

**Governance  
Regulations**

APPROVED

## Contents

Regulation 1A: The Board of Trustees.....	3
Regulation 1B: Committees of the Board.....	11
Regulation 1C: Institution General Meetings.....	12
Annex A to Regulation 1 : Privacy designations.....	14
Annex B to Regulation 1 : Timelines for Annual/Extraordinary General Meetings.....	16
Regulation 2: The Congress and its Operations .....	18

APPROVED

## Regulation 1A: The Board of Trustees

Pursuant to the Institution Royal Charter and By-laws

### Constitution and purpose

- 1A.1 The Board of Trustees (“the Board”) is the governing body of the Institution of Chemical Engineers (“the Institution”) and shall be constituted as set out in the Royal Charter and By-laws.
- 1A.2 Further to the Institution’s Royal Charter and By-laws, the Trustees individually and the Board collectively shall advance the charitable objects of the Institution.
- 1A.3 Trustees must have regard to the Charity Commission guidance on the duties and responsibilities of a charity trustee. The six main duties are to:
- a. **Ensure that the Institution is carrying out its purposes for the public benefit.** The Board must ensure that the Institution is carrying out the purposes for which it is set up, and no other purpose. Trustees must have regard to the Charity Commission’s public benefit guidance.
  - b. **Comply with the Institution’s Royal Charter, By-laws, and Regulations and the law.**
  - c. **Act in the Institution’s best interests.** The interests of the Institution are paramount. Trustees must not allow their personal interests or views to override the Institution’s best interests. Trustees must act in the interest of the membership as a whole, rather than on behalf of any particular constituency or group and must be alert to possible conflicts between duties they may owe to other organisations and duties they have to the Institution. Trustees must identify, declare and manage any conflicts of interest or loyalty.
  - d. **Manage the Institution’s resources responsibly.** The Board must make sure that the Institution’s assets and resources are only used to pursue the Institution’s charitable objects, and shall regularly assess and monitor the financial health of the Institution. The Board shall operate a risk management process to identify and respond to significant and material risks to the Institution’s capability to deliver its long-term objectives.
  - e. **Act with reasonable care and skill.** Trustees must use their skills and experience to inform decision making. The law imposes a duty of care on the trustees of charities. This is sometimes expressed as a duty, “to exercise such care and skill as is reasonable in the circumstances”. What is reasonable in the circumstances will depend on any special knowledge or experience that the Trustee has or claims to have. Independent professional advice should be taken on matters outside the experience or skills of the Board.
  - f. **Ensure the Institution is accountable.** The Board is responsible for the governance of the Institution and must ensure that the Institution complies with all regulatory and statutory requirements. The Board is responsible for setting the vision, mission and strategic goals of the Institution in conjunction with the Chief Executive and for monitoring and evaluating progress. The Board may delegate its powers subject to the Royal Charter and By-laws, and as set out in a Scheme of Delegation, but ultimate responsibility remains with the Board. Trustees should

recognise the difference between the role of the Board in governing the Institution and setting the strategic direction to that of the Chief Executive and Leadership Team in applying the strategy to day-to-day operations.

1A.4 The Board has a duty to act collectively. Decisions and responsibilities are shared so all Trustees should contribute as equals and participate actively and not only in subjects that interest them. Trustees can act by majority, but all the Trustees are collectively responsible for decisions made by the Board. Once a decision is made all Trustees are bound to support it.

1A.5 The Board shall:

- a. appoint an Auditor or Auditors of the Institution to hold Office from the close of each Annual General Meeting until the close of the next: the Auditor or Auditors shall be a member of a body of accountants established in the United Kingdom and for the time being recognised by statute: and
- b. Determine the fees of the Auditor or Auditors.

### **Board meetings**

1A.6 The Board shall hold a minimum of four meetings in any twelve-month period. Additionally, the Chief Executive shall convene a meeting of the Board upon the request of either the President, Deputy President, Immediate Past President, Treasurer or of any two other members of the Board.

1A.7 Meetings of the Board shall, unless the Board otherwise determines, be called by notice which shall:

- a. include a meeting agenda; and
- b. be sent electronically to the registered or last known address of each member of the Board: and
- c. be sent at least seven days before the time for holding the meeting

1A.8 The accidental omission to send any such notice or the non-receipt of any such notice by any member of the Board shall not invalidate any resolution or proceedings at the meeting and members of the Board may as regards themselves waive compliance with this provision.

1A.9 The Board may agree that some or all Board meetings shall be held such that some or all Board members communicate or attend by electronic means rather than by attendance in person. A meeting shall be deemed to have taken place if sufficient members are present for the meeting to be quorate. Members shall count towards the quorum and be entitled to exercise their vote on any matters under discussion if they are either:

- a. physically present; or
- b. using electronic means that allow all members to see and hear each other; or,
- c. with the chair's approval, using telephone conferencing facilities.

