

# Royal Aeronautical Society REGULATIONS

Version 1.14 (December 2016)



## Document & Change Control

These Regulations set out the operational processes by which the By-Laws are put into effect and are established and maintained by the Board of Trustees and can be amended by them without submitting the changes to the membership or the Privy Council.

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- Annex A: [Membership Handbook](#)
- Annex B: [Registration Handbook](#)
- Annex C: [Disciplinary and Appeals Procedure](#)
- Annex D: [Specialist Group Regulations](#)
- Annex E: [Branches Handbook](#)
- Annex F: [Financial Regulations](#)

The Society's Board of Trustees is required to establish and maintain **Regulations** that will detail the day-to-day processes and procedures to give effect to the Society's By-Laws.

These Regulations are to be read in conjunction with the Charter of Incorporation (dated 17 January 1949 as subsequently amended) and the By-Laws (dated 04 October 2016) and are subordinate to the Charter, the By-Laws and the general law.

## **SECTION 1 – MEMBERSHIP**

### **1. Regulation 1: Membership**

#### **1.1. Applications & Grading**

The procedures for applications for grading are set out in **Annex A: Membership Handbook** and for registration are detailed in **Annex B: Registration Handbook**.

#### **1.2. Subscriptions & Resignations**

1.2.1. Membership subscriptions run for a period of one-year payable annually in advance on 1 January of each year. The Society offers a facility for members to pay by instalments.

1.2.2. An administration fee for an application for a RAeS or Engineering Council grade is due before the application is approved and will be collected before the Grading Committee meets to deliberate applications. The administration fee is non-refundable and will not be returned should an application not be successful.

1.2.3. Subscription fees for upgrades and new elections are based on the date of election which is the date which the Grading Committee approves the application and not the date which an election or upgrade fee is collected. The amount charged is detailed below:

- a. If an application is determined at a grading committee which meets between January 1<sup>st</sup> and March 31<sup>st</sup>, the amount due is charged the full amount of the election or upgrade fee;
- b. If an application is determined at a grading committee which meets between April 1<sup>st</sup> and June 30<sup>th</sup>, the amount due is charged 75% of the election or upgrade fee;
- c. If an application is determined at a grading committee which meets between July 1<sup>st</sup> and September 30<sup>th</sup>, the amount due is charged 50% of the election or upgrade fee;
- d. If an application is determined at a grading committee which meets between October 1<sup>st</sup> and December 31<sup>st</sup>, the amount due is charged 25% of the election or upgrade fee. Given the proximity of Membership Grading Committees meeting during this period to the end of the calendar year, the Board of Trustees has discretionary powers to waive election or upgrade fees should they choose to do so.

1.2.4. Subscription fees for reinstatements or applicants whose application is not required to be determined at a grading committee is charged the relevant Subscription fees calculated as detailed above. The amount due will be based on the date the reinstatement is requested or the application is received by the Society.

1.2.5. Membership fees are reviewed annually and members shall be advised as soon as is practicable of any fee changes in writing in advance of their subscription renewal notice.

1.2.6. Where a member's subscription payment is not received within three months of the due date his membership shall lapse and all services shall be suspended including any right to designatory letters or to be registered with the Engineering Council.

- 1.3. Reduced fees
  - 1.3.1. A reduced rate is available for members in special circumstances on proof of eligibility.
- 1.4. Membership resignation
  - 1.4.1. Persons in any category of membership may resign from the Society by sending their resignation in writing to the Chief Executive.
  - 1.4.2. The subscription shall be refunded if notification of resignation is received within 90 days of the membership subscription start date. The refund shall be on a *pro rata* basis to the nearest month and made by the following means:
    - a. If payment was made by credit or debit card, the refund shall be paid directly to the credit or debit card within 30 days of notification of the resignation being received;
    - b. If payment was made by Direct Debit or Bankers Automated Clearance Service (BACS), the refund shall be paid directly to the bank account from which payment was taken within 28 days of notification of the resignation being received;
    - c. If payment was made by any other means the refund shall be made by sterling cheque and posted within 28 days of notification of the resignation being received.
- 1.5. Applications to re-join
  - 1.5.1. If a Society member resigns or allows his membership to lapse he must re-join within three years to maintain his membership of the Society and pay an appropriate administration fee.
  - 1.5.2. The re-join subscription shall be the amount owing for the last renewal.
  - 1.5.3. If a registered member resigns or allows his membership to lapse he must re-join within three years to restore his registration with the Engineering Council. Arrears of Engineering Council fees shall be paid.
- 1.6. Refunds for overpayments
  - 1.6.1. Refunds for overpayments shall be made automatically within 28 days of the Society being aware of the over-payment.
- 1.7. Refunds for deceased members
  - 1.7.1. Refunds shall be paid if a member dies within three calendar months of the subscription renewal date. The amount of the refund shall be the full amount paid minus any donation made to the Society. Claims for a refund can be made up to a maximum of one year after the original payment subscription renewal date.
- 1.8. Exception
  - 1.8.1. No refund shall be granted if the member has gained financial benefit from his Society membership such as receiving discounted conference fees or publications.
- 1.9. Improper Conduct
  - 1.9.1. A member is guilty of improper conduct if, in the opinion of a Disciplinary Committee appointed under Regulation 1.10.3, that member:
    - a. is convicted of an offence which renders him unfit to be a member;
    - b. has acted in breach of the Codes of Conduct (refer to Appendix 1);
    - c. is precluded from the performance of professional duties in a manner which is consistent with the standards of his profession as a result of having been made bankrupt or of making a composition with his creditors.

- 1.9.2. Any complaints or relevant information suggesting improper conduct should be made to either the Governance Manager or his/her delegated representative, who will make the Chairman of the Board of Trustees aware of the complaint or relevant information.
- 1.9.3. When a complaint or relevant information suggesting improper conduct is received, the Chairman of the Board of Trustees shall appoint a fellow Trustee to investigate whether the complaint or information is capable, if substantiated, of constituting a prima facie case. The appointed Trustee will report his or her findings to the Chairman of the Board of Trustees.
- 1.10. Duties within the Disciplinary Procedure
- 1.10.1. It is the duty of the Chairman of the Board of Trustees where there is a prima facie case, as defined in 1.9.3:
- 1.10.2. to appoint an Investigation Committee to investigate any complaint or question as to whether a member has committed a breach of the Code of Conduct. This Committee may be chaired by a Trustee with two other Society members, all appointed by the Chairman of the Board of Trustees.
- 1.10.3. to appoint, as required, a Disciplinary Committee to hear all charges against the member of improper conduct. This Committee shall consist of five Society members and may be chaired by a Trustee with other members from the wider membership, the majority of whom shall be of a grade of Society membership equal to or higher than the member under investigation.
- 1.10.4. to appoint, as required, an Appeals Committee to adjudicate upon appeals made by members found guilty of improper conduct. This Committee shall consist of at least three persons of whom two shall be Society members.
- 1.10.5. The Chairmen of each of these Committees shall report directly to the Board of Trustees.
- 1.10.6. The Chairmen of each of these Committees may appoint one or more persons, who may be members of the Society's staff, to act as clerks.
- 1.10.7. No member shall be eligible to hold office as a member of the Investigation Committee, Disciplinary Committee and Appeals Committee in connection with the same complaint.
- 1.10.8. Subject to the By-Laws and these Regulations each committee shall have the power to regulate its own practice and procedure.
- 1.10.9. The procedures for the **Disciplinary and Appeals Procedure** are set out in **Annex C**.

## SECTION 2 - COUNCIL

### 2. Council Regulations

#### 2.1. Council's Aims & Objectives

2.1.1. The Council shall manage the professional, technical and learned society affairs of the Society and provide direction and leadership required to achieve, in equal importance, the key objectives of:

- a. Informing and influencing the direction of the Society's Strategic Plan;
- b. increasing membership of the Society across the whole of the aerospace community, nationally and internationally;
- c. connecting members with Society activities;
- d. ensuring maximum synergy across the Society's activities;
- e. increasing and maintaining the influence, respect and reputation of the Society globally,
- f. Developing and sustaining the Society's body of knowledge and learned output.

2.1.2. Members of Council shall commit to active participation in the work of the Society by:

- a. actively promoting the Society and the benefits of membership;
- b. actively participating in the activity of the Branches and Specialist Groups;
- c. actively participating in one or more of the Society's Boards and Committees;
- d. representing the Society on other local or national bodies as required;
- e. attending Council meetings unless prevented by indisposition or unavoidable commitment.

