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**Bylaws and Code of Conduct EDITED agm 2024**

(FOUNDED SEPTEMBER 1980)

**SECTION A – OBJECTIVES**

The main objectives of the Society are:-

to establish professional and educational standards for safety and reliability professionals

* to provide a central organisation dedicated to the stimulation and advancement of safety and reliability technology for the benefit of industry and the public
* to provide an international forum for the exchange of information on safety and reliability engineering
* to establish standard techniques and encourage consistency in their application
* to encourage organisations and government departments to apply safety and reliability techniques
* to enhance the status of Society members

**SECTION B – BYLAWS**

**1. DEFINITIONS**

In the Bylaws the word or words in the list next following shall, unless the context otherwise requires, bear the meaning set under each respectively:

**The Society**

The Safety and Reliability Society, whose broad objectives are defined in Section A.

**Member**

The use of the term Member (with a capital M) shall refer to that class of Member as defined in Bylaw 2, but the use of the word member (with a small m) shall refer to all classes of membership, that is all persons or organisations who are on the Register of the Society.

**The Council**

The collective body of members duly elected or appointed and constituting the Council of the Society for the time being.

**Branches**

Branches are associations organised under rules and in locations approved by the Council for the general advancement of the Society’s objectives.

**Corporate Members**

Corporate Members are those in the classes of Fellow and Member, Associate Member, Associate and Student and those Honorary Fellows who were previously Corporate Members

**Non-Corporate Members**

Non-Corporate Members are Affiliates and those Honorary Fellows who were not previously Corporate Members of society

**Voters**

Voters are defined as Corporate Members.

**Notice**

Notice includes a voting paper.

**Registered Address**

The address of a member which, for the time being appears on the Register of the Society.

**2. MEMBERSHIP OF THE SOCIETY**

**(A) Classes of Membership**

There shall be seven classes of membership of the Society, which shall be termed respectively Fellow, Honorary Fellow, Member, Associate Member, Associate, Student and Affiliate.

**(B) Fellows**

Applications for Fellowship shall be proposed by 2 CEng or equivalent, at least one shall be a Fellow of SaRS; in exceptional circumstances this requirement may, at the discretion of the Council, be relaxed.  Every candidate for election into the class of Fellow shall be a member or possess the qualification necessary for membership and

(a)       have held a senior position in the Safety and Reliability field for at least two years.

(b)       Satisfy the criteria in the Membership and grading manual

**(C) Honorary Fellows**
The Council may elect as Honorary Fellows:
(a)        Persons distinguished in the safety and reliability field, or
(b)        Persons who have made a major contribution to the Society.
**(D) Members**

Applicants for Membership shall be proposed by 2 IEng or equivalent, at least one should be MSaRS; in exceptional circumstances this requirement may, at the discretion of the Council be relaxed.

A candidate for election into the class of Member shall possess the following qualifications:

(a)       an honours degree in an appropriate subject or be registered as a Chartered Engineer, Incorporated Engineer or equivalent, and have two years relevant experience, or

