

BYE-LAWS

of

THE CHARTERED INSTITUTE OF PLUMBING AND HEATING ENGINEERING

Interpretation

1. In the interpretation of these Bye-Laws the following words and expressions have the meanings shown unless excluded by the subject or context:

Definitions

- (a) The "Institute" means The Chartered Institute of Plumbing and Heating Engineering.
- (b) "plumbing and heating engineering" means work associated with the provision of water supply pipework including, without limitation, that used for fire fighting; sanitary appliances; discharge pipework and drainage; the weathering of structures and buildings; all forms of water and space heating by any other energy source.
- (c) "Office" means the headquarters of the Institute.
- (d) "month" means a calendar month.
- (e) Words importing the singular number only shall include the plural number and vice versa.
- (f) Words importing the masculine gender only shall include the feminine gender.
- (g) "Voting members" means Fellows, Members and Associates (or such types of membership as the Board shall decide), and those Honorary Fellows and Honorary Members who were paid up Voting members immediately prior to the award of their Honorary status.
- (h) "Non-Voting members" means Honorary Fellows and Honorary Members who were not paid up Voting members immediately prior to the award of their Honorary Status, and Companions, Affiliates, Trainees and Industrial and Training Associates.
- (i) "member" means all grades of member.
- (j) "Seal" means the Common Seal of the Institute.
- (k) "Secretary" means any person appointed to perform the duties of the Secretary of the Institute.
- (l) "Registered Plumber" means a member whose name appears upon the Register of Registered Plumbers.
- (m) "Master Plumber" means a member whose name appears on the Register of Master Plumbers.

(n) Expressions referring to "in writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

(o) "Registered Heating Professional" means a member whose name appears on the Register of Registered Heating Professionals.

Membership

2. (a) The membership of the Institute shall consist of Voting members and Non-Voting members.
- (b) Those persons who have applied or shall apply for admission and have been or shall be admitted as Voting members shall be deemed to be entitled to vote at meetings of the Institute and shall be subject to the Code of Professional Standards and the Disciplinary Procedure.
- (c) Non-Voting members shall not be entitled to vote at meetings of the Institute.
3. For the purposes of membership the number of Voting members and of Non-Voting members of the Institute is declared to be unlimited.
4. The Board of Trustees shall be entitled to enrol as members, whether Voting or Non-Voting, any applicants who shall prove to the satisfaction of the Board of Trustees that their qualifications and experience are not less than those required from time to time in these Bye-Laws and / or in the Regulations.

Postnominals

5. According to the grade of membership, a member shall be entitled to the exclusive use of such postnominal designatory letters as the Board of Trustees shall decide and, subject to approval by the Voting members in General Meeting, shall publish in the Regulations.

Membership Obligations: Fees and Subscriptions

6. The fees and subscriptions paid by all grades of members shall be such sums as the Board of Trustees may from time to time determine and (with the exception of Affiliate, Trainee, Companion and Industrial and Training Associates) as the Institute in General Meeting may approve. No subscriptions shall be payable by any Honorary Fellow or Honorary Member. All subscriptions shall be payable in advance on the 1st January in each year, the first payment to be made on

enrolment. Failure to pay any subscription within three months of the same becoming due will automatically terminate the membership of the relevant member forthwith upon the expiry of the said three month period provided that the Board of Trustees may have the power to reinstate if it thinks the circumstances warrant. The Board of Trustees may increase the annual subscriptions of by an amount not exceeding the increase in the Retail Price Index published by the Office for National Statistics (or such other body as may replace the same) over the period covering the previous September and the September of the preceding year in question, such arrangement to come into effect for the calendar year 2012. A reduction in this Retail Prices Index shall not reduce the annual subscriptions. Any increase required above this figure shall be the subject of an Ordinary Resolution at General Meeting.