2.1.3. Within the key objectives specified above, Council shall:

- a. actively promote and support the Society, its services, activities, events and publications and the recruitment of members from the aviation and aerospace communities worldwide;
- b. develop and implement active growth of committees, groups, and other bodies they deem necessary to fully achieve the potential of the aviation and aerospace sector and be responsible for the membership and productivity of these various assemblies;
- c. develop proposals on any aspect of the Society's activities, governance, finance, relationships or general direction that they believe the membership may wish the Board of Trustees to consider;
- d. serve as the major channel of communication to and from Divisions and Branches and relay Council actions and decisions to, and solicit suggestions from, Branch members and Corporate Partners on how best to achieve the Society's objectives;
- e. develop the international structure, standing and influence of the Society;
- f. create and maintain a more powerful voice for aviation and aerospace professionals in the national and international community by forging closer links with like-minded societies and professional bodies;
- g. provide guidance and support to the President, Chairman of the Board of Trustees, Chief Executive and Chairmen of the relevant Boards and Committees in the development of policy and advice, comment or suggestion to government(s), regulatory bodies, the media, the aerospace and aviation community and the general public on matters relevant to the activities, responsibilities and authority of the Society;
- h. Develop the Strategic Plan for the on-going evolution of the Society for approval by the Board of Trustees;
- i. Evolve and protect the reputation of the Society.



2.1.4. The Council shall keep abreast of current developments and future prospects from across the global aerospace sector, in so much as these shall influence the achievement of the Society's Strategic Aims and Objectives.

## 2.2. Presidential Cycle

### 2.2.1. President-Elect

- a. The **President-Elect** is a member of the Board of Trustees and Council.
- b. The President-Elect's purpose is to prepare for the role of President and to assist him in the discharge of his duties.
- c. The President-Elect's role is:
  - To deputise for the President as necessary and appropriate;
  - To act in a supporting role by representing the President at internal and external functions as necessary and appropriate;
  - Annually review the Society's strategic vision.

### 2.2.2. President (in accordance with By-Law 9)

- a. The **President** is a member of the Board of Trustees and Chairman of Council.
- b. The President's purpose is to provide leadership of the Council and of the Society in pursuit of its objectives.
- c. The President's role is:
  - To uphold the values, aims and reputation of the Society;
  - To uphold the interests of the members of the Society;
  - To chair Council and General Meetings of the Society in accordance with By-Law 9.5;
  - To use experience, knowledge, skills and contacts to improve the national and international influence and standing of the Society;
  - To represent the Society at appropriate functions and forums;
  - To visit and meet as many members, Branches, Divisions and Corporate Partners as practicable.

### 2.2.3. Immediate Past President

- a. The **Immediate Past President** serves from the AGM at which he stands down as President until the next AGM.
- b. The Immediate Past President is a member of the Board of Trustees and Council.
- c. The Immediate Past President's purpose is to provide support to the President as necessary and appropriate.
- d. The Immediate Past President's role is:
  - To use his experience, knowledge, skills and contacts to improve the national and international influence and standing of the Society;
  - To represent the Society at appropriate functions and forums;
  - To undertake a review, and report to Council, of the progress made against the strategic objectives of the Society in the past year;
  - To take the chair at any Council meetings or General Meetings at which neither the President nor the President-Elect is present.

## 2.3. Election to Council

Members are elected to Council in accordance with Section 5 of these Regulations

## 2.4. Committees of Council

### 2.4.1. Chairmen (for Committees of Council)

2.4.1.1. The Chairman of the Nominations Committee is elected in accordance with Regulation 3.3.2.

2.4.1.2. The Chairmen of all other Council Committees shall be appointed by the Council after appropriate consultation with the Nominations Committee and the outgoing Chairman.

2.4.1.3. A Deputy Chairman may be elected by the Committee from amongst its own members.

### 2.4.2. Composition (with the exception of the Nominations Committee – see Section 3)

2.4.2.1. The composition of Council Committees is determined by the BofT in accordance with By-Law 14.4.

2.4.2.2. The Secretary to the Committee shall be a member of the Society's permanent staff appointed by the Chief Executive, subject to the approval of the Chairman of the Committee.

### 2.4.3. Frequency of Committee Meetings (of Council)

Council Committees should meet in session not less than **twice** a year, unless specified otherwise under their own Aims & Objectives and/or Terms of Reference.

### 2.4.4. List of Council Committees

With effect from the date of these Regulations, the current list of Council Committees is as follows:

- a. Nominations Committee; (*refer to Section 3*)
- b. Medals & Awards Committee;
- c. Centennial Scholarship Committee;
- d. Foundation Committee;
- e. Policy Committee.

### 2.4.5. Committees of Council Aims & Objectives

2.4.5.1. The role of the Nominations Committee and a description of its aims and objectives comprises Regulation 3.

#### 2.4.5.2. Medals & Awards Committee (MAC)

The **MAC** is the body responsible for managing, overseeing and championing the Society's Medals and Awards programme and ensuring the quality, reputation and rigour of the programme is maintained and developed. The MAC also, with the support of the Historical Group, manages the Heritage Awards Scheme.

#### 2.4.5.3. Centennial Scholarship Committee (CSC)

The **CSC** looks after the Society's Centennial Scholarship Scheme. Its objective is to support the future of aeronautics by making financial awards that shall enable or assist individuals or organisations in activities that shall benefit and encourage careers or research (including historical research) in the field of aeronautics, astronautics, aerospace and aviation management.

2.4.5.4. Foundation Committee (FC)

The **FC** manages the Society's Foundation Fund. It acts as the central fund-raising body of the Society, initiating activities related to fund-raising and makes recommendations to Council on successful applications to the Fund.

2.4.5.5. Policy Committee (PC)

The **PC** manages, advises and provides support to those activities related to establishing the Society's position on aerospace matters of current importance together with its policy towards the issues shaping the future of the global aerospace sector and the instigation of appropriate policy activity to support these.

2.5. Business of Council Meetings

2.5.1. Council meeting agendas shall follow the Society's Business Cycle and shall *inter alia* include a series of presentations, including the following:

- a. Trustee business, including items relating to operations and finances, which shall be presented under President's Business for information;
- b. Reports from Council Committees as appropriate and as determined by the Council in line with the Society's business cycle;
- c. Report from at least one Board per meeting;
- d. Annual Reports from the Divisions.

2.5.2. Council meetings will also allow for the consideration of input from Council members on key topics.

## **SECTION 3: NOMINATIONS COMMITTEE**

### **3. Regulation 3: Nominations Committee**

#### **3.1. Nominations Committee's Aims & Objectives**

3.1.1 The Nominations Committee is an advisory body, with no executive functions. It is set up by, and reports to, Council, in accordance with By-Law 10.5.3, although it may advise the Trustees or any other group in the Society if requested and if Council agrees to that request. The business of the Nominations Committee is entirely confidential.

3.1.2 The Committee's purpose is to identify possible candidates for election to volunteer posts within the Society's organisational structure and to recommend such candidates to Council. In addition, the Committee shall advise on succession planning for senior volunteer positions; encourage appropriate individuals to stand for election to Council and carry out any other related functions requested of it by Council.

3.1.3 Specifically, but not limited to those set out below, the Nominations Committee shall identify candidates and submit their names to the Council or the Board of Trustees for the following positions:

- a. Membership of the Board of Trustees;
- b. President-Elect;
- c. Co-opted membership of Council;
- d. Chairmen of Boards;
- e. Chairmen of Council Committees;
- f. Persons to represent the Society on external organisations.

3.1.4 In addition, the Nominations Committee shall:

- a. Actively encourage members to stand for election to Council;
- b. Advise on succession planning for senior positions;
- c. Identify possible candidates for Honorary positions;
- d. Monitor and recommend appropriate representation across specific disciplines and areas of interest (such as Engineering Council registrants);
- e. Recommend individuals for National and International Honours to be actioned by the Chief Executive.

3.1.5 The Chairman of the Nominations Committee shall:

- a. in agreement with the members of the Nominations Committee, establish a network of correspondents made up of individuals in senior positions in the aerospace community to support the work of the Nominations Committee;
- b. consult with the Chief Executive on a regular basis on all matters concerning the business of the Nominations Committee.

#### **3.2. Composition of the Nominations Committee**

3.2.1 Membership of the Nominations Committee shall be the Chairman plus six other members, three of whom shall be elected members of Council. With the exception of the President-Elect, each member shall serve for a period of three years with no limit on re-election. A quorum shall be five members of the Committee.

- 3.2.2 The Chairman of the Nominations Committee shall be nominated by the President and elected by Council. The Chairman shall not be a current member of Council but a senior member of the Society with previous Council experience.
  - 3.2.3 The President-Elect shall be a member of the Nominations Committee and shall normally serve as the Deputy Chairman.
  - 3.2.4 In addition to the President-Elect, Council shall elect two of its elected members to serve on the Nominations Committee. They must continue to be an elected member of Council throughout their three-year term of office as a member of the Nominations Committee.
  - 3.2.5 The four members of the Nominations Committee described in paragraphs 3.2.2, 3.2.3 and 3.2.4 above, shall agree the nomination of three individuals for the remaining three, non-Council members, positions and submit their names for approval by the President and Council.
- 3.3. Confidentiality
- 3.3.1 The Nominations Committee discusses a number of items of a sensitive nature and, where appropriate should be reflected in the preparation of the minutes of the meetings.
  - 3.3.2 When dealing with the consideration of individuals for National and International Honours, minutes of the Nominations Committee under this heading shall make no reference to the identity of those individuals being considered, the substance of the decisions taken or any decisions made.
  - 3.3.3 In addition, where a proposal is made by a third party that the Society should consider recommending an individual (or where a third party is requesting Society support for their recommendation of an individual), the Nominations Committee will consider their proposal but will not inform them of its decision or enter into any further discussion on the matter.
- 3.4. Frequency of meetings
- 3.4.1 The Committee shall meet in accordance with the requirements of these Regulations and the Society's Structure and Business Cycle. The Committee's business may be conducted using electronic means as appropriate. The Committee shall meet formally prior to presenting recommendations to Council for the positions described in paragraph 3.1.3 (excluding 3.1.3.f) above.