(b)       meet the requirements of the Relevant Experience route to membership

**(E) Associate Members**
Every candidate for election or transfer to the class of Associate Member shall satisfy the Council that they intend to fulfil the requirements for admission to the class of Member and either:
(a)        Satisfies the educational requirements for Member and is engaged in “Safety and Reliability” work or
(b)        Has a qualification not satisfying the above criteria but acceptable to Council as described in the Membership and Grading Manual, together with 2 years relevant experience such as would be required for the class of Member.
**(F) Associates**
Every candidate for election or transfer to the class of Associate shall satisfy the Council – that their  association with the Society will conduce the general advancement of safety and reliability.
**(G) Students**
Every candidate for election to the class of Student shall satisfy the Council
(a)        that they are undergoing a regular course of further education approved by the Council, and
(b)        that they intend to fulfil the requirements for admission to the class of Associate Member.
**(H) Affiliates**
In order to pursue the objects of the Society over the widest possible field the Society operates an Affiliate membership scheme for corporate organisations such as registered companies, government departments, professional institutions and educational establishments.  Admission to affiliated membership will be at the discretion of the Council.  Affiliates may indicate their membership of the Society by using the phrase “Affiliate of The Safety and Reliability Society” and shall cease to use the phrase on resignation or termination of their membership.
**(I) Termination of Membership**
The Council reserves the right to terminate the membership of any member it considers ineligible for whatever reason.
**(J) Resignation of Membership**
Any member may resign their membership with effect from the 1st January in the year following receipt in writing by the Society of the notice of resignation.
**(K) Code of Conduct for Members**
All classes of membership are required to abide by the Code of Conduct appended to these Bylaws.
**3. ELECTION OF MEMBERS**
**(A) General**
No person shall be elected to membership of any class unless their  election has been approved by the Council.
Applications for election shall be on a form approved by the Council.
**(B) Notification of Membership**
Every person duly elected a member or transferred between grades shall be so informed by letter.  Their membership or transfer will not be effective until they have paid the monies due.  If such monies are not paid within three months of the date of election, the election may be declared void.
**(C) Certificate of Election**
Every person whose election has become effective in any class shall receive a Certificate of their  election.  The certificate remains the property of the Society and shall be returned on application by the Council or when the holder ceases to be a member of the Society.
**(D) Abbreviated Titles**
Honorary Fellows and Fellows, Members, Associate Members and Associates of the Society may use the following abbreviated forms to indicate the class of the Society to which they respectively belong: HonFSarS, FSaRS, MSaRS, AMSaRS, ASaRS and shall cease to use an abbreviated title on resignation or termination of membership.
**4. SUBSCRIPTIONS**
The annual subscriptions, transfer and entrance fees payable by members shall be published on the SaRS Website and subject to review at each Annual General Meeting.
All annual subscriptions shall be due on the first day of January for the year beginning.  The subscription of any member shall be due on their election and shall be that appropriate to their class at the date of the election.  Any member elected on or after the first day of July and before the thirtieth day of September in any year shall be liable for six months subscription to cover the unexpired portion of the year of election.  The subscription of any member elected on or after the first day of October in any year shall cover both the unexpired part of the year of election and the following year.  Any member transferred to another class of membership shall pay the full subscription for the current year of the class to which they are transferred, and the subscription they have already paid for the year shall be taken as part payment thereof.  If transference shall take effect on or after the first day of July and before the thirtieth day of September of any year the member transferred shall pay half the difference between the subscription for the class they leave and that for the class to which they have been transferred.  If transference shall take effect on or after the first day of October of any year, the member transferred shall pay the full subscription for the class to which they have been transferred  but this subscription shall cover both the unexpired part of the year of transfer and the year following.
Any member who fails to pay their subscription, without good cause, within six months of the renewal date shall cease to be a member.

**5. THE COUNCIL**
The overall conduct and the policy of the Society is vested in a Council.
**(A) Composition of Council**
The Council shall consist of:
**President
Finance Director
Up to Fifteen Corporate members**The following Officers of the Council are elected or appointed as below

1. **Chair
Chair-Elect
Past Chair
Governance Director
Director under the age of 35**