7. (a) Any member wishing to resign his membership shall give notice in writing of such desire to the Secretary, the notice to be accompanied by his certificate or certificates of membership and (but subject to clause 7(c) below) upon receipt by the Secretary of such notice of resignation or termination of registration the said member will forthwith cease to be such, to style himself as such and to make use of the appropriate postnominal designations.
- (b) Notice of intention to resign membership should be submitted so as to be received by the Secretary not less than three months before the end of the financial year and, if received after that date, a further year's subscription shall be due and payable.
- (c) In the event that any member is subject to investigatory or disciplinary proceedings arising out of or by virtue of the rights or duties attaching to membership under these Bye-Laws or the Regulations then, in such circumstances, the resignation or termination of membership shall not take effect until the Board of Trustees or duly appointed disciplinary body of the Institute shall have been given the opportunity to complete its enquiries and investigations and decide on disciplinary proceedings, if any, and to take any steps consistent with its conclusions or findings and which it may be empowered to take under the provisions of these Bye-Laws, including the power itself to terminate the said membership. For this purpose, a member shall be deemed to be subject to investigatory or disciplinary proceedings from the moment when the Secretary or any member of the Board of Trustees has been notified of any complaint whatever or other matter referred to in clause 8 below against any such member.

Professional Standards

8. All members shall be obliged so to order their conduct not to bring discredit to the profession of plumbing and heating engineering generally and Voting members shall be obliged to conform to such professional standards as may be prescribed from time to time in or pursuant to these Bye-Laws and / or the Regulations and / or by such Rules as may be prescribed from time to time by the Board of Trustees.

An investigation by the Board of Trustees or duly appointed disciplinary body of the Institute of any complaint, or disciplinary proceedings being taken against a member, shall be conducted in accordance with the provisions of these Bye-Laws and / or the Regulations and / or by the Rules.

Rights of Voting members and Non-Voting members

9. Voting members shall be entitled to receive notices of, and to attend, speak and vote at, General Meetings. Non-Voting members may attend General Meetings but shall not be entitled to vote.

Governance

10.
 - (i) The direction and management of the Institute and its affairs and business shall be vested in a governing body to be called a Board of Trustees or such other name as the members shall determine subject to the provisions of Our Charter, these Bye-Laws and the Regulations. The business of the Board of Trustees shall be conducted in such manner as the Board of Trustees may from time to time prescribe. The first Board of Trustees members after incorporation by Royal Charter shall be those who have been elected to serve on the Board of Trustees of the former Institute for the period during which incorporation shall take place.
 - (ii) The Institute shall have such Officers who shall be the members of the Board of Trustees from time to time with such functions, tenure and terms of office as these Bye-Laws and the Regulations may prescribe.
 - (iii) The Institute may have a Royal Patron or Patron or Patrons who need not be a member of the Institute and who shall be appointed by the Board of Trustees from time to time and upon such terms as the Board of Trustees shall decide.
 - (iv) The Institute in General Meeting and by a simple majority of the Voting Members attending, held with due notice and otherwise in accordance with Our Charter and these Bye-Laws, may make and from time to time revoke, amend or add to the Regulations as required for the governance and advantage of the Institute, its members and property and for the furtherance of the objects and purposes of the Institute. Provided that such Regulations or any revocation or amendment or addition to any such Regulations shall not be

repugnant to this Our Charter or these Bye-Laws or to the Laws and Statutes of Our Realm, the Board of Trustees shall also have the power to make and amend subsidiary Rules of Procedure which shall not be subject to approval in General Meeting.

(v) The first Regulations to be made under these Bye-Laws shall be those made by the Voting members of the former Institute and adopted by the Institute at the time of its incorporation by Royal Charter.

General Meetings

11. The Institute shall, in each year, hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Institute and that of the next. The Annual General Meeting shall be held at such time and place as the Board of Trustees shall appoint. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Board of Trustees may, whenever it thinks fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened on requisition by no less than 75 Voting members who may act to convene such meeting in the event of default.