- 1A.10 Meetings of the Board shall normally be chaired by the President. In the absence of the President the Deputy President shall chair the meeting and in their absence the Immediate Past President shall chair the meeting. If none of these are available, the Trustees attending the meeting shall appoint one of their number to chair the meeting.
- 1A.11 The chair may adjourn the meeting and reconvene later if:
- a. the meeting becomes inquorate for any reason; or
  - b. an event beyond the control of the organisation disrupts the meeting.
- 1A.12 The Chief Executive shall arrange for minutes of each Board meeting to be recorded. Once agreed by the Board the minutes shall be made available to members in accordance with the Institution's Privacy Designations policy.
- 1A.13 The Board shall comply with Annex A to Regulation 1 Privacy Designations, regarding the confidentiality designations it applies to the information it uses.
- 1A.14 The Board may, collectively, invite non-trustees to any or all Board meetings. Trustees may not invite a non-trustee to a Board meeting without the prior consent of the Board; such agreement may be sought out of meeting and confirmed at the meeting which the non-trustee attends. Non-trustees are expected to be present only for relevant agenda items. Examples of when a non-trustee may be invited to a Trustees' meeting include, but are not limited to:
- a. a carer or guide for a Trustee with a disability; or
  - b. professional advisers invited to meetings to assist in the understanding of technical matters: or
  - c. staff members required to report or advise or be kept informed on Board matters.
- 1A.15 Further to the Board's duty to act collectively it shall, when reaching a decision on any matter, attempt to do so by consensus. If a consensus is not possible the Trustees shall vote with the resolution being carried by simple majority, unless the By-laws provide that a larger majority is required. In cases of an equality of votes the Chair of the meeting shall have a second and casting vote. The minutes of the meeting at which the vote took place shall record that a vote was taken and whether the resolution was carried; minutes shall not record how individual Trustees voted.
- 1A.16 Only the Institution Trustees can vote at Board meetings. Trustees can vote only if present at a meeting and cannot ask someone else to vote on their behalf, irrespective of whether that person is a Trustee.
- 1A.17 In exceptional circumstances, if a matter arises between Board meetings which needs to be dealt with before the next Board meeting, a decision may be taken by written resolution of the Board. Such a resolution must be sent to all members of the Board and approved by simple majority of all Trustees entitled to vote on the resolution at a Board meeting, unless the By-laws provide that a larger majority is required. In cases of an equality of votes the Chair of the Board shall have a second and casting vote. The resolution is effective on the date on which a majority of votes has been achieved.

## Conduct of Trustees

1A.18 As members of the Institution the Trustees shall ensure that their conduct complies with the provisions of the Royal Charter and By-laws, and with the Code of Professional Conduct and Disciplinary Regulations. In addition, as volunteers working on behalf of the Institution the policies and procedures as set out in the Volunteer Handbook, including those relating to volunteers' conduct, shall apply to Trustees.

1A.19 Trustees shall not appoint a substitute to represent them at Board meetings or in any other official Board matters. When a Trustee fails to attend three consecutive meetings without the agreement of the Board then that Trustee shall be deemed to have failed in their commitment as set out in the Trustee Code of Conduct. The Chief Executive shall maintain a record of Trustee attendance at Board meetings and shall review that record before each Board meeting and inform the Board of any matters arising.

1A.20 Further to the By-laws, the Board may determine that any Trustee is incapable of discharging their responsibilities as a member of the Board. Such a motion of incapability shall be passed if 75% or more of the Trustees present and voting, excluding the subject Trustee who shall also not count towards the meeting quorum for the purpose of this vote, vote in favour of the motion. In making such a decision the Trustees shall consider the following:

- a. Trustees are presumed to be capable unless it can be demonstrated otherwise.
- b. To be considered capable, a Trustee must be able to carry out all their Trustee duties; partial capability is deemed to be incapability.
- c. A Trustee's capability may be judged in terms of their skill, aptitude, conduct, health or any physical or mentally quality.
- d. A lack of capability will normally become apparent over time. Early signs of a lack of capability should normally result in the Trustee being guided and helped to develop their capability. It is possible, however, that a single event of particular significance may justify a decision to deem a Trustee incapable.
- e. Only current incapability may be considered. Any previous instance of incapability that was satisfactorily resolved or that was not addressed at the time and after which a period of capacity was evident may not be considered.
- f. Any judgment about capability shall make reasonable allowance for disability.
- g. Incapability may be evident when, but not limited to, a Trustee:
  - i. is known in advance to be unable to undertake their Board responsibilities for any reason for a period of six months or more during which at least two meetings of the Board are due to be held; or
  - ii. is declared incapable on grounds of ill health by way of a written opinion of a registered medical practitioner who is treating the subject Trustee, stating that the subject Trustee is incapable physically or mentally of acting as a member of the Board and may remain so for more than three months; or
  - iii. demonstrates over time a significant lack of knowledge of matters relevant to their role as a Board member which they should reasonably be expected to be knowledgeable; or
  - iv. seriously breaches confidentiality; or

- v. fails to uphold the principle of collective responsibility as a member of the Board; or
- vi. acts dishonestly, negligently, or recklessly; or
- vii. is unjustifiably disruptive during Board business; or
- viii. acts in a manner that brings or is very likely to bring the Institution or the Board into disrepute.

## Conflicts

1A.21 Trustees shall avoid any conflict between:

- a. their personal interests and those of the Institution; and
- b. the duties and loyalty they may owe to other organisations and the duties and loyalty they have to the Institution.

1A.22 Trustees shall declare, as soon as possible and at the latest before the Board makes any formal expression of opinion or intention relating to the conflict, the nature and extent of any conflict they have in:

- a. any proposed transaction or arrangement of the Institution including a renewal of such transaction or arrangement; and
- b. any policy or opinion of the Institution including a renewal of such policy or opinion; or
- c. any of the above which they have not previously declared.

1A.23 Any Trustee who is or becomes conflicted in relation to any matter to be discussed by the Board shall:

- a. absent themselves from those discussions, unless the un-conflicted members of the Board invite the conflicted member of the Board to remain to provide information to assist them in their discussions; and
- b. be absent during any vote and have no vote on the matter whether at a meeting or by written resolution of the Board and shall not be counted in the quorum for that part of the discussion.

1A.24 If a conflict arises for a Trustee because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in the Charter or the By-laws, the un-conflicted Trustees may authorise that Conflict where the following conditions apply:

- a. the conflicted Trustee is absent from the part of the Board meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person; and
- b. the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting; and
- c. the un-conflicted Trustees consider it is in the interests of the Institution to authorise the conflict in the circumstances applying; and
- d. the conflict does not involve a direct or indirect benefit of any nature to a Trustee or to a Connected Person.

