

GOVERNANCE MANUAL

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V9 - January 2008

1. ROYAL CHARTER OF INCORPORATION 1 July 2003

ROYAL CHARTER OF INCORPORATION, AND BYE-LAWS, FOR THE ENERGY INSTITUTE

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS an humble Petition has been presented unto Us jointly by the Institute of Energy and the Institute of Petroleum ("the existing Institutes") praying that We might be graciously pleased to grant a charter of incorporation establishing a new energy institute, to which the existing Institutes propose to transfer their members, assets and liabilities:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW KNOW YE that We, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents for Us, Our Heirs and Successors do will and ordain as follows:

1. The persons who are now the members of the existing Institutes and all such persons as shall hereafter pursuant to this Our Charter and the Bye-laws become members of the Body Corporate hereby constituted and their successors, shall for ever hereafter be by virtue of these Presents one Body Corporate and Politic by the name of the "Energy Institute" (hereinafter referred to as the "**Institute**") and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall, and may, sue and be sued in all Courts, and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
2. The objects of the Institute (hereinafter referred to as the "**objects**") shall be the promotion for the public benefit of the science of energy and fuels in all applications and uses.
3. In pursuance of its objects, but not further or otherwise, the Institute shall have the following powers:
 - (a) To conduct or promote the conduct of scientific and other research, to publish the useful results of such research, and to provide facilities for study, research and education;
 - (b) To publish, produce and distribute or assist in the publication, production or distribution of films, recordings, and any form of written, printed or electronic communication and to advertise in any manner;
 - (c) To establish and maintain libraries and collections, and provide public access to them, and to collect information whether or not on a basis restricted by agreement with the provider thereof;

- (d) To hold conferences, meetings and seminars and other events and to promote the reading of learned papers;
- (e) To encourage the undertaking of voluntary work in the interests of the Institute;
- (f) To develop and promulgate codes of best professional practice, to prescribe standards of education, training and experience in professions or activities related to the objects and to hold examinations and other tests, and to award certificates and diplomas: PROVIDED that no such certificate or diploma shall purport to be issued by or under government authority, or purport to be a national qualification, without the prior approval of, or accreditation by, the appropriate department of Our Government and/or the appropriate devolved administration, or the appropriate regulatory body for qualifications;
- (g) To institute, establish and promote educational and training courses, scholarships grants, awards and prizes;
- (h) To consult, or co-operate with any authority, institution or other body within Our United Kingdom or elsewhere;
- (i) To establish, regulate and dissolve sub-divisions of the Institute in any part of the world;
- (j) To acquire, construct, alter, equip, maintain or manage any building, lecture hall, library, or office and to acquire or dispose of any land for the purposes of the Institute, and to insure any building owned or occupied by the Institute against any eventuality or liability;
- (k) To purchase, take on lease or licence, borrow, hire or otherwise acquire any real or personal property and, subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute;
- (l) To take over and acquire all the property and assets of the existing Institutes and to assume the obligations of the existing Institutes and to do all such acts and things as may be incidental thereto;
- (m) To seek and accept (or disclaim) any gift, donation or legacy, property or other asset;
- (n) To deal in any way with promissory notes, bills of exchange and other instruments of any kind, whether or not transferable, and to operate bank accounts in the name of the Institute;
- (o) To carry on trade in furtherance of the objects or for purposes ancillary or incidental thereto;
- (p) Subject to such consents as may be required by law, to borrow money and to obtain any form of credit or finance, whether on the security of any or all of the property of the Institute, or without security;
- (q) To appoint investment managers, and to invest the funds of the Institute not immediately required for its purposes in such manner as may be prescribed by the Bye-laws;

- (r) To accept and secure the discharge of obligations and liabilities, and to insure the Institute for any purpose;
- (s) To make arrangements for the carrying on of the work of the Institute and for such purpose to engage, and provide in whole or in part for the salaries, pensions, superannuation, insurance and gratuities for, employees and their widows, widowers and dependants;
- (t) To provide indemnity insurance in respect of any member or members of the Council for any liability which would otherwise attach to them for negligence, default or breach of trust or duty; provided that such insurance shall not extend to any claim arising from any act or omission which the member or members knew to be a breach of trust or duty or which was committed in reckless disregard of whether it was a breach of trust or duty, nor to the costs of an unsuccessful defence to a criminal prosecution brought against members of the Council in their capacity as trustees;
- (u) To undertake and carry out any charitable trusts or agencies;
- (v) To procure that, subject to the laws of the country concerned, the Institute be registered or recognised in any part of the world;
- (w) To establish and support, or aid in the establishment and support of, or become a member of any association or institution having charitable objects similar to those of the Institute and to subscribe or guarantee money for charitable purposes calculated to further its objects;
- (x) To enter into, and to give effect to, agreements or arrangements of any kind with other charitable institutions whose objects are not repugnant to this Our Charter whereby:
 - (i) activities shall be carried on in co-operation;
 - (ii) any such institution shall be or become incorporated in, federated or affiliated to, associated with or recognised for any purpose by the Institute, or the Institute shall become affiliated to, associated with or recognised for any purpose by, any such institution:

Provided that no incorporation of the Institute in any other institution and no incorporation of any other institution (except the existing Institutes) in the Institute shall be effected without the approval of the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence; and

- (y) To do such other lawful acts and things (including the promotion of a Bill or Bills in Parliament), whether incidental to the powers aforesaid or not, as may be requisite in order to further the objects.
4. (a) The income and property of the Institute shall be applied solely towards the promotion of the objects as set forth in this Our Charter as amended or added to in the manner hereinafter provided and shall not be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to its members, or to any member of the Council of the Institute, provided that nothing herein contained shall prevent the payment in good faith by the Institute:

- (i) of reasonable and proper remuneration to any member, officer or servant of the Institute (not being a member of the Council) in return for any services actually rendered to the Institute;
- (ii) of interest at a rate not exceeding a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member of the Institute;
- (iii) of reasonable out of pocket expenses to any member of the Council or of its committees;
- (iv) of professional fees to any member of the Council or to any firm or body corporate in which such member is beneficially interested, for services rendered to the Institute when instructed by the Council to act in a professional capacity on behalf of the Institute

PROVIDED that:

- (a) such member shall not be present or take part in any discussion or decision relating to such fees or remuneration;
- (b) any decision to pay fees to or to remunerate such member shall require a unanimous vote of the other members present and voting at the meeting at which the decision is made;
- (c) the other members are satisfied that the level of fees or remuneration is proper and reasonable having regard to the services rendered;
- (d) the other members are satisfied that the engagement of such member's services is expedient in the interests of the Institute having regard to his ability, qualifications and experience; and
- (v) of reasonable and proper premiums in respect of indemnity insurance effected in accordance with article 3(t) above.

- 5. In this Our Charter, unless the context otherwise requires, "**members**" means the members of the Institute. The Bye-laws shall specify the categories of membership of the Institute and shall regulate, or provide for the regulation of, all matters relating to the admission, rights and privileges, and discipline of members.
- 6. There shall be a President of the Institute appointed in such manner as shall from time to time be prescribed by or in accordance with the Bye-laws.
- 7. There shall be such other officers of the Institute with such powers and duties as may be prescribed by or under the Bye-laws.
- 8. (a) There shall be a Council of the Institute (in this Our Charter referred to as the "Council") in which shall be vested the government and control of the Institute and its affairs, subject to the provisions of this Our Charter, the Bye-laws and the Regulations of the Institute. Subject to this Our Charter, the Council shall be constituted in accordance with the Bye-laws.

- (b) The first members of the Council shall be the persons whose names are set forth as such in the First Schedule to this Our Charter and they shall continue in office for such period or respective periods as shall be prescribed by or in accordance with the Bye-laws.
 - (c) The successors to the first members of the Council shall be such persons with such qualifications and shall be elected or appointed in such manner and shall hold office for such period and on such terms generally as shall be prescribed by or in accordance with the Bye-laws.
 - (d) The business of the Council shall be conducted in such manner as shall be prescribed by or in accordance with the Bye-laws.
9. (a) The Bye-laws may, subject to the provisions of this Our Charter, govern such matters as the Institute may deem fit with respect to or for the government of the Institute and the promotion of the objects.
- (b) The Bye-laws set out in the Second Schedule hereto shall be the first Bye-laws of the Institute.
10. The members of the Institute may, by a Special Resolution in that behalf, revoke, amend or add to the Bye-laws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
11. The Bye-laws may direct that any matter which pursuant to this Our Charter may be prescribed or regulated in the Bye-laws may be further prescribed or regulated by Regulations; provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-laws. Regulations shall be made, and may be amended or repealed, by a resolution of the Council.
12. The members may at any time revoke, amend or add to any of the provisions of this Our Charter by a Special Resolution in that behalf and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.
13. The members may at any time by a Special Resolution determine to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the Institute in such manner as shall be determined by such Special Resolution or in default of such direction as the Council shall think expedient having due regard to the liabilities of the Institute for the time being, and if, on the winding up or the dissolution of the Institute, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some other body with similar objects, whose constitution restricts the distribution of property to the same or greater extent as this Our Charter, to be determined by the Council at or before the time of dissolution.

14. For the purposes of this Our Charter a "**Special Resolution**" means a resolution passed at a General Meeting of the members convened and held in accordance with the Bye-laws and Regulations and passed by not less than two-thirds of the members voting (personally or by proxy) at the Meeting.
15. In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bye-laws and Regulations, and the provisions of the Bye-laws shall prevail over those of the Regulations.
16. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Institute and the promotion of the objects.

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

WITNESS Ourselves at Westminster the first day of July in the fifty second year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

THE FIRST SCHEDULE

THE FIRST MEMBERS OF THE COUNCIL OF THE INSTITUTE

John Blackhall

Pierre Jungels

Christopher Boocock

Matthew Leach

Brian Chamberlain

Anthony Levy

David Codd

Terry Moore

Martin Fry

John Mumford

Tal Golesworthy

Peter Newman

Brian Hamilton

Neil Peacock

Charles Henderson

Joanne Wade

2. BYE-LAWS

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THE SECOND SCHEDULE

BYE-LAWS OF THE INSTITUTE

DEFINITIONS

1. In these Bye-laws and the Regulations, except where the context otherwise requires:
 - (a) "**Bye-laws**" means Bye-laws made by the Institute under the Charter;
 - (b) "**Charter**" means the Charter to which these Bye-laws are scheduled, as revoked, amended or added to from time to time, and all Supplemental Charters for the time being in force;
 - (c) "**Chief Executive**" means the chief executive officer of the Institute by whatever title known;
 - (d) "**Engineering Council (UK)**" means the body of that name incorporated by charter and any successor organisation fulfilling its role as a registration authority;
 - (e) "**Institute**" means the Energy Institute constituted by the Charter;
 - (f) "**in writing**" and "**written**" includes all modes of representing or reproducing words in a visible form;
 - (g) "**Laws of the Institute**" means the Charter, these Bye-laws, the Regulations and all codes of conduct and other forms of regulatory provision or guidance made by the Institute;
 - (h) "**members**" means the members of the Institute;
 - (i) "**month**" means calendar month;
 - (j) "**notice**" includes any paper or document of any kind which a member may be entitled to have served upon him.
 - (k) "**office**" means the main office of the Institute;
 - (l) "**President**" means the President of the Institute;
 - (m) "**Regulations**" means regulations made by the Council;
 - (n) "**Seal**" means the Common Seal of the Institute;

- (o) words importing the masculine gender shall include the feminine and words in the singular shall include the plural and words in the plural shall include the singular;
 - (p) words importing persons shall include corporations and "**corporation**" shall include unincorporated associations.
2. Any words and terms which may be defined by the Charter shall, unless the context otherwise requires, have the same meaning in these Bye-laws and the Regulations.