## **SECTION 4: BOARD OF TRUSTEES**

### **4. Regulation 4: Board of Trustees (BofT)**

#### 4.1. BofT's Aims & Objectives

4.1.1 The BofT is the governing body of the Society and shall establish and review the policies, strategy and business plan of the Society ensuring that the objects of the Society, its administration, and management of its finances (including its assets and investment portfolio) and property are upheld in compliance with the Society's Royal Charter and By-Laws and the law.

4.1.2 The BofT is responsible for financial and audit activities, including subscription rates and shall form appropriate Boards and Committees to enable it to make decisions within the timetable of the Society's Annual Business Cycle.

4.1.3 The BofT shall establish and periodically review the Risk Register.

4.1.4 Within these key objectives, the Board of Trustees will support the Council in its active promotion of Society services, activities, events, recruitment and publications.

#### 4.2. BofT's Composition

4.2.1 The composition of the BofT is in accordance with By-Law 6.2.

4.2.2 A senior member of the Executive shall be appointed as Secretary and shall attend BofT meetings, other members of the Executive shall attend meetings when required.

#### 4.3. Chairman of the Board of Trustees

4.3.1 The Chairman's role is to oversee the strategic direction and management of the Society as determined by the BofT. Specifically:

- a. To chair the Board of Trustees of the Society in accordance with the Society's Royal Charter and By-Laws;
- b. To operate as the Chief Executive's line manager;
- c. To be responsible for the good governance of the Society in accordance with the law.

4.3.2 The BofT may elect a Trustee as Deputy Chairman.

#### 4.4. Election to the Board of Trustees

4.4.1 Nominations for membership of the Board of Trustees, including those from the Nominations Committee, shall be presented at the first meeting of Council after the Annual General Meeting. Voting will be undertaken in accordance with Regulations 5.5.1 to 5.5.3.

#### 4.5. Meetings of the Board of Trustees

4.5.1 Meetings will be conducted in accordance with Regulation 6.

4.5.2 A meeting of the Board of Trustees may be held by suitable electronic means at the discretion of the Chairman and providing no Trustee objects and in accordance with By-Law 7. All participants must be able to communicate with all other participants in real time and for the

duration of the meeting. Voting at a meeting held by suitable electronic means shall be in accordance with By-Laws 7.8 to 7.11 (inclusive) and, where applicable, Regulation 5.5.1 and 5.5.2, and conducted by calling down a register of members of the Board of Trustees who will in turn respond to the vote in hand either via a single response (*yes, no or abstain*) or by listing their choices in preferred order as appropriate.

4.5.3 The Agenda and supporting documents for BofT members shall be posted on a secure website with Trustees informed electronically and hard copies being sent to Trustees only on request.

4.6. Boards of the Board of Trustees

a. The Boards are accountable to the Board of Trustees, as such if the Trustees disagree with a recommendation from a Board the Trustees decision is definitive and will be recorded as such in the relevant minutes of the Board of Trustees.

b. The Chairman of the Board of Trustees may attend all meetings of the Boards and Committees of the Board of Trustees.

c. All Boards are responsible for preparing a budget that identifies the cost to the Society of the planned activities.

d. All Boards should be business focused and measure output against targets.

4.6.1. Board Chairmen

The BofT elect Board Chairmen in accordance with By-Law 14.5.

4.6.2. Composition of the Boards

4.6.2.1. The composition of Boards is determined by the BofT in accordance with By-Law 14.4.

4.6.2.2. The Secretary to a Board shall be a member of the Society's permanent staff appointed, subject to the approval of the Board Chairman, by the Chief Executive of the Society.

4.6.3. Frequency of Meetings of the Boards

BofT Boards shall meet in session not less than **twice** a year, unless otherwise specified by the BofT.

4.6.4. List of BofT Boards

As of the date of these Regulations, the current list of BofT Boards is as follows:

- a. Professional Standards Board;
- b. Learned Society Board;
- c. Membership Services Board.

4.6.5. The BofT Boards Aims & Objectives

The following is a brief summary of the role of each Board. A more detailed description of the Aims & Objectives of each Board may be contained in its individual Terms of Reference, as approved and retained by the BofT.

4.6.5.1. Professional Standards Board (PSB)

The Professional Standards Board is responsible to the BofT for the following:

- a. Establishing and implementing standards for grading for membership, registration for professional recognition and otherwise as necessary;
- b. Maintaining close and effective contact with the professional registration boards or other bodies relevant to the professional standing of members;
- c. Maintaining, reviewing and developing standards so that these are maintained in an appropriate manner to the requirements of members and relationships with other bodies;
- d. Accrediting external bodies in the name of the Society having reviewed the services being offered against the Society's standards;
- e. Ensuring that compliance is maintained for the continuation of the licenses granted to the Society by the Engineering Council (EngC);
- f. Advising on the careers available within the aeronautics community and to offer advice to those aspiring to make their careers in this area;
- g. Recognising and supporting appropriate programmes of professional development that are designed to assist members to maintain their personal development in their professional area.

4.6.5.1.1. Composition of the PSB

Subject to By-Law 14.4, the composition of the PSB shall include the Chairmen of the relevant committees dealing with membership, registration and accreditation and others at the discretion of the Chairman.

4.6.5.1.2. Sub-committees of the PSB

The PSB appoints and controls the work of the following sub-committees relating to grading, registration and accreditation activities. Those sub-committees are subject to the additional procedures set out in Regulations 6.14.

a) **Membership Grading Committee (MGC)**

The role of the **MGC** is to review and assess individual applications to Society membership.

b) **Registration Committee (RC)**

The role of the **RC** is to review and assess applications for Engineering Council registration.

c) **Accreditation Committee (AC)**

The role of the **AC** is to review and assess applications for accreditation of university programmes and company training schemes.

d) **Education & Skills Committee (ESC)**

The role of the **ESC** is to advise the PSB on issues relating to education, skills, learning and development, including advising on the careers available within the aeronautics community and to offer advice to those aspiring to make their careers in this area.

e) **Schools Build A Plane Project Advisory Committee (SBAPC)**

The **SBAPC** is directly responsible to the PSB for providing an advisory role to the executive managing the strategic direction of the project.



#### 4.6.5.2. Learned Society Board (LSB)

The Learned Society Board is directly responsible to the Board of Trustees for the following:

- a. Leading and developing the Society's Conference programme, normally, but not exclusively, in conjunction with and through the Specialist Groups, as one of the principal means of effecting debate and interchange on aeronautics topics;
- b. Sustaining and developing the knowledge base of the Society through its archives, papers, reports, films and other media, and the knowledge of members, that together constitute the foundations for research and reference;
- c. Sustaining the reputation and practice of the Society in addressing all topics concerned with the evolution of aeronautics theory and practice;
- d. Sustaining and developing the Society's contribution to the history of aeronautics, astronautics and aviation by means of meetings, conferences and the accumulation of historical material;
- e. Taking the lead within the Society to produce papers for external and internal audiences on matters of topical interest in aeronautics;
- f. Sustaining and developing the Society's publication of The Aeronautical Journal as a continuing record of the most advanced thinking and theory on aeronautical matters;
- g. Sustaining arrangements for special interest groups within the Society to have the means to develop those interests, serve the interests of members, and contribute specialist knowledge to the Society and to the wider community;
- h. Acting as the Society's principal representative in developing those relationships with the aeronautical industry and professional bodies world-wide that shall benefit the Society;
- i. Encourage and enable the contribution of Society members and the knowledge base of the Society to the furtherance of global achievement in aeronautics.

##### 4.6.5.2.1. Composition of the LSB

Subject to By-Law 14.4, the composition of the LSB shall include the Chairman of the Specialist Groups Chairmen Committee and others at the discretion of the Chairman.

##### 4.6.5.2.2. Sub-Committees of the LSB

The sub-committees of the LSB are subject to the additional procedures set out in Regulations 6.14:

###### a. **Specialist Groups Chairmen Committee (SGCC)**

The Specialist Groups Chairmen Committee, consisting of the chairmen of the Specialist Groups, reports through the Learned Society Board (LSB), and represents the interests of the Specialist Groups to the BofT and *vice versa*. This includes, but is not limited to, monitoring the state of existing Specialist Groups to ensure their viability and sustainability, and coordinating the activities of all the Groups. The Chairman of the SGCC is a member of the LSB and an *ex officio* member of Council, in accordance with By-Law 10.2.6, to ensure the views of the Specialist Groups are taken into account during the Council deliberations.

