

AL-KINDI SOCIETY OF ENGINEERS (UK)

BY-LAWS

1. Status and Jurisdiction

- 1.1 The Society is established as a United Kingdom based professional engineering body.
- 1.2 The Society's activities, governance, fiscal management, and representation shall be conducted in accordance with UK law, including the Companies Act 2006, and the Society's Articles of Association.
- 1.3 The Society operates independently within the UK. Any overseas activities or branches are subject to prior approval by the Board of Directors (BOD). International collaboration may be undertaken where it supports the Society's objectives and has been approved by the BOD.

2. Objects and Professional Standards

- 2.1 The Society exists to advance engineering knowledge, professionalism, and ethical standards within the United Kingdom.
- 2.2 The Society shall promote high standards of professional conduct comparable to those expected of UK Engineering Institutions.
- 2.3 The Society is not for profit limited by guarantee Company. Income and property of the Society shall be applied solely to achieve its set objectives as defined in Clause 6 of the Society's Articles of Association and shall not be used for personal benefit, political promotion, or individual advancement.

3. Governance Structure

- 3.1 The affairs of the Society shall be overseen by the BOD with delegated authority to the Executive Committee (EC).
- 3.2 The EC will collaborate with the BOD to run the Society affairs and shall operate in line with the Articles of Association, By-Laws, and the Society's Code of Conduct.

3.3 Authority within the Society is exercised collectively. The Chair of the BOD holds no unilateral authority beyond that formally delegated by the BOD.

3.4 External communication on governance, policy, or strategy shall normally take place under BOD oversight or through formally delegated authority.

4. EC – Role and Responsibilities

4.1 The EC shall provide periodic updates to the BOD, including but not limited to proposed plan for the serving term, policy matters, and expenses forecast all aligned with objects listed in clause (6) of the Articles of Association.

4.2 The EC operates within guidelines set by the BOD. Matters relating to policy, external representation, partnerships, or financial commitments require BOD approval.

4.3 Minutes of EC meetings shall be circulated to the BOD within seven (7) days of each meeting. The EC should notify the BOD of planned EC meeting dates so Directors can attend if they deem required. EC Chair shall invite members of the BOD to attend EC meetings.

4.4 The Chair of the EC shall manage the EC activities and usually serve for a term of one (1) year unless otherwise approved in an Annual General Meeting (AGM) and in line with the Society Articles of Association.

4.5 The Chair of the EC acts as a representative of the Society within the granted authority of the EC and the BOD.

4.6 Society communications should reflect the collective work of the organisation and avoid emphasis on individual recognition.

4.7 The EC Chair and members will work closely with the BOD in line with agreed governance procedures.

4.8 All external representation by the EC Chair must reflect collective governance and not individual authority.

4.9 Where the Chair of the EC is also a Director of the Company, he or she shall not exercise any unilateral authority by virtue of holding both roles, shall not override the collective authority of the BOD, and shall operate strictly within the same duties, responsibilities, and limitations applicable to all Directors.

5. Representation and Eligibility

5.1 Individuals representing the Society in official capacities should be qualified engineers.

5.2 The Society shall not appoint individuals to represent engineering positions unless they demonstrate professional competence aligned with UK engineering standards.

6. Publications and Public Communications by EC and BOD

6.1 External communications made in the name of the Society must follow agreed governance procedures approved by the BOD.

6.2 Formal external communications shall require approval by a minimum of two (2) Directors.

6.3 All Society digital communications require the Director of Media Oversight (DMO).

6.4 All communications shall reflect collective decisions, avoid personal branding, maintain professional neutrality.

6.5 Use of the Society's name, logo, branding, or official titles should reflect the Society's collective identity and must not be used for personal promotion.

6.6 All BOD and EC members are required to use their correct and formally approved titles when representing the Society in meetings, on social media, in written correspondence, and in any form of communication.

7. Conflicts of Interest

7.1 All BOD and EC members must declare any conflict of interest.

7.2 No current or former member, officer, Director, volunteer, EC Chair, EC member or affiliated individual of the Society shall use, register, establish, or promote any organisation, entity, initiative, digital platform, website, social media account, or public presence that includes or implies association with the names "Alkindi," "Al-Kindi," or "Alkindi Society of Engineers" without the prior written approval of the Society's BOD. This includes, but is not limited to, the creation or operation of organisations, projects, businesses, charities, events, online groups, domains, or social media accounts that may lead the public to believe they are affiliated with, endorsed by, or representing the Society.

The name "Alkindi" / "Al-Kindi" in the context of engineering, professional activities, or community initiatives associated with the Society shall be considered part of the Society's identity and reputation and must not be used for personal, commercial, organisational, or promotional purposes without authorisation from the BOD.

Any violation of this provision may result in the Society take appropriate lawful steps to request removal, correction, or legal protection of its name.

8. Professional Conduct

8.1 Directors, the Company Secretary, the EC Chair, EC members, Society members shall uphold integrity, transparency, and collective governance and adhere to the Society Code of Conduct.

8.2 Conduct inconsistent with the Society's Code of Conduct may be subject to review by the BOD in accordance with established governance procedures and Society Code of Conduct.

9. Access Rights

9.1 Digital platforms operated in the Society's name are Company assets and are managed in accordance with BOD approved governance and risk management procedures.

9.2 Access to digital accounts, passwords, and publishing rights shall only be granted by the BOD and may be withdrawn where governance, data protection, security, or compliance risks arise.

9.2 All communications and digital activity shall comply with the Society's data protection policy, digital policies, and applicable UK data protection legislation.

10. Director Nomination and Selection

10.1 Directors shall be elected by the members of the Society at a General Meeting (GM), in accordance with the procedures set out in the Articles of Association, by way of a poll or a show of hands as decided by the GM Chair. Any nomination or appointment of Directors made otherwise, will be invalid.

10.2 Between AGMs, the BOD may invite nominations from members for consideration for appointment as Director(s) or Company Secretary. Nominated candidates shall demonstrate commitment to the Society's objectives and prior engagement in the Society, including completion of at least one term of service as a volunteer within the EC. Preference shall be given to candidates who hold the grade of Fellow of the Society.

11. Amendments

11.1 These By-Laws may be amended by Special Resolution of the BOD, in accordance with the Society Articles of Association.

11.2 Amendments must align with UK governance standards and the Society's objects.

12. Governance Principal Statement

The Al-Kindi Society of Engineers operates on the principal that authority is collective rather than individual; representation is professional rather than personal; governance is transparent and accountable; and the Society exists to advance engineering within the United Kingdom.

Adopted by the Board of Directors on: 9 March 2026

Signed on behalf of the Board:

Name: Dr Ali Al-Badri

Role: Chair of the Board of Directors