Notice of General Meetings

13. A General Meeting shall be called by at least twenty-one days notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and hour of meeting and the general nature of the business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Regulations.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

- 15 (a) No business shall be transacted at any General Meeting unless a quorum of Voting members is present at the time when the meeting proceeds to business and, save as herein otherwise provided, fifteen Voting members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Voting members shall

be dissolved and in any other case it shall stand adjourned to such other time and place as the Board of Trustees may determine and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Voting members present shall be a quorum.

(b) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual general Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Board of Trustees and Auditors, the results of the election of President, Vice President and members of the Board of Trustees in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

16. The President shall preside as Chairman at every General Meeting or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall preside or if the Vice-President is not so present or willing, the Voting members present shall choose one of their number to be Chairman of the meeting.

Votes

17. Every Voting member shall have one vote which may be given either in person or by such method as the Board of Trustees shall decide or by proxy. Such provision shall be made in Regulations. Non-Voting members shall not be entitled to vote.

The President and Vice President

18. The President and the Vice President shall be honorific roles and the holders of such offices shall not be Officers or members of the Board of Trustees of the Institute. During their respective periods of office neither the President nor the Vice President may stand for election to the Board of Trustees.

19. The method of nomination and election of the President and the Vice President shall be as prescribed in these Bye-Laws or the Regulations and as the Institute in General Meeting may approve.

20. The President and the Vice President shall be declared elected at each Annual General Meeting and shall hold office until the next following Annual General Meeting ("yearly term") when they shall retire and be eligible for re-election save that they shall not be entitled to, or hold their respective offices for, more than two yearly terms in succession.

The Board of Trustees

21. The business of the Institute shall be managed by the Board of Trustees, who shall comprise the Officers of the Institute, which may exercise all such powers of the Institute as are not, by Our Charter or by these Bye-Laws, required to be exercised by the Institute in General Meeting, subject nevertheless to the provisions of these Bye-Laws and to the Regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Institute in General Meeting but no Regulation made by the Institute in General Meeting shall invalidate any prior act of the Board of Trustees which would have been valid if the Regulation had not been made.
22. The number of members of the Board of Trustees shall be seven or such other number as is determined by the Institute in General Meeting.
23. The Board of Trustees shall consist of:
 - An independent Trustee (not a member of the Institute) who shall be Chairman of the Board of Trustees
 - A second independent Trustee
 - The Honorary Treasurer
 - The Immediate Past President
 - Three elected Voting member Trusteeseach of whom shall have one vote at Board of Trustee meetings.
24. (a) The method of nomination, selection, ratification and election of members of the Board of Trustees shall be as prescribed in the Regulations. No individual is permitted to stand for more than one appointment of President, Vice President or Board of Trustee member in any one election year. Furthermore, no serving member of the Board of Trustees may stand for the office of President or Vice President.

(b) Each of the independent Trustees of the Board of Trustees shall be declared elected at an Annual General Meeting and shall hold office for such period of time (not exceeding three years) as shall have been ratified by General Meeting upon recommendation of the Board of Trustees. Upon conclusion of such term of office, each independent Trustee shall retire and shall be eligible for re-election for a further term (not exceeding three years). However, each independent Trustee shall only be eligible for a maximum of two consecutive terms of office after which a period (equal to the period of the term of office) shall expire before being eligible once again for election. Subject to this period out of office, there is no limit to the number of terms that can be served.

