



## Engineering Professors' Council

# ANNUAL GENERAL MEETING

The 23<sup>rd</sup> Annual General Meeting of the Engineering Professors' Council  
will be held at  
16.00 on Monday 22<sup>nd</sup> May, 2017  
At The IET, Savoy Place, London WC2R 0BL

## AGENDA

Item	Lead	Paper
1. Apologies	SKH	Verbal
2. Minutes of the 22 <sup>nd</sup> Annual General Meeting held on 6 <sup>th</sup> April, 2016 at Senate House, University of London	SKH	AGM 17-01
3. Matters arising (not covered elsewhere in the agenda)	SKH	Verbal
4. Approval of appointment of Executive Director and Policy & Research Officer	SKH	Verbal
5. President's Report	SKH	Verbal
6. Strategy and new brand	JR	AGM 17-02
7. Approve changes to memorandum and Articles of Association	SKH	AGM 17-03
8. Treasurer's Report and Approval of the Accounts for the financial year ended 31 July, 2016	YJY	AGM 17-04
9. Approval of the recommendation for subscription levels for 2017/18	YJY	AGM 17-05
10. Election and co-option of Committee members and Honorary Officers for 2017/18	DKH	AGM 17-06
11. Subcommittees	MB, EP, HH	Verbal
12. Congress 17	JR	Verbal
13. Congress venue for 2018	JR	Verbal
14. Any other business		



**Engineering Professors' Council  
22<sup>nd</sup> ANNUAL GENERAL MEETING**

**Minutes of the Meeting  
Held at Senate House, University of London  
on 6<sup>th</sup> April 2016**

**1. Apologies for Absence**

Professor John Senior, University of Hertfordshire; Professor Sarah Spurgeon, University of Kent; Professor Clive Neal-Sturgess, University of Birmingham; Dr Linda Newnes, University of Bath; Dr Geoff Parks, University of Cambridge; Dr Gill Cooke, Coventry University.

**2. Minutes of the 21<sup>st</sup> Annual General Meeting**

The minutes of the 21<sup>st</sup> Annual General Meeting (AGM) held on 14<sup>th</sup> April 2015 at the University of Salford were APPROVED unanimously.

Proposed: Professor Eann Patterson of the University of Liverpool

Seconded: Dr Georgina Harris of Manchester Metropolitan University.

**3. Matters arising (not covered elsewhere in the agenda)**

There were none.

**4. President's Report**

4.1 Professor Stephanie Haywood began her first Annual General Meeting as President by outlining the key activities of the Engineering Professors' Council (EPC) during the last year. These had included:

- A range of responses to the many consultations initiated during the year, in particular, the response to the Higher Education Green Paper, which had included the development of a clear position statement on the Teaching Excellence Framework proposals. Members' attention was drawn to the Review of the Year, provided in their meeting packs.
- The publication of a report on the Role of European Union membership in UK Science of Engineering Research, the research for which had been overseen by the Research, Innovation and Knowledge Transfer sub committee. This had been a highly successful collaborative project

with the Campaign for Science and Engineering, providing a range of factual information and analysis.

- Continuing high profile work to deliver the recommendations of the Perkins Review of Engineering Skills, including the secondment of the Executive Director to the National Centre for Universities and Business (NCUB) to assist in the development of their Engineering Hub - a resource aimed at businesses to support them in collaborating with universities to provide work experience and other forms of careers guidance to engineering students. Two working groups, led by Professors Hodgson and Sutcliffe, were also working on developing tools and resources for members to assist in the development and provision of innovative approaches to contextual (work-based) learning.

4.2 Professor Haywood also encouraged members to review the outcomes of the Engaging in Engineering projects, funded by the EPC in 2014, and in particular, to use the Engenius Films series, produced by Emma Carter of Sheffield Hallam University and available via the EPC website, in their schools outreach activities.

4.3 In noting the challenges ahead, Professor Haywood highlighted the outcomes from the Green Paper consultation, their likely impact on the sector and the need for EPC to continue to present reliable and compelling evidence in support of the views and activities of its members. This would rely on the ongoing engagement of members in the EPC's activities, including close co-operation with the sectoral groups, and of their willingness to serve on the working groups and sub committees. Volunteers to serve on these groups were always welcome.

Professor Haywood concluded by:

- outlining the plans for Congress 2016, which would be held at the University of Hull, in conjunction with the Freedom and Amy Johnson Festivals in September 2016 and encouraged as many members as possible to attend;
- thanking Professor Hodgson for his support in her first year as President and noting particularly, the success of his efforts to re-structure the sub committees;
- thanking Susan Kay, Executive Director, who would be leaving the EPC at the beginning of June after 4 years in the role to take up the position of Executive Director/CEO of the Dunhill Medical Trust, noting in particular her championship of the EPC and development of a range of productive collaborative relationships, together with improvements to the overall administration of the organisation. Ms Kay thanked the Committee and members present for their good wishes.

## **5. Treasurer's Report and Approval of the Accounts for the financial year ended 31 July 2015**

- 5.1 The Honorary Treasurer presented his report to the membership for approval.
- 5.2 While the accounts were indicating an operating loss of £9k for 2014/15, he explained that this had been planned and reflected the decision to fund the Engaging in Engineering projects in the previous two years. He confirmed that the financial position remained sound with over one year's operating budget in reserves and that a break-even operating budget had been set for 2015/16. In terms of the income position, only member had cancelled membership during 2015/16, however, one had re-joined after a period of absence and three new members had been welcomed. This, together with the financial compensation received for the Executive Director's secondment to NCUB indicated an anticipated return to a surplus position.

The accounts for the financial year ended 31 July 2015 were APPROVED unanimously by a show of hands and would be signed by the President.

Proposed: Professor Helen Atkinson, University of Leicester  
Seconded: Dr Thurai Rahulan, University of Salford

## **6. Approval of the recommendation for subscription levels for 2016/17**

- 6.1 The Honorary Treasurer requested the approval of the proposal to maintain subscriptions at current levels, together with an early payment discount of 2% for subscriptions received by the end of September 2016.

This was APPROVED unanimously by a show of hands.

Proposed: Professor Eann Patterson of the University of Liverpool  
Seconded: Professor John Davies, University of Glasgow

## **7. Election and co-option of Committee members and Honorary Officers for 2016/17**

- 7.1 Professor David Harrison, Honorary Secretary, thanked Professors John Davies, Colin Turner and Mike Bramhall whose terms of office on the Committee had ended, but reported that all had been co-opted in other capacities (representative for Scotland, representative for Northern Ireland and Chair of the Recruitment and Admissions sub Committee, respectively) for a further period of one year. Professor Harrison also welcomed Professor Elaine Martin, University of Leeds

and Dr Rachel Horn, University of Sheffield as new Committee members representing the Heads of Chemical Engineering UK Sectoral Group and the Association of Civil Engineering Departments, respectively.

- 7.2 Professor Harrison advised members that Professor Hodgson's 12 month term of office as immediate Past President had now ended and thanked him for his service, noting that he would remain on the Committee for a further year as Deputy Chair of the Engineering Education, Employability and Skills sub committee. Professor Hodgson will be removed as a Director of the Engineering Professors' Council, a company limited by guarantee.
- 7.3 Members were asked to consider the recommendation of the Committee of Professor Sarah Spurgeon OBE FREng as President Elect.

Proposed: Professor Stephanie Haywood  
Seconded: Professor Simon Hodgson

The proposal was APPROVED unanimously by a show of hands.

Professor Haywood advised members that Professor Spurgeon had had to send her apologies, owing to a long-standing personal commitment but had sent a personal statement, which she read on Professor Spurgeon's behalf. Professor Spurgeon now consents to act as a Director of the Engineering Professors' Council, a company limited by guarantee.