MEMBERS OF THE INSTITUTE

3. The following shall be members of the Institute:
- (i) the persons who are members of the existing Institutes at the date these Bye-laws first come into force and effect;
 - (ii) persons who are admitted as members under the Charter and Bye-laws;

and membership shall be personal and shall not be transferable by act of the member or by operation of the law.

4. There shall be the following categories of membership:
- (a) Honorary Fellows;
 - (b) Senior Fellows;
 - (c) Fellows;
 - (d) Members;
 - (e) Associate Members;
 - (f) Technician Members;
 - (g) Affiliates;
 - (h) Graduates;
 - (i) Students; and
 - (j) Group Members.
5. Subject to the Bye-laws, the Council may by Regulation determine all matters relating to membership of the Institute including the terms and conditions of admission to (including examination requirements), retention of, exclusion from, and re-admittance to, membership.

6. The terms and conditions of membership shall be binding as well upon those who were members of the existing Institutes as those who may be admitted after the incorporation of the Institute under the Charter.
7. The Council shall have power by Regulation to prescribe the annual or other subscriptions, entrance fees or other payments related to admission to, or retention of, membership of the Institute: provided that annual subscriptions may not be increased more than once a year, and any increase in annual subscriptions of more than 10% shall be ineffective unless approved by the members in General Meeting. The Council may direct that the subscription of any individual member be reduced or waived in exceptional circumstances, and may by Regulation provide for reductions in subscriptions for groups or sections of members on any grounds, and specify the conditions on which those concessions shall operate.
8. A person shall cease to be a member in any of the following cases:
 - (a) if the application on the basis of which membership was granted contained or referred to information which was false or misleading;
 - (b) if the member resigns by giving written notice thereof;
 - (c) if the member fails to pay all subscriptions, entrance fees or other payments due from him to the Institute within such period as may be specified by the Council;
 - (d) if the member becomes bankrupt or insolvent, or suspends payment or enter into composition or arrangement with his creditors generally;
 - (e) if the member is expelled as a result of disciplinary proceedings.

Provided that the Council may in any case other than (e) above in its discretion resolve that the membership of any member shall, notwithstanding the occurrence of any of the events specified herein, continue either unconditionally or subject to such conditions as the Council may prescribe, and that any person whose membership shall cease in accordance with this Bye-law shall remain liable to the Institute for all fees, subscriptions and other payments which may have been due from him at the date his membership ceased.

9. There shall be power by Regulations to prescribe for the affiliation or association of other persons, or corporations, with the Institute in such manner as the Council may from time to time determine and with such privileges and rights and upon such conditions as the Council shall think fit. No person so becoming associated or affiliated as aforesaid shall by virtue of this Bye-law or Regulations made under it be a member of the Institute, but this shall not preclude such person from applying for membership.

RIGHTS AND PRIVILEGES OF MEMBERSHIP

10. Subject to the Regulations, members may use the following designatory letters:
 - (a) Honorary Fellow: "Hon FEI" ;
 - (b) Senior Fellow: "SFEI"
 - (c) Fellow: "FEI";
 - (d) Member: "MEI";
 - (e) Associate Member: "AMEI";
 - (f) Technician Member "TMEI"; and
 - (g) Graduate: "GradEI".
11. Subject to such conditions as may be prescribed in the Regulations, members may use the titles "Chartered Energy Engineer" or "Chartered Petroleum Engineer".
12. Institute members who are registered with the Engineering Council (UK) or with equivalent bodies outside the United Kingdom may precede their membership designatory letters with such titles and letters as may be conferred up on them by virtue of such registration.
13. Institute members shall have such other rights and privileges, including voting rights, as may be prescribed from time to time in Regulations.

DISCIPLINE

14. The members shall at all times uphold the dignity and reputation of the Institute and their profession, shall be bound by the Laws of the Institute and may be subject to disciplinary proceedings of the Institute if in breach of those Laws or if found guilty by a competent tribunal or Court of an offence, or made subject to an adverse finding or order of any kind, considered relevant to membership of the Institute. Regulations shall provide for the investigation and determination of complaints against members, and shall specify the rights of a member subject to complaint to receive notice, to be represented and to call and cross-examine witnesses, and to appeal. Regulations under this Bye-law may make provision for all matters within the disciplinary process including the sanctions to which members may be liable, and may empower committees of the Institute to regulate their own procedure.

GENERAL MEETINGS OF THE INSTITUTE

15. An Annual General Meeting of the Institute shall be held once in every calendar year beginning with 2004, at such time and place as may be determined by the Council and not more than fifteen months shall elapse between the date of one Annual General Meeting and the date of the next; provided that the first Annual General Meeting of the Institute shall be held not later than fourteen months from the date these Bye-laws first come into force. All other General Meetings of the Institute shall be called Extraordinary General Meetings.
16. 14 days' notice of any General Meeting shall be given in accordance with Regulations. The accidental omission to give notice of a meeting or the non-receipt of notice by any member, or a defect in the conduct or voting at a meeting, shall not invalidate the meeting or the business transacted thereat.
17. The Council may call an Extraordinary General Meeting when it thinks fit or on the requisition of not less than 50 members other than Affiliates or Students. All business transacted at an Extraordinary General Meeting shall be deemed special business, as shall that transacted at an Annual General Meeting except:
 - (a) consideration of the accounts and balance sheet, and of reports of the Council and Auditors;
 - (b) the appointment of the auditors and either determination of their remuneration or authorisation of the Council to determine the same;
 - (c) declaration of the results of elections to the Council.
18. The quorum for a General Meeting of the Institute shall be ten members other than Affiliates or Students personally present. Regulations shall provide for all matters relating to the dissolution of an inquorate meeting and to its adjournment and reconvening and the transaction of business notified for the meeting.
19. The President shall preside as chairman at every General Meeting but, if he is not present or willing to preside, another person, as determined by Regulations, shall preside.
20. Regulations shall prescribe the circumstances in which General Meetings may be adjourned from time to time or from place to place, and the circumstances and manner in which notice of the adjourned meeting is to be given but no business shall be transacted at any adjourned Meeting other than the business which might have been transacted at the Meeting from which the adjournment took place.
21. In the case of an equality of votes on any resolution, whether on a show of hands or on a poll, the chairman of the Meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

22. The Chairman of the Meeting shall be the sole and absolute judge of the validity of every vote tendered at that Meeting or poll resolved at that Meeting to be taken.
23. Subject to the Charter and Byelaws, Regulations may provide for all other matters related to (a) the summoning or requisitioning, and giving notice of General Meetings (b) the conduct of business (including voting, proxies, and demanding of polls) at and chairmanship of such Meetings, and the adjournment and reconvening of such Meetings.

OFFICERS OF THE INSTITUTE

24. The Council shall appoint one of its members to be the President. The President shall hold office for a period not exceeding two years.
25. The Institute shall have such other officers, including an Honorary Secretary and an Honorary Treasurer, as the Council may from time to time determine and such other officers shall hold office on such terms and conditions and for such period as are determined from time to time in Regulations.
26. The President or in his absence another member of the Council appointed by the meeting, shall chair all meetings of the Council.
27. In the event of a casual vacancy occurring in any office of the Institute, such vacancy may be filled in accordance with Regulations.

THE COUNCIL

28. Subject to the Laws of the Institute, the Council shall be the governing body of the Institute. The first members of the Council, whose names are listed in the First Schedule to the Charter, shall serve until the conclusion of the first elections held under Regulations.
29. Thereafter the Council shall consist of the following:
 - (a) the President, the Honorary Secretary, and the Honorary Treasurer, ex officio;
 - (b) such other officers of the Institute as may be determined under Regulations;
 - (c) up to six members of the Institute elected in accordance with Regulations;
 - (d) up to three members of the Institute nominated by Branches of the Institute in accordance with Regulations; and
 - (e) up to three persons (not being staff of the Institute) co-opted by the Council

30. The Chief Executive may attend meetings of the Council in a non-voting capacity.
31. Members of the Council elected under Bye-law 29(c) shall hold office for three years, or for such shorter period prescribed by Regulations to secure appropriate retirements by rotation, and shall be eligible for re-election for one further period of three years.
32. In making co-options under Bye-law 29(e), the Council shall have regard for the need when necessary to ensure that the membership of the Council is adequately representative of the professional disciplines of the members of the Institute. A member of the Council co-opted under Bye-law 29(e) shall serve for such period not exceeding one year, and shall be eligible to be co-opted for periods of one year up to a maximum of six years.
33. The Council may fill any casual vacancy amongst the elected members of the Council. A person so appointed shall serve until the next subsequent election.
34. Unless the Council shall otherwise determine, an elected or co-opted or ex officio member of the Council shall not serve for more than six years consecutively as a member of the Council in any category or combination of categories, except that service as an officer or as a person filling a casual vacancy shall be discounted for this purpose. In this Bye-law, a year means the period between the close of one Annual General Meeting and the close of the next.
35. Subject to the Laws of the Institute, the Council may regulate its own proceedings. Regulations may:
 - (a) deal with all and any other matters relating to the election and retirement of members to the Council;
 - (b) regulate all other matters relating to the meetings and proceedings of the Council.
36. A member of the Council shall cease to hold office as such:
 - (a) if he resigns by notice in writing;
 - (b) if he becomes prohibited from being a director or, being an ex officio, elected or co-opted member of the Council, from being a trustee;
 - (c) if he becomes bankrupt, makes a declaration of insolvency or suspends payment or makes any arrangement or composition with his creditors;
 - (d) if he is removed from office by a Resolution of the members in General Meeting;
 - (e) if he fails without good reason to attend three consecutive Council meetings;

- (f) if he is removed under Bye-law 37; or
 - (g) if he ceases to be a member of the Institute.
37. The Council may, by a vote of not less than three-quarters of the members of the Council present and voting, at any time remove a member of the Council if he is considered to have acted contrary to the interests of the Institute or is unable properly to carry out the duties of a Council member. The member whose removal is resolved upon under this Bye-law shall have a right of appeal in accordance with Regulations.