Detailed Regulations governing the Specialist Groups is available at **Annex D: Specialist Group Handbook**.

###### b. **Events Committee (EC)**

The role of the **EC** is to ensure that each conference, seminar and lecture maximises its potential in accordance with the LSB Strategic Plan. The Committee shall be responsible to the LSB for developing the Society's conference and lecture programme, normally,

but not exclusively, in conjunction with and through the Specialist Groups Committee (SGC), as one of the principal means of effecting interchange on aeronautical topics.

c. **Publications & Communications Committee (PCC)**

The role of the **PCC** is to advise on the maintenance and development of the strategic vision for the Society's communications, including its publications and the outward facing element of the website. The PCC will also support the Publications Manager in overseeing the publications strategy, encourage articles & papers to be written and identify gaps or emerging issues to be considered and to support the Head of Business Development in overseeing the media strategy; develop Media Response Group and overseeing the communications strategy.

d. **Editorial Committee of *The Aeronautical Journal***

The role of the Editorial Committee is to provide editorial oversight of those articles and papers submitted to the Society's technical journal, *The Aeronautical Journal*.

4.6.5.3. Membership Services Board (MSB)

The Membership Services Board is directly responsible to the BoT for the following:

- a. Maintaining and endeavouring to increase the membership of the Society world-wide and across the whole span of activities and interests embraced by the Society;
- b. Marketing, promoting and developing the benefits of membership of the Society world-wide;
- c. Working to support the Branches Committee in sustaining and developing the Branches Network to be effective local franchises for the Society being able to attract members and deliver benefits to members in the name of the Society;
- d. Maintaining good relationships with the Divisions of the Society and developing those relationships progressively and with mutual benefit;
- e. Developing, in conjunction with the Finance Committee and others, the overall income from membership subscriptions;
- f. Fostering the development of the Corporate Partner Scheme and to develop its membership to the benefit of the Society.
- g. Working to support a diverse membership, in particular supporting the work of the:
  - i. Young Persons Committee in ensuring that the Society provides an appropriate focus on the needs of the next generation of aerospace professionals.
  - ii. Women in Aviation & Aerospace Committee in encouraging more women to consider aviation and aerospace as a worthwhile and exciting career and to provide support for women already working in all sectors of aviation and aerospace.

4.6.5.3.1. Composition of the LSB

Subject to By-Law 14.4, the composition of the MSB shall include the Chairman of the Branches Committee and others at the discretion of the Chairman.

4.6.5.3.2. Sub-committees of the MSB

The sub-committees of the MSB are subject to the additional procedures set out in Regulations 6.14.

a. **Branches Committee (BC)**

The Branches Committee, through the Membership Services Board (MSB), represents the interests of the Branches to the BoT and vice versa. This includes, but is not limited to, monitoring the state of existing Branches to ensure their viability and sustainability

and assessing and endorsing the annual claims for financial assistance. The Committee is also responsible for investigating and assessing as necessary any application to start or revive a Branch of the Society and making appropriate recommendations to the MSB for consideration by the BofT. It is responsible for the creation and maintenance of a Branches Handbook which describes the formation, and typical operations and activities of a Branch of the Society (except those in the Divisions). The Chairman of the Branches Committee is a member of the MSB and an *ex officio* member of Council, in accordance with By-Law 10.2.5, to ensure the views of the Branches are taken into account during the Council deliberations. Detailed Regulations governing the Branches Committee are available at **Annex E: Branches Handbook**.

**b. Divisions Committee (DC)**

The Divisions Committee, through the Membership Services Board (MSB), represents the interests of the Divisions to the Board of Trustees and vice versa. The Committee is also responsible for developing a working relationship with the central body of the Society to ensure a synergistic relationship.

**c. Young Persons Committee (YPC)**

The Young Persons Committee represents the interests of the Young Members of the Society (defined as all members of the Society under the age of 30), ensuring that the Society provides an appropriate focus on the needs of the next generation of aerospace professionals. This includes responsibility for defining the Society's approach to recruiting and retaining young members, and implementing this approach where appropriate promoting the Society and the industry to young people and implementing this approach where appropriate.

**d. Women in Aviation & Aerospace Committee (WAAC)**

The Women in Aviation & Aerospace Committee (WAAC) was established to encourage more young women to consider aviation and aerospace as a worthwhile and exciting career and to provide support for women already working in all sectors of aviation and aerospace.

**4.7. Committees of the BofT**

**4.7.1. Chairmen of the Committees (of the BofT)**

4.7.1.1. The Chairmen of Committees of the BofT shall be elected by the BofT.

4.7.1.2. A Deputy Chairman may be elected by the Committee from amongst their members.

**4.7.2. Composition of the Committees (of the BofT)**

4.7.2.1. The composition of Committees of the BofT shall be set out in the terms of reference of the Committee.

4.7.2.2. The Secretary to each Committee shall be a member of the Society's permanent staff appointed, subject to the approval of the Chairman of the Committee, by the Chief Executive of the Society.

**4.7.3. Frequency of Committee Meetings (of BofT)**

The frequency of meetings shall be determined in the Committee's terms of reference which are approved by the BofT.

#### 4.7.4. Committees of the BofT

The following is a brief summary of the role of each Committee. A more detailed description of the Aims & Objectives of each Committee is contained in its individual Terms of Reference.

##### 4.7.4.1. The Management Committee (MC)

The Management Committee is chaired by the Chief Executive who is responsible to the BofT for implementing the policy of the BofT through the deployment of the staff and resources of the Society. The composition of the MC shall consist of the departmental managers of the Society's permanent staff.

##### 4.7.4.1.1. The Seal

The Chief Executive shall be responsible for the Society Seal which may only be affixed in the presence of the Chief Executive and at least one member of the BofT as appointed by the BofT for the purpose. The attesting Trustee and Chief Executive shall sign every instrument to which the Seal of the Society is so affixed in their presence.

##### 4.7.4.2. Finance Committee (FC)

The **FC** is responsible to the Board of Trustees for directing the finances of the Society and developing sound financial practices and policies which protect and enhance the continued ability of the Society to serve its membership in the short and in the long term. The main responsibilities of the **FC** will be the following:

- a. Developing and maintaining a financial strategy to support the Society's five-year plan for approval by the BofT;
- b. Overseeing and scrutinising the five-year revenue and capital budgets for the Society and ensuring that they comply with the financial strategy/five-year plan as approved by the BofT;
- c. Overseeing and scrutinising the annual revenue and capital budgets for the Society and recommending the adoption of these budgets by the BofT;
- d. Monitoring the monthly management accounts and finance reports;
- e. Overseeing the production of the Annual Report and Accounts;
- f. Co-operating with the BofT, the Chief Executive and the other Boards and Committees in the preparation of annual reviews and reports;
- g. Recommending the appointment of the external financial Auditors to the Trustees for approval at the Annual General Meeting;
- h. Establishing a relationship with the Auditors and meet with them for the annual report audit;
- i. Reviewing the management letter from the Auditors and agreeing a plan of action to address any points raised with the Finance Director;
- j. Ensuring adequate and appropriate insurance is in place to cover the Society's needs;
- k. Recommending the appointment of Investment Managers (together with terms and conditions attaching to the appointment including agreeing the relevant fees), monitoring the performance of the Investment Managers and periodically reviewing asset allocation;
- l. Liaising with the Society's Pension Fund Trustees, agreeing the annual Society contribution to the scheme and recommending this to the BofT for their approval;
- m. Ensuring that the Society has appropriate policies and financial controls in place for the approval of expenditure, control of expenses, foreign exchange exposures and the monitoring of management accounts;
- n. Ensuring that the Society complies with all applicable accounting rules and conventions, regulatory requirements and the requirements of the Charity Commission in relation to the financial aspects of the conduct by a charity of its affairs;
- o. Reviewing subscription rates and recommending to the BofT the adoption of revised rates.

4.7.4.2.1. The Finance Committee's duties are specifically defined in **Annex F: Financial Regulations**.

4.7.4.3. Audit Committee (AC)

The role of the Audit Committee is to support the BofT in monitoring the adequacy of the Society's governance, risk management and control processes through offering objective advice on issues concerning the risk, control and governance of the Society and associated assurances provided by internal audit and other processes. The main responsibilities of the **AC** will be the following:

- a. Providing assurance to the BofT on the effectiveness of the Society's internal controls;
- b. Reviewing and approving the five-year internal audit plan and annually review the plan, adjusting where necessary, to ensure it remains fit for purpose;
- c. Reviewing and approving the scopes of internal audits prior to their commencement;
- d. Providing assurance that internal audit has adequate resources and appropriate access to information to enable them to perform their function effectively and in accordance with the relevant professional standards;
- e. Receiving the completed audits, satisfying itself that the recommended actions are sufficient to eliminate any weaknesses discovered and making the Board of Trustees aware of any significant issues which come to light;
- f. Assisting in the management of risk by reviewing operations and making recommendations to strengthen and improve the system of internal control;
- g. Reviewing the risk management process and approving the risk register as developed by the Executive Team, proposing any amendments deemed necessary before recommending it to the BofT;
- h. Monitoring the completion of the agreed audit actions to ensure they are addressed in a timely manner and sign off all completed actions;
- i. Overseeing the Society's policy on fraud and irregularity, including being notified of any action taken under that Policy;
- j. Receiving copies of the external audit plan, the accounts and management letter and providing assurance on the external audit processes. To this end the Audit Committee may meet with the external auditor should they so wish;
- k. Reviewing and approving the arrangements in respect of Whistleblowing from within the Society, and being the point of contact for staff who remain concerned following any Whistleblowing investigations.