- 7.4 Members received and APPROVED unanimously, by a show of hands the proposal for Congress 2017 to be held at Coventry University and convened by Dr Gill Cooke who would join the Committee for a term of three years.

Proposed: Professor Mike Blundell, Coventry University  
Seconded: Professor Stephanie Haywood, University of Hull

- 7.5 Professor Harrison went on to advise members that three nominations had been received by the due date for the two Elected Member vacancies on the Committee from:

- Professor John Mitchell, University College London (proposed by Professor Helen Atkinson, University of Leicester and seconded by Professor Tony Unsworth, Durham University)
- Professor Eann Patterson, University of Liverpool (proposed by Professor Elena Rodriguez-Falcon, University of Sheffield and seconded by Professor Neil James, University of Plymouth)
- Professor Mike Sutcliffe, Kingston University (proposed by Professor Simon Hodgson, Teesside University and seconded by Professor Tony Brown, University of Manchester).

A ballot of those present was therefore held, the results of which were as follows:

Professor John Mitchell: 24 votes  
Professor Eann Patterson: 20 votes  
Professor Mike Sutcliffe: 24 votes.

Professors Mitchell and Sutcliffe were duly elected as members of the Committee.

- 7.6 Professor Patterson was co-opted to the Committee on the invitation of the honorary officers in the capacity of chair of the Research, Innovation and Knowledge Transfer sub committee for an initial period of 12 months, the vacancy having arisen as a result of Professor Spurgeon's election to the role of President Elect.

## **8. Congress Venue for 2017**

- 8.1 Covered in agenda item 8.

## **9. Any other business**

- 9.1 There being no further business, the meeting was closed.

## Report of the Honorary Treasurer and Approval of Annual Accounts for the Year Ended 31st July, 2016

### 1. Financial year 2015/16

The Committee recommends for APPROVAL the Engineering Professor's Council's (EPC) draft accounts (see Appendix) for the financial year to 31 July 2016 (academic year 2015/16).

*Key points of note and context from the Profit and Loss Account:*

- Members will note the operating profit of £18,780. This healthy balance follows an operating loss in the previous year of nearly £9k.
- This profit has been achieved partly through tight expenses control and partly a result of a couple of months in which there was no Executive Director in post. Not only did this reduce the salary bill, but limited the activities that could be undertaken.

*Key points relating to the Balance Sheet*

- Members' Funds stand at around £129k, which is a little higher than one year's worth of operating costs.
- This stands the EPC in good stead for proposed investment in the coming year.

PROPOSED:

SECONDED:

### 2. Forward look: financial year 2016/17

#### 2.1 2016/17 invoicing

The 2015/16 year ended with 82 university members. Of these none has notified the EPC that it intended to unsubscribe, however five continue to have outstanding fees. These are Birmingham City University, the University of Lincoln, the University of Reading, Southampton Solent University, and Staffordshire University. Membership benefits will be withdrawn.

During the year, we are pleased to welcome three new university members (Middlesex, Suffolk and Royal Holloway) that have already paid subscriptions and three further universities (Swansea, Kings College London and Chichester) that have indicated that they wish to join and for which subscriptions are expected.

## 2.2 *Operating budget*

A break-even budget was set for 2016/17. This is likely to be achieved with perhaps a profit of around £10k. This will arise partly from the absence of an executive director (which overlapped with the end of the 2015/16 tax year). It is also the result of tighter than usual financial management by the incoming Executive Director. This approach was adopted firstly in order to mitigate the risk of losses due to unfamiliarity with normal financial business of the EPC, but also in a deliberate attempt to shore up reserves for a programme of investment in a new website, the launch of the Engineering Academics Network, the creation of the HE Hub for Engineering and other initiatives in 2017/18.

A new financial system has been introduced which should make invoicing, payments and reporting simpler and more transparent in future. New mechanisms are also being introduced to make it easier for members to pay subscriptions (such as PayPal).

Professor Jim Yip  
Honorary Treasurer  
15<sup>th</sup> May, 2017

**COMPANY REGISTRATION NUMBER 06791295**

# **D R A F T – v.1**

## **ENGINEERING PROFESSORS' COUNCIL (LIMITED BY GUARANTEE)**

### **FINANCIAL STATEMENTS**

**31 JULY 2016**

**Dunley & Co**  
Accountants  
Brooks Green House  
Brooks Green  
Horsham  
West Sussex  
RH13 0JN

## **ENGINEERING PROFESSORS' COUNCIL**

### **FINANCIAL STATEMENTS**

**YEAR ENDED 31 JULY 2016**

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## **ENGINEERING PROFESSORS' COUNCIL**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **The Board of Directors**

Prof. D.K. Harrison  
  
Prof. S.K. Haywood  
  
Prof. S.K. Spurgeon  
  
Prof. Y. J. Yip

#### **Company Secretary**

Prof. D.K. Harrison

#### **Registered Office**

Brooks Green House  
Brooks Green  
Horsham  
West Sussex  
RH13 0JN

#### **Accountant**

Dunley & Co  
Accountants  
Brooks Green House  
Brooks Green  
Horsham  
West Sussex  
RH13 0JN

#### **Bankers**

HSBC Bank plc  
11 Stamford New Road  
Altrincham  
Cheshire  
WA14 1BW

## **ENGINEERING PROFESSORS' COUNCIL**

### **THE DIRECTORS' REPORT**

#### **YEAR ENDED 31 July 2016**

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 July 2016

#### **PRINCIPAL ACTIVITIES**

The principal activity of the company during the year has been that of a professional association to serve the best interest of Engineering in UK universities.

#### **DIRECTORS**

The directors who served the company during the year were as follows:

Prof. D.K. Harrison	
Prof. S.K. Haywood	
Prof. S. Hodgson	(Resigned 6 <sup>th</sup> April 2016)
Prof. S.K. Spurgeon	(Appointed 6 <sup>th</sup> April 2016)
Prof. Y.J. Yip	

#### **DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware:

- there is no relevant information of which the company's accountant is unaware; and

- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant information and to establish that the accountant is aware of that information.

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## **ENGINEERING PROFESSORS' COUNCIL**

### **THE DIRECTORS' REPORT** *(continued)*

**YEAR ENDED 31 July 2016**

#### **SMALL COMPANY PROVISIONS**

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

Signed by order of the directors

Prof. S. K. Haywood  
Director

Approved by the directors on .....

## **ENGINEERING PROFESSORS' COUNCIL**

### **INDEPENDENT ACCOUNTANT'S REPORT TO THE MEMBERS OF ENGINEERING PROFESSORS' COUNCIL**

**YEAR ENDED 31 July 2016**

We have examined the financial statements of Engineering Professors' Council for the year ended 31 July 2016. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's shareholders, as a body, in accordance with Sections 495 and 496 of the Companies Act 2006. Our work has been undertaken so that we might state to the company's members those matters we are required to state to them in an accountant's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our work, for this report, or for the opinions we have formed.

#### **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND ACCOUNTANT**

As explained more fully in the Directors' Responsibilities Statement set out on pages 2 to 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to examine the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities.

#### **SCOPE OF THE EXAMINATION OF THE FINANCIAL STATEMENTS**

An examination involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by directors; and the overall presentation of the financial statements.

#### **OPINION ON FINANCIAL STATEMENTS**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 July 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **ENGINEERING PROFESSORS' COUNCIL**

### **INDEPENDENT ACCOUNTANT'S REPORT TO THE MEMBERS OF THE ENGINEERING PROFESSORS' COUNCIL** *(continued)*

**YEAR ENDED 31 July 2016**

#### **MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our report; or
- the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies regime.

.....

Date: .....