All Council members except the Chair shall have the right to vote at Council meetings.  In the event of a tie the Chair shall have a casting vote.
**(B) Elected Members of the Council**
A maximum of fifteen Corporate Members of the Council shall be maintained and elected from among members of the Society and shall hold office for three years.
One third of the elected members of the Council shall retire at the conclusion of each Annual General Meeting.  A retiring member shall be eligible for re-election.
A retiring member shall hold office until the conclusion of the Annual General Meeting at which they retire.
The office of a member of the Council shall be vacated if:
(a)        the member, by notice in writing to the Society, resigns their office, or
(b)        the member ceases to be a member of the Society, or
(c)        without the consent of the Council the member holds an office of profit under the Society, or
(d)        being interested in any contract with the Society the member fails to disclose the nature of their personal or significant material interest, or
(e)        the member becomes bankrupt or makes any arrangement or composition with their creditors generally, or
(f)         a Receiver of the member’s assets is appointed by the Court of Protection, or
(g)        three-quarters of the members present at a meeting of the Council, at which 21 days notice of the proposed resolution has been given, vote for removal of the member from office, or
(h)        the member absents  themselves  from Meetings without reasonable excuse for a period of six months, or
(i)         the member breaches privileged information without the authority of the Council.
In the event of death, disqualification or resignation from the Council, the vacancy shall be filled by the Council, and the member so co-opted shall hold office for the remainder of the term of office of the member they have replaced.
**(C) The President**
The President of the Society shall be elected by the Council for a term not exceeding three years, Council shall have the option to request one extension of up to three years. No person shall be eligible for re-election to the office of the President within three years of the completion of their previous term. They may represent the Society as required by Council and may take the Chair if requested by the Council.
**(D) The Chair**
The Chair shall be elected by the Council from among the fifteen elected Corporate members at the Council meeting prior to the date of the AGM and shall hold office for one year.  They shall take office at the conclusion of the Annual General Meeting next following their election.  Council shall have the option to request a 12 month extension to a serving Chair’s term, one such renewal only to be allowed. Normally, the candidate for the Chair shall be the Chair-Elect. No person shall be eligible for re-election to the office of Chair within a period of two years from the date of the completion of their previous office term.
The Chair shall normally take the chair at all meetings of the Council, and Annual General Meetings of the Society at which they are present, and may take the chair at any other meeting of the Society.  Normally, in the absence of the Chair the Chair-Elect shall take the chair at meetings of the Council, and Annual General Meetings.  In the absence of both the Chair and Chair-Elect, the members present may select one of their number to chair the meeting.
In the event of the death or resignation of the Chair, the Chair-Elect shall immediately succeed them as Acting Chair whilst retaining the position of Chair-Elect.
**(E) The Chair-Elect**
The Chair-Elect who shall be a Corporate Member shall be elected by the Council from among the fifteen elected Corporate members at the Council meeting prior to the date of the AGM each year and shall take office as the Chair-Elect at the conclusion of the following Annual General Meeting and hold this office for one year.
In the circumstance of the serving Chair agreeing to a request by the Council for a 12 month extension to their term of office, the Council shall invite the Chair-Elect to serve a 12 month extension. In the event of this invitation being declined, or in the event of the death or resignation of the Chair -Elect the Council shall appoint a new Chair-Elect from among the fifteen elected Corporate members.
Service as the Acting Chair, following the death or resignation of the Chair, shall not preclude the Acting Chair from taking the office as the Chair the following year.
**(F) Chief Executive Officer (CEO)**
The Council may from time to time appoint a person to be the CEO who will conduct the business of the Society on its behalf and under its direction.  The CEO shall be entitled to attend, to report and to give advice to Council meetings.  They shall not be entitled to vote.  The Council shall utilise the CEO on such terms and conditions as it shall decide.
**(G) The Finance Director**
The Finance Director shall be elected or appointed by the Council and shall be responsible to the Council for the financial affairs of the Society.
**(H) The Past Chair**
In order to ensure continuity, the Chair on completion of their year as Chair shall take on the role of past Chair for one year
**(I) The Governance Director**
In order that SaRS meets the expectations of our membership, wider society and regulators – this role is focussed on ensuring that our policies, procedures, activities and behaviours meet these expectations
**(I) Director under the age of 35**To ensure that the Trustees and Directors represent the full age demographic of the society and the longer term membership – role to be filled by a SaRS member whose 36th birthday is after their appointment.
**6. COUNCIL ELECTIONS**
**(A) Nominations**
Nominations of candidates for election to the Council shall be sought from the members by means of a nomination form which shall be sent to members not later than eighty four days before the date of the AGM.  Completed forms shall be received by the Society not later than fifty six days prior to the AGM and shall include statements in writing by the candidates that they are willing and able to serve.  The nomination forms shall be signed by one proposer and one seconders, both of whom shall be Corporate members.
**(B) Ballot**
Not less than twenty-one days before the Annual General Meeting a voting paper, the form of which shall be determined by the Council, shall be posted to every member entitled to vote.  The ballot form shall be sent to eligible voters.
Each voting paper shall clearly state the class and number of vacancies.  Each eligible voter may vote for a maximum number of candidates up to the number of vacancies.  Voting papers not completed in accordance with the instructions shall be invalid.  Each voting paper shall be returned to arrive not later than the day before the date of the Annual General Meeting.  Papers arriving thereafter shall be destroyed unopened.
In the event of there being only the exact number, or less, of candidates as there are vacancies, a ballot shall not be held and the nominated candidates shall be declared elected; any remaining vacancies shall be filled by the Council by co-option.  Any such co-opted member shall serve for the full term of three years.
**(C) Scrutineers**
At its last Meeting before the date of the Annual General Meeting the Council shall appoint appropriate Scrutineers from those members of the Society who are not nominated for election or re-election.  The Scrutineers shall present themselves at the time and place set by Council and supervise the counting of the votes.  The report of the Scrutineers shall be handed to the Chair immediately before the Meeting.
In the event of the Scrutineers being unable to report the election of any member of the Council due to an equality of votes, the Chair of the Annual General Meeting shall have the casting vote necessary to make the election complete.
**(D) Announcement of Election**
The names of the newly elected members of the Council and of the Chair and Chair-Elect for the following year shall be announced by the Chair at the end of the Annual General Meeting and this announcement shall constitute the beginning of their respective terms of office.
**7.  COUNCIL MEETINGS**
The Council shall normally meet at least three times per annum at such times as the Council may decide, or whenever summoned by the Chair or Chair-Elect, or on a requisition signed by seven members of the Council.  At every meeting seven corporate members shall be a quorum.  Seven days clear notice of a meeting of the Council shall be given in writing by the Chair to every member and Honorary Officer of the Council save when an emergency meeting is called by the Chair, Chair-Elect or on a requisition by seven members of the Council.
Information supplied to Council members and Honorary Officers in their capacity as Council Members or Honorary Officers shall be considered privileged information which must not be breached without the authority of the Council.
The decision of the Council on all matters dealt with by it in accordance with the Bylaws shall be final and binding on all members of the Society.
Proper minutes shall be kept.
**8. FINANCE**
**(A) Accounts**
The Council shall cause proper books of account to be kept with respect to:
(a)        all sums of money received, invested and expended by the Council
(b)        all matters in respect of which receipt, investment and expenditure takes place, and
(c)        all sales and purchases of goods by the Society and the assets and liabilities of the Society.
Proper books shall be deemed to be such as are necessary to give a true and fair view of the state of the Society’s affairs and to explain its transactions.
The books of account shall be kept in the offices of the Society or at such other places in the United Kingdom as the Council may direct and they shall always be open to inspection by members of the Council.
**(B) Inspection of Accounts**
The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members who are not members of the Council, and no member who is not a member of the Council shall have any right of inspecting any account or book or document of the Society except as so determined.