- (c) The Honorary Treasurer shall be declared elected at each Annual General Meeting and shall hold office until the next following Annual General Meeting (“yearly term”) when he shall retire and be eligible for re-election but subject to a maximum of ten yearly terms.
 - (d) Each of the Voting member Trustees of the Board of Trustees shall be declared elected at an Annual General Meeting. One third of them shall retire at each Annual General Meeting so that no Voting member Trustee shall hold office for a period longer than three years. The Voting member Trustees to retire in each year shall be those who have been longest in office since their last election but, as between persons who become Voting member Trustees of the Board of Trustees on the same day, those to retire shall (unless otherwise prescribed by these Bye-Laws or by the Regulations or unless they otherwise agree among themselves) be determined by lot. A retiring Voting member Trustee of the Board of Trustees shall be eligible for re-election for a further term (not exceeding three years). However, each Voting member Trustee shall only be eligible for a maximum of two consecutive terms of office after which a period (equal to the period of the term of office) shall expire before being eligible once again for election. Subject to this period out of office, there is no limit to the number of terms that can be served.
24. (e) The Immediate Past President at the end of his period of office as Trustee shall not be eligible for re-election to the Board of Trustees unto the expiration of one further year.
25. The Board of Trustees shall have power from time to time and at any time, as the case may be, to appoint a person to be an Independent Trustee of the Board of Trustees or to be Honorary Treasurer or (if a Voting member) to be a Voting member Trustee of the Board of Trustees in order either to fill a casual vacancy in, or as an addition to, the existing members of the Board of Trustees, but the total number of such Trustees shall not at any time exceed the number fixed in accordance with these Bye-laws. Any person so appointed shall hold office only until the next following Annual General Meeting. He shall be then eligible for re-election but (in the case of a Voting member) shall not be taken into account in determining the Voting member Trustees who are to retire by rotation at such Meeting, and so that the election for his term of office shall be for the remainder of the term of office of the Trustee he has replaced.
26. The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body provided always that, in case the members of the Board of Trustees shall at any

time be less than the number prescribed by or in accordance with these Bye-Laws as the quorum necessary for transacting business of the Board of Trustees, it shall be lawful for them to act for the purpose of filling vacancies in their body and for enrolling members or summoning a General Meeting but not for any other purpose.

Disqualification of Members of the Board of Trustees

27. A member of the Board of Trustees shall vacate his office if he:
- (a) being a member of the Institute ceases to be a member for any reason or is excluded or suspended for any period of membership; or
 - (b) is absent from two consecutive meetings of the Board of Trustees without the consent of the Board of Trustees; or
 - (c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing which is accepted by the Institute; or
 - (f) if he fails to declare his interest in any contract involving the Institute in accordance with Bye-Law 32; or
 - (g) if he is disqualified from acting as a Trustee by virtue of the Charities Act 1993 or any subsequent amending legislation.

Proceedings of the Board of Trustees and its Committees

28. The Chairman of the Board of Trustees shall preside at every meeting of the Board of Trustees at which he is present or, if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the other independent Trustee shall preside. However, if the other independent Trustee is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the other members of the Board of Trustees present may appoint one of their number to be Chairman of the meeting.
29. The Board of Trustees may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second and casting vote. Any two

members of the Board of Trustees may, and the Secretary on the requisition of any two members of the Board of Trustees shall, at any time, summon a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to any member of the Board of Trustees for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Board of Trustees may be fixed by the Board of Trustees and, unless so fixed, shall be five, of whom two must be Voting member Trustees.

30. The Board of Trustees shall form and appoint a disciplinary body of the Institute to act in relation to complaints or disciplinary matters in accordance with the provisions of the Regulations or the Rules.
31. The Board of Trustees shall cause Minutes of all meetings of the members of the Institute and of the Board of Trustees and of any of its committees to be recorded.
32. A member of the Board of Trustees or of any committee of the Board of Trustees shall not vote in respect of any contract in which he is interested or any matter arising therefrom or any matter in which he is interested and, if he does so vote, his vote shall not be counted.
33. For the purposes of administration the Institute may divide itself into areas and / or groups and / or divisions as may be determined in the Regulations or the Rules.

Secretary

34. The Secretary shall be appointed by the Board of Trustees for such term, at such remuneration and upon such conditions as the Board of Trustees shall think fit and any Secretary appointed may be removed by the Board of Trustees.