**J.S. Dunley FCMA**

**Dunley & Co  
Brooks Green House  
Brooks Green  
Horsham  
West Sussex  
RH13 0JN**

## ENGINEERING PROFESSORS' COUNCIL PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 July 2016

	Note	2016 £	2015 £
<b>TURNOVER</b>		<b>112,200</b>	<b>84,334</b>
Cost of sales		9,702	10,103
<b>GROSS PROFIT</b>		<b>102,498</b>	<b>74,231</b>
Administrative expenses		87,484	83,344
<b>Operating Profit/(Loss)</b>	<b>3</b>	<b>15,014</b>	<b>(9,112)</b>
Interest receivable		368	481
Income from Redemption of Bond		3,398	
<b>PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>18,780</b>	<b>(8,631)</b>
Tax on profit on ordinary activities	<b>4</b>	-	-
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>		<b>18,780</b>	<b>(8,631)</b>

The notes on pages 8 to 11 form part of these financial statements.

## ENGINEERING PROFESSORS' COUNCIL

### BALANCE SHEET

As at 31 July 2016

	Note	2016 £	2015 £
<b>CURRENT ASSETS</b>			
Debtors	5	-	-
Cash at bank		131,543	112,763
		<u>131,543</u>	<u>112,763</u>
<b>CREDITORS: Amounts falling due within one year</b>	6	1,800	1,800
<b>NET CURRENT ASSETS</b>		<u>129,743</u>	<u>110,963</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>129,743</u>	<u>110,963</u>
<b>RESERVES</b>			
Profit and loss account	8	129,743	110,963
<b>MEMBERS' FUNDS</b>		<u>129,743</u>	<u>110,963</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

#### Audit Exemption Statement

For the year ending 31/07/2016 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

#### Directors' responsibilities:

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476,
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts
- these accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

These financial statements were approved by the directors and authorised for issue on ....., and are signed on their behalf by:

.....  
 Prof. S. K. Haywood

Company Registration Number: 06791295

The notes on pages 8 to 11 form part of these financial statements.

## **ENGINEERING PROFESSORS' COUNCIL NOTES TO THE FINANCIAL STATEMENTS**

**YEAR ENDED 31 July 2016**

### **1. ACCOUNTING POLICIES**

#### **Basis of accounting**

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

#### **Turnover**

The turnover shown in the profit and loss account is derived from subscriptions from Members and income from organised events.

#### **Fixed assets**

All fixed assets are initially recorded at cost.

#### **Depreciation**

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Computer Equipment - 3 years straight line

#### **Financial instruments**

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

### **2. TURNOVER**

The turnover for the period was derived from the company's principal activity which was carried out wholly in the UK

## ENGINEERING PROFESSORS' COUNCIL

### NOTES TO THE FINANCIAL STATEMENTS

### YEAR ENDED 31 July 2016

#### 3. OPERATING PROFIT

Operating profit is stated after charging:

	2016 £	2015 £
Directors' remuneration	-	-
Amortisation of negative goodwill on non monetary assets	-	-
Depreciation	-	-
Amortisation of negative goodwill on monetary assets	-	-
Accountant's fees	<u>2,850</u>	<u>2,850</u>

#### 4. TAXATION ON ORDINARY ACTIVITIES

	2016 £	2015 £
UK Corporation tax based on investment income at 20%	<u>-</u>	<u>-</u>
	<u>          </u>	<u>          </u>

## ENGINEERING PROFESSORS' COUNCIL

### NOTES TO THE FINANCIAL STATEMENTS

### YEAR ENDED 31 July 2016

#### 5. DEBTORS

	2016	2015
	£	£
Trade debtors	-	-

#### 6. CREDITORS: Amounts falling due within one year

	2016	2015
	£	£
Taxation & social security	-	-
Other creditors	1,800	1,800
	<u>1,800</u>	<u>1,800</u>

#### 7. COMPANY LIMITED BY GUARANTEE

The company is limited by guarantee in that every member undertakes to contribute such amounts as may be required in the event of the company being wound-up for payment of debts, for the payment of the debts, liabilities and the cost of winding up not exceeding £10 per member.

**ENGINEERING PROFESSORS' COUNCIL**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 July 2016**

**8. PROFIT AND LOSS ACCOUNT**

	2016 £	2015 £
Balance brought forward	110,963	119,594
Profit/(Loss) for the financial period	18,870	(8,631)
Balance carried forward	<u>129,743</u>	<u>110,963</u>

**ENGINEERING PROFESSORS' COUNCIL  
MANAGEMENT INFORMATION  
YEAR ENDED 31 July 2016**

**The following pages do not form part of the statutory financial statements  
which are the subject of the independent accountant's report on pages 4 to 5.**

## ENGINEERING PROFESSORS' COUNCIL DETAILED PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 July 2016

	2016		2015
	£	£	£
<b>TURNOVER</b>			
Subscriptions	95,031		84,334
Previous Year	7,806		
Other Income -Events	<u>9,363</u>		-
		112,200	84,334
<b>COST OF SALES</b>			
Research projects and event organisation expenses		9,702	10,103
		<u>-----</u>	<u>-----</u>
<b>GROSS PROFIT</b>		102,498	74,231
<b>ADMINISTRATIVE EXPENSES</b>			
Wages and salaries	57,636		56,991
Travel and subsistence	11,737		12,041
Subscriptions	779		731
Office Rent	4,494		851
Office administrative expenses	9,053		8,901
Legal and professional fees	-		-
Audit & Accountancy fees	2,760		2,850
Depreciation	-		-
Bank Charges	1,025		980
Engaging in Engineering Awards	<u>-</u>		<u>-</u>
		87,484	83,344
<b>OPERATING PROFIT/ (LOSS)</b>		<u>15,014</u>	<u>(9,112)</u>
<b>INTEREST RECEIVABLE</b>			
Bank interest receivable		368	481
Income from Redemption of Bond		3,398	-
<b>PROFIT/ (LOSS) ON ORDINARY ACTIVITIES BEFORE TAX</b>		<u>18,780</u>	<u>(8,631)</u>

## Strategic plan and changes to Memorandum and Articles of Association

### 1 Background

- 1.1 The Strategic Plan, as presented to the AGM (see AGM 17-02), necessitates changes to the EPC's Memorandum and Articles of Association. This paper details those changes in the appendix.
- 1.2 The amendments require a two-thirds majority for approval.

### 2 Proposed changes

- 2.1 For further details of the changes, see the Strategic Plan. Broadly, most of the constitutional amendments relate to:
  - 2.1.1 Redefining the Council as the body comprising up to three representatives (Council Members) from each member university (Institutional Member);
  - 2.1.2 Broadening the membership explicitly to include all academic staff (Individual Members) through
  - 2.1.3 The creation of the Engineering Academics Network;
  - 2.1.4 Introducing new categories of membership such as 'partner organisations' with no direct representation within the Council.
- 2.2 Wherever possible, the amendments have been drafted to minimise changes. In the event that any proposed changes to the EPC's way of operating prove ineffective in practice, for the most part, it should be possible to reverse those changes without significant constitutional issues.

### 3 Actions

- 3.1 The AGM is asked to APPROVE the recommendation of the Committee to change to the Memorandum and Articles of Association (as outlined in Appendix A).