1A.25 Any authorisation of a conflict under these Regulations:

- a. may (whether at the time of giving the authorisation or subsequently) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised; and
- b. may impose upon the conflicted Trustee such other terms for the purposes of dealing with the conflict as the un-conflicted Trustees think fit; and
- c. may provide that, where the conflicted Trustee obtains, or has obtained (through their involvement in the conflict and otherwise than through their position as a Trustee) information that is confidential to a third party, they shall not be obliged to disclose that information to the Institution, or to use it in relation to the Institution's affairs where to do so would amount to a breach of that confidence.

1A.26 Where the un-conflicted Trustees authorise a Conflict under these Regulations, the conflicted Trustee shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the un-conflicted Trustees in relation to the conflict.

1A.27 The Trustees may revoke or vary any authorisation given under these Regulations at any time, but this shall not affect anything done by the conflicted Trustee.

1A.28 The Trustees may revoke or vary any authorisation given under these Regulations at any time, but this shall not affect anything done by the conflicted Trustee prior to such revocation or variation in accordance with the terms of such authorisation.

### **Nominations for election to the Board**

1A.29 Trustees shall be nominated and elected as set out in the Royal Charter and By-laws and amplified in these Regulations.

1A.30 Having regard to the need to create a pattern of rolling retirements in the interests of continuity and subject to the By-laws, the Board of Trustees shall determine the terms of office prior to any election.

1A.31 In advance of the nomination process the Board shall identify and set out criteria to ensure that the candidates for election collectively and broadly provide the Board's expected future skills, knowledge, experience, and diversity requirement.

1A.32 Eligibility for the two Regional members of the Board shall be as follows:

- a. UK seat – candidates must have spent at least ten years living and working in a professional capacity in the UK, and at the time of their election to office must also be resident in the UK.
- b. Rest of World seat – candidates must have spent at least ten years living and working in a professional capacity outside the UK, and at the time of their election to office must also be resident outside of the UK.

1A.33 Not later than eleven weeks before each Annual General Meeting the Board shall send each Voting Member entitled to vote a call for nominations; the call for nominations:

- a. may be in electronic form; and



- b. shall include a list of vacancies on the Board that will be available for election at the next Annual General Meeting, the terms of office for each vacancy and any relevant skills, experience, knowledge, or diversity criteria.
- 1A.34 Each Voting Member may only nominate one candidate in total in any election cycle irrespective of the number of vacancies. Any second and any subsequent nominations, based on the date and time received at the Institution, by any Voting Member will not be valid.
- 1A.35 Nominations of any duly qualified person as a candidate for any vacancy of the Board, as set out on the call for nominations, shall be valid only if it complies with the By-laws and:
- a. is delivered either physically or electronically to the Chief Executive as set out in the call for nominations; and
  - b. is received at the Institution within three weeks of the date of dispatch of the call for nominations; and
  - c. is signed physically or electronically by the nominators; and
  - d. includes the written consent to act, if elected, of the person nominated.
- 1A.36 All valid nominations that are delivered to the Chief Executive will be forwarded to the Nominations Committee by the Chief Executive with confirmation, or otherwise, that each nominee at the time of nomination was a member in good standing and eligible to stand.
- 1A.37 The Nominations Committee will consider each eligible nomination against the requirements of the role as set out in the role specific person specification. The Committee will confirm whether or not each candidate meets the particular requirements of the vacancy for which they have applied. Where more than one candidate is assessed as being suitably qualified to stand for election for a role, the Committee will not express a preference as to which candidate is preferred. Where no eligible candidates apply for a vacancy, or those who are eligible are deemed by the Nominations Committee to not yet meet the requirements for the role, then the Committee will confirm to the Board that a casual vacancy exists in accordance with the By-laws.

### **Ballot for election to the Board**

- 1A.38 The Board may make vary and rescind rules governing the conduct of the ballot provided that such Regulations are not inconsistent in any way with the provisions of the Charter, By-laws and these Regulations.
- 1A.39 The Board shall take such steps as it considers expedient to ensure the secrecy of the ballot.
- 1A.40 The Board shall, not later than twenty-eight days before the Annual General Meeting, send to each Voting Member a ballot paper, which may be in electronic form, containing the names of all persons duly nominated to fill the vacancies, stating the names of the nominators.
- 1A.41 The form and content of the ballot papers shall be determined by the Board.

1A.42 The Board may make provision for voting to be in electronic form in addition to, or in place of, a postal ballot subject to it being satisfied as to the security of the method of electronic voting. The ballot papers shall contain a requirement that they are to be returned so as to reach the principal office of the Institution, or the nominations site established for the purpose if voting is taking place in electronic form, not later than fourteen working days before the Annual General Meeting. Votes on any ballot papers not so returned shall not be counted.

1A.43 The independent report of the result, as required by the By-laws, shall state the:

- a. total number of votes received; and
- b. number of votes rejected and the grounds for rejection; and
- c. total number of votes in favour of each candidate; and
- d. names of those who are duly elected.