**(C) Presentation of Accounts**
The Council shall cause to be prepared and laid before the members at each Annual General Meeting:
(a)        A statement of the receipts and expenditure during the year ending 30th June.
(b)        A balance sheet as at 30th June.
(c)        A statement of the funds at such date held in trust by or for the Society.
Copies of these documents together with copies of the Auditor’s report under Bylaw 11 will be published on the web all paid-up members will be informed of this not less than twenty-one days before the Annual General Meeting.

**9. MANAGEMENT AND ADMINISTRATION**
The following officers of the council are appointed as the Trustees and the Directors of SaRS the Charity and SaRS the company: Chair, Chair Elect, Past Chair, Financial Director, President, Governance director and Director under the age of 35. These form the Trustee and Directors Board (T&DB)
The routine management and administration of the Society is the responsibility of the T&DB who shall carry out this work or delegate accordingly.  These responsibilities include:
(a)        Keeping proper minutes of T&DB, Council and related ad-hoc meetings
(b)        Keeping up-to-date records of Society activities
(c)        Maintaining the Register of Society members
(d)        Supervising the administrative staff of the Society
(e)        Arranging the meetings of the Society
(f)         Correspondence and other related activities which may be specified by Council from time to time.
The remuneration of Society staff shall be fixed by the T&DB who may also authorise the payment of expenses to such staff as it thinks proper.
**10. HONORARY OFFICERS**
**(A) Appointment of Honorary Officers**
The Council may appoint Honorary Officers as the Council may decide.
**(B) Rights of Honorary Officers**
Any Honorary Officer shall have the right of attending all meetings of the Council, but shall not have the right of voting at such meetings unless they are also a member of the Council as defined in Bylaw 5(A).

**11. THE AUDITORS**
**(A) Appointment of the Auditors**
The Auditor shall be qualified in accordance with the provisions of the Companies Act 1985 and shall be appointed annually by the Voters at the Annual General Meeting.
The Council may appoint an auditor to fill any casual vacancy in that office.
The remuneration of the Auditors of the Society shall be fixed by the Council, who may also authorise the payment of such expenses of the Auditors as it thinks proper.
**(B) Auditor’s Report**
The Auditors shall make a report to the members on the accounts examined by them and on all accounts and financial statements laid before the Society at the Annual General Meeting during their tenure of office and such report shall state whether they have obtained all necessary information for the purposes of their audit and whether in their opinion all proper books of account have been kept by the Society and whether the financial statements and accounts laid before the Society at its Annual General Meeting give a true and fair view of the Society’s affairs.
The Auditor’s report shall be read before the Society at the Annual General Meeting and shall be open to inspection by any member.
Every Auditor of the Society shall have a right of access at all times to the books and accounts of the Society and shall be entitled to require from the officers of the Society such information and explanation as they think necessary for the performance of the duties of the Auditors.
The Auditors of the Society shall be entitled to attend any Annual General Meeting of the Society and to receive all notices of and other communications relating to any Annual General Meeting which any member of the Society is entitled to receive and to be heard at any Annual General Meeting which they attend on any part of the business of the meeting which concerns them as Auditors.