**Johnny Rich**  
Chief Executive  
May 2017

# **ENGINEERING PROFESSORS' COUNCIL**

**A Council Limited by Guarantee and not having a Share Capital**

## **MEMORANDUM OF ASSOCIATION**

1. In this memorandum of association Engineering Professors' Council shall be referred to as the "Council".
2. Defined terms used in this memorandum shall have the meaning given in the articles of association of the Council.
3. The Council's name is "Engineering Professors' Council".
4. The Council's registered office is to be situated in England.
5. The Council's Objects are:
  - a. as a professional association, to serve the best interests of engineering in UK Universities and, thereby, to act for the wider benefit of professional engineering in the UK;
  - b. to support, advise and represent the UK university engineering academic community;
  - c. to provide an acknowledged forum for senior academics responsible for the provision of engineering higher education and the conduct of research in UK universities;
  - d. to promote all aspects of engineering education and research in UK universities and their interaction with engineering practice and with industry;
  - e. to advise and make representations to other relevant bodies concerned with higher education and training and research in the engineering disciplines; and
  - f. to address wider issues of concern to the engineering profession.
6. In addition to any other powers it may have, the Council has the following powers in order to further the Objects (but not for any other purpose):
  - a. to raise funds;
  - b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - c. to sell, lease or otherwise dispose of all or any part of the property belonging to the Council;
  - d. to borrow money and to charge the whole or any part of the property belonging to the Council as security for repayment of the money borrowed;
  - e. to co-operate with other organisations, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- f. to establish or support any organisations, associations or institutions formed for any of the purposes included in the Objects;
  - g. to enter into any partnership or agreement with any other organisation formed for or carrying out any of the Objects;
  - h. to set aside income as a reserve against future expenditure;
  - i. to employ and remunerate such staff, including (but only with the formal agreement of the ~~Executive Board~~) the directors of the Council, as are necessary for carrying out the work of the Council;
  - j. to pay such expenses to the Directors, members of the EPC ~~Executive Board and members of other committees~~ as may reasonably be incurred in connection with their duties to the Council;
  - k. to deposit or invest funds of the Council, establish any bank account and enter into any credit agreement or credit card agreement;
  - l. to provide indemnity insurance for the Directors or any other officer of the Council;
  - m. to pay out of the funds of the Council the costs of forming and registering the Council;
  - n. to do all such other lawful things as are necessary for the achievement of the Objects.
7. The liability of the Subscribing Members is limited.
8. Every Subscribing Member of the Council undertakes to contribute such amount as may be required (not exceeding £10) to the Council's assets if it should be wound up while he is a Subscribing Member or within one year after he ceases to be a Subscribing Member, for payment of the Council's debts and liabilities contracted before he ceases to be a Subscribing Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9. The income and property of the Council shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Subscribing Members of the Council.
10. All assets remaining after the satisfaction of any proper debts and liabilities shall on or before the dissolution of the Council be applied or transferred either:
- a. to another body with objects similar to the Objects of the Council; or
  - b. to another body the objects of which are the promotion of charity and anything incidental or conducive thereto.

We, the subscribers to this memorandum of association, wish to be formed into a company limited by guarantee and not having a share capital pursuant to this memorandum.

**Names and addresses of subscribers**

**Signature**

**Date**

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# ENGINEERING PROFESSORS' COUNCIL

A Company Limited by Guarantee and not having a Share Capital

## ARTICLES OF ASSOCIATION

### PRELIMINARY

1. Table A shall not apply to the Council.

### INTERPRETATION

2. In these regulations:

“Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

“Annual General Meeting” means the annual general meeting of the Council to be held in accordance with the articles;

“articles” means the Articles of the Council;

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Communities” means associations of Individual Members as Sectoral Groups or Special Interest Groups;

“Council” means The Engineering Professors’ Council, a company limited by guarantee and not having a share capital, to which the articles and the memorandum apply;

“Council Members” means persons nominated by an Institutional Member as its representative to the Council and appointed by the EPC Board in accordance with the articles;

“Directors” means the directors of the Council;

“Engineering Academics Network” means the body of all Individual Members for the purposes of achieving the Objects of the Council in accordance with the articles;

“EPC Board” means the executive board which is appointed and acts on behalf of the Directors and the Council in accordance with the articles;

“Individual Members” means persons who are members of the Engineering Academics Network in accordance with the articles;

“Institutional Members” means Universities appointed as “institutional members” of the Council in accordance with the articles;

“memorandum” means the memorandum of the Council;

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**Deleted:** “Associate Members” means persons or organisations appointed as “associate members” of the Council in accordance with the articles; .

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**Deleted:** “Corporate Members” means organisations or representatives (being senior managers) of organisations appointed as “corporate members” of the Council in accordance with the articles; .

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“Partner Organisations” means organisations or representatives (being senior managers) of organisations appointed as “partner organisations” of the Council in accordance with the articles;

“Secretary” means the secretary of the Council;

“Subscribing Members” means persons appointed as members of the Council in accordance with the articles, who shall be members of the Council for the purposes of the Act;

“Treasurer” means the treasurer of the Council; and

“University” means a university or higher education institution, normally having degree awarding powers, or such other engineering teaching or research institution that the EPC Board shall determine to be appropriate for admission to membership.

3. The interpretation of any statement in these memorandum and articles shall be determined by the EPC Board acting on behalf of the Council.

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### MEMBERS

4. The subscribers to the memorandum and such other persons as are appointed as Directors of the Council in accordance with the articles from time to time shall be Subscribing Members of the Council for the purposes of the Act. Any person who ceases to be a Director of the Council shall cease to be a Subscribing Member of the Council for the purposes of the Act.

5. Persons and organisations appointed as Council Members, Individual Members and Institutional Members in accordance with these articles shall not be Members of the Council for the purposes of the Act. All Subscribing Members shall also be considered Council Members for the purposes of the articles.

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6. The EPC Board may appoint as Council Members up to three Professors of “Engineering” “Heads of Engineering Departments” or other academic staff (“Professors”) for each Institutional Member nominated and employed by those Universities.

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7. Individual Members shall be engineering academics eligible for membership in accordance with article [48]. The names of such persons so admitted shall be entered on a register of membership.

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8. The Directors may, in their discretion, create any additional category of membership and designate those individuals or organisations who may be appointed to any such categories of membership.

9. A Council Member or Institutional Member may at any time withdraw from the Council by giving notice to the Council. Membership shall not be transferable, except in the case of a Council Member where the relevant Institutional Member may nominate a new Council Member as its representative to the Council and that person may be appointed by the Directors or the EPC Board.

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10. The EPC Board may withdraw membership should an Institutional Member fail to adhere to the terms and conditions of the Council as determined by the Council and

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made publicly available. When membership is withdrawn from an Institutional Member, it shall cease to be eligible to nominate Council Members and its Council Members shall automatically cease to be members of the Council.

11. Individual Members may at any time withdraw from the Engineering Academics Network by giving notice to the Council. Membership shall cease in the case of the Individual Member's death. The EPC Board may withdraw membership should an Individual Member fail to adhere to the terms and conditions of the Engineering Academics Network as determined by the Council and made publicly available.
12. The Secretary shall maintain, so far as reasonably practicable, a record of the names of Council Members, Institutional Members, Individual Members and Partner Organisations of the Council from time to time.

### ***DIRECTORS***

13. The President, President-Elect/Immediate Past President, Secretary and Treasurer shall be the Directors of the Council, and shall be appointed in accordance with articles [19-22].
14. The number of Directors shall not be subject to any maximum but shall be not fewer than two.

### ***POWERS OF DIRECTORS***

15. Subject to the provisions of the Act and the memorandum and the articles, the business of the Council shall be managed by the Directors who may exercise all the powers of the Council.
16. No alteration of the memorandum or articles shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
17. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Council for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of their powers.