APPROVED

## Regulation 1B: Committees of the Board

### Constitution and purpose

- 1B.1 The Board of Trustees (“the Board”) may establish Committees of the Board and may delegate any of its powers to those Committees as it sees fit subject to any restrictions in the Royal Charter and By-laws. Any Committee so formed shall in, in exercising the powers delegated to it, conform to any directions that may from time to time be imposed upon it by the Board.
- 1B.2 The Board remains responsible for the actions of such Committees and may from time to time revoke or alter any such powers so delegated and may dissolve a Committee at any time.
- 1B.3 All Committees shall be part of the Institution and therefore shall be subject to its Royal Charter, By-laws and Regulations.
- 1B.4 All Committees shall have written Terms of Reference to which they must adhere. The Terms of Reference shall be approved by the Board. The Board may alter the Terms of Reference at any time.
- 1B.5 The composition of all Committees shall be entirely at the discretion of the Board and shall be set out in the Terms of Reference.
- 1B.6 The President is ex officio a member of all Committees of the Board.
- 1B.7 The Chair of each Committee must be a Voting Member of the Institution and shall be appointed by the Board or shall be filled in such manner as the Board may determine.
- 1B.8 All other vacancies occurring on each Committee shall be filled in such manner as the Board may determine.
- 1B.9 All Committees are accountable to the Board and the deliberations of any Committee shall be reported regularly to the Board. Any resolutions passed or any decisions taken shall be reported forthwith to the Board.
- 1B.10 Each Committee shall arrange for minutes of their Committee meetings to be recorded. Once agreed by the Committee the minutes shall be made available to the Board and may be made available to members in accordance with the Institution’s Privacy Designations Policy.
- 1B.11 All Committees shall comply with Annex A to Regulation 1 Privacy Designations, regarding the confidentiality designations it applies to the information it uses.
- 1B.12 Unless set out in their Terms of Reference, a Committee may recommend the establishment of a Sub-Committee to which it may delegate down certain activities. Any such recommendation must be approved by the Board.
- 1B.13 Where a Committee has established Sub-Committees, the Committee remains responsible for the recommendations and actions of such Sub-Committees.
- 1B.14 Any resources of Committees of the Board shall be owned by the Institution.
- 1B.15 The title Institution of Chemical Engineers, the abbreviation IChemE, the logo and the heraldic arms may only be used by Committees of the Board or by their Sub-Committees with the approval of the Board and under any conditions that it may impose.

## Regulation 1C: Institution General Meetings

### General Provisions

- 1C.1 The General Meetings of the Institution shall be those as set out in the Royal Charter and By-laws.
- 1C.2 The Board may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any General Meeting subject to the Royal Charter, By-laws, and Regulations.
- 1C.3 Notice of any General Meeting shall be served to all Voting Members, as required by the By-laws, at their respective addresses as held on the Institution Register. The Institution may give such notice in hard copy form, in electronic form, by means of a website or partly by one such means and partly by another. The notice period shall exclude the day on which it is served or deemed to be served and the day of the meeting to which it refers and shall specify the place, the day, and the hour of the meeting and in case of special business the general nature of that business. 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 such notice shall not invalidate the proceedings at that meeting.
- 1C.4 No business shall be transacted at any General Meeting of the Institution unless the necessary quorum is present at the time when the meeting proceeds to business, unless otherwise permitted in the By-laws or Regulations.

### Adjournment

- 1C.5 If a General Meeting is, for any reason, adjourned:
- a. for less than thirty days, it shall not be necessary to give any notice of an adjournment: or
  - b. for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 1C.6 No business shall be transacted at an adjourned General Meeting other than business left unfinished at the meeting that was adjourned.

### The Chair

- 1C.7 The President shall chair General Meetings, subject to the By-laws.
- 1C.8 If:
- a. there is no President of the Institution on the date of the meeting: or
  - b. the President or their nominated alternate, is not present at the meeting within fifteen minutes of the time appointed for holding the meeting: or
  - c. the President or their nominated alternate is unwilling to act as chairman: then,

the Treasurer shall be chair. Failing this one of the members of the Board, chosen by the Board members present at the meeting or in the absence of such agreement chosen by lot, shall be chair. If no member of the Board present is willing to take the chair the Voting Members present shall choose, by simple majority, a Voting Member to be chair.

## Voting

- 1C.9 No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meetings shall be valid for all purposes. Any such objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.
- 1C.10 The notice of a General Meeting may specify that voting shall be by way of a poll.
- 1C.11 Where the notice of an Annual or Extraordinary General Meeting has specified that voting shall be by way of a poll such notice shall specify a procedure by which Voting Members may cast their votes on that poll in advance of the meeting.
- 1C.12 The demand for a poll, as set out in the By-laws, may be withdrawn.
- 1C.13 Any poll duly demanded on the election of a Chair of a General Meeting of the Institution or on any question of adjournment, shall be taken at the meeting without adjournment. A poll duly demanded on any other question shall be taken in such manner and at such time and place as the Chair of the meeting directs and either at once or after an interval or adjournment or otherwise. The result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 1C.14 Votes may be cast by proxy as set out in the By-laws and Regulations.
- 1C.15 Subject to the By-laws and Regulations, the instrument appointing such a proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing in that behalf and shall be in the form shown in the notice of the General Meeting.
- 1C.16 The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at or delivered to the Institution or at such other place within the United Kingdom as is specified for that purpose in any instrument of proxy sent by the Institution in relation to the meeting not less than forty-eight hours before the time of holding the meeting or adjourned meeting at which the person named in the proxy proposes to vote and in default such instrument shall not be treated as valid. A proxy may be delivered electronically or by email in the manner described in the notice of the General Meeting.