POWERS, FUNCTIONS, AND PROCEEDINGS OF THE COUNCIL

38. The quorum for a meeting of the Council shall be determined in Regulations. Subject to the Laws of the Institute, the Council may meet and otherwise regulate its own business as it sees fit. Questions arising at a meeting of the Council shall be decided by simple majority vote, and in the event of an equality of votes the chairman of the meeting shall have a second or casting vote. In this Bye-law, a "meeting" includes the interaction of Council members by means of telephone conferencing or electronic means where conducted in accordance with procedures approved for this purpose by the Council.
39. At the request of three or more members of the Council, the President shall summon a meeting of the Council, giving at least 14 days' notice.
40. All bona fide acts of the Council or of any committee of the Council shall be valid, notwithstanding any defect in the appointment or tenure of any member thereof.
41. The Council shall cause proper minutes to be made of all appointments of officers and of the proceedings of all meetings of the Institute, the Council and committees and all business transacted at such meetings and any such minutes of any meeting, if signed by the chairman of such meeting or of the next succeeding meeting shall be sufficient evidence without any further proof.
42. A written resolution signed by all the members for the time being of the Council or of any committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee, and such resolution may be deemed to have been duly signed by electronic communication.
43. The members for the time being of the Council may act notwithstanding any vacancy on that body, provided that if the number of members of the Council falls below the quorum for meetings then the remaining members may act only for the purpose of filling up vacancies on the Council or summoning a General Meeting of the Institute.
44. The Council may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute as are not required by the Laws of the Institute to be exercised or done by the Institute in

General Meeting, and shall, in particular, and subject to such Laws, have the following powers:

- (a) to make Regulations;
- (b) to appoint staff of the Institute and determine their conditions of service;
- (c) to establish or assist in establishing, or dissolve local and regional sub-divisions, professional networks or other organisations of the Institute, whether autonomous or not, and to make Regulations relating to the constitutions and administration of such organisations;
- (d) to exercise the powers of the Institute in connection with the acquisition of control of the existing Institutes and to accept and execute on behalf of the Institute all and any documents, including contracts, deeds, undertakings and agreements, arising from the transfer of all or any part of the property, assets, liabilities and engagements of the existing Institutes, and to delegate the power of execution of documents under this Bye-law to a member or members of the Council;
- (e) to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the Institute and for that purpose to appoint bankers and any other officers or agents whom it may deem expedient to appoint;
- (f) to invest on behalf of the Institute or in the name of nominees any monies belonging to or held by the Institute and not immediately required for its purposes in or upon such investments, securities or real or personal property as may be thought fit subject to such consents as may be required by law, provided that:
 - (i) in the case of monies belonging to or held by the Institute as trustee for the general purposes of the Institute, the powers conferred by this Bye-law shall be exercised subject to the provisions of the law relating to investment by trustees; and
 - (ii) in the case of monies held by the Institute as trustee upon special trusts, the Council, on behalf of the Institute, shall have such powers of investment as may be granted by such trusts or as may be granted by the law relating to investment by trustees;
- (g) to appoint upon such reasonable and proper terms (including provision for remuneration) as may be thought fit either any individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services and Markets Act 2000 or a company or firm of repute which is either an authorised person within the meaning of that Act or an exempted person under the Financial Services and Markets Act 2000 (Exemption) Order 2001 (except a person within paragraph 44 of the Schedule thereto) to be the Institute's investment manager (the "**manager**") and to delegate to the

manager the exercise of powers of investment to the extent permissible under the law relating to trustees: provided that

- (i) the manager may be authorised to exercise such powers within policy guidelines laid down by the Institute;
- (ii) the manager shall be required to report any exercise of such powers promptly and any transaction within fourteen days, and to report on the performance of the Institute's portfolio managed by him at least every three months;
- (iii) the Institute shall be free at any time to withdraw, or alter the terms of, such delegation; and
- (iv) the Institute shall review such delegation at intervals not exceeding twelve months (but failure to do so shall not invalidate an existing delegation under this Bye-law); and

(h) to provide for the custody and use of the Seal.

- 45. The Council shall have power to establish, to delegate its powers and functions (other than the power to make Regulations or its non-delegable powers as a body of trustees) to, to regulate, and to dissolve, such committees with such functions as the Council may think fit. Such committees may include persons who are not members of the Council or of the Institute. Every committee established by the Council shall have power to establish and dissolve sub-committees subject to such directions as the Council may from time to time impose. The exercise by any committee of any power or function delegated to it by the Council shall be reported to the Council as soon as practicable.
- 46. The Council may delegate its powers and functions (other than the power to make Regulations or its non-delegable powers as trustees) to the President or other persons on such terms and conditions as it sees fit, and may revoke such delegations at any time: provided that all acts and proceedings under or in exercise of such delegated powers and functions shall be reported to the Council at its next meeting.

CHIEF EXECUTIVE AND STAFF

- 47. There shall be a Chief Executive of the Institute who shall be appointed by the Council.
- 48. The Council may delegate the power of appointment and removal of other members of staff to the Chief Executive or, in the case of any post other than that of the Chief Executive, to any other member of the staff of the Institute.

ACCOUNTS AND AUDIT

49. The Council shall cause proper and sufficient books of account to be kept in such manner as to give a true and fair view of the state of the Institute's affairs and to explain its transactions, with respect to:
- (a) the assets and liabilities of the Institute;
 - (b) sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure takes place;
 - (c) all sales and purchases of goods and services by the Institute.
50. The books of account shall be kept at the office or in such place as the Council shall determine and shall be open to inspection by the members of the Council. The Institute in General Meeting may specify reasonable conditions and regulations as to the time within business hours and manner in which the accounts shall be open to inspection by members of the Institute.
51. A copy of every balance sheet, income and expenditure account and auditors' report, and of the annual report of the Council shall be made available to every member not less than 14 days before the General Meeting at which they are to be considered. The accounts and reports referred to in this Bye-law may be published in printed or electronic form.
52. Auditors shall be appointed and hold office, and their duties and remuneration regulated, in accordance with Regulations.

NOTICES

53. A notice may be served by the Institute to any member either personally (or in the case of a Group Member, to his representative) or by sending it by pre-paid post 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, or by any mechanical or electronic means approved by the Council for this purpose.
54. A notice sent by post shall be deemed to have been served on the second day following that on which the posting occurred.

3. COUNCIL REGULATIONS

Definitions and interpretation	Regulation 1	Bye-laws 2 - 4
Membership requirements, rights and obligations	Regulation 2	Bye-laws 6 - 9
Use of letters and titles	Regulation 3	Bye-laws 10 – 12
Affiliation	Regulation 4	Bye-law 9
Fees and subscriptions	Regulation 5	Bye-law 7
Discipline	Regulation 6	Bye-law 14
Procedure in general meetings	Regulation 7	Bye-laws 15 - 23
Officers	Regulation 8	Bye-laws 24 - 27
Elections to the Council and periods of office	Regulation 9	Bye-laws 28 - 37
Proceedings of the Council	Regulation 10	Bye-laws 38 - 46
Committees	Regulation 11	Bye-law 45
Subdivisions of the Institute	Regulation 12	Bye-laws 44 - 45
Appointment of auditors	Regulation 13	Bye-laws 49 - 52
Rules of Professional Conduct	Regulation 14	Bye-law 5, 6, 8, 14
Regulations for Branches	Regulation 15	Bye-laws 9, 45

1. Definitions and interpretation

In these Regulations, unless the context otherwise requires, words used have the same meanings as in the Charter and Bye-laws. In the event of conflict, the Charter and Bye-laws shall prevail over these Regulations.

2. Membership requirements, rights and obligations

2.1 Honorary Fellowship shall be open to any person of distinction in any area of activity adjudged by the Council to be related to the objects of the Institute.

2.2 Fellows shall be persons who hold an appropriate degree level qualification and who have at least 5 years related experience operating at a senior strategic level leading the applications of energy related principles.

2.3 Members shall be professional practitioners who hold an appropriate degree level qualification and who have at least 4 years relevant training and experience at an appropriate level of responsibility in an energy related occupation.

2.4 Technician Members shall be persons who are involved in the solution of energy technology or management problems and who hold an advanced GNVQ or equivalent and who have at least 4 years relevant training and experience in an energy related occupation.

2.5 Affiliates shall be persons who have an active interest in the energy field but

- a) whose job role is not directly related to energy or
- b) who wish to have the benefits of membership whilst working towards a professional grade of membership or
- c) who do not require professional recognition.

2.6 Graduates shall be persons who hold a qualification from an energy, environment or engineering related course of study and will be undertaking a period of training (which may be structured or unstructured) and which shall allow them to progress in time to Technician Member, Associate Member or Member grade.

2.7 Students shall be persons who are currently engaged on a full time energy, environment or engineering academic or vocational course of study.

2.8 Admission to professional grades of membership shall be by election by the Council, but the Council hereby delegates this function to the Professional Affairs Committee

2.9 Applications for individual professional membership of the Institute shall be required to be supported by sponsors as specified on the relevant application form.

2.10 Group Members shall be known as Company Members. Company Members shall be public or private sector organisations or institutions, educational establishments or not-for-profit organisations with an interest, commitment or involvement in any aspect of

energy. A schedule of Company Members shall be maintained and periodically presented to and received by the Council

2.11 The Institute shall issue certificates of membership. These shall remain the property of the Institute at all times and shall be returned to the Institute if a holder ceases to be a member.

2.12 Individual members of the Institute shall not use the logo of the Institute in any circumstances, but Company Members may use a relevant logo in accordance with any relevant agreement with or licence issued by the Institute.

2.13 The grades of Senior Fellow and Associate Member are closed (the grade of Associate Member no longer exists).

3. Use of letters and titles

3.1 Members may use the letters specified in Bye-law 10, and any titles and letters arising under Bye-law 12. Those who are registered with the Engineering Council (UK), or equivalent bodies outside the UK, as Chartered Engineers may also

- (a) in the case of those concerned with the design, development, application or promotion of technologies for the production, transmission or utilisation of energy in any form, use the designation "Chartered Energy Engineer"; and
- (b) in the case of those concerned with the design, development, application or promotion of technologies for the production, transmission or utilisation of petroleum, use the designation "Chartered Petroleum Engineer".

4. Affiliation

The Institute shall encourage affiliation or association with such other individuals or organisations, whereby there is a common aim and purpose, and to promote and build partnerships based on mutual recognition and to foster joint participation in professional development activities of mutual interest such as conferences, seminars, workshops and continuing education programmes. Such affiliation shall afford those individuals or organisations, and nominated individuals employed by them, certain reciprocal rights and privileges which shall include the opportunity to attend conferences and technical meetings, purchase publications and use the library facilities for the same fees or on the same basis as if they were members of the Institute. Affiliations shall be approved by the Council and duly recognised by formal agreement. Individuals or organisations shall not by virtue of their affiliation be a member but this shall not preclude them from applying for membership.

