned in Rule 25 Sub Rule 1.3 (c).

1.6 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

1.7 If the Committee fails to convene a special general meeting to be held within one month after that date on which a requisition of FINANCIAL MEMBERS for the meeting is lodged with the Secretary (as per Rule 25 Sub Rule 1.3 (b)), any one or more of the FINANCIAL MEMBERS who made the requisition may convene a special general meeting, to be held not later than three months after that date.

1.8 A special general meeting convened by a FINANCIAL MEMBER or FINANCIAL MEMBERS as referred to in Rule 25 Sub Rule 1.7 shall be convened as is practicable in the same manner as general meetings are convened by the Committee. Any MEMBER who thereby incurs expenses is entitled to be reimbursed by the Chapter for any reasonable expenses incurred.

## **Rule 26**

### **1. Minutes of general meetings**

1.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

1.2 To ensure the accuracy of the minutes:

(a) the minutes of each special general meeting must be approved at the next immediate general meeting;

(b) the minutes of each annual general meeting must be approved at the next annual general meeting.

1.3 If asked by a FINANCIAL MEMBER, the Secretary must, within 28 days after the request is made:

(a) make the minute book for a particular general meeting available for inspection by the MEMBER at a mutually agreed time and place; and

(b) give the Member copies of the minutes of the said meeting.

1.4 The Chapter may require the Member to pay the reasonable costs (if so decided by the Committee) for providing copies of the minutes.

## **Rule 27**

### **1. Proxies**

1.1 An instrument appointing a proxy must be in writing and (except in the case mentioned in Rule 27 Sub Rule 1.6) be in the form shown in Annex -1, Form-1.

1.2 A proxy must be a FINANCIAL MEMBER of the Chapter.

1.3 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

1.4 Each instrument appointing a proxy must be lodged with the Secretary or send to the registered address of the Chapter, at least 7 days before the date of the meeting at which the person named in the instrument proposes to vote. In the case of an adjourned meeting the said instrument shall be lodged with the Secretary at any time before the adjourned meeting at which the person named in the instrument proposes to vote. If the proxy on the original meeting covers the adjourned meeting as well another proxy is not needed.

1.5 Unless otherwise instructed by the appointer, the proxy may vote, as the proxy considers appropriate.

1.6 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the form shown in Annex-1, Form-2.

## Part 5 - Miscellaneous

### **Rule 28**

#### 1. Auditor:

1.1 The auditor is responsible for auditing the annual financial statements of the Chapter, to ensure their compliance with the National Auditing Standards of United Kingdom and the relevant laws of the United Kingdom, governing registered associations.

1.2 The auditor is selected at the annual general meeting for an operating year from any suitable person who fulfil the requirement given in Rule 28 Sub Rule 1.3 and has given his/her consent to act as the auditor.

1.3 The auditor must be a full member of one of the following recognised United Kingdom Accounting Bodies:

- a) The ACCA – Association of Chartered Certified Accountants;
- b) ICAEW – Institute of Chartered Accountants in England & Wales

1.4 The annual financial statements of the Chapter together with any financial documents as required by the Auditor must be submitted by the Treasurer at least four weeks before the annual general meeting.

1.5 The annual financial statement must accompany the auditor's statement when it is presented at the annual general meeting

### **Rule 29**

#### 1. By-Laws:

1.1 The Committee may make, amend or repeal by-laws, not inconsistent with these Rules (Constitution), for the internal management of the Chapter

1.2 A by-law may be set aside by a vote of FINANCIAL MEMBERS at a general meeting

### **RULE 30**

#### 1. Alteration of Rules:

1.1 Subject to the Act, these Rules (Constitution) may be amended, repealed or added to by a special resolution carried at a general meeting in the manner set out in these Rules (Constitution).

1.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

### **RULE 31**

#### 1. Common seal:

1.1 The Committee must ensure the Chapter has a common seal.

1.2 The common seal must be:

- (a) kept securely by the Committee; and
- (b) used only under the authority of the Committee.