## Annex A to Regulation 1

### Privacy Designations

- |   |  |
|---|--|
| <b>Introduction</b>                             | 1. The Institution aims to be open and inclusive, and the Board of Trustees, Committees of the Board, and other forums (collectively referred to here as committees) aim to set an example in this respect.  |
| <b>'Open'</b>                                   | 2. The default position is therefore that committee information such as meeting proceedings and papers should be considered to be 'Open'. 'Open' in this context means that the information may be made available in the members' area of the Institution website and may be made more widely available if appropriate.  |
| <b>'Private and confidential' or 'Reserved'</b> | <p>3. In some instances, confidentiality may be required, particularly when it is necessary to protect individuals, is in the interests of the public, or is needed to restrict access to information of potential or actual commercial use to competitors, suppliers, or customers.</p> <p>4. Committee information may therefore be designated as 'Private and Confidential' or in the case of meeting proceedings may be designated as 'Reserved'. 'Private and Confidential' or 'Reserved' information is available only to:</p> <ul style="list-style-type: none"> <li>a. the committee to which it relates; and</li> <li>b. more senior committees in the chain of authority up to and including the Board of Trustees; and</li> <li>c. staff as needed; and</li> <li>d. others within the Institution, including the Chair and Vice-Chair of Congress, if agreed by the relevant committee.</li> </ul> <p>5. Information shall be designated as 'Private and Confidential' or 'Reserved' where it contains or could lead to the disclosure of one or more of the matters listed below. Note that the list is not exhaustive and other matters may lead to a decision to designate material as 'Private and Confidential' or 'Reserved', in such cases the reasons shall be recorded in the minutes of the relevant committee and as far as possible, on the information itself.</p> <ul style="list-style-type: none"> <li>a. The information contains or otherwise reveals personal data relating to one or more individuals. It is important that such information is not disclosed as it may breach Data Protection requirements.</li> <li>b. Personnel matters, personal information or matters of a management, planning or forecasting nature, relating to staff. These should not be made available outside the committee as this may breach IChemE procedures or employment legislative requirements relating to staff.</li> <li>c. Information about negotiations, commercial or otherwise, where disclosure could prejudice the IChemE's position or could prejudice future negotiations of a similar nature.</li> <li>d. Information about spending estimates where such information may benefit a supplier, contractor or other organisation to the potential detriment of the IChemE.</li> </ul> |

- e. Details about a complaint concerning an individual or group of individuals, including members, volunteers and staff as this may prejudice any investigation and could also disclose personal data.
- f. Information which has been supplied in confidence by a third party or would result in such supply as this would breach the trust of the third party.
- g. Legal advice or Counsel's Opinion, or information that is covered by legal privilege or concerns active legal proceedings.
- h. Information which if made available might create a risk of action for libel, slander or contempt.
- i. Information from a contract which contains a confidentiality clause.
- j. Information which if disclosed may result in premature publicity of courses of action that may not, in the end, be followed.
- k. Information that has previously been marked 'Private and Confidential' or 'Reserved' by another committee.
- l. Information, the disclosure of which would be prejudicial to the engineering profession, as a whole.

**Redaction**

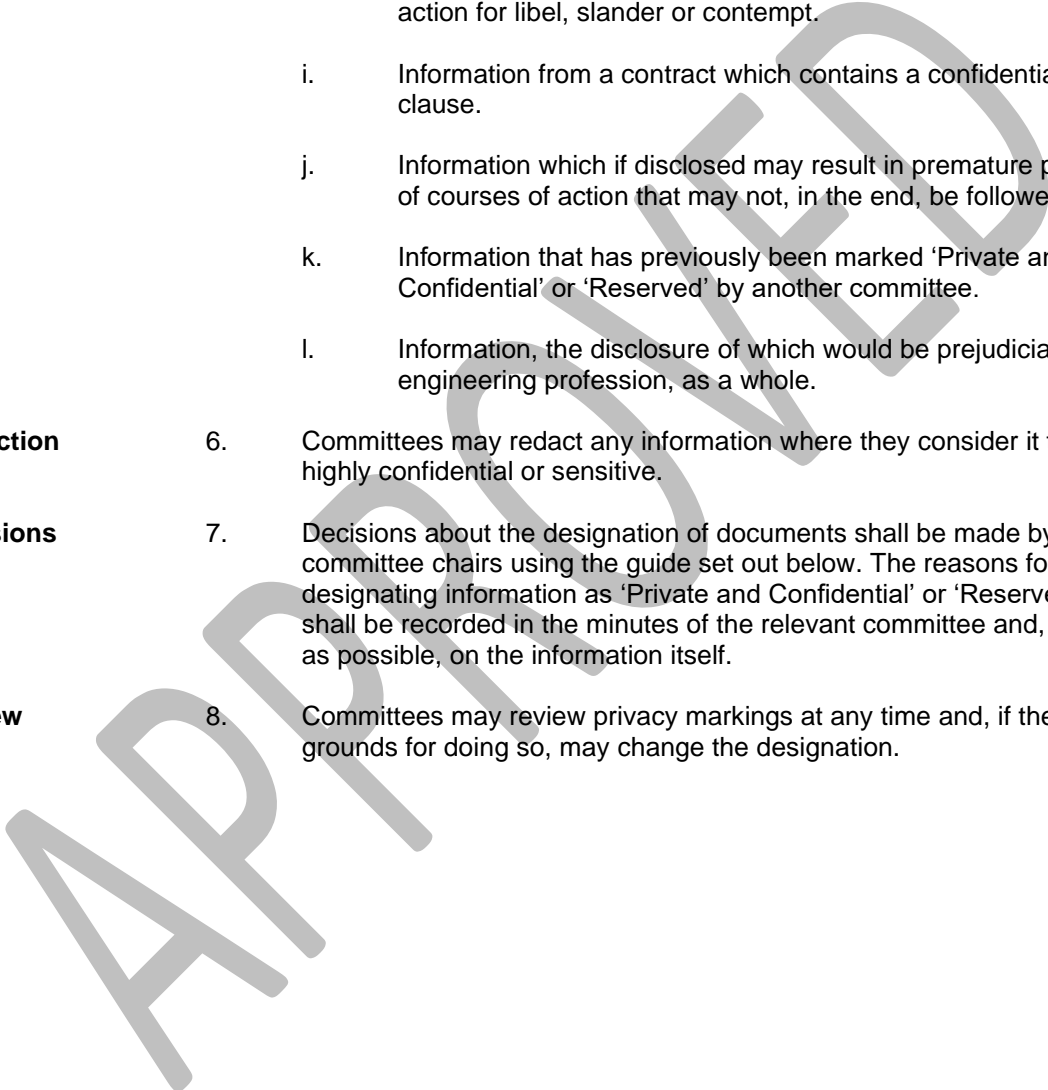
- 6. Committees may redact any information where they consider it to be highly confidential or sensitive.