### ***DELEGATION OF DIRECTORS' POWERS***

18. Subject to the provisions of the Act, the Directors may delegate any of their powers to the "EPC Board" in accordance with these articles, or to any other committee consisting of one or more other Directors and such other persons as the Directors see fit. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Any such delegation by the Directors to the "EPC Board" or any other committee in

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accordance with these articles may include a power or right for such committee to sub-delegate their powers as they see fit.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

19. Elections for the Directors shall be held during the Annual General Meeting of the Council in accordance with articles [20-22]. All Council Members in attendance shall be entitled to one vote at the Annual General Meeting, which they may exercise as representatives of their University. Institutional Members themselves do not have voting rights. All members of the EPC Board shall also be entitled to one vote at the Annual General Meeting. If members of the EPC Board are also Council Members, they shall be entitled to one vote only.
20. *President:* The President shall be a Council Member or member of the EPC Board at the time of election, nominated by the EPC Board and elected at the Annual General Meeting to serve for a period of two years. The President shall not normally be eligible for re-election.
21. *President-Elect/Immediate Past President:* The President-Elect shall be a Council Member or member of the EPC Board, nominated by at least three other Council Members or EPC Board Members and elected at the Annual General Meeting to serve for a period of one year. Normally in the first year of a President's term of office the Immediate Past President will continue ex-officio, and in the second year, the EPC Board will nominate for election the proposed successor as President-Elect.
22. *Treasurer and Secretary:* The Treasurer and Secretary shall be appointed by the EPC Board, normally from among its members, normally to serve for a period of two years and shall be eligible for re-appointment. Exceptionally the EPC Board may appoint a Treasurer or Secretary who is not already a member of the EPC Board or who is an Individual Member.

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#### PROCEEDINGS OF DIRECTORS

23. Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A Director may call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote.
24. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two.
25. All acts done by a meeting of Directors, or by the EPC Board or any other committee of the Council, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

26. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of the EPC Board or any other committee of the Council shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

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27. Save as otherwise provided by the articles, a Director shall not vote at a meeting of Directors or of a committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Council. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

28. If a question arises at a meeting of Directors or of a committee as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

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### ***POWERS AND OBLIGATIONS OF THE EPC BOARD***

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29. The EPC Board shall:

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- a. take action on behalf of the Council in accordance with the objectives of the Council and policies agreed from time to time at the Annual General Meeting;
- b. use its discretion in the publishing of documents and statements: it should be made clear when a document or statement is issued whether or not it has been endorsed by the Council;
- c. maintain active communications links with the membership through the Council Members and Engineering Academics Network and/or other appropriate mechanisms;
- d. render a report of its activities to the meetings of the Council.

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30. The EPC Board may:

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- a. designate Communities from within the membership as appropriate on behalf of the Council as agreed at the Annual General Meeting;
- b. employ such non-voting Executive Officers as appropriate on behalf of the Council as ratified at the Annual General Meeting, such non-voting Executive Officers to attend such meetings and Congresses as deemed appropriate by the EPC Board;
- c. at its discretion, commission Working Parties to address specific issues;
- d. appoint as Partner Organisations:

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i) engineering companies and professional bodies active in engineering education or research; and

ii) such other organisations as the EPC Board shall deem fit.

The EPC Board may determine terms and conditions for each Partner

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Organisation including but not limited to the setting of fees and the duration of the organisation's status as a Partner Organisation.

31. Each member of the EPC Board shall have one vote. In the event of an equality of votes, the President shall have a casting vote.

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### **MEMBERSHIP OF THE EPC BOARD**

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32. The membership of the EPC Board shall be:

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- a. The President, President-Elect/Immediate Past President, Secretary and Treasurer, who shall be the Directors of the Council;

- b. Seven ordinary members;

- c. Up to three members who are Annual Congress Convenors;

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- d. One member who is Engineering Academics Network Convenor;

- e. Chair~~s~~ of Council~~s~~ designated Communities;

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- f. Such non-voting representatives (being senior managers) of Partner Organisations as the EPC Board may consider appropriate for representation of Partner Organisations' views~~,~~

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- g. Other non-voting co-opted members as shall be deemed appropriate by the EPC Board, provided that the membership described under Article [32 (c), (d), (e) (f) and (g)] above shall be collectively less in number than the membership described under Article [32 (a) and (b)].

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### **APPOINTMENT AND RETIREMENT OF EPC BOARD MEMBERS**

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33. All Directors of the Council shall be members of the EPC Board, and shall be appointed in accordance with articles [19-22]. The remaining members of the EPC Board shall be appointed in accordance with articles [34-38].

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34. Elections for the following members of the EPC Board shall be held during the Annual General Meeting of the Council.

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- a. Convenor of the Annual Congress: The Convenor of an Annual Congress shall be nominated when the venue is selected (normally 2 years in advance) and shall serve on the EPC Board for a period of three years;

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- b. Convenor of the Engineering Academics Network: The Convenor of the Engineering Academics Network shall be an Individual Member and shall normally serve on the EPC Board for a period of three years; and~~,~~

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- c. Ordinary members: Vacancies among the seven ordinary members shall be filled by election at the Annual General Meeting with, normally, at least two members elected each year. Ordinary members shall be Council Members of the Council at the time of election and shall serve for a period of three years and shall not normally be eligible for immediate re-election.

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35. *Co-opted Members*: The EPC ~~Board~~ may co-opt non-voting members on an annual basis normally for a maximum of three consecutive years. A former elected or appointed member of the EPC ~~Board~~ shall be eligible for co-option.
36. *Partner Organisations*: The EPC ~~Board~~ may co-opt, on a personal basis, senior managers of ~~Partner Organisations~~ as ~~non-voting~~ members of the EPC ~~Board~~ on an annual basis normally for a maximum of three consecutive years.
37. *Casual vacancies*: The EPC ~~Board~~ may appoint or co-opt to fill a casual vacancy. The period of service to fill such a vacancy may be additional to any other the appointee may have given.
38. Chairs of designated ~~Communities~~ will be voting members of the EPC ~~Board~~ for the duration of their office.

#### NOTICE OF ANNUAL GENERAL MEETINGS

39. General meetings shall be called by at least fourteen clear days' but a general meeting may be called by shorter notice if is so agreed by a majority in number of the Directors. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
40. The notice shall be given to all the ~~Council~~ Members, ~~Institutional~~ Members, ~~Individual~~ Members, and to the Directors and auditors.
41. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT ANNUAL GENERAL MEETINGS

42. All ~~Council~~ Members, ~~members of the EPC Board~~ and ~~Individual~~ Members are entitled to attend the Annual General Meeting.
43. One senior ~~representative~~ from each ~~Partner Organisation~~ is entitled to attend the Annual General Meeting.
44. No business shall be transacted at any meeting unless a quorum is present. Twelve persons entitled to vote upon the business to be transacted shall be a quorum.
45. A resolution put to the vote of a meeting shall be decided on a show of hands, and every ~~Council~~ Member and ~~member of the EPC Board~~ present in person shall have one vote. ~~Partner Organisations~~ and ~~Individual~~ Members shall not have voting rights at an Annual General Meeting.
46. A declaration by the President that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

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## THE ENGINEERING ACADEMICS NETWORK AND INDIVIDUAL MEMBERS

47. The Engineering Academics Network shall:
- be a forum for communication between Individual Members;
  - facilitate the collective representation of Individual Members by the Council;
  - be a network for the dissemination by the Council of information relevant to Individual Members.
48. The Engineering Academics Network will be the body of Individual Members of the Council. Individual Members are persons who:
- have been identified as eligible staff working at Institutional Member universities and who have been included in the calculation of full-time or equivalent engineering academic staff in the University for the purposes of the Institutional Member's subscription in accordance with article [54];
  - have been nominated by the EPC Board for honorary status as Emeritus Members and appointed by an Annual General Meeting of the Council;
  - have demonstrated to the satisfaction of the EPC Board their status as engineering academics, whether currently employed as such or retired, and have paid a subscription in accordance with article [56].