**12. MEETINGS OF THE SOCIETY**
**(A) Types of Meetings**
The meetings of the Society shall be as follows:
(a)        Annual General Meetings
(b)        Special General Meetings
(c)        General Meetings
(d)        Ordinary Meetings
**(B) Annual General Meeting**
The Annual General Meeting of the Society shall be held within six months of the end of the financial year at such hours as may be appointed by the Council.  Proper minutes shall be kept.
The business of the Annual General Meeting shall be to receive and consider the minutes of the previous Annual General Meeting, the Audited accounts, to appoint the Auditors for the following year, to receive and consider the Report on the state of the Society and to be informed of the results of the Elections of Council members.
Not less than twenty-one days clear notice shall be given to the members in writing of an Annual General Meeting and the notice convening the meeting shall state the nature of the business to be transacted.
The quorum for the Annual General Meeting shall be fifteen Voters.  In the event of a quorum not being obtained within thirty minutes of the time fixed for the commencement of the Annual General Meeting, the meeting shall stand adjourned to a time (within the following fifteen days but not less than seven days ahead) and place designated by the Chair.
**(C) Special General Meetings**
The Council may at any time call a Special General Meeting of Voters.
The quorum for a Special General Meeting shall be twenty Voters.  In the event of a quorum not being obtained within thirty minutes of the time fixed for the commencement of a Special General Meeting the meeting shall stand adjourned to a time (within the following fifteen days but not less than seven days ahead) and place designated by the Chair.
Not less than twenty-one days notice shall be given in writing of a Special General Meeting, and such notice shall specify the resolutions to be considered.
An entry in the Minutes by the Chair of the result of the voting by a show of hands shall be conclusive evidence thereof.
**(D) General Meetings**
The Council shall convene a General Meeting on receipt of a requisition in writing of twenty Corporate members.  Such requisition shall state the matters to be brought before and the resolution to be moved at the General Meeting, and shall be deposited with the Society and may consist of several documents of like form, each signed by one or more requisitionists.  If the Council do not proceed within thirty days from the date of such deposit to call a meeting, the requisitionists may themselves convene the meeting in any manner in which meetings may be convened by the Council but any meeting so convened shall take place within three months of the date of such deposit.
The quorum for a General Meeting shall be twenty Voters.  In the event of a quorum not being obtained within thirty minutes of the time fixed for the commencement of a General Meeting convened by the Council, the meeting shall stand adjourned to a time (within the following fifteen days but not less than seven days ahead) and place designated by the Chair.  In the event of a quorum not being obtained at a meeting convened by the requisitionists, the matters raised by such requisition shall be deemed abandoned for lack of support.
Not less than twenty-one days notice shall be given in writing of any General Meeting, and the notice shall specify the business of such meeting and the resolution to be proposed thereat.
An entry in the Minutes by the Chair of the result of the voting by a show of hands shall be conclusive evidence thereof.
**(E) Ordinary Meetings**
The Ordinary Meetings shall be held on such days and at such hours as may be appointed by the Council.  The business of Ordinary Meetings shall be Technical Papers and discussions and such other business as is not specifically reserved for Annual General Meetings.  Non-members of the Society may be permitted to attend Ordinary Meetings of the Society under the conditions laid down by the Council from time to time.
**(F) General Notes on Meetings and Postal Vote on Resolutions Arising Therefrom**
At any meeting a Resolution, and any amendment to it moved by the meeting, which are put to the vote of the meeting shall be decided on a show of hands unless (before, or on, the declaration of the result of the show of hands) a postal vote is directed by the Chair or demanded by any ten Voters present at the meeting.  In the event of a postal ballot being held, both the original resolution and the amendments made by the meeting shall be voted on.  The Council is empowered to determine the form and content of the postal ballot to ensure an overall consistent result.
Unless a postal vote be directed or demanded, a declaration by the Chair that a Resolution has, on a show of hands, been carried unanimously or by a particular majority or lost, and an entry to that effect signed in the book containing the Minutes of proceedings of the Society, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.  The direction or demand for a postal vote may be withdrawn by the person or persons who directed or demanded it but this must be done before the conclusion of the meeting.
In the case of equality of votes, either on a show of hands or on a postal vote, the Chair of the meeting at which the show of hands takes place or at which the postal vote is directed or demanded shall be entitled to a second or casting vote.
In the event of a postal vote being directed or demanded, a copy of the notice of the meeting in question shall be sent by the society within fifteen days, together with a voting paper to each voter, and shall be posted to the Voter in an envelope marked as being from the Society and addressed to their Registered Address.  Two months shall be allowed between the sending out of the voting papers and their return.  The society, at the time of the sending out of the voting papers, shall send an intimation of the last date by which the returned voting papers must be received.
The Voter, on receipt of their voting paper, if they desire to vote on the resolution or resolutions, shall record their vote thereon and shall return the voting paper to the Society. Voting papers not completed in accordance with the instructions laid down by the Council shall be invalid.
Each voting paper so received by the Society shall be opened in the presence of the Scrutineers appointed by the Council for that purpose, and the votes recorded thereby duly counted and reported to the Chair of the Council who shall place the result of the vote before the Council at its next meeting.
A notice to a Voter shall be deemed to have been served on them the fourth day following the one on which it was posted, and in proving such service it shall be sufficient evidence to show that an envelope or wrapper containing the notice was addressed to the Voter at their Registered Address and consigned to the custody of the Post Office of the United Kingdom.  An accidental omission to send any notice to any Voter shall not invalidate the voting on any matter considered at any meeting in respect of which such notice should have been given.
Where not otherwise dealt with in these Bylaws, the method of conducting the business of any Meeting of Voters, including provision for effective consideration of alterations, amendments or additions to any Resolution to be moved at such meeting, shall be such as may be prescribed by the Council.