1.3 Each instrument to which the seal is attached must be signed by a member of the Committee and countersigned by:

- (a) the Secretary; or
- (b) another member of the Committee; or
- (c) someone authorised by the Committee.

## **Rule 32**

### **1. Funds and accounts**

1.1 The funds of the Chapter must be kept in an account in the name of the Chapter in a financial institution or financial Institutions decided by the Committee.

1.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Chapter.

1.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

1.4 Unless approved by the Committee, a payment by the Chapter of £250 or more must be made by cheque or electronic funds transfer.

1.5 Cheques, other than chèques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

1.6 A petty cash account must be kept on the imprest system, and the Committee must decide the amount of petty cash to be kept in the account.

1.7 All expenditure must be approved or ratified at a Committee Meeting.

## **Rule 33**

### **1. General financial matters**

1.1 On behalf of the Committee, the Treasurer must, as soon as practicable, after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

1.2 The income and property of the Chapter must be used solely in promoting and implementing the Chapter's Objects, in carrying out the Chapter's duties and in exercising the Chapter's Powers.

## **Rule 34**

### **1. Financial Year**

1.1 The end date of the Chapter's financial year is 31 December in each year.

## **Rule 35**

### **1. Documents**

1.1 The Committee must ensure the safe custody of books, documents, instruments of title and securities of the Chapter.

## **Rule 36**

### **1. Voluntary Dissolution**

1.1 The Chapter may be wound up voluntarily in the following manner:

a) A resolution to this effect shall be placed before the house at any general meeting called for such purpose and passed by a vote of 75% of the FINANCIAL MEMBERS present at a general meeting; and

b) Not less than six weeks thereafter, a special general meeting giving 21 days notice be called to confirm such resolution; and

c) Such resolution shall be confirmed by not less than three fourths (3/4) of the general membership who were FINANCIAL MEMBERS at the commencement of that financial year.

1.2. The Membership present shall at the said meeting elect a committee of not less than five FINANCIAL MEMBERS for the following specific purposes:

a) To dispose and realise the assets of the Chapter and discharge all liabilities in an orderly manner in accordance with Act;

b) in the event of the Chapter being disbanded, the assets and property, after payment of all debts and liabilities will not be distributed to MEMBERS but will be distributed to another incorporated association or associations in United Kingdom where members are primarily consisting of engineers ~~(with priority given to one of the Chapters of IESL in United Kingdom)~~ or failing which to an approved charitable organisation in United Kingdom.

### **Rule 37**

#### 1. Other

1.1 Members who have changed their addresses (residential or postal or electronic mail) shall notify the Secretary in writing.

1.2 Notices sent by electronic mail or by post (only if e-mail addresses are not provided or specific request of not to send notices by e-mail has been communicated by writing to the Secretary) to MEMBERS' electronic mail addresses or postal addresses as recorded in the register shall be deemed to have been duly delivered on the next working day following the date of posting or sending the electronic mail,

1.2 The Chapter's address for all correspondence shall be its registered address.

1.4 No MEMBER shall receive any profit or emoluments from the funds or transactions of the Chapter



**Annex 1**

**Annex 1 Form1**

**The Institution of Engineers Sri Lanka United Kingdom Chapter (IESL UK Chapter)**

I,-----of-----, being a member of the IESLUK Chapter, appoint-----of-----,as my proxy to vote on my behalf at the (annual) general meeting of the Chapter to be held on -----and at any adjournment of the meeting.

Signed on (-----)

Signature & ID number

**Annex 1- Form-2**

**The Institution of Engineers Sri Lanka United Kingdom Chapter (IESL UK Chapter)**

I,-----of-----, being a member of the IESLUK Chapter, appoint-----of-----,as my proxy to vote on my behalf at the (annual) general meeting of the Chapter to be held on -----and at any adjournment of the meeting.

Signed on(-----)

Signature & ID number

This form is to be used \*in favour of/\*against [strike out whichever is not wanted] the following resolutions -

[List relevant resolutions]

Signed on (-----)

Signature & ID number