4.7.4.4. Remuneration Committee (RC)

The **RC** shall be responsible to the Board of Trustees for the employment contract and any termination agreement for the Chief Executive. The Chairman of the Board of Trustees shall be responsible for the annual review of the salary of the Chief Executive, and will determine the payment or otherwise of any bonus. The Chief Executive will be responsible for the annual salary budget and the review and subsequent award of any salary increases for the staff and executive. In addition, the Chief Executive will determine the payment or otherwise of any staff or executive bonus.

## SECTION 5: VOTING PROCEDURES

### 5. Regulation 5 – Voting Procedures

This section sets out the processes that shall be employed for the conduct of the various types of ballot or vote required for the annual election of Council members, voting at the AGM or at an SGM, and voting in Council, the BofT and all other Boards and Committees.

#### 5.1. Council Ballot

In accordance with By-Law 12, elections to the Council shall be conducted in accordance with the principle of plurality-at-large voting under the authority of the BofT.

#### 5.2. Nominations

5.2.1. Nominations of candidates for election to the Council must be received by the Chief Executive not later than 31 January annually and must include documented statements by the candidates that they are willing and able to serve.

5.2.2. The nomination forms must be signed by one proposer and two seconders, all of whom must be Members or Fellows. No member shall act as proposer or seconder to more than two nominations. Such signatures may be received electronically, for example, through the emailing of a scanned nomination form.

#### 5.3. Ballot

5.3.1. Such Ballots shall be conducted in an impartial manner and can be conducted either by a reputable third party or by Society staff with Society volunteers duly appointed by the BofT to act as scrutineers.

5.3.2. If a ballot is uncontested, such unopposed candidates shall be declared elected at the Annual General Meeting (e.g. to satisfy any provision set out in By-Law 10.3).

5.3.3. In addition to such further information as the BofT shall from time to time determine, the voting paper or its electronic equivalent shall show or contain:

- a. the name and class of Society membership of each candidate nominated;
- b. the number of elected seats available on the Council;
- c. for those seeking re-election, previous attendance at Council meetings and years of service;
- d. with respect to each candidate, the nature of his present professional occupation or employment, by whom he is nominated, his place of residence and his age;
- e. a statement to the effect that, where required, the order in which the names of candidates appear has been randomly determined;
- f. a statement that a voting paper or its electronic equivalent so marked by the voter as to be identifiable with him shall be rejected;
- g. an instruction to the voter to record his vote, using the plurality-at-large vote, to select up to  $n$  candidates on the ballot;
- h. the day on or before which the voting paper or its electronic equivalent is to be delivered to the scrutineers who shall be appointed annually by the Board of Trustees;
- i. instructions for the return of the voting paper or its electronic equivalent to the scrutineers.

5.3.4. All members who are entitled to vote (as set out in By-Law 26.2) shall vote by selecting up to  $n$  candidates where  $n$  is the number of seats available.

- 5.3.5. The return date for ballot papers shall be no later than the time of the first post on the date of that year's Annual General Meeting or, in the case of an electronic vote, no later than 0900 GMT on the same date.
- 5.3.6. The BofT shall take such steps as it considers expedient to ensure the secrecy and validity of the ballot.
- 5.3.7. The signing of a voting paper or its electronic equivalent or other identification with the voter shall not be required, nor shall the voting paper or its electronic equivalent provide any means of identification with the voter.
- 5.3.8. Save as aforesaid, the voting paper and its electronic equivalent shall be in such form as the BofT shall determine.
- 5.3.9. The votes shall be counted by or under the direction of the scrutineers who shall report the result in writing to the Chief Executive and such report shall be conclusive as to the numbers of votes cast. The voting papers and any other voting records, including any in electronic form, shall then be closed up under the seal of the scrutineers and shall be retained by them for three months and thereafter until destroyed by them when so directed by the Chief Executive.
- 5.3.10. The report of the scrutineers shall be signed by them and shall state:
- a. the total number of voting papers or their electronic equivalent dispatched; and
  - b. the total number of voting papers or their electronic equivalent duly received; and
  - c. the total number of such papers or their electronic equivalent (if any) rejected; and
  - d. the names of the successful candidates in alphabetical order;
  - e. the total number of votes cast for each candidate.
- 5.3.11. The BofT shall send with each voting paper or its electronic equivalent the biographical details of each candidate. Such details may refer to the candidate's professional education, training and career, his Society activities and membership of the Board of Trustees or Council or any of their standing and special committees and his activities in, or membership of, other professional bodies.
- 5.3.12. A candidate is permitted to provide an election statement which shall be circulated to all members entitled to vote in the election in which he is a candidate. An election statement shall not exceed 150 words. The election statement shall be submitted in typewritten format to the Chief Executive.
- 5.3.13. The Chief Executive shall have the right to edit any election statement if, in his opinion, he believes that the statement requires editing and in particular, but without limitation, the election statement shall be edited for reasons of style, because it exceeds the permitted number of words or because it contains statements of a misleading or inaccurate nature. In order to assist candidates in preparing an election statement, the BofT shall provide a candidate, upon request, with a suggested proforma election statement.
- 5.3.14. No candidate is to be required to provide any such biographical details or election statement. However, if a candidate declines to provide such details a note to the effect that the candidate has exercised his right to do so must be included.

#### 5.4. Annual General Meeting and Special General Meeting

5.4.1. In accordance with By-Law 19.12 the following provisions shall apply to the form and content of a postal ballot:

5.4.1.1. The Chief Executive shall cause to be sent as soon as reasonably practicable after the postal ballot was directed or demanded a voting paper or its electronic equivalent to each member entitled to participate in the ballot.

5.4.1.2. The voting paper or its electronic equivalent shall show or contain:

- a. the motion on which the postal ballot was directed or demanded;
- b. the time and date on or before which the voting paper or its electronic equivalent is to be delivered to the scrutineers (such date to be fixed by the Board of Trustees and to be no sooner than ten days nor later than forty-two days after the date on which such voting paper or its electronic equivalent was sent)
- c. instructions for the return of the voting paper or its electronic equivalent to the scrutineers;
- d. the names and address of the scrutineers;
- e. a statement that a voting paper or its electronic equivalent so marked by the voter as to be identifiable with him shall be rejected;
- f. The signing of a voting paper or its electronic equivalent or other identification with the voter shall not be required nor shall the voting paper or its electronic equivalent provide any means of identification with the voter.

5.4.2. Save as aforesaid, the voting paper or its electronic equivalent shall be in such form as the BofT shall determine.

5.4.3. Pursuant to By-Law 19.17, the votes shall be counted by or under the direction of the scrutineers who shall report the result in writing to the Chief Executive, and such result, subject to the exercise of any second vote cast in accordance with the By-Laws shall be the result of the ballot. The voting papers and any other voting records, including any in electronic form, shall then be closed up under the seal of the scrutineers and shall be retained by them for three months and thereafter until destroyed by them under the direction of the Chief Executive.

5.4.4. The report of the scrutineers shall be signed by them and shall state:

- a. the total number of voting papers or their electronic equivalent dispatched;
- b. the total number of voting papers or their electronic equivalent duly received;
- c. the total number of such papers or their electronic equivalent (if any) rejected;
- d. the total number of valid votes for and against the motion.

5.4.5. The BofT shall cause the scrutineers' report to be published as soon as reasonably practicable after it is known and in such manner as the BofT shall determine.

5.5. BofT, Council, Boards, Committees of the BofT and Council, Specialist Groups, Sections and all other committees

5.5.1 Voting at meetings of the BofT shall be in accordance with By-Laws 7.8 to 7.11 inclusive and, where applicable, Regulation 5.5.2 -5.5.5 below.