**13. COMMITTEES OF THE COUNCIL**
**(A)  Appointment of Committees**
The Council may appoint any Committee to consider and report to the Council on any subject affecting the Society, and may delegate to the Committee so appointed such of its powers and duties as the Council may determine, but the responsibility of the Council shall not thereby be avoided.  Committees may be appointed at any time when the Council thinks that a special Committee should be formed.  The Council may discontinue any Committee at any time.
The Council will appoint certain Committees and activity leads which may include an Affiliate Committee, Branches Committee, Trustee and Directors, Membership Committee, Engineering Membership Committee, External Affairs Committee, Webinar Committee, Editorial Committee
The composition of all committees must be reviewed by Council annually following the AGM and committee officers approved.
Every Committee appointed by the Council shall include at least one member of the Council.  Committees may, with the approval of the Council, appoint Sub-Committees to report to the Committee on any matter, provided always that the composition of every such Committee and Sub-Committee shall include a sufficient number of members of the Society to constitute a majority.

Any decisions impacting engineers will be taken by the Engineering Membership Committee which is constituted by a majority of licenced engineer members.
**(B) Committee Structure**
The following is a typical Committee Structure and is the form which should normally be adopted by Standing Committees.  Variations from this structure should be approved by Council.
(a)        Chair to serve for one year after having served for at least one year as Vice-Chair.  After their   term of office they would continue to serve on the Committee, for one year, as Past-Chair.
(b)        If the Chair were not a Council member they would become an Honorary Officer of the Council.
(c)        The Vice-Chair should be elected annually by the Committee.
(d)        There should be three ordinary members of the Committee.
(e)        The normal term of office for Committee members should be three years.  This may be extended to allow a Chair to complete their   cycle of Vice-Chair, Chair and Past-Chair.
(f)         Normally two, but in any case at least one, new member will be elected each year.
(g)        Co-opted members may be elected to the Committee at any time, for a period to be determined by the Committee with the approval of Council.
(h)        The Council may appoint additional members to any Committee.
(i)         The Secretary is to be elected by the Committee and is to be re-elected annually at the discretion of the Committee.
**(C) Procedure of Committees**
The report of any Committee appointed by the Council shall bear information as to the names of the Committee members subscribing to that Report and shall be signed by the Chair.
**14. BRANCHES**
The power to form Branches of the Society shall be vested in the Council which may draw up and vary as it thinks fit regulations for their formation and governance to be known as the Branches Bylaws.
**15. LEGAL LIABILITIES**
**(A) Liability of the Council**
No act of the Council which shall have received the expressed or implied sanction of the Corporate Members present at a meeting of the Society shall be impeached by any member of the Society on any ground whatsoever, but shall be deemed to be an act of the Society.
**(B) Liability of Members of the Council, etc.**
No member of the Council nor of any class in the Society shall have power, without the authorization of the Council, to enter into any contract, obligation, pledge or expense on behalf of the Society, and if they should do so, they shall be personally liable therefor.
Each member of the Council, or of its Committees, or of a Branch Committee, and each member of a Committee appointed pursuant to the provision of Bylaw 14, and any officer of the Society, shall be indemnified out of the funds and the property of the Society to such extent as the Council shall approve from and against such costs, charges or damages as they may sustain by reason of their   accepting office or acting in execution of the duties or power imposed upon them or given to them by these Bylaws.