5. Fees and Subscriptions

Application, Transfer and Annual Subscription fees shall be agreed by Council on an annual basis and shall be notified to the members in general meeting only in the event of there being an increase proposed which shall exceed 10%. The Council shall delegate to the Professional Affairs Committee the right to determine any special rates which may be applied from time to time in respect of any membership grade and application fees.

6. Discipline

6.1 Members are obliged at all times to comply with the Laws of the Institute and in particular shall:

- (a) uphold the dignity and reputation of the Institute and their profession; and
- (b) exercise their professional skill and judgment to the best of their ability and discharge their professional responsibilities with due care and integrity;

provided that the Institute shall not entertain any claim of professional negligence against a member, but may consider the outcome of any civil or criminal proceedings against a member in the context of a complaint.

6.2 For the purposes of these Regulations, a "complaint" shall include an allegation that a member has failed to comply with the Laws of the Institute, or has been the subject of an adverse finding of any kind, before any court, tribunal, or regulatory body, that may be relevant to his membership of the Institute.

6.3 Any complaint against a member, which may be made by any person or body or by the Institute itself, shall be investigated in such manner as the Council may determine and, if such investigation discloses a case to answer, shall be referred to a Disciplinary Committee appointed by the Council consisting of persons who are not members of the Council and including at least one person who is not a member of the Institute. The Disciplinary Committee may determine its own procedure provided that the member who is the subject of the complaint shall receive sufficient notice of it and of any evidence upon which it is proposed to rely, and shall have the right to be present at any hearing, to request that such hearing be held in public, to be represented, and to call and cross examine witnesses.

6.4 The Disciplinary Committee shall have full power to determine the case and the chairman may decide in any particular case what standard of proof is necessary. If the Committee is satisfied that the complaint should be upheld, it may impose on the member one or more of the following sanctions:

- (a) admonishment;
- (b) reprimand;
- (c) suspension from membership; or
- (d) expulsion from membership.

6.5 The Disciplinary Committee may make an order for costs against the respondent member where the complaint is upheld.

6.6 Where a complaint has been upheld, the member concerned may appeal to the Appeals Committee on one or more of the following grounds:

- (a) that the procedure adopted by the Disciplinary Committee was unfair or defective;
- (b) that the finding or sanction imposed of the Disciplinary Committee was unreasonable; or
- (c) that there is new evidence pertinent to the case that could not reasonably have been presented to the Disciplinary Committee.

6.7 The Appeal Committee shall consist of at least three persons appointed by the Council. The Appeal Committee shall not hear witnesses, and shall consider only whether the appeal shall be upheld on the grounds specified in regulation 6.6. If it concludes that the appeal should be upheld under 6.6 (a) or (b), it may set aside the finding and/or sanction or impose a different sanction from amongst those listed in 6.4, and may revoke the order for costs. If it concludes that the appeal should be upheld under 6.6(c), the Appeal Committee shall not re-hear the case in the light of the new evidence, but shall direct that the Disciplinary Committee re-convenes to do so. Subject to this regulation, the Appeal Committee may determine its own procedure. The decision of the Appeal Committee shall be final and binding on all parties.

7. Procedure in General Meetings

7.1 Any notice given for a general meeting shall specify the place, time and date of the meeting and the nature of the business to be transacted.

7.2 50 members, other than Students, Affiliates or Company Members, may requisition an Extraordinary General Meeting of the Institute by requisition notice signed by all such members sent to the Chief Executive, and specifying the precise nature of the proposed business of such meeting. The meeting shall be convened by or on behalf of the Council, with not less than 14 days' notice, within six weeks of the date of receipt of the valid requisition, failing which the requisitionists may themselves convene such meeting and appoint the chairman thereof. At a requisitioned meeting, no business other than that specified in the notice shall be transacted.

7.3 The President shall preside at all General Meetings (except a meeting convened by requisitionists in accordance with 7.2 above) but if he is not present or willing to preside the members of the Council who are present shall appoint one of their number as chairman of the meeting.

7.4 In the event of a General Meeting (other than a meeting of requisitionists convened under 7.2 above) being inquorate, either at its commencement or during its proceedings, the chairman shall have power to postpone or adjourn the meeting as the case may be, either to a date specified orally by the chairman or to a date to be notified with 14 days' notice. Any re-convened meeting shall be held within six weeks of the inquorate meeting.

8. Officers

8.1 The President shall normally take up office at an Annual General Meeting and may be re-appointed at the following Annual General Meeting for a further year. A President who has served for two years consecutively shall not be eligible to serve as President again until at least two years have elapsed.

In the event of the office of President becoming vacant for any reason before the end of its regular term the Council shall appoint the President - Elect to take office immediately and to complete the term of office of his predecessor.

8.2 In accordance with Bye-Law 25, the Institute shall have such other officers, including an Honorary Secretary and an Honorary Treasurer, as the Council may from time to time determine and such other officers shall hold office on such terms and conditions and for such period as are determined from time to time in Regulations.

Except in the case of the President and of persons elected to fill a casual vacancy occurring in any office of the Institute, the year of office for the elected Officers of the Institute shall commence immediately after the AGM in the year of their election. Persons elected to fill casual vacancies shall take office immediately upon their election by the Council and shall complete the term of office of their respective predecessors.

8.3 The President Elect is appointed by the Council to act as successor to the incumbent President in accordance with Regulations as set out below and will succeed him as President on completion of his term of office. The term of office of the President Elect shall not exceed the term of office of the incumbent President. The President Elect will act in all respects as deputy to the President and will stand in on his behalf in the event of his absence and preside accordingly.

The Past President is appointed by Council at the end of a period in office as President. The term of office of the Past President is one year.

8.4 The Honorary Secretary is appointed by the Council and shall hold office for a minimum period of three years, renewable for a further three year term by agreement of the Council. Thereafter, he would not be eligible to stand for this office again until a period of at least two years have elapsed.

8.5 The Honorary Treasurer is appointed by the Council and shall hold office for a minimum period of three years, renewable for a further three year term by agreement of the Council..

8.6 There shall be up to two Vice Presidents appointed by the Council and who shall be nominated from amongst its members. A Vice President shall not hold office continuously for a period longer than six consecutive years and shall retain his position on the Council for such period

9. Elections to the Council and periods of office

Elections shall be held each year, when necessary. The period in office for elected members of Council shall commence immediately after the AGM in the year of their election. The following procedures shall apply:-

- (a) The Council shall issue a list of all vacancies for elected members falling due on the Council. There will then be nominations for up to six elected members of the Council, in accordance with Bye-Law 29(c), any of whom may be nominated by the Council or by members in accordance with procedures set out in (b) below :-
- (b) Any six members may, not less than six weeks before the General Meeting, nominate in writing (with the written consent of the person nominated to act if elected) any duly qualified person other than one of those nominated by the Council, to fill any vacancy amongst the elected members of the Council. No one member may sign more than one such nomination paper, either as a proposer or supporter at any one election.
- (c) No member shall be eligible to fill any vacancy amongst the elected members unless nominated in accordance with (a) or (b) above.
- (d) Each Branch, Group or Section of the Institute shall nominate from their committee one of their members to represent them on the Branches Forum. The Branches Forum shall subsequently nominate three of their number, which shall include the Chairman, to be members of Council. Such nominations shall be received by the Council no later than the date of the last Council meeting preceding the General Meeting.
- (e) In the event of the nominations for any office or offices on Council being no more than sufficient to fill the vacancy or vacancies the Chairman may declare the person or persons nominated to fill such office or offices to be duly elected without the need for a ballot.
- (f) In the event of a ballot being deemed necessary the Council, at least twenty eight days before the General Meeting, shall prepare and issue to each member entitled to vote (in accordance with procedures set out in these Regulations) a list of candidates for election to fill the vacancies on the Council. Each member (excluding Students and Affiliates) shall vote using the Single Transferable Vote.
- (g) The closing date for ballots shall be not less than three clear working days before the time and date of the General Meeting. Any ballot papers received after this date shall be discounted.
- (h) The Council shall appoint a scrutineer or scrutineers, who shall execute the count of the votes received for each candidate.
- (i) The results shall be announced by the Chairman at the General Meeting. In the event of a tie the choice shall be determined by the drawing of lots as the Chairman may direct.

10. Proceedings of the Council

10.1 The quorum for a meeting of the Council shall be five.

10.2 The President, whom failing the President Elect or Vice Presidents, whom failing another member of the Council appointed by those present, shall chair meetings of the Council.

11. Committees

11.1 A committee established in pursuance of Bye-law 45 may be given any other title at the discretion of the Council.

11.2 There shall be the following standing (mandatory) committees:

11.2.1 The Human Resources Committee consisting of the Honorary Secretary (to be Chairman), the Chief Executive, and no less than three members of the Institute appointed by the Council including at least one from among their number.

11.2.2 The Finance and Audit Committee consisting of the Honorary Treasurer (to be chairman) the Chief Executive, and four members of the Institute, together with other such members, as appointed by the Council from amongst their number.

11.2.3 The Professional Affairs Committee consisting of the Professional Affairs Director and at least eight members of the Energy Institute with knowledge and experience in a wide range of energy-related industry or academia with a representation of Energy Institute membership grades, and any other registration grades as may be relevant.

11.2.4 The Disciplinary Committee, which shall be appointed by Council from time to time as required.

11.2.5 The Appeals Committee, which shall be appointed by Council from time to time as required.

11.2.6 The Benevolent Fund Management Committee consisting at least five people who are members of the Energy Institute. All members will be voting members. Membership of the Committee is approved by Council annually. A Secretary will be appointed by the Committee on an annual basis.

11.3 The terms of reference of committees shall be as specified from time to time by the Council but, in all other respects and subject to the Charter, Bye-laws and Regulations, the committees may regulate their own business under the guidance and direction of the Chief Executive

12. Sub-divisions of the Institute

There shall be local and regional subdivisions of the Institute as set out in these Regulations, governed in accordance with the provisions thereof.

The Council may at their discretion establish or dissolve such local and regional subdivisions, professional networks or other organisations of the Institute, such that each shall be constituted and its affairs carried out in accordance with the rules and regulations as may be laid down from time to time by Council.

13. Appointment of Auditors

13.1 In accordance with Bye-Law 52 Auditors shall be appointed and hold office, and their duties and remuneration regulated by the Finance and Audit Committee under delegated authority from the Council in accordance with the following Regulations:

- (a) An Auditor(s), who shall always consist of one Fellow of the Institute of Chartered Accountants in England and Wales, shall be appointed annually at the AGM and his or their remuneration determined by the Finance and Audit Committee. A retiring Auditor shall be eligible for re-appointment.
- (b) No member of the Council or Officer of the Institute shall be eligible as Auditor.
- (c) An Auditor(s) appointed at an AGM shall take office immediately upon the conclusion of that Meeting and shall continue in office until a successor or successors be duly elected.
- (d) The Council shall cause true accounts to be kept of the receipts and expenditure of the Institute, and of all such matters as shall be necessary to show the true financial state and condition of the Institute and shall cause the accounts of the Institute to be audited annually by the Auditor(s) duly elected. Such Auditor(s) shall have access at all reasonable times to the records of the Institute and shall verify and sign any annual or other statement of accounts submitted by the Council to any General Meeting. Such accounts shall be open to the inspection of all members, except affiliates and students at such times as the Council shall from time to time determine.
- (e) The Auditor(s) shall examine and report on the accounts of the Institute, such accounts being made up to the 31 December in each year.