- 5.5.2 In the case of Council, Boards, Committees of the BofT and Council, Specialist Groups, Sections and all other committees, every issue (with the exception of 5.5.3 and 5.5.4 below) may be determined by a simple majority of the votes cast at a meeting or in response to a written resolution circulated via electronic or paper means to all the members who would have been eligible to vote on the matter at the relevant committee concerned; the Chairman of the relevant committee concerned (or of the meeting, if applicable) having a second and casting vote in the event of equality of votes. A resolution circulated for a vote in electronic or written form shall:
- a. include such supporting documentation and information as reasonably necessary for a member to make an informed decision;
  - b. if approved by a simple majority, be as valid as a resolution passed at a meeting provided that the number of members who approve the written resolution is not less than would be required to form a majority at a quorate meeting of the relevant committee concerned;
  - c. state in the accompanying documentation the closing date and time for the receipt of a response (whether written or electronic). The result of the voting on the written resolution shall be declared and recorded and shall be effective from that closing date.
  - d. be recorded in the minutes of the next meeting together with the outcome of the vote.
- 5.5.3 Voting for the Board of Trustees, Council, Boards, Committees of the BofT and Council, Specialist Groups, Sections and all other committees (including by written or electronic means), for the purpose of selecting one individual or option, from a list of three or more candidates or options, shall be by a form of Alternative Transferrable Voting. Specifically:
- a. the body concerned shall appoint a minimum of two independent scrutineers to administer the poll;
  - b. each member eligible to vote shall be issued with a voting paper containing a list of the candidates or options in random order;
  - c. if the poll is being conducted by written or electronic means, instructions for the completion of the ballot and the closing date and time for the return of ballot papers shall be clearly stated. Such supporting paperwork and information as might be considered reasonably necessary for a member to make an informed decision shall also be included;
  - d. each member eligible to vote shall vote by numerically ranking the candidates or options in their preferred order up to the maximum number on the list; there being no minimum number of votes required;
  - e. after the close of the poll, the number of first preference votes cast for each candidate or option is recorded, and:
    - i. If one candidate or option receives more than 50% of the first preference votes cast, they or the option is declared the winner;
    - ii. If no candidate or option has received more than 50% of the first preference votes cast, the candidate or option with the least number of first preference votes is eliminated and their second preference votes are allocated accordingly and added to the first preference votes of those candidates or options;
    - iii. If a candidate or option now has more than 50% of the vote they or the option is declared the winner; if not the process at (ii) above is repeated, and again if necessary, until a candidate or option achieves more than 50% and is declared the winner.
  - f. ties in the voting shall be dealt with as follows:
    - i. If two or more candidates or options are tied with the lowest number of votes they are eliminated and their next preference votes are allocated accordingly, except:
    - ii. where this would only leave one candidate or option remaining, the one which received the lowest number of first preference votes in the first stage of the process is eliminated and their next preference votes are redistributed, except

- iii. where the candidates or options with the lowest number of votes have the same number of first preference votes, the number with the lowest number of second preference votes will be eliminated, this continues to the subsequent preferences until the candidates or options can be separated, except
  - iv. where the candidates or options cannot be separated, the second preference votes of the leading candidate(s) or option(s) should be counted for the candidates or options with the lowest number of votes. The one with the lowest number of second preferences is eliminated. Do not add these second preferences to the original first preferences but redistribute the second preference votes of the eliminated candidate. The candidate or option with the most combined votes is declared the winner.
  - v. If at the end of the process the two remaining candidates or options have an equal number of votes, the one who received the highest number of first preference votes at the first stage of the process is declared the winner. This continues to the second and third etc. preference votes until the candidates or options can be separated;
  - vi. If all the candidates or options are tied after the first preferences are counted, the candidate or option to be eliminated is determined by counting the second preference votes for all the candidates or options; the one with the lowest number is eliminated. This continues to the third and fourth etc. preference votes until the candidates or options can be separated. Do not add these second etc. preferences to the original first preferences but redistribute the second preference votes of the eliminated candidate and continue the process as above;
  - vii. If all the candidates or options are tied after the second or subsequent preference votes are allocated, the candidate or option with the lowest number of first preference votes is eliminated. This continues to the second and third etc. preference votes until the candidates or options can be separated. Do not add these preferences to the total but redistribute the subsequent preference votes of the eliminated candidate and continue the process as above;
- g. If, despite the application of the process described in e. and f. above it is impossible to separate candidates or options, either for elimination or in being declared the winner the issue will be resolved by the drawing of lots between the tied candidates or options.

- 5.5.4 Voting at meetings of the Board of Trustees, Council, Boards, Committees of the BofT and Council, Specialist Groups, Sections and all other committees (including by written or electronic means) for the purpose of selecting more than one individual or option from a list of candidates or options, may be held either formally or informally at the discretion of the Chairman of that body. If the Chairman calls for a formal vote the process must be in a form similar to that employed for the annual election of members to Council, in that:
- a. the body concerned shall appoint a minimum of two independent scrutineers to administer the poll;
  - b. each member eligible to vote shall be issued with a voting paper containing a list of the candidates or options in random order;
  - c. if the poll is being conducted by written or electronic means, instructions for the completion of the ballot and the closing date and time for the return of ballot papers shall be clearly stated. Such supporting paperwork and information as might be considered reasonably necessary for a member to make an informed decision shall also be included;
  - d. all members who are entitled to vote shall vote by selecting up to  $n$  candidates or options dependent on the number of positions or options available. There shall be no minimum limit on the number of candidates or options that the voter is required to vote for.

- 5.5.5 The votes shall be counted by or under the direction of the scrutineers who shall report the result in writing to the Chairman of the body concerned and such report shall be conclusive as to the numbers of votes cast.

## **SECTION 6: REGULATIONS & CONDUCT OF MEETINGS FOR BOARDS & COMMITTEES (OF BofT & Council)**

### **6. Standing Regulations for Meetings**

- 6.1 Appointments and retirements from Board and Committees, in accordance with the provision of the rules below shall be made as soon as practicable after each Annual General Meeting of the Society. Individual committees may nominate members to fill casual vacancies. Such nominations shall be reported to, and approved by, the BofT or Council as the case may be.
- 6.2 The chairs of the Boards of the BofT shall report on the activities of their respective Board to BofT meetings as required. Their report shall include the work of their Committees, as appropriate.
- 6.3 The Chairmen or their nominated representative of the Committees of the BofT and Council shall attend meetings of the BofT and Council as required to report on the activities of their respective committees or in order to support a committee recommendation.
- 6.4 At the Annual General Meeting a list will be published of the Chairmen and Vice-Chairmen of the Boards and Committees of BofT and Council.
- 6.5 The President and Chairman of the BofT may attend meetings of all Boards and Committees of the BofT and of the Council.
- 6.6 Provided they are not so debarred by their own constitution, Boards, Committees (and their sub-committees) may co-opt persons, not necessarily members of the Society, who are specially qualified to advise or assist the committees or sub-committees. Such persons shall have no power to vote.
- 6.7 All Boards and Committees who report directly to Council or the Board of Trustees shall work within the funds and resources approved by the BofT.
- 6.8 Any recommendation made to the BofT or Council shall be supported by documentation circulated to the members of the BofT or Council prior to the relevant meeting.
- 6.9 Committee decisions made under the power of delegation shall be reported to the BofT or Council as appropriate with supporting documents made available for scrutiny.
- 6.10 Minutes shall be taken at each meeting of Council, BofT, Boards, Committees and sub-committees and shall only record key features, decisions made and actions taken. Draft minutes shall be sent to the Chairman of the meeting for comment before publication. These minutes shall form a sub-set of the BofT or Council papers.
- 6.11 Minutes of meetings and list of actions shall be distributed within 28 days of the meeting for approval at the subsequent meeting. Where an interval of more than six months is to occur between one meeting and the next, comments on the accuracy of the Minutes must be submitted in writing to the Secretary within 28 days of distribution.
- 6.12 Voting will be in accordance with Regulation 5.
- 6.13 All Boards and Committees shall operate strictly within their allocated budget under the guidance of the executive staff.

**Regulation 6: Conduct of Meetings for Boards and Committees**

## 6.14 Sub Committees

- 6.14.1 Board and Committees of the BofT and the Council may appoint sub-committees to deal with subjects within their terms of reference to discharge the work of the relevant Board or Committee. The composition of sub-committees shall be determined by the relevant parent committee. The chairman of a sub-committee may be an existing member of the relevant parent committee or alternatively become an *ex officio* member of that parent committee on their appointment as a sub-committee chairman.
- 6.14.2 Each sub-committee or other group shall have terms of reference agreed for it by the parent committee or board and recorded in the proceedings of the committee or board forming it.
- 6.14.3 The names and functions of all sub-committees or other groups thus formed shall be reported to Council or BofT annually when the relevant Committee or Board reports.