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## OTHER MEETINGS OF THE COUNCIL

49. In addition to meetings of the Directors and committees, and to the Annual General Meeting, there may be:
- an Annual Congress open to interested parties, which shall be the principal meeting of the Engineering Academics Network;
  - provision made for meetings of Communities during the Annual Congress and at other times;
  - such other mmeetings as may be called by the EPC Board; and
  - Extra-ordinary General Meetings as may be called by either the EPC Board or requested by 20 Council Members having the right to vote at any Annual General Meeting, giving not less than one calendar month notice in writing to the Secretary.
50. The President will normally chair all meetings of the Council.

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## EXPENSES

51. The Directors and members of the EPC Board may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees or general meetings or otherwise in connection with the discharge of their duties. The EPC Board may from time to time determine

terms and conditions for the payment of expenses from that date forward.

### **MINUTES**

52. The Directors shall cause minutes to be made for the purpose of recording all decisions made at meetings of the Council, and of the Directors, and of committees of Directors, including the names of the Directors and committee members present at each such meeting.

### **FINANCE**

53. The financial year of the Council will be from 1 August to 31st July.
54. A subscription shall be levied on each University that is an Institutional Member of the Council, banded according to the number of full-time, or equivalent, engineering academic staff in the University. The rate per band shall be recommended by the Treasurer and approved by the Annual General Meeting.
55. A subscription may be levied on Partner Organisations, according to the size and activity of the organisation. The rate shall be recommended by the Treasurer and approved by the EPC Board.
56. A subscription may be levied on Individual Members who are not eligible for individual membership under articles [48 (a) or (b)]. The rate shall be recommended by the Treasurer and approved by the EPC Board.
57. The Treasurer shall maintain annually audited accounts which shall be presented to the Annual General Meeting.

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### **AMENDMENTS TO THE MEMORANDUM AND ARTICLES**

58. The provisions of this Memorandum and Articles may be amended only by a resolution of an Annual General Meeting, carried by a vote of not less than two-thirds of the Council Members present and voting at such a meeting, for which the quorum shall be 20 drawn from the Council Members.

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### **DISSOLUTION OF THE COUNCIL**

59. The dissolution of the Council and the disposal of its assets may take place at an Extraordinary General Meeting subject to article [49(d)] attended by not fewer than 10 Council Members and may be in a manner agreed by a majority of not less than two-thirds of the Council Members present and voting at such a meeting.

### **INDEMNITY**

60. Subject to the provisions of the Act but without prejudice to any indemnity to which a

Director may otherwise be entitled, every Director of the Council shall be indemnified out of the assets of the Council against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Council.

We, the subscribers to these articles of association, wish to be formed into a company limited by guarantee and not having a share capital pursuant to these articles.

**Names and addresses of subscribers**

**Signature**

**Date**

Name:

Address:

**Signature**

**Date**

Witnessed by:

Address:

**Signature**

**Date**

Name:

Address:

**Signature**

**Date**

Witnessed by:

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**Signature**

**Date**

Witnessed by:

Address:

**Signature**

**Date**

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such other persons as the EPC Committee shall deem fit, the names of such

persons so admitted to be entered on the register of membership and reported to the Annual General Meeting.  
The EPC Committee may appoint as Associate

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such other persons as the EPC Committee shall deem fit, the names of such persons so admitted to be entered on the register of membership and reported to the Annual General Meeting.  
The EPC Committee may appoint as Associate

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such other persons as the EPC Committee shall deem fit, the names of such persons so admitted to be entered on the register of membership and reported to the Annual General Meeting.  
The EPC Committee may appoint as Associate

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such other persons as the EPC Committee shall deem fit, the names of such persons so admitted to be entered on the register of membership and reported to the Annual General Meeting.  
The EPC Committee may appoint as Associate

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such other persons as the EPC Committee shall deem fit, the names of such persons so admitted to be entered on the register of membership and reported to the Annual General Meeting.  
The EPC Committee may appoint as Associate

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The EPC Committee may appoint as Corporate Members:

engineering companies and professional bodies active in engineering education or research; and  
such other organisations as the EPC shall deem fit.

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## Membership Benefits and Fees

### 1 Background

- 1.1. The EPC Strategic Plan involves an ambitious programme of activity that will bring greater benefits to both institutional members of EPC and the individual members of the new Engineering Academic Network (EAN). Delivering these changes and benefits effectively will involve significant financial costs, such as better management of membership lists, better and more targeted communications and rebuilding the EPC website.
- 1.2. The current financial position of the EPC is sound and successful efforts have been made to shore up reserves so that the necessary investment can be afforded. However, with more than 95% of EPC income dependent on subscriptions, there are significant risks associated with even a small drop in membership or with costs rising faster than subscription fees.
- 1.3. There is no existing formula for fees to be raised on an annual basis. This would give greater clarity to members that fee rises would always be at a reasonable level and commensurate with costs and benefits.
- 1.4. The level of fees (which were frozen in 2016/17) has been discussed by the Committee, which agreed that an increase would be justified, if accompanied by a clearer statement of benefits, and that future rises should be pegged to inflation.

### 2 Proposed changes

- 2.1 This paper details a proposal for a 5% rise in membership fees to be applied evenly to all EPC subscriptions for the 2017/18 year. This would be accompanied by a standing formula for annual rises in line with RPI thereafter. New member institutions (that have never previously been members) would be entitled to a 50% discount on their first year of membership. Other discounts – for example to encourage re-subscription by lapsed members or to allow for sudden falls in staff numbers – would be at the discretion of the Chief Executive with the approval of the Treasurer.
- 2.2 Fees are charged on the basis of the number of FTE academic staff in engineering according to the most recent available HESA data. Depending on the number of staff, membership fees are banded. Changes to the level of bands and the banding methodology have not been deemed necessary.
- 2.3 Since individual academics named as affiliated to institutional members of the EPC will be automatically enrolled as members of the Engineering Academics Network, a fee

level is also proposed for other individuals to join the EAN directly. This opportunity will only become available once the EAN is fully established.

- 2.4 The statement of institutional member benefits has been included in the Strategic Plan.

### 3 Institutional EPC Membership Benefits

- 3.1 Currently the benefits of membership are stated on the EPC website at <http://epc.ac.uk/membership/>. However, the EPC needs to be more proactive in making members aware of these benefits. If members are more aware, they will feel more confident in remaining or becoming members; they will access those benefits more regularly; and they will see the value of membership more clearly. This will establish a virtuous circle of value and engagement.
- 3.2 A clear and simple statement of benefits should be made more evident on the website. It should also be sent to each member institution at least once a year (ie. when subscription is due to be renewed). This is already our practice, but more attention could be drawn to the statement of benefits. As the website is redeveloped, this should also include clearer case studies of how institutions, individuals and the academic engineering community are supported through EPC membership.

### 4 Institutional EPC Membership Fees

- 4.1 The table below shows current membership levels and the levels after the proposed 5% increase or the scaled increases. In absolute terms the increases are modest and, it is hoped, not large enough to give any members a reason to unsubscribe.

FTE staff	No. of HEIs	2016/17		2017/18 with 5% rise	
		Subs (£)	Revenue (£)	Subs (£)	Revenue (£)
1-40	27	500	13,500	525	14,175
40-80	24	1,000	24,000	1,050	25,200
80-120	16	1,500	24,000	1,575	25,200
120-160	7	2,000	14,000	2,100	14,700
160-200	4	2,500	10,000	2,625	10,500
200+	8	3,000	24,000	3,150	25,200
Totals	86		109,500		114,975

*Note: The totals assume 100% payment by invoiced subscribers and no new subscribers.*

- 4.2 Without discounts, this increase should raise an additional £4,000 to £5,500 in income for the EPC. An indicative estimate of the cost of rebuilding the website would be in the region of £5k-£10k and so this extra income would be an important contribution.