**Decisions**

- 7. Decisions about the designation of documents shall be made by committee chairs using the guide set out below. The reasons for designating information as 'Private and Confidential' or 'Reserved' shall be recorded in the minutes of the relevant committee and, as far as possible, on the information itself.

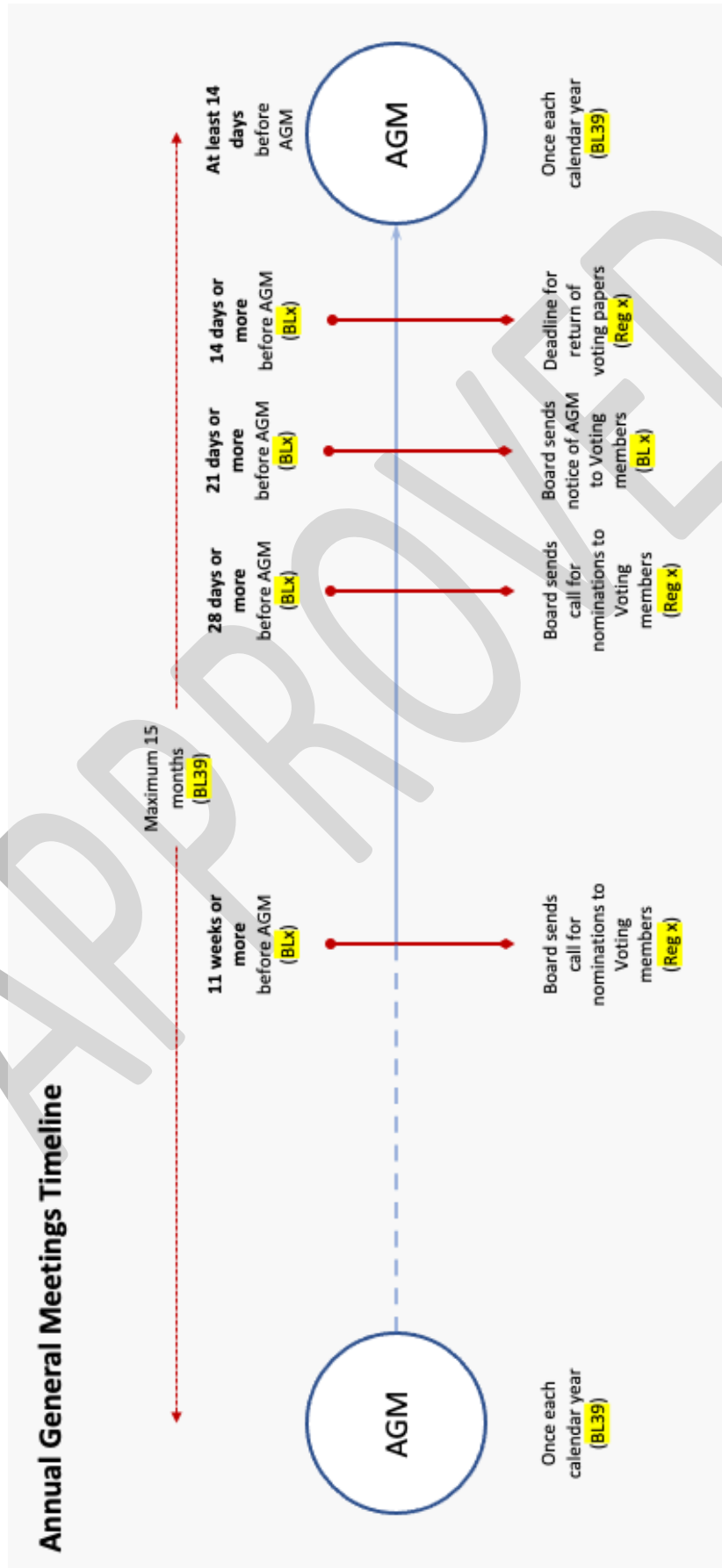
**Review**

- 8. Committees may review privacy markings at any time and, if there are grounds for doing so, may change the designation.