14. Rules of Professional Conduct

Members of the Energy Institute recognise the importance of their professional activities for the quality of life and accept a personal obligation to act with integrity in the public interest and to maintain and improve their competence.

The following Rules, which are written in general terms, are designed to cover these broad principles.

The Rules are made by the Council of the Energy Institute in accordance with the By-laws of the Institute. They indicate the manner in which all members are required to conduct themselves in most situations. In other situations, members are required to order their conduct in accordance with the principle that in any conflict between the members' professional duties and their duty to other parties and interests, the members' professional duties will prevail.

1. Health, safety and the environment

1.1 Members will at all times take care to ensure that their work and the products of their work constitute no avoidable danger of death or injury or ill-health to any person.

1.2 Members will have due regard for the need to protect and sustain working and living environments, will make a systematic assessment of environmental, health and safety risks related to their work and their individual legal liability, and will inform clients whether or not professional indemnity insurance is held.

2. Maintaining and developing competence

2.1 Members will take all reasonable steps to maintain and develop their professional competence and that of their subordinates. They will encourage the education and training towards the appropriate level of membership of any person in their charge registered with the Institute or appropriate professional body.

3. Integrity and responsibilities

3.1 Members will discharge their professional responsibilities with integrity and will accept personal responsibility for all work done by them, or under their supervision or direction, and will take all reasonable steps to ensure that persons working under their authority are competent to carry out the tasks assigned to them.

3.2 Members will ensure that they and the persons working under their authority undertake technological tasks for others only if qualified by training or expertise and after full disclosure of relevant limitations.

3.3 Members will treat subordinates fairly and without bias.

4. Gratuities, commissions and conflicts of interest

4.1 Members will not accept remuneration in connection with professional services rendered to their employer other than from their employer or with their employer's consent; nor will they receive directly or indirectly any royalty, gratuity or commission on any article or process used in or for the purpose of the work in respect of which they are employed unless or until such royalty, gratuity or commission has been authorised by their employer.

4.2 Members will not, without disclosing the fact in writing to their clients and to their employer, wittingly be a director or member of, or a shareholder in, or act as agent for, any contracting or manufacturing company or firm or business with which they

may have occasion to deal on behalf of their clients or employer, or have any financial interest in or receive any benefit from or on behalf of such a business.

4.3 Members will not make false or exaggerated claims, or advertise any such claims expressly, in letters or articles for publication; nor will they permit others to use their name to endorse any such claims or in any form of advertising in relation to any product or process.

4.4 Members will not improperly seek work as an independent adviser, or consultant, either directly or through an agent; nor will they improperly pay any person for the introduction of such work.

4.5 Members will not seek to represent the Energy Institute, its members or its staff, unless expressly requested by the Chief Executive or a Director. If a member is invited to represent the EI on an external body, application should be made to the appropriate Director or Chief Executive for details of EI's policy.

5. Professional reputation

5.1 Members called upon to give an opinion in their professional capacity will, to the best of their ability, give an opinion that is objective and reliable and that includes clear statements of the impact and consequences of decisions and projects.

5.2 Subject to Paragraph 8, Members will not set out to challenge the professional reputation of others unless it is in the public interest or necessary to protect their own professional reputation.

6. Improper conduct

6.1 Members will at all times uphold the good name of the profession. They must notify the Institute on receiving a civil court order or criminal conviction, becoming bankrupt or disqualification under the Company Directors' Disqualification Act, 1986. It will be for Council to consider whether such conviction, bankruptcy or disqualification is damaging to the Institute or otherwise renders the member concerned unfit to be a member of the Institute.

7. Confidentiality

7.1 Members will not divulge any information acquired by them which is not within the public knowledge or any information given to them in confidence by a client or employer without the express authority of that client or employer, other than in evidence before a parliamentary committee, by order of a Court, or as required by law.

8. Violation by others

8.1 Members will report in writing to the Professional Affairs Director any violation of these rules by another member of the Energy Institute.

15. Regulations for Branches of the Energy Institute

General

Under the delegated authority of the Council the Branches Forum may, at their discretion, upon receipt of a request from a minimum of sufficient number of members resident in any district, create a branch or sub-division in accordance with Bye-Law 44(c). Each branch or sub-division shall be constituted, and its affairs shall be carried on, in accordance with the rules and regulations to be laid down from time to time by Council.

Nothing within these Regulations shall overrule, or be construed as contrary, to the Bye-laws and Royal Charter of the Institute and duties, operations and procedures within branches may be amended by the Council of the Energy Institute from time to time and as it may determine.

Committee

Subject to these Regulations the affairs of the branch shall be organised by a Committee, the composition of which shall be decided by the members of the branch and shall comprise individuals who are members of the branch and also by invitation such non-members who may be co-opted. The size of the Committee shall be at the discretion of the members of the branch in consultation with the Branches Forum and will normally be proportionate to the size of the branch. Members of the branch committee may include elected members and co-opted members or non-members by invitation and will not normally comprise less than five members.

The quorum to be present for any branch committee meeting shall not be less than three members, at least one of whom shall be an officer of the branch and the quorum for a General Meeting of the branch shall not be less than five members, including at least one officer of the branch.

Committee meetings are held when deemed necessary to further the objectives of the branch.

Branch Officers

All positions within the branch are honorary and without remuneration.

The committee of the branch shall appoint annually from amongst its members the following mandatory officers, who shall be individual and voting members of the Institute:-

Chairman:

The Chairman shall normally take up office at a branch General Meeting and may be appointed to serve for up to two years continuously. In exceptional circumstances, and at the discretion of the branch committee this term of office may be extended.

Honorary Secretary:

The Honorary Secretary shall hold office for a minimum period of three years, renewable for a further three year term by agreement of the branch Committee as it may see fit.

Honorary Treasurer:

The Honorary Treasurer shall hold office for a minimum period of three years, renewable for a further three year term by agreement of the branch Committee as it may see fit.

In addition, and at the discretion of the branch Committee, there shall be a Vice Chairman appointed to act as successor to the incumbent Chairman and who will succeed him as Chairman on completion of his term of office. The term of office of the Vice Chairman shall not exceed the term of office of the incumbent Chairman. The Vice Chairman will act in all respects as deputy to the Chairman and will stand in on his behalf in the event of his absence and preside accordingly.

Discretionary Officers:

Other officers may be appointed in consultation with and at the discretion of the Branches Forum and would normally serve an initial term of office of up to three years, renewable for a further three year term. Such additional officers of the committee may include the following, as examples:-

Membership and Education Advisor (Academic Liaison Officer)
Publicity Officer
Events Officer

General Meeting

A General Meeting of the branch shall normally be held annually in June of each year. Notice of the meeting shall be dispatched to members not less than 14 days in advance. Not more than 15 months should lapse between General Meetings. Such General Meetings shall be called by the Chairman or Secretary of the branch on the authority of the Committee.

Elections of Officers

Officers of the branch are appointed annually on the conclusion of a branch General Meeting called for that purpose. At least six weeks before the General Meeting the branch Honorary Secretary shall send a list of officers, showing those due to retire, and any vacancies, to members of the Branch.

Candidates for election must be members of the branch nominated by two further members of the branch. Signed nominations should reach the Honorary Secretary at least four weeks before the General Meeting. A simple ballot should always be introduced in circumstances which permit it. e.g. if there are more nominations than vacancies on the committee.

Each committee member shall have one vote. No member can vote by proxy. If in doubt, an officer of the branch should seek clarification from the Branches Forum. The Chairman has the casting vote. If the Chairman is not present for a meeting and he/she has not asked another officer to chair, the other members shall nominate a chairperson.

Any vacancy which may occur on the Committee during a session may be filled as a casual vacancy by a member nominated by the remaining members of the Committee. The member so appointed shall retire at the succeeding General Meeting but will be eligible for re-election.

Representation on Branches Forum

The branch shall report through the Branches Forum on its activities as appropriate, producing such necessary documentation and other materials as may be requested.

The branch Committee shall nominate an individual member from amongst its number to represent the branch on the Branches Forum. In the event of the nominated member being unable to attend a meeting of the Branches Forum an alternative member of the Committee may represent the branch, provided that advance notice has been given.

Procedures

Minutes of all Branch meetings, of Committee or General, shall be posted on the Branches microsite as soon thereafter as possible and reports of interesting meetings, visits and other matters concerning each Branch should be provided to the Public Relations Manager for publication as appropriate. Minutes of all meetings, branch files and information relating to Branch shall be held by the Honorary Secretary and on the Branches microsite.

Financial Management

Funds are allocated annually to the Branch in accordance with guidelines agreed by the Finance and Audit Committee, under delegated authority of the Council, and the liability of the Institute is limited to that amount. The finances of the Branch shall be controlled by its Committee and the Honorary Treasurer shall submit the branch budget request for the forthcoming financial year not later than September 30th in the previous year.