The Seal

35. The Board of Trustees shall provide for the safe custody of the Seal. The Seal shall not be affixed to any document except with the authority of a resolution of the Board of Trustees and every instrument to which the Seal is so affixed shall be signed by two members of the Board of Trustees except that certificates of membership, diplomas and documents of a like nature shall be signed by the President or the Vice-President (or any other Trustee so appointed) and the Secretary and may utilise some method of mechanical signature.

Accounts

36. The Board of Trustees shall cause Accounting Records to be kept.
37. The Accounting Records shall be kept at the Office, or such other place or places as the Board of Trustees shall think fit, and shall always be open to inspection by the members of the Board of Trustees.

38. The Institute in General Meeting may, from time to time, impose reasonable restrictions as to the time and manner of inspection, by members other than members of the Board of Trustees, of the accounts and books of the Institute or any of them and, subject to such restrictions, the accounts and books shall be open to the inspection of such members at all reasonable times during business hours.
39. At the Annual General Meeting in every year the Board of Trustees shall lay before the Meeting a proper income and expenditure account for the period since the last preceding account made up to the 31st December last (or such other day as the Institute may in General Meeting decide from time to time) together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Trustees and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than 21 clear days before the date of the meeting, be sent to the Auditors and to all other persons entitled to receive notice of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall be open to inspection and be laid before the meeting.

Audit

40. Properly qualified Auditors shall be appointed and once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more of the properly qualified auditor or auditors.

Power to Sue

41. The Institute may take legal proceedings against any member for the recovery of certificates and / or subscriptions, fees, or other payments due from him to the Institute.

Indemnity of Officers

42. Subject to these Bye-Laws the members of the Board of Trustees, the Secretary, the Honorary Treasurer and other Officers of the Institute shall be indemnified out of the assets of the Institute against all losses or liabilities which such person may sustain or incur in or about the 'bona fide' execution of the duties thereof, or otherwise in relation thereto, including any liability incurred thereby in defending any proceedings, whether civil or criminal, in which judgement is given in favour thereof or in which such person is acquitted and no member of the Board of Trustees or other Officer or servant of the Institute shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Institute in the 'bona fide'

execution of the duties of the office thereof or in relation thereto, and the Institute may, but subject to the provisos set out in Our Charter, purchase and maintain insurance against liability relating to the Institute in respect of negligence, default, breach of duty and breach of trust attaching to such member of the Board of Trustees or auditor of the Institute for the time being PROVIDED ALWAYS that the Board of Trustees shall state the existence of any such insurance in its report for each financial year.

Engineering Council^{UK}

43. The Board of Trustees shall, for so long as the Institute is a Licensed Member of the Engineering Council^{UK} or any successor body, cause to be registered therewith any member who, consistent with these Bye-Laws, is eligible and does apply for such registration. Consistent with these Bye-Laws and with the Charter and Bye-Laws for the time being of the Engineering Council^{UK} or any successor body, the Board of Trustees shall define the procedures governing registration of members of the Institute and any fees or charges to be paid or deposited by Registrants. Furthermore, the Board of Trustees shall ensure that the views of Registrants are considered at all meetings of the Board of Trustees.

Notices

44. A notice may be given by the Institute to any member either personally or by sending it by post or electronic communication to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Institute for the giving of notice to him. When a notice is sent by post, service of the notice shall be deemed to be effected by addressing, prepaying and posting a letter, publication or circular containing the notice, and to have been effected on the second day following that on which the letter, publication or circular was posted. When sent electronically, the communication shall be deemed to be delivered within twenty-four hours of dispatch. In this Bye-Law, "address", in relation to electronic communication, includes any number or address used for the purposes of such communications.
45. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
 - (a) every Voting member except those who (having no registered address within the United Kingdom) have not supplied to the Institute an address within the United Kingdom for the giving of notice to them;
 - (b) every member of the Board of Trustees; and
 - (c) the Auditor or Auditors for the time being of the Institute.

No other person shall be entitled to receive notices of General Meetings.