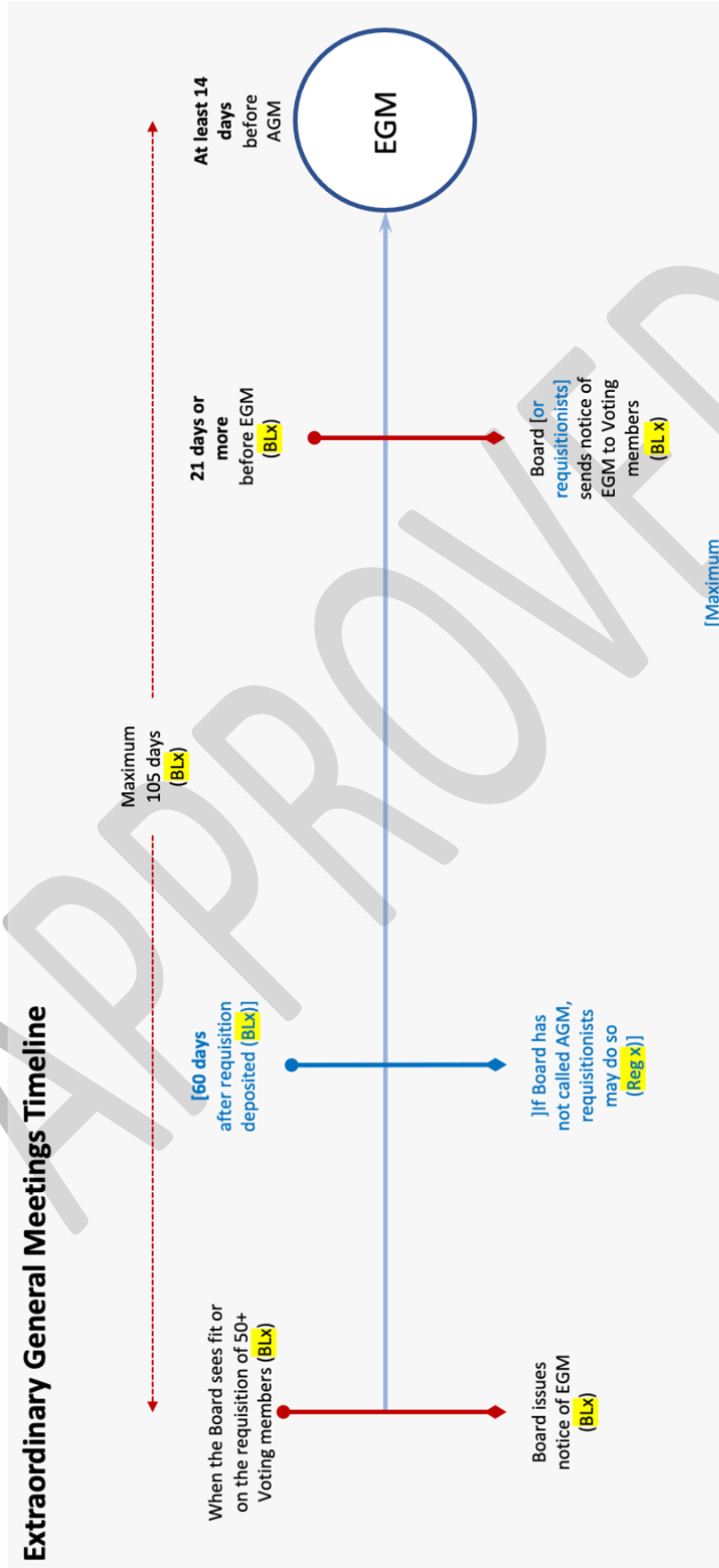
Annex B to Regulation 1

Timelines for Annual General Meetings





Timelines for Extraordinary General Meetings



## Regulation 2: The Congress and its Operations

### The Congress

1. The Congress is established in accordance with the Royal Charter and By-laws. The Congress is the member advisory body of the Institution and will consist of up to 41 members elected as described in this Regulation.
2. The overriding purpose of the Congress is to advise the Board on such matters that are of interest to the Institution and it shall have such other rights, duties and responsibilities as are prescribed in these Regulations.

### Congress Regulations

3. The Board shall be responsible for drafting amendments to this Regulation but will require the support of a seventy-five percent (75%) majority of the members of Congress voting before any such amendment may take effect. The Congress may request changes to this Regulation, and the Board must consider and respond to such requests. Responses by the Board may include:
  - a. accepting the request without amendment;
  - b. offering minor amendment;
  - c. offering alternative proposals; or
  - d. advising Congress to maintain the status quo.

Where the Board is unable to accept the request without amendment, it will provide a full written explanation.

### Activity

4. As a part of the Institution's business cycle, the Congress will be asked to review and provide comments to the Board on any Strategy and Business Plans as a part of the drafting process. The Congress will also be asked to note and comment on the Institution's Annual Report and Accounts.
5. Congress will provide its own Annual Report to the Board for presentation at the Institution's Annual General Meeting. This should be based on Congress's view of the Institution's performance using a methodology that is established and maintained through dialogue with the Board.
6. Congress may form working groups to undertake activity on its behalf. Such groups will generally be temporary in nature and will disband upon completion of the task that has been set.

### Election of Members

7. Congress will consist of up to 41 members from two electoral colleges as follows:
  - a. Membership College. This will include up to 16 members:
    - i. 11 seats are allocated in proportion to the number of members in the relevant grades / category (but not less than one member for each grade / category) and elected as follows:
      - Fellows nominated and elected by the Fellows and Associate Fellows<sup>1</sup>.

---

<sup>1</sup> Associate Fellows are able to nominate and vote in this category but are not eligible to stand for the Fellow seat in the Membership College

- Chartered Members nominated and elected by the Chartered Members.
  - Associate Members (excluding early career members) nominated and elected by the Associate Members (excluding Early Career members).
  - Affiliate Members (excluding early career members) nominated and elected by the Affiliate Members (excluding Early Career members).
  - Early Career members nominated and elected by the Early Career members in the Associate and Affiliate grade. Early Career is defined as members in these grades with less than six years in full or part-time employment (self-declared) or studying for a postgraduate qualification.
- ii. 5 seats are reserved and allocated as follows:
- One academic member nominated and elected by teaching academics (self declared).
  - Two Student Members nominated and elected by the Student Members.
  - Two seats are reserved to be appointed by Congress, in consultation with the Congress Steering Group, should there be a significant shift in the composition of the Institution's membership base by grade. The allocation of these seats shall require the support of two thirds majority of the members of Congress voting.

The allocation of seats for the Membership College shall be reviewed at least every three years by the Congress Steering Group. The Congress Steering Group shall notify Congress of any changes in allocation.

b. Geographical College. Up to 25 geographical seats are reserved for members (excluding Student Members) and are allocated based on current regional and branch boundaries based on the number of members (excluding Student Members) whose registered address lies within that boundary. Given the variation in population sizes, seats are allocated in three tiers as follows:

- i. Tier 1: Each region or branch with 1000 or more members (excluding Student Members) will be allocated two seats nominated and elected by members (excluding Student Members) of that region or branch.
- ii. Tier 2: Each region or branch with 100 or more and less than 1000 members (excluding Student Members) will be allocated one seat nominated and elected by members (excluding Student Members) of that region or branch.
- iii. Tier 3: Regions and branches with less than 100 Members (excluding Student Members) will collectively be allocated two seats to share nominated and elected by members (excluding Student Members) in all those regions or branches.