## 6.15 Conduct of Meetings

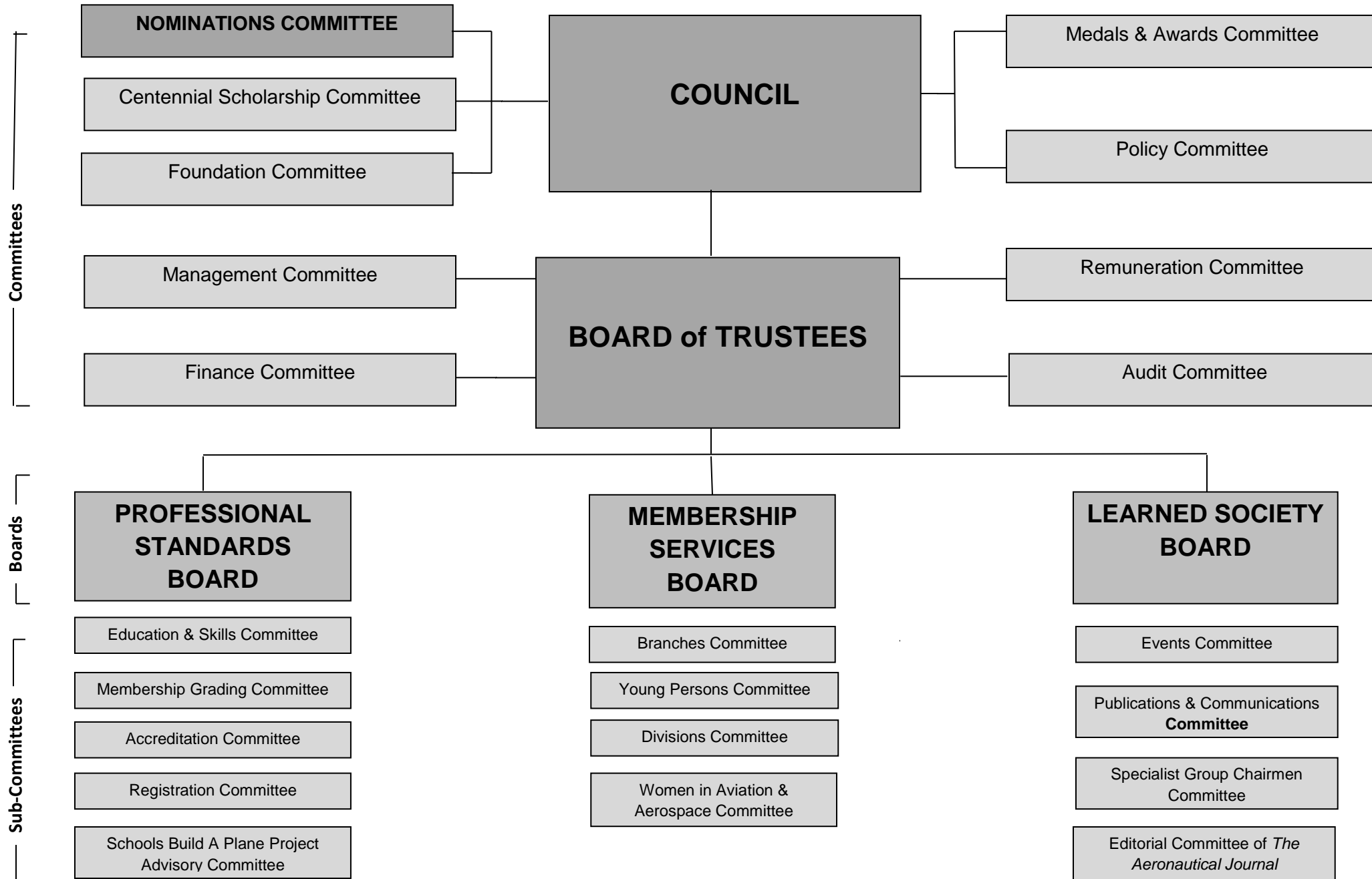
- 6.15.1 In addition to the provision of By-Laws 13, the following rules shall be observed for meetings of Council, BofT, Boards, Committees and Sub Committees and within the Branches and Divisions:
- a. Agendas shall be brief and supported by concise documents and, where practicable, distributed eight days before the meeting;
  - b. Members of the Council, BofT, Boards, Committees and Sub Committees wishing to place any matter on the agenda shall notify the Secretary not less than nine days before the date of the meeting;
  - c. Exceptionally, matters not on the written agenda may be tabled at the meeting with the prior agreement of the Chairman;
  - d. Other than in accordance with 'c' above, matters not on the written agenda may only be raised under Any Other Business. The Chairman alone shall decide whether or not urgency demands or time permits a full discussion of any item raised under Any Other Business;
  - e. Exceptionally, and at the sole discretion of the Chairman, a member of the Council, BofT, Boards, Committees and Sub Committees may raise under Any Other Business any item about which a recommendation or decision has already been made at that meeting or at a previous meeting;
  - f. If at any committee meeting a matter is to be discussed in which a member has a personal interest, the member should declare that interest. The Chairman of the meeting shall rule as to whether that member should withdraw or remain but not vote or remain and play a full part in the discussion. If such withdrawal destroys the quorum, the Chairman shall postpone the item for discussion at the next meeting.

## **SECTION 7: STRUCTURE**

### **7. Regulation 7 - Structure**

- 7.1 The organisational structure of the Society shall comprise of:
- a. The Council and its associated Committees which address delegated tasks for and on behalf of Council;
  - b. The Board of Trustees (BoT), supported by various Boards and Committees which address specific delegated tasks for and on behalf of the BoT. These Boards and Committees are assisted by specific Committees as appropriate.
- 7.2 The initial organisational structure reflecting those Boards and Committees defined within these Regulations is shown in **figure 1** below.

Figure 1: Board and Committee Structure



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## Section 8: Glossary of Terms

Please note that these terms as defined below are additional to those Definitions already set out in By-Law 26 and are applicable to the Regulations only.

Term	Definition
<b>A</b>	
Accreditation	The process of recognising both academic qualifications and professional development schemes (whether civilian or military) against the benchmarks established for each level of registration.
Advisory body	In the context of the <i>Nominations Committee</i> , a group that advises another but which has no executive functions.
Aerospace and aviation community	That network of individuals and organisations, from all backgrounds, involved, through interest or employment, in aerospace and aviation activities.
Alternative transferrable vote	A preferential system where the voter has the chance to rank the candidates in order of preference.
Annual Business Cycle	The annual cycle of statutory activities related to the Society's role as a charity and as overseen by the Board of Trustees.
Annual Management letter	A letter setting out the auditors findings in respect of the Society's performance management work, its financial standing and comments on its accounts.
audit activities	Those processes undertaken as part of an official inspection of the Society's accounts, typically by an independent body.
<b>B</b>	
Ballot	A device used to cast votes in an election.
Branches Handbook	A handbook which sets out the processes by which the Branches manage and administer their activities.
Baseline Rate	A reduced subscription rate for those members who have, or will be reaching, the Normal Retirement Age (NRA).
Branches network	The network of Branches which supplement locally the efforts of the Society.
<b>C</b>	
Centennial Scholarship Scheme	A scheme launched in 2003 to celebrate one hundred years of

	flight which provides support to a number of outstanding students and team initiatives.
Charity Commission	A non-ministerial government department which regulates the administration and affairs of registered UK charities.
Charity Law	The legislation to which charities abide and currently captured by the Charities Act 2011 which sets out the regulatory framework for English and Welsh charities including the activities of the Charity Commission and came into effect on 14 March 2012 (this Act replaces most of the Charities Acts 1992, 1993 and 2006 and all of the Recreational Charities Act 1958).
Codes of conduct	A set of rules outlining the responsibilities of, or proper practices for, an individual, party or organisation.
Co-opted persons	An individual who has been appointed summarily as a fellow Board, Committee or Group member by that body.
Corporate Partner	A member of the Society's Corporate Partner Scheme
Corporate Partner Scheme	The Society's primary international membership forum for the exchange of ideas within the sector, open to organisations worldwide who are involved in areas relating to aviation and aerospace, irrespective of the size of the operation.
Council meetings	In-session meetings of the Council members where matters are discussed in relation to the objectives of the Council and in line with the Society's Business Cycle.
<b>D</b>	
Deputy Chief Executive	A senior executive of the Society staff appointed to act for the Chief Executive in all matters in the absence of the Chief Executive.
Designatory letters	Post-nominal letters placed after the name of a person to indicate that the individual holds a position, educational degree, accreditation, office, or honour.
<b>E</b>	
EC registered	Registered with the Engineering Council as an Engineering Technician, Incorporated Engineer or Chartered Engineer.
Electronic means	In the context of the <i>Conduct of Meetings</i> , participating over the Internet.
Electronic voting	Voting via the internet or via email.
<i>Ex-officio</i> member	A member of a body (a board, committee, council, etc.) who is part of it by virtue of holding another office.
External Auditors	An external auditor is an audit professional who performs an audit in accordance with specific laws or rules on the financial statements of a company, government entity, other legal entity

	or organization, and who is independent of the entity being audited.
External organisations	In the context of the <i>Nominations Committee</i> , those organisations for which the Society would like to have formal representation.
<b>F</b>	
Financial Regulations	Those regulations covering the financial processes of the Society.
Financial statements	Formal record of the financial activities of the Society.
Foundation Fund	A fund established in June 2006 to organise and co-ordinate fundraising for RAeS projects, initially the Centennial Scholarship Fund and the National Aerospace Library (NAL) or other future projects as directed by Council.
<b>G</b>	
Global aerospace sector	The worldwide aerospace and aviation industry.
Grading	Assessment of applications for Society membership.
<b>H</b>	
Headquarters	The UK offices of the Society at 4 Hamilton Place, London W1J 7BQ
Heritage Awards Scheme	A scheme established in 2008 to recognise significant contributions made to “the art and science of aeronautics” and launched initially within the United Kingdom. The essence of the scheme is to erect plaques (subject to the necessary permissions) to commemorate significant people, places and things and to celebrate technological or operational achievements that made an original and unique contribution of World significance.
<b>L</b>	
Level 1 Business schedule	The business schedule that defines the major events in the Society Annual calendar.
Level 2 Business schedule	The business schedule that defines the activities and deliverables needed from the appropriate Board or Committee to support the Level 1 requirements.
<b>M</b>	
Medals & Awards programme	The programme for managing, overseeing and promoting the annual programmes for inviting and judging nominations for the Society Medals and Awards and Written Paper Prizes.