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- 4.3 In order to avoid the potentially disruptive effect of such increases in future, it is proposed that after 2017/18, the annual subscription should increase annually at a level equivalent to the RPI. This would be communicated to the membership when they next renew subscriptions.
- 4.4 Members will also be able to freeze their membership fee by payment in advance for up to three years at a time. We may also offer a discount equivalent to the annual rise for early settlement of invoices.
- 4.5 The Executive will also examine the feasibility of establishing direct debit or continuing authority payments, which would significantly reduce administrative costs in chasing up payments. Members opting to pay in this way would also be entitled to a 5% discount on the membership fee. The Executive is in any case already in the process of moving to simpler online credit card payment facilities via Paypal. This will reduce the administrative burden of taking credit card payments by phone and will be simpler for members. It is unlikely to result in a significantly higher cost of receiving fees, indeed it may even be reduced. In any case a small credit card charge is levied to subscribers for those who pay by that method; the charge is proportional to the cost to the EPC.

## 5 EAN Membership Benefits

- 5.1 The scope of activities of the EAN is still under development and so the benefits are not yet clear. However, they would mirror, on an individual basis, the benefits of EPC membership, namely:
- 5.1.1 **Representation:** Participation in the collective voice of the academic engineering community. The EAN will be a key channel for individuals to contribute to the EPC's representation of its membership. EAN members will be consulted on policy developments, on consultations and on campaigns and be given opportunities to take part.
- 5.1.2 **Information:** EAN members will receive the EPC Bulletin direct to their email inbox and will have access to the members-only areas of the EPC website. They will also be entitled to discounts to attend EPC/EAN briefing events or attend for free.
- 5.1.3 **Support:** EAN members will enjoy personal access to the members-only area of the EPC website, where they can access our resources and toolkits.<sup>1</sup>

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<sup>1</sup> Access to the data analysis needs to be considered further with respect to (i) the possibility of inadvertently incentivising small departments to opt for individual EAN membership instead of full EPC membership and (ii) the legal terms of our HEIDI+ contract.

- 5.1.4 **Network:** The EAN will largely exist through online forums, with special groups for different community interests – such as the sectoral groups and early careers staff. Along with access to a programme of free and discounted events, this will give members the opportunity to make contact with peers and colleagues across the country and seek mentorship.
- 5.2 These benefits will be restricted wherever possible to individuals whose institutions are up to date with their institutional subscription to the EPC.

## 6 EAN Membership Fees

- 6.1 It is important that individual membership of the EAN does not normally work out cheaper for institutions than full EPC institutional membership. The per capita rate of EPC subscription based on FTE staff works out at just over £20, although this depends on department size.
- 6.2 To this end, we propose an annual EAN membership fee of £39. This fee would automatically entitle the member to a discount of £39 on their first event booking (within the same year), but not access to the data resources.
- 6.3 This fee would **only** apply to those joining the EAN who are not named as staff by a member institution. There would be **no charge** for staff of member institutions.

## 7 Actions

- 7.1 The AGM is asked to ACCEPT the following recommendations of the EPC Committee:
  - 7.1.1 A flat rate 5% increase in subscriptions for 2017/18;
  - 7.1.2 Future subscription increases should be pegged to RPI;
  - 7.1.3 The proposed discount structure for advance subscriptions, continuous payment arrangements and early payment discounts;
  - 7.1.4 Individual EAN membership fees will be introduced when the EAN is operational.

Johnny Rich  
Chief Executive  
May 2017

## Committee Membership 2017/18

### 1. Changes to the Committee

Subject to the approval of changes to the Articles of Association (see item 7 in the agenda), wherever the Committee is named, this should be taken to refer to the Executive Board.

The current and proposed positions with regard to Committee membership are summarised in Appendix 1.

Professors Alison Hodge, John Dear and Mike Blundell now complete their three year terms of office as elected members and we thank them for their work and extensive contribution.

During this year, we welcomed Dr Scott Arthur of Heriot Watt University as new Chair of the Association of Civil Engineering Departments, as a co-opted member, replacing Professor Rachel Horn of the University of Sheffield as she has completed her term of office in this position. In addition, Professor Carsten Maple of Warwick University replaces Professor Jim Yip as new Chair of the Heads and Professors of Computer Engineering. Like Dr Arthur, he will be co-opted for the period of his term of office as Chair of a sectoral group.

### 2. Vacancies for Committee Members and Honorary Officers

#### 2.1 President

The two-year term of office of the President, Professor Stephanie Haywood comes to an end. We are grateful to Professor Haywood for her extensive contribution. She will now assume the position of Vice President (Immediate Past President).

The one-year term of office of the Vice-President (President Elect), Professor Sarah Spurgeon comes to an end. Professor Spurgeon will now assume the position of President.

#### 2.2 Honorary Treasurer and Secretary

The two year terms of office of both the Honorary Treasurer and Secretary have come to an end.

**Honorary Secretary:** Professor David K Harrison of Glasgow Caledonian University has offered himself for re-election. No further nominations have been received. It is proposed by the Committee that Professor Harrison be re-appointed to this position.

**Honorary Treasurer:** Professor Jim Yip has offered himself for re-election. No further nominations have been received. It is proposed by the Committee that Professor Yip be re-appointed to this position.

Members are asked to APPROVE the re-appointments by a show of hands.

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### *2.3 Convenor of the Annual Congress*

In accordance with the provisions of Article 33a, the position of the Convenor of the Annual Congress 2018 falls vacant. The EPC is inviting applications to host this prestigious event. To indicate your interest, please email [j.rich@epc.ac.uk](mailto:j.rich@epc.ac.uk) or come along to the AGM.

### *2.4 Vacancies for three ordinary members*

In accordance with the provisions of Articles 31-33, three positions for Committee members now fall vacant.

Nominations were invited for these positions by the process outlined in the Notice of the Annual General Meeting sent to all members. Three nominations were received by the due date so it is proposed that Professor Stefaan Simons of Brunel University London, Dr Lisa Brodie of the University of the West of England and Dr Andrew McLaren of the University of Strathclyde be appointed to the positions.

Members are asked to APPROVE the appointments by a show of hands.

The manifestos of the candidates may be found in Appendix 2.

**Professor David Harrison**  
**Honorary Secretary**  
**19th May, 2017**

## Appendix 1

## Directors of the Council (voting Members)

	2016/17			2017/18		
	Name	Institution	Period of office ends	Name	Institution	Period of office ends
<b>President (2 years)</b>	Professor Stephanie Haywood	University of Hull	AGM 2017	Professor Sarah Spurgeon	University College London	AGM 2019
<b>Immediate past President/President elect (1 year in each capacity)</b>	Professor Sarah Spurgeon	University College London	AGM 2017	Professor Stephanie Haywood	University of Hull	AGM 2018
<b>Hon Secretary (2 years)</b>	Professor David Harrison	Glasgow Caledonian University	AGM 2017	VACANT		AGM 2019
<b>Hon Treasurer (2 years)</b>	Professor Jim Yip		AGM 2017	VACANT		AGM 2019

## Elected Members (voting Members). Term of office 3 years

2016/17			2017/18		
Name	Institution	Period of office ends	Name	Institution	Period of office ends
Professor Alison Hodge	Aston University	AGM 2017	VACANT		AGM 2020
Professor John Dear	Imperial College London	AGM 2017	VACANT		AGM 2020
Professor Mike Blundell	Coventry University	AGM 2017	VACANT		AGM 2020
Professor Barry Lennox	University of Manchester	AGM 2018	Professor Barry Lennox	University of Manchester	AGM 2018
Professor Tanya Vladimirova	University of Leicester	AGM 2018	Professor Tanya Vladimirova	University of Leicester	AGM 2018
Professor Mike Sutcliffe	Kingston University	AGM 2019	Professor Mike Sutcliffe	Kingston University	AGM 2019
Professor John Mitchell	University College London	AGM 2019	Professor John Mitchell	University College London	AGM 2019