The allocation of seats for the Geographical College shall be reviewed at least every three years by the Congress Steering Group to ensure that it reflects the composition of the Institution's membership base by geographical region. The Congress Steering Group shall notify Congress of any changes in allocation.

8. Terms of office will normally be for a period of three years renewable up to a maximum total of six years after which there shall be at least a two-year gap before a further term can be served. No individual appointed directly by Congress (in accordance with 7a ii) shall serve for more than two consecutive years.

9. Terms shall commence at the end of the Annual General Meeting (AGM) in the year of election. In this Regulation "a year" means the period from the end of one AGM to the next.

10. For each vacancy, any two members in good standing, who are in the constituency that may vote for that vacancy, may nominate any duly qualified member in good standing as a candidate for any such vacancy. Nominations for election of members to Congress shall be made by delivering either physically or electronically to the Chief Executive within three weeks after the date of publication of the list of vacancies on the Institution's website, a nomination in writing duly signed by the nominators together with the written consent to act if elected of the person nominated. Each such nominator shall be debarred from nominating any other person for the same election. The AGM will note the election results pursuant to these Regulations and formally appoint the duly elected Members to Congress.

11. Provided that candidates nominated for any class of vacancy are not more in number than the vacancies in that class, the persons so nominated shall be deemed to be duly elected and there shall be no ballot in respect of that class of vacancy.

12. As far as practical the voting process should align with that which is produced for the Board of Trustees elections.

13. Any vacancy that remains unfilled at the end of the election process shall remain unfilled until the following year.

14. A member of Congress who resigns within six months of election, or is otherwise unable to continue in the position, will be replaced by the candidate who received the next highest number of votes. If the seat was unopposed, the seat will remain unfilled until the next AGM.

15. A member of Congress will resign if Congress resolves by a two thirds majority vote of the members voting that their Office be vacated by reason of conduct which, in the opinion of the Congress, is, or is likely to be, materially prejudicial to the reputation of the Institution.

16. A member of Congress who no longer meets the eligibility requirements for the seat they were elected to shall inform the Congress Chair immediately and vacate the seat at the following AGM irrespective of their remaining term of office. The Student Member representatives are only required to meet the eligibility criteria at the point of taking up office and may complete a three-year term regardless if the change of their membership grade occurs during their term of office. For the purposes of Congress eligibility only, a Student Member will be deemed to have graduated on completion of their last finals examination, regardless of the actual date of graduation, and will therefore be eligible to stand for an Early Career vacancy at that point.

### **Congress Chair and Vice-Chair**

17. The Chair and Vice-Chair of Congress shall have a two-year term of office, renewable to a maximum of two terms, providing they remain a member of Congress. The terms of office shall begin and end within 28 days of the AGM.

18. Any member of Congress may put themselves forward as a candidate for the position of Chair or Vice-Chair. Candidates may submit a statement of not more than 200 words to the Chief Executive for circulation to other members of Congress in support of their application but shall not otherwise canvass for support among members. If only one application is received for either the Chair or Vice-Chair that candidate shall take up the respective position. If more than one application is received for either the Chair or Vice-Chair a ballot shall be conducted by the Chief Executive on a closed, single transferable vote basis for the post which received more than one application.

19. If there is no candidate for Vice-Chair, the candidate with the second highest percentage of votes for the position of Chair shall become the Vice-Chair.

20. In the event that only one candidate stands for the position of Chair, and no-one for Vice-Chair, the new Chair shall nominate a Vice-Chair who shall require the approval by a simple majority of the Congress present and voting.

21. The Vice-Chair may deputise for the Chair where the Chair is unavailable for periods up to 30 days. Should the Chair resign or become unavailable for more than 30 days for any reason, then the Vice-Chair shall take over as Chair until the election process for a new Chair can be completed.

### **Congress Steering Group**

22. There shall be a Congress Steering Group responsible for the oversight and facilitation of the conduct of the Congress and the engagement of the Congress members.

23. The Congress Steering Group shall consist of the Chair and Vice-Chair of Congress, the Chief Executive and the designated Trustee lead.

### **Congress Meetings**

24. The Congress shall for the most part operate virtually, utilising an online discussion tool provided by the Institution. Congress shall sit for at least three sessions a year. Each online session will last for up to 30 days. In addition, once each year, Congress will have the opportunity to meet for one session physically. Where practicable physical meetings will be held in the same place and on the same date (but not at the same time) as a physical meeting of the Board of Trustees.

25. Any decision of Congress shall be valid so long as over half the currently elected members have participated and the decision has been confirmed by a simple majority vote of the members voting, unless a different majority is set out in these Regulations or has been agreed in advance.

26. The agenda for Congress shall be determined by the Chair in consultation with the Congress Steering Group.

27. The designated Trustee lead shall facilitate any dialogue between the Board and Congress.

28. The President may attend any session of Congress as an observer.

29. The Congress may invite any elected officer or member of staff to engage in any session of Congress as an observer.

### **Participation of Members**

30. All members of Congress are required to actively participate in all sessions of Congress. Participation is defined as consisting of either a Congress member's written response (not simply a 'like' or similar indication) in any one of the discussion themes of a session or having registered their vote on a decision of Congress.

31. From time to time, a member of Congress may be unable to take part in a particular session of Congress due to personal or other business. The member should tender their apologies to Congress via the Congress Officer and this will be deemed as having participated in that session.

32. A member of Congress who has been unable to take part in two or more sessions in any calendar year, shall consider their ability to continue as a member and if appropriate inform the Congress Chair in writing and vacate their seat. Any member of Congress who has failed to participate in three consecutive sessions will be contacted by the Chair and, if no sufficient reason is given, be invited to stand down.