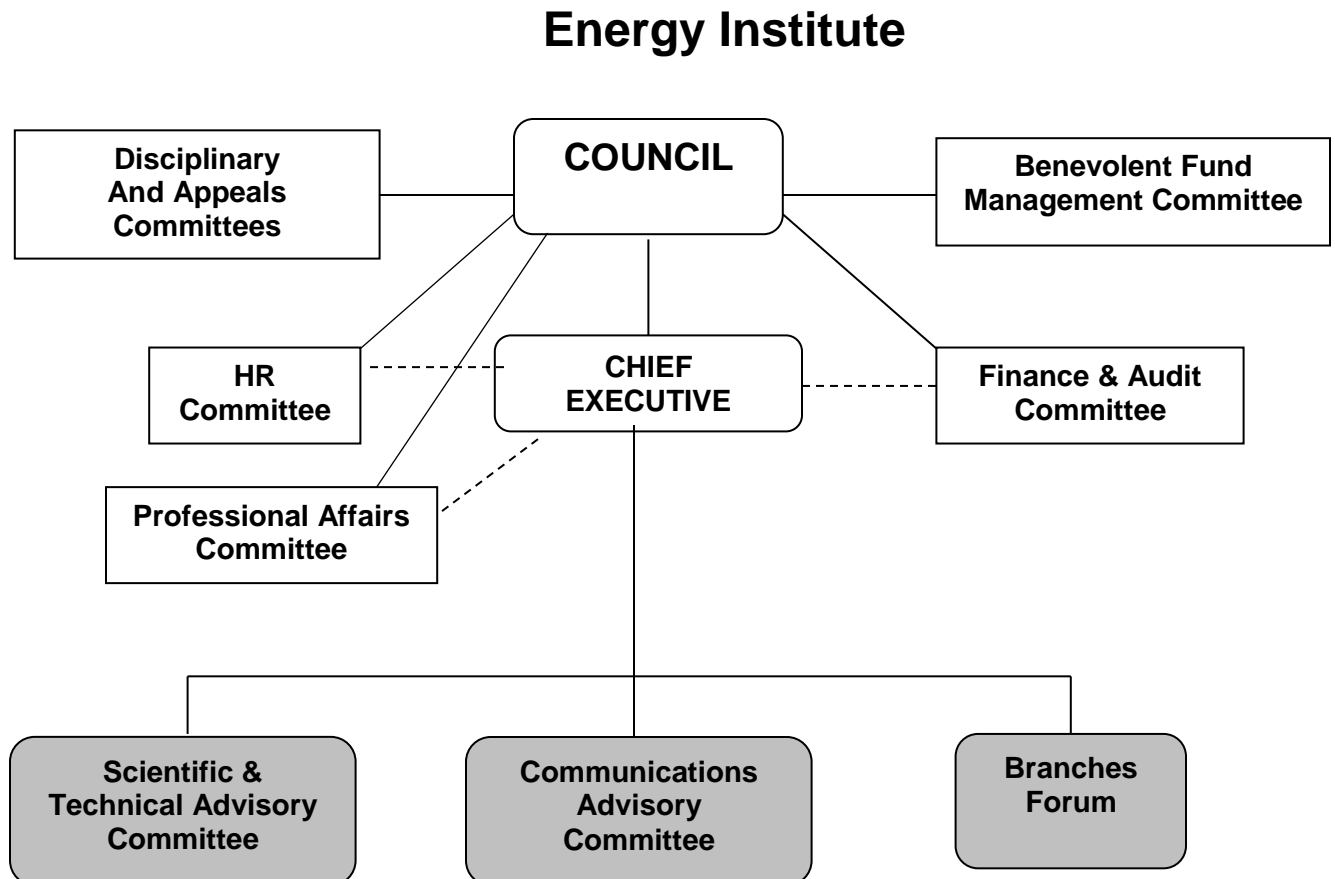
All accounts and books of the Branch shall be kept by the Honorary Treasurer who has a duty to report the full financial accounts of the branch at each branch committee meeting and to the Branches Forum at least annually. He is responsible for managing the finances of the branch and all administration related to this.

The accounts of the Branch shall be kept from January to December in accordance with the Institute's Financial Year. The annual financial report of the branch shall be rendered as required and at the direction of the Finance and Administration Director, and not normally later than 15 February in each year.

If, upon winding up or dissolution of any branch, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Branch but shall be remitted to the Institute for consideration by Council as it may determine.

4. ADMINISTRATIVE NOTES

4.1 Organisational Structure



Note: Council, in the light of recommendations by the Chief Executive will determine the Committees to be established to provide advice and guidance in support of the Executive and to monitor on behalf of Council key issues to facilitate the delivery of the strategy agreed by Council. Such Committees are non-mandatory and shown shaded in the above structure. They are not intended to be exhaustive but serve to illustrate a possible structure and Committees of Council, for which Terms of Reference are set out below:-

4.2 Terms of reference of the Council

4.2.1 Reporting and controls

- (a) The Council has a formal schedule of matters specifically reserved to it for decision (refer 4.2.2).
- (b) The Council recognises its central responsibility to present a balanced and understandable assessment of the Energy Institute's financial position and to ensure that an objective and professional relationship is maintained with the Energy Institute's external auditors (bye-laws 49 - 52). The Council approves the annual budget as presented by the Chief Executive and the Finance and Audit Committee. All financial reports will include a clear explanation of the underlying material facts, trends and variances.
- (c) The Council shall establish formal procedures for financial reporting and delegations, contractual commitments, use of the Energy Institute seal and other delegated authorities, which will be adhered to in all respects and reports made to the Council as appropriate.
- (d) Business at Council meetings will be as outlined in the agenda circulated by the Chief Executive following approval by the President or Chairman of the meeting. The Chief Executive will ensure that clearly referenced board papers will be prepared, consistent in length, style, and content with the efficient conduct of the Energy Institute's business, which will be circulated in good time before meetings (normally one week before meetings, subject to the Chairman's discretion).
- (e) The minutes will be cleared by the President or Chairman of the meeting and will clearly summarise the business discussed and specify the decisions reached and actions required.
- (f) Chairmen of all committees shall progress the business of their committees in accordance with their terms of reference and advise the Chief Executive as appropriate. On matters of wider implication than those governed by their committee Chairmen shall consult with the Chief Executive who will advise if other consultation is necessary. Chairmen will have the casting vote on all committees of the Energy Institute.
- (g) Business of the Energy Institute may be conducted using all appropriate methods of communication, including email, fax and telephone, which should be captured for the record as appropriate via written papers and reports.

4.2.2 Schedule of principal matters reserved to the Council

(i) Constitutional

- (a) Governance of the Energy Institute to include best practice reviews of operations and committee/organisational structure to deliver the objectives
- (b) Consideration and awareness of legislation and all other matters affecting the current and future status of the Energy Institute
- (c) Convening of AGM and elections of the President, and other Officers in accordance with regulations, as approved by Council
- (d) Appointment or removal of the Chief Executive and approval of all senior staff
- (e) Noting the use of the common seal
- (f) Appointments to committees and their Chairs and reporting arrangements
- (g) Ensure compliance with all legal, fiduciary and regulatory obligations of the Energy Institute
- (h) Approval of appointment/removal and remuneration of auditors
- (i) Review and approval of all budgets and financial controls and delegations of authority

(ii) Strategy and Structure

- (a) Determine strategic options and select those to be pursued concomitant with economic viability and level of risk
- (b) Ensure that the structure of the organisation and its capabilities are appropriate for implementing the business strategies and objectives, including Branch affairs
- (c) Review and evaluate current and future opportunities and risks for the Energy Institute

4.3 Terms of Reference of Committees

In accordance with Bye-Law 45 the Council shall have power to establish, to delegate its powers and functions to (other than the power to make Regulations or its non-delegatable powers as a body of trustees), to regulate and dissolve such committees with such functions as the Council may think fit.

4.3.1 Mandatory Committees

The Council, in the light of advice from the Chief Executive, shall establish committees to ensure that Council will properly discharge its strategic requirements in the administration of the affairs of the Institute These shall be regulated under defined terms and conditions and shall comprise:-

- a) HR Committee
- b) Finance and Audit Committee
- c) Professional Affairs Committee
- d) Benevolent Fund Management Committee
- e) Disciplinary Committee
- f) Appeals Committee
- g) Officers' Group

(a) HR Committee

The Council of the Energy Institute has delegated to the HR Committee responsibility for regulating staffing matters and the HR Committee will make recommendations to the Council, with the following terms of reference:

Committee Membership

As approved by Council and will consist of the Chief Executive and the Honorary Secretary, together with at least three additional members of the Energy Institute Council who will have knowledge of and experience in HR matters. The Chief Executive will co-ordinate the Committee as appropriate and any other person will be invited to attend as required.

Chairman

The Honorary Secretary. A Vice-Chairman will also be agreed, who will take the chair if the Chairman is unable to attend. Where neither the chairman nor the Vice-Chairman are able to attend, they will agree which member will take the chair in their place.

By invitation

Such other non-voting persons as the Committee may wish to invite.

Quorum

Three members. Any member not able to be present at a meeting will be advised of the proposed matters for discussion and invited to submit any comments on matters arising or agenda items to the Chairman prior to the meeting.

Frequency of meetings

The Committee will normally meet twice a year, or additionally if required. Any member failing to attend meetings for one year, to which they have been invited, without giving an explanation suitable to the Committee, will be deemed to have resigned.

Terms of reference

- a) To determine all aspects of remuneration and terms and conditions of service of the Energy Institute's appointed staff.

- b) To agree the basis of an annual salary review.
- c) To review strategic issues associated with HR policies and practices.

Reporting

The Chairman of the Committee will present reports to the Council summarising the conclusions reached at Committee meetings. The level of salary awards and matters of policy will be confirmed by the Council as appropriate - although personal details will generally be kept within the HR Committee.

Note: the day to day management of staff will be conducted by the Chief Executive, who will also be responsible for agreeing with the HR Committee (or with its Chairman in cases of urgency) any actions which are required in respect of the appointment or cessation of individual staff. All vacancies will be advertised in an appropriate manner and a short list of candidates be prepared, for interview by the Chief Executive; and in the case of senior posts, with at least one of the Officers present.

(b) Finance and Audit Committee

The Council of the Energy Institute has delegated to the Finance and Audit Committee responsibility for regulating and monitoring all financial issues in the management and reporting of the Institute's activities and governance, effecting both internal and external accountability.

The Finance and Audit Committee will make recommendations to the Council, with the following terms of reference:

Committee Membership

As approved by the Council and will consist of the Chief Executive and the Honorary Treasurer, together with at least four additional members of the Energy Institute Council, together with such other members as Council agrees, who will have knowledge of and experience in finance and business practices. The Finance and Administration Director will act as Secretary to the Committee.

Chairman

The Honorary Treasurer. A Vice-Chairman may also be agreed, who will take the chair if the Chairman is unable to attend. Where neither the Chairman nor the Vice-Chairman are able to attend, they will agree which member will take the chair in their place.

By invitation

Such other non-voting persons as the Committee may wish to invite on specific issues falling within its scope and responsibility.

Quorum

At least three of the five Council Members in addition to the Chief Executive or nominee. Any member not able to be present at a meeting will be advised of the proposed matters for discussion and invited to submit any comments on matters arising or agenda items to the Chairman prior to the meeting.

Frequency of meetings

The committee will normally meet three times a year, or additionally if required. Any member failing to attend meetings for one year, to which they have been invited, without giving an explanation suitable to the Committee, will be deemed to have resigned.

Terms of reference

- a) set and monitor financial business policy
- b) approve and monitor financial delegations of authority, investments, banking and treasury matters
- c) approve and monitor pension plan(s) management
- d) approve and monitor operational and capital budgets and forecasts
- e) establish procedures to monitor actual performance against budgets and forecasts
- f) approve management accounts for presentation to Council
- g) responsible for the selection of and recommendation to Council for appointment of (as required) specialist advisers, including external auditors, taxation, pensions, investment/fund managers.
- h) Council members only (as trustees) to receive annual report from and meet with the external auditors to review accounts and procedures
- i) Review and approve for recommendation to Council as appropriate all principal external financial reports, including the Annual Report and Accounts and Charity Commission Return.
- j) Set policy on, approve and monitor all subsidiary/joint venture companies
- k) Set policy on, approve and monitor all financial obligations on leases, guarantees and contingencies
- l) Establish procedures to monitor financial staff performance and competency

Reporting

The Chairman of the committee will present reports to the Council summarising the outcomes and recommendations from all committee meetings

(c) Professional Affairs Committee

The Council of the Energy Institute has delegated to the Professional Affairs Committee responsibility for establishing, regulating and monitoring best practice procedures in respect of individual membership and membership services; EC(UK) and consultant registration; education and training services through academic networking, course accreditations and distance learning and vocational programmes; scheme accreditations (eg EEAS, EMYA, etc.); careers advice and continuing professional development.