**16. PUBLICATIONS**
**Copyright, Etc.**
The Society shall publish such periodicals and other publications as the Council may determine and shall make them available to such members on terms as the Council may decide.  The further distribution of the Society’s publications whether by gift, exchange, sale or otherwise shall be decided by the Council.
Every member who submits a treatise, paper or other communication with a view to its publication by the Society shall undertake:
(a)        that they shall abide by such rules concerning copyright as the Society shall require, and
(b)        that they have the right to publish the communication
The attention of every member who submits a communication for publication shall be drawn to this Bylaw and a copy of it shall be given to him, together with a statement in a form approved by the Council, to the effect that it is the policy of the Society to encourage the wide publication of communications accepted for publication by the Society, and setting out the conditions on which permission shall be given for publication otherwise than by the Society.
Every non-member who submits any such communication with a view to its publication by the Society shall be required to sign an undertaking in the terms set out in this Bylaw.
**17. DONATIONS AND BEQUESTS**
Any article presented to and accepted by the Society shall be retained at the principal office of the Society or such other place as the Council shall from time to time determine, unless otherwise stipulated at the time of presentation.  The Council may exhibit the same in any way and at any time it may think proper.
The names of all persons who have made gifts to the Society shall be recorded and published unless the donor requires otherwise.
**18. ASSOCIATION**
(a)        The Society is associated with the corporate body SaRS Ltd (the Company).
(b)        Accordingly the Society and the Company shall in their dealings with outsiders inform them of that connection.
(c)        The Society shall hold and have registered in the name of the Society such shares of the Company as shall from time to time be determined by the Council.
(d)        The Council shall appoint for the entire Society a member of Council to act as prime representative, and a second member of Council to act as reserve representative in the event of incapacity or inability to act of the prime representative, to present the views of the Council and to attend and vote as determined by Council at any meeting of the Company and at any adjournment thereof.

**SECTION C**

**CODE OF CONDUCT FOR MEMBERS**

**Code of Conduct**

(A) Conduct of Members

In order to facilitate the advancement of safety and reliability engineering by preserving the respect in which the community holds persons who are engaged in the profession, every member of any class must conduct themselves in a manner that upholds the dignity and reputation of the Society, and act with fairness and integrity towards others.

Every Corporate Member must conduct themselves in a manner that upholds the dignity and reputation of the profession, and to safeguard the public interest in matters of safety and health and otherwise. Professional skill and judgement should be exercised to the best ability and professional responsibilities discharged with integrity.

For the purpose of ensuring the fulfilment of the requirements of the above paragraphs in this Bylaw, but without prejudice to their generality, the Council may make, vary and rescind Rules to be observed by members of any class with regard to their conduct in any respect which may be relevant to their positions or intended positions as Members of the Society, and may publish directions or pronouncements as to specific conduct which is to be regarded as proper or as improper as the case may be. No such rule, variation or rescission shall be in any way contradictory to the Bylaws or take effect until the same has been approved at a Special General Meeting.

(B) Rules of Conduct

In these Rules ‘member’ means a member of any class referred to in Bylaw 2.

A Member shall

1. Act with due skill, care and diligence and with proper regard for professional standards
2. Prevent avoidable danger to health or safety.
3. Prevent avoidable risk to both physical and cyber security.
4. Act in accordance with the principles of sustainability and prevent avoidable adverse impact on the
environment and society.
5. Maintain and enhance their competence, undertake only professional tasks for which they are
competent, and disclose relevant limitations of competence.
6. Accept appropriate responsibility for work carried out under their supervision.
7. Treat all persons fairly and with respect.
8. Encourage others to advance their learning and competence.
9. Avoid where possible real or perceived conflict of interest and advise affected parties when such
conflicts arise.
10. Observe the proper duties of confidentiality owed to appropriate parties.
11. Reject bribery and all forms of corrupt behaviour and make positive efforts to ensure others do
likewise.
12. Raise a concern about a danger, risk, malpractice or wrongdoing which affects others (‘blow the
whistle’) and support a colleague or any other person to whom you have a duty of care who in good
faith raises any such concern.
13. Assess and manage relevant risks and communicate these appropriately.
14. Assess relevant liability, and if appropriate hold professional indemnity insurance.
15. Notify the Institution if convicted of a criminal offence or upon becoming bankrupt or disqualified as a
Company Director.
16. Notify the Institution of any significant violation of the Institution’s Code of Conduct by another
member.

**Disciplinary Procedure**

Following an allegation of misconduct of a member, the Safety and Reliability Society Code of Conduct is consulted and a Disciplinary Procedure carried out as follows:

1**. Preliminary investigation**– A Preliminary Panel of one Council member will decide whether or not there is a case to answer. The Council member may ask for support from up to two more Council Members. The investigation will first determine whether the alleged malconduct would, if admitted or proved, lie within the ambit, or jurisdiction, of the Disciplinary Panel. If so, evidence will be assembled to assess the validity of the complaint. The subject of the complaint will be informed and kept informed of developments; evidence submitted by the complainant will be disclosed to the subject and vice versa.

**2. A disciplinary hearing is held**. A panel of not fewer than three senior, experienced and trained members is formed as a Disciplinary Panel. The Disciplinary Panel will have a Chair who reports directly to the Council of the Society. The Panel acts as impartial assessors of the complaint. They will also decide sanctions and advise the governing body of their finding.

Panel members will be independent. A person who has participated in a Preliminary Investigation will not act as a member of the Panel for the same case.