Members of Council	Those members as defined in By-Law 10.2
Membership fee/subscription	Fee paid by either individual members or Corporate Partners to join the Society.
Minutes	A summarised record of the proceedings at a meeting.
<b>N</b>	
National and International Awards	In the context of the <i>Nominations Committee</i> , awards which may include New Year and Birthday Honours lists, Bravery awards and Imperial Service Medals.
Non-Council members	In the context of the <i>Nominations Committee</i> , those members who are not members of Council.
<b>O</b>	
Objects of the Society	The guiding principles of the Society which are the general advancement of aeronautical Art, Science and Engineering and for promoting that species of knowledge which distinguishes the profession of Aeronautics (which expression includes Astronautics).
Overpayment	A membership subscription payment which exceeds any revised amount due to differing circumstances.
<b>P</b>	
Parent committees	A committee to which sub-committees report.
Plurality-at-Large	A non-proportional voting system for electing several representatives from a single multimember electoral district using a series of check boxes and tallying votes.
Poll	The process of voting in an election.
Power of delegation	To authorise and send (another person) as one's representative.
<i>Prima facie</i>	Based on the first impression; accepted as correct until proved otherwise.
Professional misconduct	Behaviour outside the bounds of what is considered acceptable or worthy of its membership by the governing body of a profession.
Professional recognition	Expressed or implied acknowledgment of one's professional efforts, qualities, and/or training.
Preliminary Investigation	The process by which an Investigation Committee shall consider whether there is a case of professional misconduct to answer.

<b>Q</b>	
Quorum	The minimal number of officers and members of a committee or organization, usually a majority, who must be present for valid transaction of business.
<b>R</b>	
Registration	Formal recognition through the Engineering Council of an individual's proven knowledge, understanding and competence of engineering, demonstrating a commitment to professional standards, and to developing and enhancing competence.
registered member	A Society member registered with the Engineering Council.
<b>S</b>	
Scrutineers	An individual who examines votes at an election.
Seal	The common seal of the Society as affixed to membership certificates and other authorised instruments of the Society.
Secretary to a Board	An employee of the Society whose duties in whole or in part are to act as secretary to a Board.
Sections	A grouping of members not covered by the Specialist Interest Groups.
Secure website	A website that contains security protocols such as password protected areas.
Senior volunteer positions	Those formal positions in the Society's structure that can not be held by staff.
Society By-Laws	The rules and regulations enacted by the Society to provide a framework for its operation and management.
Society's Annual Report	Report prepared and laid before the members at each Annual General Meeting and to include (a) a statement of the income and expenditure during the preceding year to 31 December, (b) a balance sheet as at that date, (c) a statement of the funds held in trust by or for the Society at the same date, and (d) a report on the work of the Society during the preceding year up to 31 December.
Society's Boards and Committees	Those groups delegated by the Board of Trustees or Council to make decisions, produce recommendations or take actions.
Society's governing documents	The Society's Royal Charter, By-Laws and Regulations.
Society member	An individual or corporate member of the Society on the membership register of the Society.

Society's permanent staff	Those staff in the paid employ of the Society
Society's pension fund	A fund established by the Society to facilitate and organise the investment of employees' retirement funds as contributed by both the Society and its employees.
Society's Risk Register	The Society's central register for all risks identified by the Society including, for each risk, information such as risk probability, impact, counter-measures and risk owner.
Society standards	In the context of the <i>Professional Standards Board</i> , those standards related to either membership or EC registration.
Society's Structure	The governance structure of the Society as primarily defined by its Council, Board of Trustees and those Boards and Committees reporting to them.
Specialist Group	A Specialist Interest Groups, which will cover a specific aspect of the aerospace world, serving the interests of enthusiasts and industry professionals alike, and which will consider significant developments in its field, stimulate debate and facilitate action on key industry issues, reflecting the constant innovation and progress in aviation.
Specialist Group Handbook	A handbook which sets out the processes by which a Specialist Group undertakes its above activities.
standards of grading	Those membership standards as set out in the Membership Handbook.
Standing Regulations	In the context of <i>Conduct of Meetings</i> , those regulations common to all Society meetings.
succession planning	The process for identifying and developing internal people with the potential to fill key business leadership positions in the company.
<b>T</b>	
Terms of reference	Describe the purpose and structure of a project, committee, meeting, negotiation, or any similar collection.
The Aeronautical Journal	The Society's technical journal and leading scientific and technical aerospace archival reference.
the Engineering council	The UK regulatory body for the engineering profession.
the Society	The Royal Aeronautical Society, a charity constituted for the general advancement of Aeronautical Art, Science and Engineering and more particularly for promoting that species of knowledge which distinguishes the profession of Aeronautics

	(which expression includes Astronautics).
the Society's Strategic Plan	A broadly-defined plan aimed at creating a desired future.
Trustee	A person, usually one of a body of persons, appointed to administer the affairs of a company, institution, etc.
<b>V</b>	
Volunteer posts	Those positions in the Society not held by Society staff.
Vote	A formal indication of a choice between two or more candidates or courses of action, expressed typically through a ballot or a show of hands.
Voting paper or its electronic equivalent	A paper used for voting in a ballot, one having the names of the candidates printed on it.
Voting records	A list showing a candidate's or elected official's voting history (often in relation to a specific issue).

## APPENDIX 1 - CODES OF CONDUCT

### Introduction

The Codes reproduced in this Annex are the versions in force at the date of the adoption of these By-Laws.

The Code of Conduct for members of the Royal Aeronautical Society (at Part A) may be varied or replaced from time to time by the Regulations made in accordance with By-Law 5.

The Code of Professional Conduct of the Society (at Part B) applies to all Society members who are members of any professional body and may be varied or replaced from time to time by the Regulations made in accordance with By-Law 5.

### PART A: Code of Conduct for members of the Royal Aeronautical Society

All members of the Society are expected to:

1. Observe the provisions of the Charter and By-Laws of the Society and any regulations made under them and so conduct themselves as to uphold the reputation, standing and dignity of the Society and its members.
2. Treat with courtesy, whether in person, on the telephone, by letter or email or through other electronic means, all Society officers and employees, fellow members and their guests, and associated personnel concerned with the business of the Society or attending any gathering or event of the Society.
3. Behave in an appropriate manner when attending Society premises or events.
4. Pay membership dues as prescribed by the By-Laws.
5. Accept that no member may speak for the Society, or make any commitments on its behalf, without the authority of the Board of Trustees.
6. Abide by the Code of Professional Conduct set out in Part B in the discharge of their professional duties.

Breaches of the Code will be considered in accordance with Regulations made by the Board of Trustees.

### PART B: Code of Professional Conduct of the Society

The Code of Professional Conduct of the Society places a personal obligation on its members to act with integrity and in the public interest.

In discharging their professional duties, members should:

1. Act with due skill, care and diligence and with proper regard for professional standards.
2. Prevent avoidable danger to health or safety.
3. Act in accordance with the principles of sustainability and prevent avoidable adverse impact on the environment and society.
4. Maintain their competence, undertake only professional tasks for which they are competent and disclose relevant limitations of competence.
5. Accept appropriate responsibility for work carried out under their supervision.
6. Treat all persons fairly and with respect.
7. Encourage others to advance their learning and competence.
8. Avoid where possible real or perceived conflict of interest and advise affected parties when such conflicts arise.
9. Observe the proper duties of confidentiality owed to appropriate parties.



10. Reject bribery and all forms of corrupt behaviour and make positive efforts to ensure others do likewise.
11. Assess and manage relevant risks and communicate these appropriately.
12. Assess relevant liability and if appropriate hold professional indemnity insurance.
13. Notify the Society if convicted of a criminal offence or upon becoming bankrupt or disqualified as a Company Director.
14. Notify the Society of any significant violation of the Society's Code of Professional Conduct by another member.
15. In jurisdictions where this is supported by law, raise a concern about a danger, risk, malpractice or wrongdoing which affects others ('blow the whistle'), and support a colleague or any other person to whom you have a duty of care who in good faith raises any such concern.