The Professional Affairs Committee will advise on best practice and provide guidance and support to Council under the following terms of reference:

Membership

As approved by the Council annually. The committee will consist of at least eight members of the Energy Institute with knowledge and experience in a wide range of energy-related industry and academia with a representation of Energy Institute membership grades and other registration grades. Each Committee member will have one vote. In addition the Committee will include the Professional Affairs Director, who will co-ordinate and manage its activities, and the Membership Officer, who will act as

secretary to the Committee. Other staff may be invited to attend meetings as may be appropriate to the agenda.

Chairman

To be nominated from within the Committee members and agreed by Council to serve for a term of three years. A Vice-Chairman will also be agreed, for the same period, who will take the chair if the Chairman is unable to attend. Where neither the Chairman nor the Vice-Chairman are able to attend, they will agree which member will take the chair in their place. It may be possible for the Chairman and/or Vice-Chairman to continue for a further term, subject to Council's agreement.

By invitation

Such other non-voting specialists as the Committee may wish to invite to advise, where necessary, and monitor, where appropriate. Pools of academics and industrialists will also be identified from which to draw groups to undertake accreditation and approval visits and to accredit and approve IPD and CPD programmes.

Quorum

Four members plus the Professional Affairs Director. Any member not able to be present at a meeting will be advised of the proposed matters for discussion and invited to submit any comments on matters arising or agenda items to the Chairman prior to the meeting.

Frequency of meetings

The Committee will meet as necessary but not less than three times each year. Any member failing to attend meetings for one year, to which they have been invited, without giving an explanation suitable to the Committee, will be deemed to have resigned.

Terms of reference

The Professional Affairs Committee will comprise two principal sub groups, relating to Membership and Accreditation, and an Appeals Committee, which will meet as required to hear any appeals on membership applications. Members of these sub groups will be drawn from the Committee members and directorate staff as appropriate, with others co-opted as necessary. These sub-groups will report to the Professional Affairs Committee and thereby determine the overall terms of reference of the Committee with responsibility as follows:-

In relation to Membership

- To advise and support Council on matters relating to membership requirements and admission policy and to make any recommendations for changes to these as may be appropriate and to determine on behalf of Council, in accordance with bye-laws, which applicants for membership of the Energy Institute satisfy these requirements.
- Establish an Individual Case Procedure (ICP) Panel which advises, monitors and assesses all Individual Case Procedure (ICP) applicants for registration by EC(UK) before they may be approved for membership by the Membership Panel.
- To develop the membership of the Energy Institute, in line with business plan objectives and targets through seeking new avenues for individual and academic membership within the UK and overseas, submitting proposals to establish new branches as appropriate.
- To ensure the effective dissemination of information, relating to membership to all committees, groups and branches, providing training where necessary.

In relation to Accreditation

- To establish and develop the Energy Institute's academic and training programme accreditation and approval policies and to identify and recommend approval of academic courses at all levels, which satisfy the requirements of the Energy Institute for membership at any grade and the requirements of the Engineering Council (UK) for registration as an engineering technician, incorporated or chartered engineer.
- To report and make recommendations to the Council on necessary changes to policies, procedures and practices relating to the education, training and professional development requirements of the Energy Institute.

The Professional Affairs Committee will also oversee related education, training and professional development issues including:

- To develop and monitor educational and training schemes (eg TEMOL) and to monitor theory and practice within other organisations and institutions to ensure the Energy Institute complies with the relevant requirements for course accreditation and approval and IPD and CPD approval.
- To encourage members to develop a commitment to CPD in their career advancement and provide a mechanism for monitoring and recording CPD.
- To ensure the effective dissemination of information, relating to education, training and professional development, to all Committees, panels and branches, providing training where necessary.
- To develop and monitor registration schemes via the Register of Energy Consultants or suitable alternative.

Working arrangements

- The activities of the above will normally be carried out by the committee or ad-hoc working groups with the exception of approval and accreditation of academic, IPD and CPD courses. The approval and accreditation of academic and industrial courses and training schemes will be carried out by appropriately qualified members of the Committee and supplemented by others drawn from a specialist pool of members of the Energy Institute, who have knowledge and experience in relevant disciplines.

Reporting

Under its delegated authority of the Council the Professional Affairs Committee will approve grades of membership of successful applicants and report such approvals to the Council, together with all other membership and education and training matters, via minutes of their meetings and representation to Council as may be deemed necessary/appropriate.

(d) Benevolent Fund Management Committee

[Note: The following amended terms of reference were approved by Council at their meeting on 13 December 2005.]

The Council of the Energy Institute has delegated to the Benevolent Fund Management Committee responsibility for determining applications from members or former members for assistance from the Benevolent Fund in accordance with the Declaration of Trust and Rules of the Fund.

Committee Membership

At least 5 people who are members of the Energy Institute. All members will be voting members. Membership of the Committee is approved by Council annually. A Secretary will be appointed by the Committee on an annual basis.

Chairman

The Chairman will be nominated by members of the Committee and his or her appointment approved by Council. The appointment is made for a period of 3 years and is renewable once to permit a maximum continuous term of 6 years. Where the Chairman is unable to attend, those present will agree which member will take the chair in their place. The chairman of the meeting carries a casting vote.

By invitation

Such other non-voting persons as the Committee may wish to invite on specific issues falling within its scope and responsibility.

Quorum

At least 3 members. Any member not able to be present at a meeting will be advised of the proposed matters for discussion and invited to submit any comments on matters arising or agenda items to the Chairman prior to the meeting.

Frequency of meetings

The Committee will normally meet twice a year or additionally if required. Any member failing to attend meetings for one year, to which they have been invited, without giving an explanation acceptable to the Committee, will be deemed to have resigned. Between meetings the business of the Committee may be concluded using electronic communication methods with decision making operating on a simple majority based response as it would if members were present at a meeting. The outcome of any electronic 'discussion' will be confirmed in an email from the Secretary.

Terms of reference

- To consider and approve applications for assistance from the Benevolent Fund in accordance with the Declaration of Trust and Rules of the Fund.
- To raise and invest all moneys in accordance with EI Benevolent Fund Declaration of Trust.

Reporting

The Chairman of the Committee will report to Council each year summarising the outcomes from all committee meetings. Council approvals will be sought as required.

(e) Disciplinary Committee (refer 6.3 of Council Regulations)

The Disciplinary Committee will consider any breaches of the members' code of conduct submitted in writing to the Chief Executive. The committee will be formed on an ad hoc basis when a complaint arises, according to the Regulations. Membership of the committee will be approved by Council and it will only meet when matters arise and report to Council accordingly.

(f) Appeals Committee (refer 6.7 of Council Regulations)

The Appeals Committee will consider any appeals in respect of any disciplinary judgements made in respect of any breaches of the members' code of conduct heard by the Disciplinary Committee. The Committee will comprise of at least 5 members of the Council, not having had prior involvement with the original Disciplinary hearing and may include the President or Honorary Secretary. The Chief Executive will act as Secretary to this committee. Membership of the committee will be approved by Council and it will only meet when matters arise and report to Council accordingly.

(g) Officers Group

From time to time the President may deem it necessary to convene a meeting of Officers and others as appropriate to effect any urgent business concerned with management action to safeguard the interests of the Energy Institute on behalf of Council. The President shall be empowered so to do and will report on all matters as appropriate to Council.

4.3.2 Discretionary Committees

In addition, and in the light of advice from the Chief Executive, there may be further committees established to provide advice and guidance in support of the Executive and to monitor on behalf of Council key issues to facilitate the delivery of the strategy agreed by Council in the furtherance of the objects of the Institute.

All committees so constituted shall be subject to appropriate Terms of Reference and delegations of authority as set by Council. Membership and Chair of all committees shall be as set out in terms of reference as defined and Council members will be encouraged to serve on such committee(s) as may be appropriate to their knowledge and skills. Executive staff will have designated responsibility under the delegated authority of the Chief Executive for the organisation and management of all committees, working in conjunction with the respective Chair.

These may include:-

- a) Scientific and Technical Advisory Committee
- b) Branches Forum
- c) Communications Advisory Panel

a) Scientific and Technical Advisory Committee

The Scientific and Technical Advisory Committee (STAC) has delegated responsibility through the Chief Executive for and on behalf of Council for defining, resourcing and managing the Institute's technical and scientific programmes and projects on behalf of STAC and others. Its role includes identifying and developing business development opportunities; providing the international energy industry with cost effective, value adding knowledge and guidance on key current and future issues; providing standards, guidelines and codes of practice for use by the industry in its work; prioritising and focusing research and projects in key areas of Health, Safety, Environment, Standardisation, Hydrocarbon Management, Distribution and Marketing,;

The Scientific and Technical Advisory Committee will exercise its responsibilities to Council under the following terms of reference:-

Membership

Appointed from EI Technical Partners. The Committee will consist of members with appropriate knowledge and experience, six of whom will be Chairs of the advisory sub-groups of Health, Safety, Environment, Standardisation, Hydrocarbon Management, Distribution and Marketing, the balance being STAC member representatives, reflecting the diverse nature and size of all sectors of the industry. Each committee member will have one vote. In addition the Committee will include the Technical Director, who will co-ordinate and manage its activities, and a Technical Officer who will act as Secretary to the Committee. Other staff may be invited to attend meetings as may be appropriate to the agenda.

Chairman

Will be nominated by EI Secretariate, to be agreed by Council and who will serve for a term of three years. A Vice-Chairman may also be agreed, for the same period, who will take the chair if the Chairman is unable to attend. Where neither the Chairman nor the Vice-Chairman are able to attend, they will agree which member will take the chair in their place. It may be possible for the Chairman and/or Vice-Chairman to continue for a further term, subject to Council's agreement.

By invitation

Such other non-voting specialists as the committee may wish to invite to advise, where necessary, and monitor, where appropriate.

Quorum

Six members plus the Technical Director. Any member not able to be present at a meeting will be advised of the proposed matters for discussion and invited to submit any comments on matters arising or agenda items to the Chairman prior to the meeting.

Frequency of meetings

The Committee will meet at least three times a year, usually March, June and November and at the discretion of the Chair to meet business plan and budgetary proposal timetables in respect of the technical programme.