The Disciplinary panel considers the written allegation put forward and informs the accused and requests their counter-evidence in refutation. The Disciplinary Panel also requests evidence from the complainant. This evidence will be considered and brought to the hearing.

The evidence at the disciplinary hearing may consist only of existing evidence, and new evidence may not be brought to the hearing.

3**. Following the hearing**, the disciplinary panel makes its judgement and informs the two sides. The judgement is placed in the membership file, in extreme cases of mal-discipline the member may be stripped of their   membership or any other sanctions that is decided by the Disciplinary Process.

**4. There is a right of appeal**. This right is available to the complainant following the preliminary stage and to the subject following the disciplinary hearing stage. Any appeal must be received within 30 days following the preliminary decision or disciplinary hearing. The appeal process consists of two parts: leave to appeal and, if leave granted, an independent review of the preliminary assessment or a hearing by an Appeal Panel. The Appeal Panel will have had no contact with the case beforehand. The Society might decide to have a legal advisor in attendance for either or both parts of the process

**5. Leave to appeal** is not granted automatically and only if specific grounds are identified. Grounds for appeal are:

* Jurisdiction (whether the alleged malconduct would be within the scope of the provisions of the Bylaws or the code of conduct);
* Procedure (was not followed);
* Perversity (the decision was perverse in the light of the evidence);
* New evidence (which could not reasonably have been produced at the original hearing).

and additionally, for an appeal against a Disciplinary Panel decision:

* Proportionality (the sanction was disproportionate to the gravity of the breach)

The argument under each ground must stand on its own. Leave to appeal may be granted on two or even more grounds but should not be granted in response to an accumulation of individually insufficient arguments under two or more grounds.

An appeal against ‘no case to answer’ will be considered by one person independent of the Society. In these circumstances only, leave to appeal and the appeal itself will be considered as a single process and be conducted by the same person. If there are valid grounds for appeal he/she will review the material presented to the Preliminary Investigation, the record of its decision and any additional evidence admitted. If the independent reviewer decides that there is a ‘case to answer’ the Society will refer the case to a Disciplinary Panel. Leave to appeal against a Disciplinary Panel decision will be considered by a panel of three Council Members. If leave to appeal is granted the Society should with minimum delay convene an Appeal Panel comprising at least three senior persons including one lay person independent of the Society. It will be as independent of the governing body as is practical bearing in mind the need to understand and weigh specialist subject matter. The appeal hearing will follow the same principles as the disciplinary hearing, modified to suit the accepted grounds for appeal; a full re-hearing is not essential in all circumstances.

If the appeal is upheld the Appeal Panel may reverse the decision of the Disciplinary Panel or uphold its decision but reduce the sanction.

6. Appeal to the Engineering Council is only available if a member, in losing their membership as a result of disciplinary action by the Society, also loses their registration and the Society’s appeals process has been exhausted. This appeal is carried out under Engineering Council Regulation

7. Informal appeals to the Engineering Council in respect of other complaints may result in the Engineering Council discussing the case with the Society concerned only to confirm that the procedure approved as part of the licensing process had been followed.

8. While the governing body will be notified of the progress and outcome of a disciplinary case it will not be invited to ratify the finding and sanction, since it has not heard the evidence. If the governing body chooses to discuss a case, any person who is or has been involved in the process will absent themselves.

9. The Society reserves the right to publish details of established breaches of the Code of Professional Conduct, which will in the case of a registrant include informing the Engineering Council. This might in fairness extend to publishing, at the request of the subject, notification that a complaint has not been upheld. The Society must inform the Engineering Council of any expulsion, whether or not the individual is registered by the Society. Where a complaint is upheld and the appeal process exhausted, the Engineering Council is responsible for informing any other organisations of which the registrant is known to be a member, so that they may decide what action should be taken. This is particularly important if the person is registered through an institution other than that which has carried out the disciplinary procedure.

10. If an individual who is asked to serve on any panel has a conflict of interest in relation to any part of the allegations or has a connection with the subject or the complainant which creates a real danger of bias, or which could cause others to think it could influence their decision, he/she should declare it and disqualify themselves from participating.

11. Upon request training will be provided for any Panel members who require it.

(Version Code of Conduct and Disciplinary Procedure Approved at Council Meeting 153 September 2014 )

(Code of Conduct Reviewed 2017 in conjunction with ECUK changes Amendments following Resolution to 2017 AGM carried)

(Disciplinary Procedure Approved EAC Meeting 95 07012019)

(Revised with Gender neutral language and ‘any decisions impacting engineers within that body be taken by a committee/panel which is constituted by a majority of engineer members’ approved AGM 2019)