**Annual Congress Convenors (voting Members). Term of office 3 years**

	2016/17			2016/17		
	Name	Institution	Period of office ends	Name	Institution	Period of office ends
<b>Congress 2015</b>	Professor Jim Yip	University of Salford	AGM 2017			
<b>Congress 2016</b>	Professor Stephanie Haywood	University of Hull	AGM 2018	Professor Stephanie Haywood	University of Hull	AGM 2018
<b>Congress 2017</b>	Professor Jesper Christenson	Coventry University	AGM 2019	Professor Jesper Christenson	Coventry University	AGM 2019
<b>Congress 2018</b>				VACANT	VACANT	AGM 2020

**Chairs of Council-designated Sectoral or Special Interest Groups (voting Members). Term of office to coincide with term of office in position on sectoral group**

	2016/17			2017/18		
	Name	Institution	Period of office ends	Name	Institution	Period of office ends
<b>Consortium of UK University Manufacturing Engineering Department Heads</b>	Dr Linda Newnes	University of Bath	Ongoing	Dr Linda Newnes	University of Bath	Ongoing
<b>Association of Civil Engineering Departments</b>	Dr Rachel Horne	University of Sheffield	Oct-16	Dr Arthur Scott	Heriot Watt University	Oct-17
<b>The Council of Heads and Professors of Computing</b>	Professor Jim Yip			Professor Carsten Maple	Warwick University	
<b>Professors and Heads of Electrical Engineering</b>	Professor John Senior	University of Hertfordshire	Ongoing	Professor John Senior	University of Hertfordshire	Ongoing
<b>Professors and Heads of Mechanical and Manufacturing Engineering</b>	Professor Clive Neal-Sturgess	University of Birmingham	Ongoing	Professor Clive Neal-Sturgess	University of Birmingham	Ongoing
<b>Association of Aerospace Universities</b>	Dr Thurai Rahulan	University of Salford	Ongoing	Dr Thurai Rahulan	University of Salford	Ongoing
<b>Heads of Chemical Engineering UK</b>	Professor Elaine Martin	University of Leeds		Professor Elaine Martin	University of Leeds	

**Non-voting co-opted members (co-opted annually, normally for a max. 3 years, can be re co-opted) – non-voting unless also a Member of one of the other voting categories**

	2016/17			2017/18		
	Name	Institution	Period of office ends	Name	Institution	Period of office ends
<b>Sub Committee and Working Group Chairs and Chairs Elect</b>						
<b>Engineering Education, Employability and Skills</b>	Dr Henri Huijberts	Queen Mary, University of London	AGM2018	Dr Henri Huijberts	Queen Mary, University of London	AGM2018
	Professor Simon Hodgson	Teesside University	AGM2019	Professor Simon Hodgson	Teesside University	AGM2019
<b>Recruitment and Admissions (incl. Mathematics and Recruitment Working Groups)</b>	Professor Mike Bramhall	Sheffield Hallam University	AGM2017	Dr Georgina Harris	Manchester Metropolitan University	AGM2020
	Dr Geoff Parks	University of Cambridge	AGM2018	Dr Geoff Parks	University of Cambridge	AGM2018
	Dr Georgina Harris	Manchester Metropolitan University	AGM2018	Dr Georgina Harris	Manchester Metropolitan University	AGM2018
<b>Research, Innovation and Knowledge Transfer</b>	Professor Eann Patterson	University of Liverpool	AGM2019	VACANT		AGM2019
	VACANT			VACANT		AGM2019
<b>Other co-opted</b>						
	Professor John Davies	University of Glasgow (Scotland)				AGM2017
	Professor Colin Turner	Ulster University (Northern Ireland)				AGM2017
	Professor Peter Excell	Glyndwr University (Wales)				AGM2017
	Professor Barry Clarke	University of Leeds				AGM2017
	Professor Tony Unsworth	University of Durham				AGM2017
	Professor Helen Atkinson	University of Leicester				AGM2017
	Professor Simon Hodgson	Teesside University				AGM2017

## Appendix 2

### CANDIDATE DETAILS

**Title:** Professor

**Name:** Stefaan Simons

**Institution:** Brunel University London

**Position for which nominated** (*please delete as appropriate*): Ordinary member

**Manifesto** (*100 -200 words*):

Professor Simons CEng FICHE is the Dean of the College of Engineering, Design and Physical Sciences at Brunel University London (BUL), Professor of Energy Systems Engineering and chair of the IChemE Energy Centre Board. Prior to joining BUL, he spent 22 years at University College London (UCL), where he was the Vice-Dean (International) in the Faculty of Engineering Sciences, Director of the Centre for CO<sub>2</sub> Technology, and Professor of Chemical Engineering. He was the founding Dean of the School of Engineering at Nazarbayev University, Astana, Kazakhstan and involved in setting up UCL's International Energy Policy Institute at its Adelaide campus, as its Inaugural Director, as well as acting as Director of Research for UCL Australia.

**Proposed by:** Prof. Mike Sutcliffe, Kingston University

**Seconded by:** Prof. John Mitchell, University College London

Subscription check (*office use only*):

## Appendix 2

### CANDIDATE DETAILS

**Title:** Associate Head of Department: Business Engagement and Partnerships,  
Engineering Design and Mathematics  
**Name:** Dr Lisa Brodie CEng MIET MBA SFHEA  
**Institution:** University of the West of England

**Position for which nominated** (*please delete as appropriate*): EPC Executive Committee Member

**Manifesto** (*between 100 and 200 words*):

I should like to stand for the EPC committee. I am a professionally registered Chartered Engineer (20+years) with a wealth of industrial experience gained from a variety of engineering and consultancy roles. In my current role as Associate Head of Department, I am responsible for external collaboration and aligning our research, knowledge exchange and teaching activities with the needs of the industrial context. I am passionate about the future of engineering education and ensuring it is fit-for-purpose in generating employable, contemporary engineering graduates.

I believe that Engineering Higher Education must implement flexible and sustainable changes to the curriculum that are capable of moving with the rapidly changing world of employment. We should ensure future graduates are equipped with generic employability skills that are adaptive to a variety of work related environments for example to manage information, prioritise, communicate with others, solve problems and be capable of taking responsibility for their own actions, something traditional lecture-based teaching, is widely believed to no longer provide. I am co-leading a pedagogic change in engineering curriculum to Practise-based learning and so of particular interest is the Engineering Education and Employability skills sub-committee, I believe I can make a valuable, active contribution to developments in this field.

<b>Proposed by:</b>	Dr Catherine Hobbs	<b>Seconded by:</b>	Dr Kevin Golden
	Head of Department		Department Academic Director
	Engineering Design and Mathematics		

**Subscription check** (*office use only*):

## Appendix 2

### CANDIDATE DETAILS

**Title:** Dr

**Name:** Andrew McLaren

**Institution:** University of Strathclyde

**Position for which nominated** Ordinary Member of Committee

**Manifesto** (*between 100 and 200 words*):

The Higher Education landscape in the UK is becoming ever more complex, with the effects of fees, TEF and the differences in funding and practice between the devolved nations. I am an academic who was educated in England, but have worked in Scotland for over 20 years, and in that time there has been considerable divergence between the systems north and south of the border. Nevertheless, we face common challenges in addressing the skills shortage in engineering, facilitating effective learning for our students and coping with increased numbers. The introduction of the apprenticeship levy will provide further opportunities and challenges and I am interested in the different ways that this is being addressed in different parts of the UK. It is important that EPC represents engineering education in the whole of the UK, and I would be keen to support this as a member of the EPC Committee.

Proposed by: **Professor Sarah Spurgeon, UCL**      Seconded by: **Professor David Harrison, GCU**

Subscription check (*office use only*):