Terms of reference

The Scientific and Technical Advisory Committee will comprise of six principal sub groups, relating to Health, Safety, Environment, Standardisation, Hydrocarbon Management, Distribution and Marketing, members of which will be drawn from the committee members, directorate staff and co-opted specialist advisers as appropriate. These sub-groups will report to the Scientific and Technology Advisory Committee and thereby determine the overall terms of reference of the Committee with responsibility as follows:-

Health

Through knowledge and understanding of current legislation and best practice advise and support Council on all matters relating to health as may be relevant, specifically to the oil and gas industry but also to the energy industry at large, including:-

- a) **Occupational hygiene**; associated with decommissioning, asbestos, noise exposure, benzene exposure, hand arm vibration, biological agents, legionella, service stations and others as may be identified
- b) **Occupational and environmental medicine**; related to fitness to work, benzene, bitumen, circadian adaptation to offshore shiftwork, roll of occupational health providers and others as may be appropriate.
- c) **Epidemiology**; through monitoring and reviewing movement and trends throughout the industry, including the maintenance and updating of refinery and distribution workers database, evaluation of comparable third party programmes (eg Australian Healthwatch) and the development of benzene exposure cohorts
- d) **Legislation**; through monitoring and reviewing international and industry specific legislation and procedures respond to and provide guidance on all aspects of health legislation.

Safety

Through knowledge and understanding of current legislation and best practice advise and support Council on all matters relating to safety as may be relevant, specifically to the oil and gas industry but also to the energy industry at large. Monitor all areas of the industry on a global basis and through positive involvement, consultation and liaison with government bodies and regulators be aware of all relevant directives to ensure that safety guidance recommendations are current and fit for purpose. Principal areas of involvement will be constantly reviewed but will include,

- a) **Special projects**; monitor and review industry requirements and through studies and consultation provide guidance on and define standards for the competence of managerial and professional staff in all aspects of safety, including pressure vessels, fire and blast, thermal management of subsea bundles, flowlines and riser systems
- b) **Refining**; continuous review of guidance standards and practices in refinery processes
- c) **Distribution and marketing**; monitor and review emergency response procedures relating to road/rail tanker incidents and provide guidance on the implications of all directives relating to storage, handling and distribution terminal operations.
- d) **Aviation**; in association with relevant international standards organisations produce directives and codes of practice on aviation fuel handling and storage; work with

international military organisations in the adoption of civilian standards; identify, initiate and develop JIPs in key work areas.

- e) **Electrical**; promote the use and understanding of the area classification code through industry training and seminars; monitor, review and update Electrical Safety Code
- f) **Human Factor**; facilitate the dissemination of safety knowledge and expertise through all communication media and work with all stakeholders to establish industry wide education and training in current best practice.

Environment

Through knowledge and understanding of current legislation and best practice advise and support Council on all matters relating to environmental issues as may be relevant, specifically to the oil and gas industry but also to the energy industry at large. Identify and initiate sponsorship of cost effective scientific and technical work related to the impact of the industry on the environment; provide factual and scientific based information to facilitate an industry co-ordinated approach and from which to develop codes and protocols on best practice. To work closely with all other relevant bodies within the industry, government departments and agencies and regulators to support the commitment to respond effectively and timely to the technical aspects of environmental legislation. Key areas of focus include:-

- a) **Oil spills**; understanding the use of dispersants, waste disposal and contingency planning
- b) **Microbiology**; improve knowledge of corrosion issues, microbial spoilage and metal working fluids
- c) **Emissions**; from fuels and operations
- d) **Air**; understanding of the impact of the industry on air quality
- e) **Soil/waste/Groundwater**; understanding of the industry impact
- f) **Upstream**; monitor issues relating to upstream activities, including decommissioning

Standardisation

Through knowledge and understanding of current legislation and best practice advise and support Council on all matters relating to the development of standards as may be relevant, specifically to the oil and gas industry but also to seek to develop the knowledge and expertise to the energy industry at large;-

- **Test methods**

To meet the needs of UK, European and International specifications, environmental and safety requirements and the application of new technologies. In addition, provide technical input for the development of European Norms and International Standards and actively support collaborative work within CEN and ISO. Continue to work with other Standards Organisations and where appropriate produce Joint Technically Equivalent Standards. Organise for the dissemination of technical ideas and information on test methods and their use in specifications

Hydrocarbon Management

Through knowledge and understanding of current legislation and best practice advise and support Council on all matters relating to the development of test methods as may be relevant, specifically to the oil and gas industry but also to seek to develop the knowledge and expertise to the energy industry at large:

- **Petroleum Measurement**

Work closely with UK legislators, API, ISO and others under the terms of the Phoenix Agreement, on issues related to, and guidance documents on the measurement of crude oil, petroleum products and gases, taking into consideration legislative, environmental and safety requirements and the needs of the industry. It will provide technical input for the development of European Norms and International Standards and actively support collaborative work within CEN and ISO. Continue to work with other Standards Organisations and where appropriate produce Joint Technically Equivalent Standards.

Distribution and Marketing

Through knowledge and understanding of current legislation and guidance in UK and European standards in equipment, environmental requirements and operating practices advise and support Council on all matters relating to the distribution and marketing as may be relevant, specifically to the oil and gas industry but also to the energy industry at large.

- a) Monitor, review and provide guidance on design, operation and maintenance on road tankers, distribution terminals and retail sites and ensure compliance with all aspects of health, safety and environmental issues.
- b) Develop and publish new guidance documents as required to ensure current and fit for purpose
- c) Provide an industry forum for sharing information and best practices on risk assessment and H&S issues relating to distribution and marketing
- d) Commission research in response to industry needs in the development of equipment and operating practices
- e) Review all publications, directives and guidance notes on standards and codes of practice relating to the handling, storage and distribution from depots and retail outlets of all flammable products, attendant plant and equipment and site safe working practices.

Reporting

Via minutes of their meetings and representation to Council as may be deemed necessary/appropriate, the Scientific and Technology Advisory Committee will report to Council on the annual technical work programme and the allocation and management of the programme budget via the Technical Director. In addition it will report on the identification of business development opportunities and on emerging and strategic issues for the industry by which the general and technical profile of the Institute may be enhanced.

b) Branches Forum

The Branches Forum has delegated responsibility through the Chief Executive for and on behalf of Council to determine the proposals regarding the structure and organisation of branch networks, both within the UK and overseas; to enhance the co-ordination of branch activities to ensure a consistency and quality of approach in all programmes within the Institute in delivering membership services and furthering the objectives of the Institute through local organisations.

Membership

As approved by the Council annually. The Forum will normally consist of one member nominated by each branch and who may or may not be a Council member. Each member will have one vote. Overseas members unable to attend may provide their input electronically and on issues requiring voting may do so by proxy through the Chair. The Forum shall be co-ordinated by the Communications Director and other staff will attend as required.

Chairman

Will be a member of Council and to be nominated and agreed by Council to serve for a term of three years. A Vice-Chairman will also be agreed, for the same period, who will take the chair if the Chairman is unable to attend. Where neither the Chairman nor the Vice-Chairman are able to attend, they will agree which member will take the chair in their place. It may be possible for the Chairman and/or Vice-Chairman to continue for a further term, subject to Council's agreement.

By invitation

Such other non-voting specialists as the committee may wish to invite to advise where necessary and as appropriate.

Quorum

Six members plus the Communications Director. Any member not able to be present at a meeting will be advised of the proposed matters for discussion and invited to submit any comments on matters arising or agenda items to the Chairman prior to the meeting.

Frequency of meetings

The Forum will meet as necessary, but not less than twice a year.

Terms of reference

- To promote cross-fertilisation of ideas/action between branches.
- To be a mechanism to enhance the co-ordination of branch affairs and interests and to facilitate the establishment of Special Interest Groups, on a regional and/or national basis
- To establish and monitor the rules and guidance for the formation of local branch committees by which the objects of the Institute may be pursued at local level in accordance with the Charter and Bye-Laws.
- To co-ordinate branch activities to ensure a consistency in standards and profile.
- To liaise with other committees as necessary in the delivery of membership services and regional events

Reporting

The Committee will report for all matters to the Council, via the minutes of meetings and representation of the Branches Forum Chairman.

c) Communications Advisory Panel

The Communications Advisory Panel (CAP) was created in 2004 to support the Energy Institute in ensuring that the depth and breadth of energy topics are being addressed across the EI's activities.

The CAP was also created to provide a pool of expertise from which the EI could draw for media relations and government consultations purposes.

Membership

Members have been identified for their expertise as champions of particular issues to work collectively as a cross section of expertise across the energy industry. An additional pool of EI members has been identified to provide additional support on an ad-hoc basis and in response to more specific, specialist requests.

Chairman

Will be one of the Institute's Vice Presidents nominated and agreed by Council to serve for a term of two years.

Quorum

Three non-EI staff members and the Communications Director.

Frequency of meetings

At least two meetings a year and e-mail correspondence

Terms of reference

- To identify issues and advise the EI communications team on which are appropriate for the EI to stimulate debate upon and/or address via other EI products and services such as SIGs, and the conference, technical and branch events programmes.
- To advise on the form that any such initiative by the EI might take.
- To ensure that the communications activity is consistent with the EI's position in the community and its purposes and values, and engage Council with CAP activities within that context.
- To contribute information/expertise to help with building relationships with the media
- To advise, support and help disseminate EI responses to government consultations.
- The group is issue driven and takes a strategic view of the energy sector as a whole. It does not champion single sector interests. It monitors outputs from government, RDAs, funding bodies etc. to keep abreast of latest thinking on energy related issues and policy.

4.3.2 Roles of the Officers of The Energy Institute

President

- Primary role is as the senior ambassador for the Energy Institute and its activities, representing the Institute both internally and externally at senior levels within the global energy industry and government.
- Oversees and guides the evaluation of policy and governance of the Energy Institute.
- Chairs the Council and is an ex-officio member of all committees..
- Approves the annual report, on behalf of the Council for presentation to the members at an AGM
- Is supported by the Chief Executive and Honorary Officers
- Line manager to the Chief Executive.

President Elect / Past President

- A fellow ambassador for the Energy Institute's activities.
- Contributes to the evaluation of policy and governance of the Energy Institute.
- Supported by the Chief Executive Officer and Honorary Officers.

Honorary Secretary

- Acts as the "conscience of the Energy Institute".
- Advises on constitutional and governance matters.
- Advises on the effective operation of committees, decision-making, communications with branches and members, representation of the Energy Institute, and on day-to-day operation of the Energy Institute.
- Chair of the HR Committee

Honorary Treasurer

- Provides an independent check on the keeping of satisfactory financial records and reporting to council on the Energy Institute's financial position.
- Approves the annual budget and annual report for presentation by the Chief Executive to the Council.
- Facilitates liaison between the Energy Institute and the external auditors.
- Brings to the role appropriate knowledge and experience of financial controls and reporting arrangements to best business practice
- Chair of the Finance and Audit Committee

Vice Presidents

- Fellow ambassadors for the Energy Institute and its activities, both internally and externally at senior levels within the global energy industry.
- Committee chairs or members appropriate to their knowledge and expertise, and specifically chair of the Communications Advisory Panel.